



JPB Board of Directors
Meeting of March 29, 2023

Supplemental Reading File

Subject

Informational Items Received by the Finance Committee

- 1 On-Call Communication and Signal Services Update
- 2 On-Call Transportation Planning and Consultant Services Update

Informational Items Received by the AMP Committee

- 3 Diridon Transit-Oriented Development (TOD) and Business Case Update
- 4 San Francisco Downtown Rail Extension (DTX) Project Update
- 5 Metropolitan Transportation Commission (MTC) Regional Monthly Update

**Peninsula Corridor Joint Powers Board
Staff Report**

To: Board of Directors
Through: Michelle Bouchard, Executive Director
From: Lawrence Leung, Manager, Rail Contracts & Budget
Zouheir Farah, Director, Caltrain Engineering
Carlos Ortega, Deputy Director, Caltrain Systems Engineering
Subject: **Accept On-Call Communication and Signal Services Update**

Finance
Committee
Recommendation

Technology,
Operations,
Planning, and
Safety Committee
Recommendation

Advocacy and
Major Projects
Committee
Recommendation

Staff Coordinating
Council Reviewed

Staff Coordinating
Council
Recommendation

Action

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

Significance

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

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

The tables below provide an update of contract activities from December 7th, 2022 thru March 5th, 2023. Table 1 summarizes the contract capacity status. Table 2 updates the percentage of capacity used against the percent time elapsed. Table 3 shows the Board approved dates and amounts. Table 4 aggregates the WD amounts issued to each of the vendors. Table 5 describes each of the WDs issued since the last reporting period.

Budget Impact

There is no impact on the budget.

Background

Pursuant to Resolution No. 2022-37, the Board of Directors (Board) awarded contracts to RSE Corporation, STV Incorporated, WSP USA, Inc., and Xorail, Inc., consisting of a five-year base term for an aggregate not-to-exceed amount of \$18,000,000.

Prepared By:	Lawrence Leung	Manager, Rail Contracts & Budget	650-508-6328
	Zouheir Farah	Director, Caltrain Engineering	650-622-7819
	Carlos Ortega	Deputy Director, Caltrain Systems Engineering	650-551-6191

Table 1

Contract Summary	Years	Amount
Total Capacity:	5.0	\$18,000,000
Work Directives Issued:		\$5,831,162
Remaining Exercised Capacity:		\$12,168,838

Table 2

Contract Days	Days Elapsed	% Time Elapsed	Capacity Used
1825	213	12%	32%

Table 3

Contract Information	Start	End	Years	Capacity	Resolution/ Authorized
Base	8/4/2022	8/3/2027	5.0	\$18,000,000	2022-37
Amendment			0.0		
Total:			5.0	\$18,000,000	

Table 4

Vendor	RSE	STV	WSP	Xorail
Contract #	22-J-P-024A	22-J-P-024B	22-J-P-024C	22-J-P-024D
Total WDs Issued	\$5,550,964	\$280,198	\$0	\$0
Previous Reporting Period	\$3,334,578	\$280,198	\$0	\$0
Current Reporting Period	\$2,216,386	\$0	\$0	\$0

Table 5

WD#	Title	Description (Updates in Bold)	Vendor	Updated	Start	(Revised) End	Current Value
23091 11000	PCEP Utility Coordinator and Field Support Services FY23	To provide utility coordinator and utility field support services for the Peninsula Corridor Electrification Project (PCEP) under the guidance/direction of JPB staff.	RSE	1/30/2023	10/1/2022	6/30/2023	\$712,479.00
10871	Systems Engineering Support	Support to provide systems engineering support services for Caltrain's signal and I-ETMS PTC system.	RSE	1/19/2023	10/1/2022	6/30/2023	\$1,129,586
10921	Railroad Signal Systems	Support to provide services for complying with all FRA and CPUC regulations by maintaining accurate InService signal plans, up to date software files, maintain the FileRequest CheckOut/CheckIn plan, provide on-call engineering support, and design service as needed.	RSE	1/9/2023	1/9/2023	6/30/2023	\$374,321.53

**Peninsula Corridor Joint Powers Board
Staff Report**

To: Board of Directors
Through: Michelle Bouchard, Executive Director
From: Lawrence Leung, Manager, Rail Contracts & Budget
Melissa Reggiardo, Manager, Caltrain Planning
Subject: **Accept On-Call Transportation Planning and Consultant Support Services Update**

Finance
Committee
Recommendation

Technology,
Operations,
Planning, and
Safety Committee
Recommendation

Advocacy and
Major Projects
Committee
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Staff Coordinating
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Budget Impact

There is no impact on the budget.

Background

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

Prepared By:	Lawrence Leung	Manager, Rail Contracts & Budget	650-508-6328
	Melissa Reggiardo	Manager, Caltrain Planning	650-868-9925

Table 1

Contract Summary	Years	Amount
Total Capacity:	7.0	\$35,000,000
Exercised:	5.0	\$25,000,000
Work Directives Issued:		\$18,175,768
Remaining Exercised Capacity:		\$6,824,232

Table 2

Contract Days	Days Elapsed	% Time Elapsed	Capacity Used
1825	977	54%	73%

Table 3

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

Table 4

Vendor	Fehr & Peers	HNTB	Kimley-Horn	ARUP	Mott	WSP
Contract #	20-J-P-006A	20-J-P-006B	20-J-P-006C	20-J-P-006D	20-J-P-006E	20-J-P-006F
Total WDs Issued	\$3,561,550	\$3,923,264	\$4,720,726	\$1,183,094	\$3,215,586	\$1,571,547
Previous Reporting Period	\$3,046,942	\$3,880,695	\$4,510,621	\$1,183,094	\$2,904,201	\$582,408
Current Reporting Period	\$514,608	\$42,569	\$210,105	\$0	\$311,385	\$989,139

Table 5

Item #2.
3/29/2023

WD#	Title	Description (Updates in Bold)	Vendor	Updated	Start	(Revised) End	Current Value
10877	Caltrain Go Pass Program Management Support	Consultant program management support for Caltrain’s Go Pass Program. A2 extended from 1/31/23 to 4/30/23 and added \$8k for additional support. A3 added \$114k for additional support.	Fehr & Peers	2/17/2023	10/10/2022	4/30/2023	\$188,678.00
10308	Internal Support for Interim Executive Director Transition	Internal support for the Interim Executive Director transition for the JPB and includes the following tasks: Development of Internal Action Plan for Transition Period, Support for Implementation of Internal Action Plan, Manage Special Projects as Identified by COO/ED, and Support Recruitment of Chief of Staff including Transitioning Internal Action Plan Tasks as Needed. A1 added \$120k for additional support. A2 extended from 9/30/21 to 11/30/21. A3 extended from 11/30/21 to 3/31/22 and added \$32k for additional support. A4 extended from 3/31/22 to 6/24/22 to pay a final invoice.	Fehr & Peers	2/13/2023	3/15/2021	6/24/2022	\$354,339.93
10669	Caltrain Policy, Strategy and Communications Support	Support in the areas of policy and strategy on a number of key issues including the Caltrain governance. A1 extended from 12/31/22 to 12/31/23 and added \$366k for additional support.	Fehr & Peers	2/3/2023	7/1/2022	12/31/2023	\$541,338.48
23085 32000	Communications and Outreach Program Support for PCEP FY23	Communication and outreach program support including a comprehensive marketing and communications program for PCEP in FY23. A1 added \$43k for additional support.	HNTB	1/25/2023	7/1/2022	6/30/2023	\$312,382.00
10301	Business Plan - Outreach Support	Stakeholder outreach to support the continuation and completion of the Caltrain Business Plan technical work. A1 added \$60k for additional support. A2 from 6/30/21 to 12/31/21. A3 extended from 12/31/21 to 3/31/22. A4 extended from 3/31/22 to 9/30/22. A5 extended from 9/30/22 to 12/31/22.	Fehr & Peers	1/23/2023	7/1/2020	12/31/2022	\$104,208.64
10449	SF Railyards PBC - Tech & BC Development	Obtain Technical Analysis and Business Case Development services for the completion of the San Francisco Railyards Redevelopment Preliminary Business Case. A1 added \$274k for additional support.	Mott	1/23/2023	8/20/2021	6/30/2023	\$1,707,826
10878	Caltrain Electrified Service Planning	Support for Caltrain Electrified Service Planning.	Fehr & Peers	1/19/2023	1/19/2023	12/31/2023	\$23,123.13
10430	Long-Term CIP Development	Support the development of Caltrain's first Capital Improvement Plan (CIP). The CIP will define Caltrain involvement in the development of capital projects over the next 10 years. It will provide a structured, evidence-based and equitable decision-making framework to prioritize investments and resources for capital projects across the Caltrain corridor. The consultant will also support Caltrain in an intensive and thoughtful internal stakeholder engagement process and will provide recommendation for the integration of the CIP with other Caltrain practices and processes.	WSP	1/13/2023	1/13/2023	12/31/2024	\$989,138.34
10304	DISC Plan – PM & Outreach Support	Technical and outreach program management for the remainder of Phase I of the Diridon Station Concept Plan. A1 extended from 12/31/20 to 6/30/21. A2 added \$140k for additional support. A3 extended from 6/30/21 to 10/31/21 and added \$96k for additional support. A4 extended from 10/31/21 to 2/28/22. A5 extended from 2/28/22 to 6/30/22. A6 extended from 6/30/22 to 9/30/22 and added \$30k for additional support. A7 extended from 9/30/22 to 2/28/23 and added \$60k for additional support.	Kimley-Horn	1/3/2023	9/3/2020	2/28/2023	\$494,548.00

WD#	Title	Description (Updates in Bold)	Vendor	Updated	Start	(Revised) End	Current Value
10432	Diridon Station PBC	<p>Initial work as part of the Diridon Station Business Case (BC). Mott MacDonald submitted a full proposal for the BC on June 30, 2022 and interviewed with the JPB and Partner Agencies on August 3, 2022. While the Mott MacDonald proposal and interview earned the highest score and the Mott MacDonald team was selected to complete the PBC, all parties agree that revisions are needed to the scope of work to reflect recent developments, agency priorities, and a baseline amount of funding currently available for the effort. Additionally, discussions are needed to help determine appropriate project management structures and organizational/governance tasks, the latter which were previously identified as being optional. Organizational/governance tasks will need to be expedited per Diridon Joint Policy Advisory Board (JPAB) guidance.</p> <p>It is anticipated that once this work is complete, an amendment to this Work Directive (WD) will be provided so the team can start on the rest of the BC tasks as defined in the revised scope, schedule and budget. A1 extended from 1/31/23 to 2/28/23 and added \$50k for such support.</p>	Mott	1/3/2023	10/7/2022	2/28/2023	\$299,926.27
10671	Schedule & Service Plan Alternatives Analysis	<p>Support to: analyze our current 104 train per weekday/32 trains per weekend day schedule to determine the optimal crew and equipment (trainset) requirements, develop a new schedule to reduce the overall equipment requirements and/or to provide more maintenance time for the existing rolling stock, and look at alternative service plans to increase track time for construction activities. A1 extended from 10/1/22 to 12/30/22. A2 extended from 12/30/22 to 6/30/23.</p>	Fehr & Peers	12/27/2022	8/15/2022	6/30/2023	\$68,141.49
10305	DISC Plan – Technical Support & Analysis	<p>Technical management and support and organizational, governance and funding analysis and strategy for the remainder of Phase I of the Diridon Station Concept Plan. A1 added \$59k for additional support. A2 added \$208k and extended from 6/30/21 to 10/31/21. A3 revised scope. A4 extended from 10/31/21 to 2/28/22. A5 extended from 2/28/22 to 6/30/22. A6 extended from 6/30/22 to 9/30/22. A7 extended from 9/30/22 to 2/28/23.</p>	Kimley-Horn	12/20/2022	9/3/2020	2/28/2023	\$594,682.00
10307	DSAP Development Support Services	<p>Development support services associated with commercial development on the Caltrain-owned parcels within the Diridon Station Area Plan (DSAP) area in the City of San Jose. Specifically, the development team will be responsible for developing planning, land use, economic, environmental and development strategy associated with the City of San Jose’s preliminary review application and formal planning application. \$573k budgeted thru FY24 but \$98k authorized for FY21 and \$254k authorized for FY22. Added \$117k for environmental review services in order to meet CEQA requirements; total budget now \$691k and total authorization remains at \$352k. A2 authorized \$100k; total authorization is \$453k with a remaining \$238k unauthorized.</p>	Fehr & Peers	12/19/2022	3/8/2021	6/30/2024	\$452,538.46

**Peninsula Corridor Joint Powers Board
Staff Report**

To: Board of Directors
Through: Michelle Bouchard, Executive Director
From: Dahlia Chazan, Deputy Chief, Caltrain Planning
Subject: **Diridon Transit-Oriented Development (TOD) and Business Case Update**

Finance
Committee
Recommendation

Technology,
Operations,
Planning, and
Safety Committee
Recommendation

Advocacy and
Major Projects
Committee
Recommendation

Staff Coordinating
Council Reviewed

Staff Coordinating
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Recommendation

Action

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

Significance

Caltrain owns approximately 17 acres of property in the area surrounding Diridon Station (see Exhibit A). Caltrain is undertaking two separate efforts in this area:

1. Seeking entitlement for the future Diridon Plaza Transit-Oriented Development (TOD) in advance of securing a developer partner, and
2. Initiating a Business Case to advance the Diridon Integrated Station Concept Plan (DISC) by confirming feasibility and justifying the value for investment.

This report and accompanying presentation provide an update on the status of the two efforts, which are located directly adjacent to each other but progressing on separate schedules. Exhibit A shows Caltrain property ownership around Diridon Station as well as the DISC footprint.

Diridon Plaza TOD

Caltrain owns two parcels located across Cahill Drive from Diridon Station that have been identified as developable (the “Development Parcels”). Future development of these parcels is expected to generate a substantial, long-term revenue stream for Caltrain, encourage transit ridership and contribute over \$12 million towards the creation of much-needed affordable housing in the Station Area.

Currently used as Caltrain parking lots, the Development Parcels are within the Diridon Station Area Plan (DSAP), which was amended in 2021 after years of community engagement. The amended DSAP identifies the Development Parcels for commercial/employment use; however it also places square footage limits on overall commercial development within the plan area. Staff have been working over the past year to advance planning entitlements for the

Development Parcels to ensure that appropriate development capacity is allocated to the parcels before the DSAP development limits are reached.

The proposed Diridon Plaza Transit-Oriented Development project (TOD project) includes 1.2 million square feet of commercial space and features offices on the upper floors and space for restaurants, retail and other active uses on the ground floors. The project also includes a large plaza connecting Diridon Station to Google's Downtown West project, as well as other publicly accessible spaces totaling nearly an acre. The project is consistent with the Caltrain TOD Policy, Rail Corridor Use Policy and the DSAP.

Caltrain's formal planning application for the TOD project was deemed complete by the City of San José (the City) in Fall 2022, and the proposed project is currently undergoing the environmental and City department review process. In the meantime, Caltrain staff have engaged with a variety of local stakeholders to obtain input about the project, including numerous one-on-one meetings and two public meetings hosted by the City.

City approval of the project is anticipated in late summer 2023. At that time, staff will assess the market to determine whether conditions are right to proceed with issuing a Request for Proposals (RFP) to solicit a developer partner, or whether it is more prudent to wait for improved market conditions before issuing an RFP.

Diridon Business Case

Caltrain, the City of San José, the Metropolitan Transportation Commission, Santa Clara Valley Transportation Authority (VTA), and the California High-Speed Rail Authority (Partner Agencies) are jointly planning the future Diridon Station via DISC. In 2020, the Partner Agencies mutually accepted a high-level spatial layout called the Concept Layout that identified the vision for the future Diridon Station.

The Concept Layout will affect several elements at and around Diridon Station including the historic train Depot, PG&E substation, and VTA light rail station and alignment. It will also require relocation of the Caltrain maintenance facility, and elevation of the rail station platforms and tracks. Consequently, the Partner Agencies have identified a set of projects (known as the Program of Projects) that need to be advanced to realize the Concept Layout. However, additional analysis is needed to understand if the Program of Projects, and thus the Concept Layout, are feasible and fundable as the DISC effort was cost unconstrained.

To inform decision-making and help define a project that can be advanced to the environmental phase of study, Caltrain is leading the Partner Agencies in a Business Case. The Business Case will identify the current status of the contingent and adjacent projects in the Program of Projects to define the scale of DISC relative to cost and schedule, priority actions and tradeoff considerations. The Business Case will investigate implementing DISC compared to base case project investments (likely those that have been adopted by respective Boards and Councils)

with the objective of presenting an accurate assessment of the costs of infrastructure elements, quantifying measurable benefits and establishing a value proposition for investment.

The Business Case will identify goals, objectives, evaluation criteria, analytical tools and decision methodologies to inform decision-making and assess investment trade-offs. The Business Case will consider value creation, return on investment and equity in the allocation of costs and benefits to users, agencies and the range of stakeholders who will be affected. The Business Case will conceptualize and evaluate investment scenarios so the Partner Agencies can consider the most effective and efficient ways to achieve DISC goals to expand and integrate rail systems and create a world class station and urban environment.

The Business Case will also recommend a governance structure to support further planning, environmental analysis, design, delivery and operations and maintenance of the DISC program.

Budget Impact

There is no direct budget impact associated with this informational update.

Background

Diridon Plaza TOD

Site Description and Proposed Development Concept

The Development Parcels are located immediately east of the Diridon Station and are bordered by S. Montgomery, Cahill, Crandall, and W. San Fernando Streets. A VTA light rail tunnel passes underneath the Development Parcels, essentially bisecting them.

The proposed Diridon Plaza TOD includes two office buildings with ground floor retail and other active uses, as well as a public plaza that will connect the historic Diridon Station to Google's planned Downtown West development to the east. The project will also include two separate underground parking garages. Caltrain has requested a reduced parking requirement to encourage transit use and reduce greenhouse gas emissions, and the parking will be included within a shared Parking Management District. The tables below provide details about the overall development and individual buildings, and graphics depicting the conceptual design are provided in the accompanying presentation.

Diridon Plaza TOD Project Summary

	Total	North Building	South Building
Office Sq. Ft.	1,144,000	530,000	614,000
Retail Sq. Ft.	36,000	25,000	11,000
Auto Parking	792	440	352
Indoor Bike Parking	336	168	168
Stories		16	15
Height		265'	250'
Plaza Sq. Ft.	29,000		

Affordable Housing Payment

The development will be required to pay the City’s adopted commercial linkage fee, which will provide an estimated \$12 million for affordable housing. According to the Diridon Affordable Housing Implementation Plan, which is a strategy document for to the station area plan, the City intends to prioritize use of these funds to subsidize affordable housing in the immediate area.

City of San Jose Entitlement Process

The Caltrain team submitted a preliminary review application to the City in October 2021. After incorporating feedback from the City, the Caltrain team submitted a formal planning application, which was deemed complete by the City in July 2022. The formal review is expected to take about a year and includes community outreach meetings as required by the City of San Jose, and an environmental assessment to ensure compliance with the DSAP Environmental Impact Report (EIR). The project will ultimately be reviewed and approved by the San Jose Planning Commission.

Community Engagement

Over the past several months, the Caltrain team conducted numerous one-on-one meetings with local stakeholders and presented at two public meetings hosted by the City. The team also presented to Catalyze Silicon Valley, a local advocacy organization that has a scorecard for projects. Catalyze SV scored the project 4 out of 5 based on criteria including community, vibrancy, transportation, and legacy.

Future Real Estate Process

Staff expects that the project will receive project entitlements from the City in late summer 2023. At that time, staff will assess market conditions and determine whether the timing is right to proceed with a Request for Proposals (RFP) to solicit a development partner for the project, or whether it is better to wait for market conditions to improve. The City has expressed that they are willing to be flexible in extending entitlements beyond the standard 3

years to 6 years or more, which means that Caltrain will have flexibility in determining the optimal time to engage a developer partner.

Ultimately it is anticipated that Caltrain will enter a long-term ground lease with the development partner. Under the terms of the agreement, the developer would take on all development risk by financing, building, and owning all improvements while JPB would continue to own the Development Parcels and would collect rent based on the success of the development. Staff will seek Board direction at each stage of the real estate process, including direction about timing, final form of disposition agreement, and business terms including Project Labor Agreement or Community Workforce Agreement requirements.

Timeline, Next Steps, and Future Board Review

As noted above, staff completed the formal application to the City of San Jose in July 2022, and the process to receive entitlements is expected to take approximately one year. The real estate process described above would begin in Fall 2023 at the earliest (depending on market conditions) and will be subject to Board approval. The Board will receive additional updates and opportunities to review this project during and after the formal City entitlement process.

Diridon Business Case

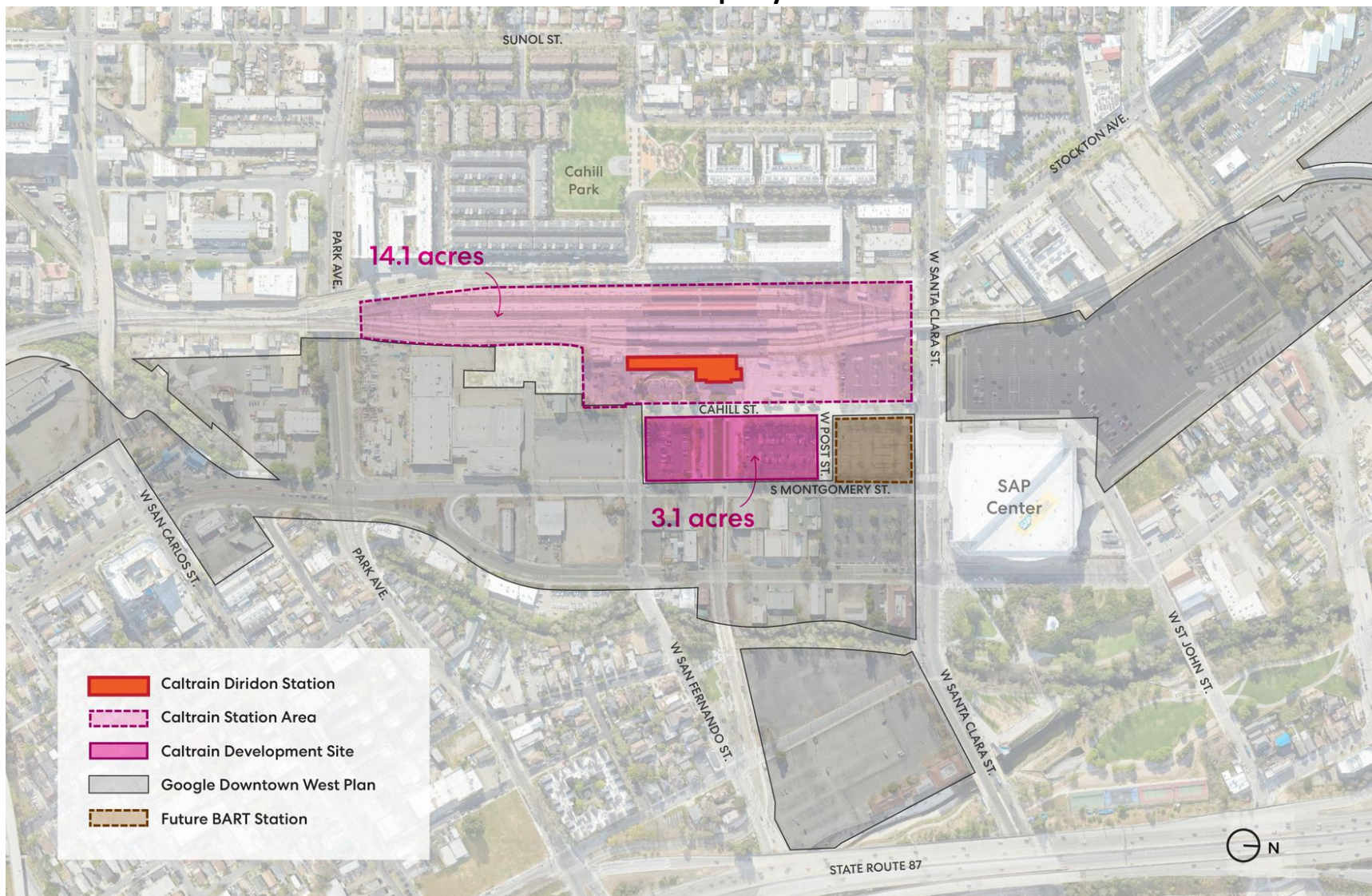
San Jose Diridon Station is a major transit hub located within downtown San Jose, the nation's 10th largest city. It is a historic train depot with Caltrain service, and train service provided by Amtrak, Capitol Corridor Joint Powers Authority (CCJPA), and Altamont Commuter Express (ACE), as well as VTA light rail and bus service. The JPB owns the historic station depot, the Caltrain parking lots, the bus loop area, and the tracks and platforms. As the landowner, the JPB has a stake in the planning process not just for potential shaping of the Station itself, but also as it relates to any potential development on Caltrain property.

With the planned addition of Bay Area Rapid Transit (BART) near the Station and California High Speed Rail service at the Station, as well as expanded Caltrain, ACE, Capitol Corridor and Amtrak service, the Station is expected to become one of the busiest intermodal stations in North America. To effectively accommodate such planned activity and future capacity needs, the Station must be reconfigured to connect all transit services with each other and with the surrounding urban environment.

By working together, the Partner Agencies hope to deliver a world-class destination and transportation hub that provides seamless customer experience for movement between transit modes within the Station and into the surrounding neighborhoods and downtown.

Prepared By:	Nadine Fogarty	Deputy Director, TOD & Real Estate	650-208-6574
	Melissa Reggiardo	Planning Manager	650-868-9925

Exhibit A Diridon Station Property Overview



Diridon TOD and Business Case Update

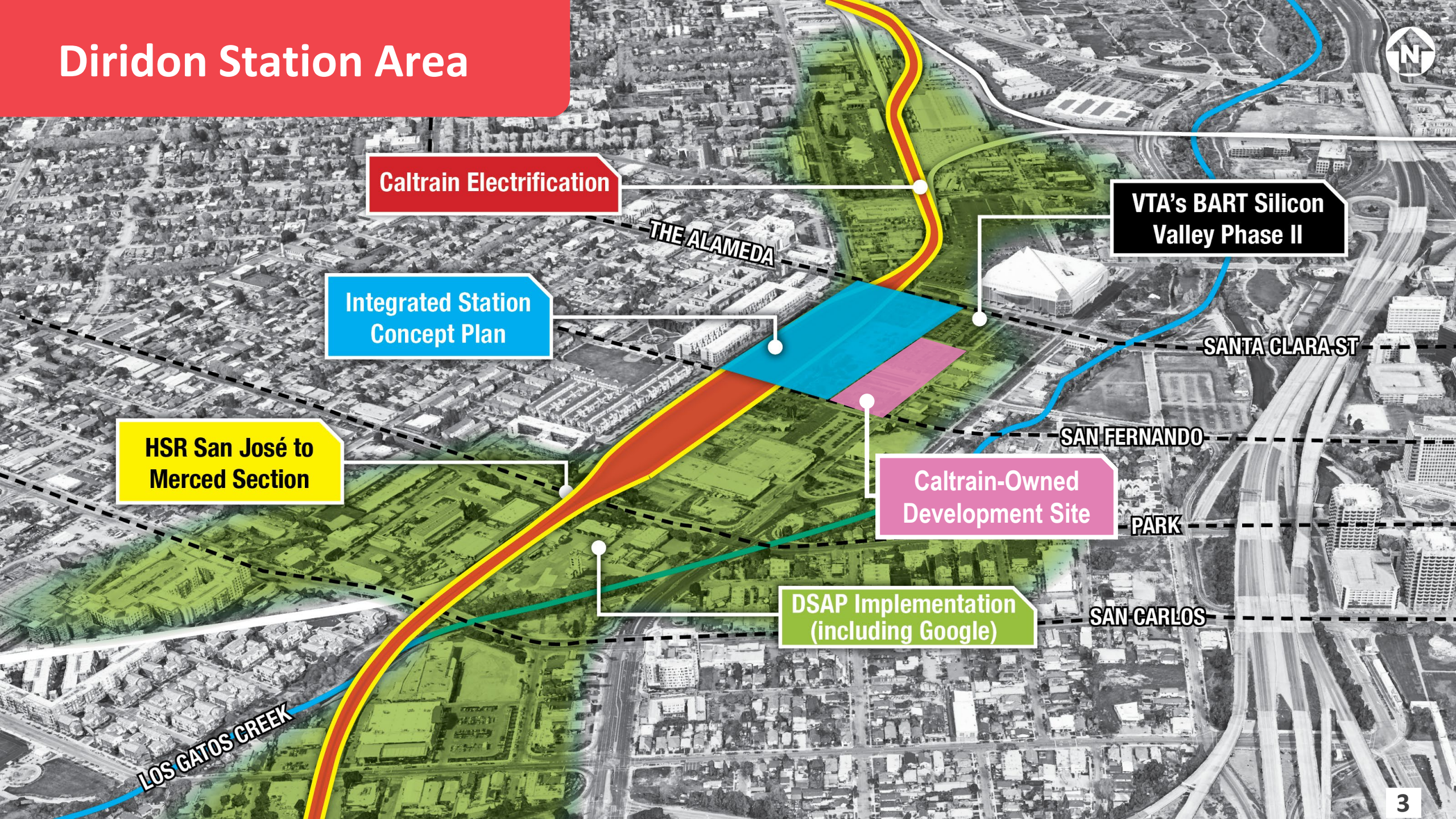
Advocacy and Major Projects Committee
March 29, 2023



Presentation Overview

- This presentation provides an informational update on the status of two ongoing efforts at San Jose Diridon Station:
 - Diridon Plaza Transit-Oriented Development (TOD)
 - San Jose Diridon Station Business Case
- These independent but coordinated efforts are progressing on separate timelines

Diridon Station Area



Caltrain Electrification

Integrated Station Concept Plan

HSR San José to Merced Section

Caltrain-Owned Development Site

DSAP Implementation (including Google)

VTA's BART Silicon Valley Phase II

THE ALAMEDA

SANTA CLARA ST

SAN FERNANDO

PARK

SAN CARLOS

LOS GATOS CREEK



Diridon Plaza TOD



Overview

Site: 3.1-acres, currently used for Caltrain parking

Proposed Project: 1.1 million square feet of commercial space and a public plaza

Development Process:

- The JPB is securing project entitlements from the City in advance of engaging a developer partner
 - At a later date, the JPB will use a competitive Request for Proposals (RFP) process to select a developer
 - Timing of the RFP will be determined based on market conditions
 - The developer will enter into a long-term ground lease with the JPB and deliver, own and maintain the project
- **Key Benefits:**
- Ongoing revenue stream to support Caltrain operations
 - Increased ridership
 - \$12 million project contribution toward affordable housing

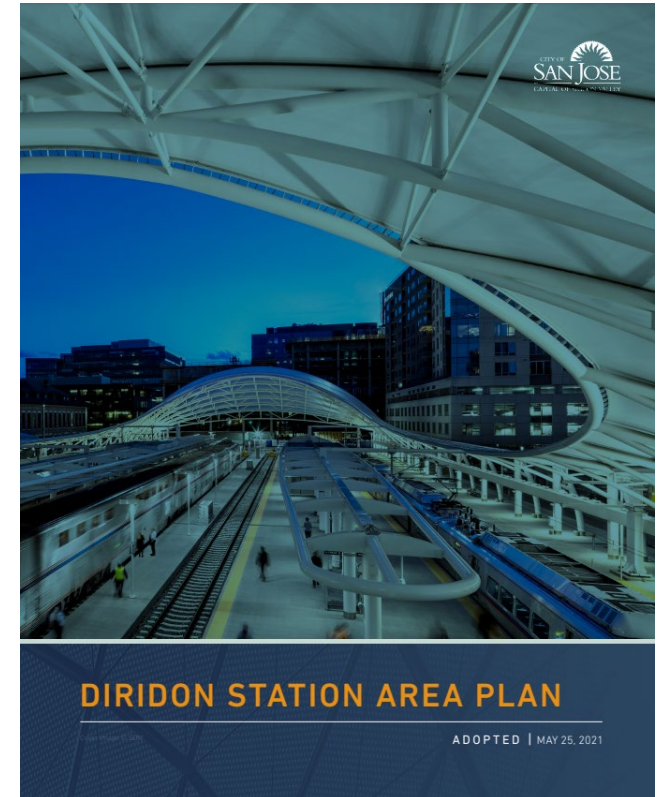


Guiding Policies

- The planned TOD is consistent with the **Caltrain Rail Corridor Use Policy** and the **Caltrain TOD Policy**
- The TOD Policy expresses JPB's goals and strategic objectives for TOD projects
- The Diridon Plaza TOD will further TOD policy goals by:
 - Contributing to ridership
 - Generating a long-term revenue stream
 - Being consistent with local planning efforts and community input
 - Incorporating high-quality design standards that facilitate station access and support environmental sustainability
 - Providing over \$12M in linkage fees to fund affordable housing
 - Requiring high labor standards for construction

Diridon Station Area Plan (DSAP)

- **May 2021:** San Jose approved the amended DSAP along with Google's Downtown West Development
 - Significantly increases allowable heights and densities
 - Incorporates equity considerations and an Affordable Housing Implementation Plan
- Caltrain parcels continue to be designated "Employment/Commercial"
 - Same as 2011 General Plan, 2014 DSAP



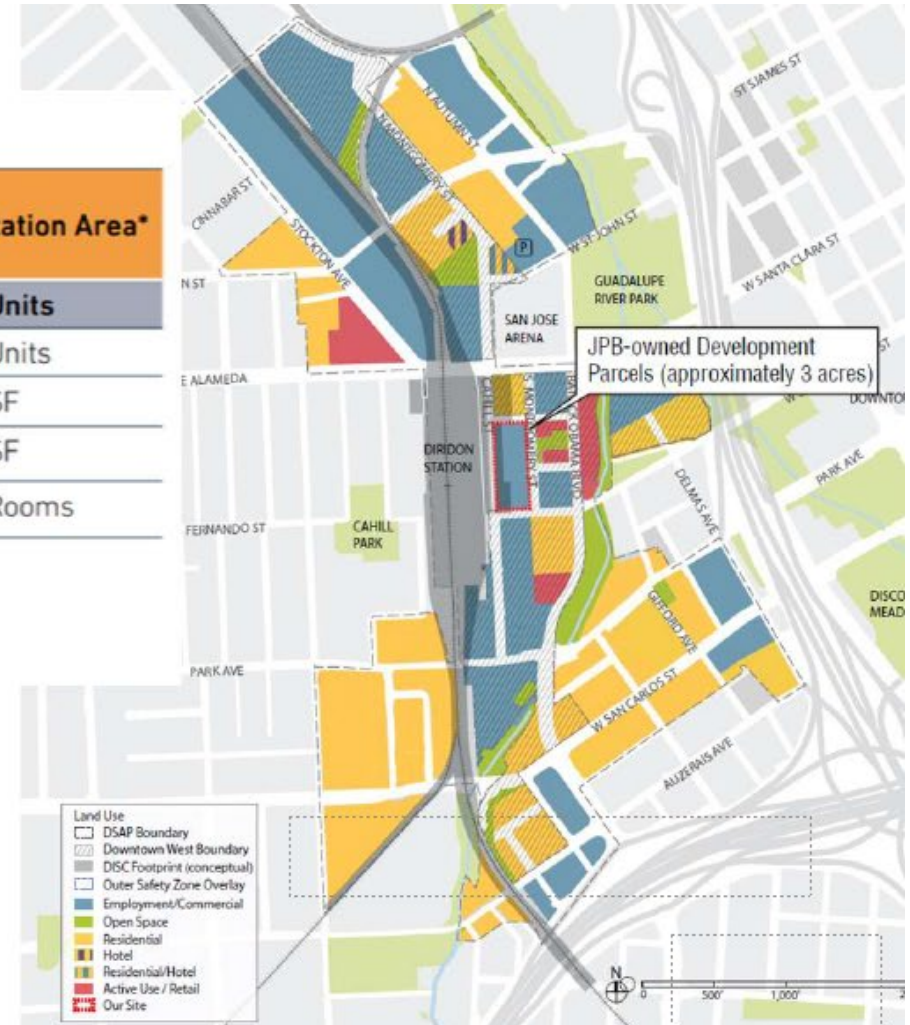
Diridon Station Area Plan Development Caps

Table 2-3-1: Diridon Station Area Illustrative Build-Out Scenario Program

Land Use	Google's Downtown West Mixed Use Plan (DTW)		Diridon Station Area Outside DTW		Complete Diridon Station Area*	
	Total	Unit	Total	Units	Total	Units
Residential	Up to 5,900	Units	Up to 7,000	Units	Up to 12,900	Units
Office	Up to 7,300,000	SF	Up to 6,400,000	SF	Up to 13,700,000	SF
Active Use/Retail	Up to 500,000	SF	Up to 536,000	SF	Up to 1,036,000	SF
Hotel	Up to 300	Rooms	-	-	Up to 300	Rooms

*The estimated illustrative build-out outside of Google's Downtown West Mixed Use Plan is based on identified potential development sites.

Google's Downtown West Mixed-Use Plan also contemplates other uses, such as Limited-term Corporate Accommodations, event center(s), Central Utilities, Plant(s), and logistics/warehouse



Affordable Housing Payment

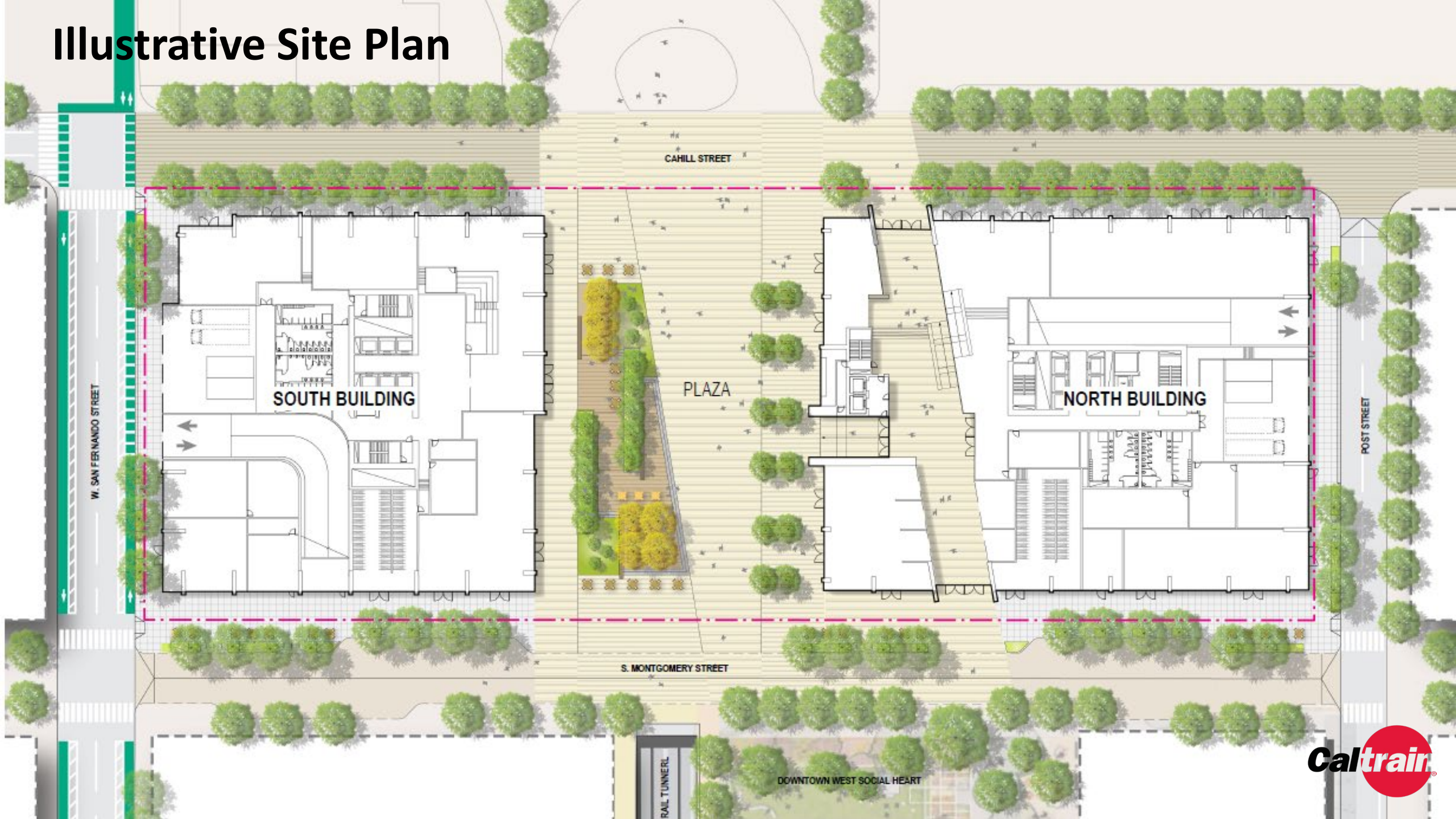
- The project is subject to the City's commercial linkage fee
- Estimated fee = \$12 million
- Fees will be available to subsidize affordable housing in the immediate area

Key Project Details

- **Development Size:** 1.1 million square feet of commercial space with ground floor active uses
- **Open Space:** Approx. 1 acre including plaza + publicly accessible areas
- **Height:** 16 stories (north building) & 15 stories (south building)
- **Parking:**
 - 4 levels of underground parking (792 spaces)
 - Part of DSAP Parking Management District
 - 336 indoor bike spaces



Illustrative Site Plan



CAHILL STREET

SOUTH BUILDING

PLAZA

NORTH BUILDING

S. MONTGOMERY STREET

W. SAN FERNANDO STREET

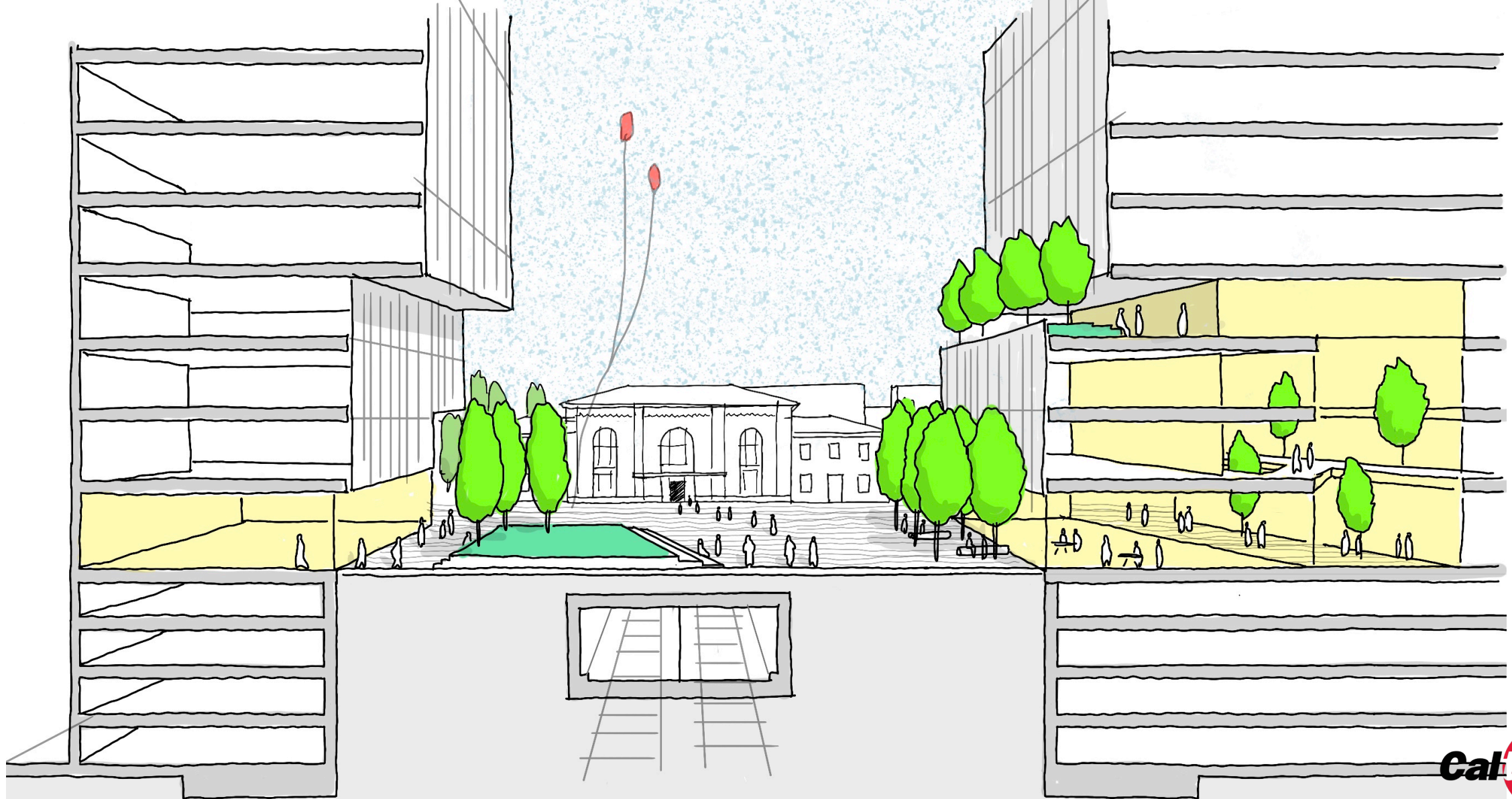
POST STREET

RAIL TUNNEL

DOWNTOWN WEST SOCIAL HEART



Public Realm Concept







Los Angeles	09:15
San Francisco	11:45
San Francisco	13:15
Oakland	15:15
Sacramento	16:15
Portland	18:15
Seattle	19:15
Los Angeles	21:15
San Francisco	23:15
Oakland	25:15
Sacramento	26:15





City of San Jose Entitlement Process

October 2021

- Preliminary review application submitted to the City

July 2022

- Formal planning application submitted

September 2022

- City comments received

March 2023

- Submit revised planning application

Late Summer/ Early Fall 2023 (anticipated)

- City approval hearing

Community Outreach and Feedback



**Ongoing
Community Outreach
During the Entitlement
Process
(Fall 2022 – Summer 2023)**



**1:1 Meetings With Local
Stakeholders**

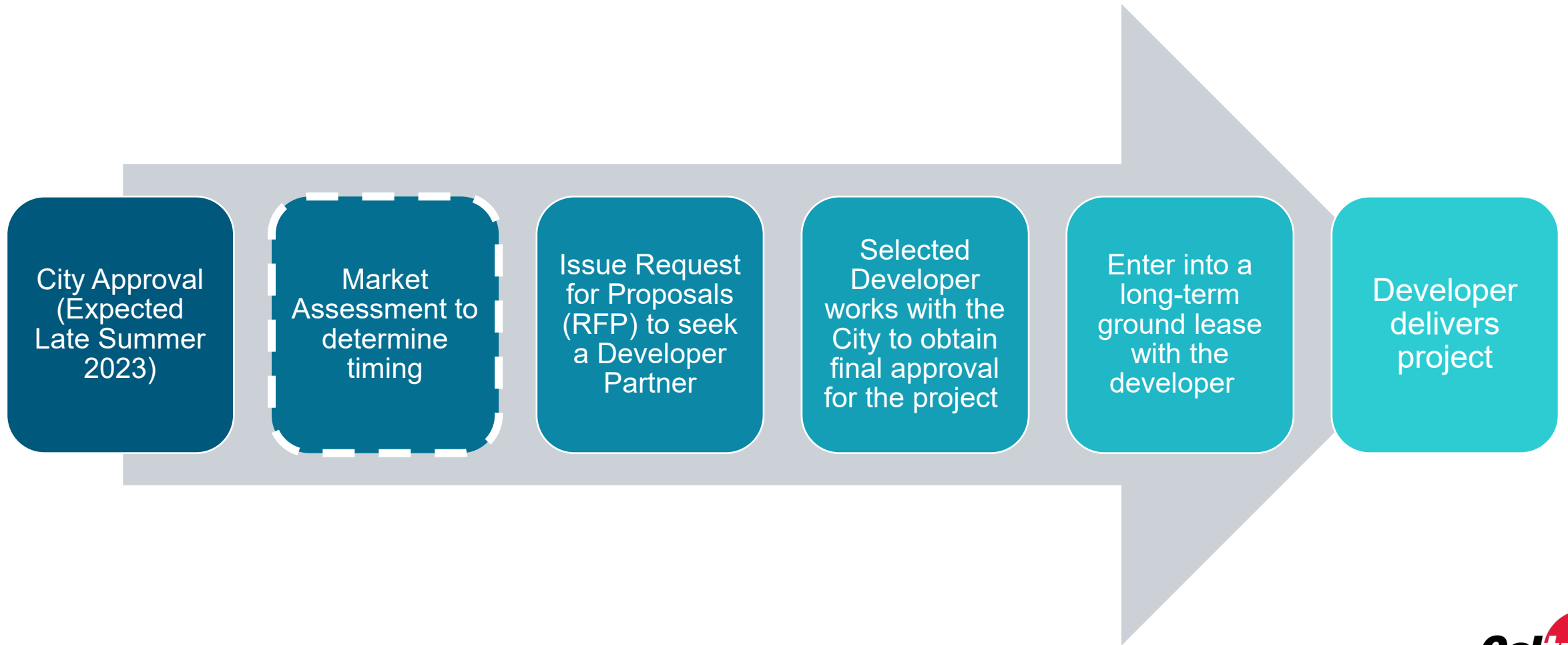


Catalyze SV Presentation



Community Meetings

Diridon TOD Real Estate Process





Questions and Comments



March 29, 2023

Diridon Business Case




METROPOLITAN
TRANSPORTATION
COMMISSION

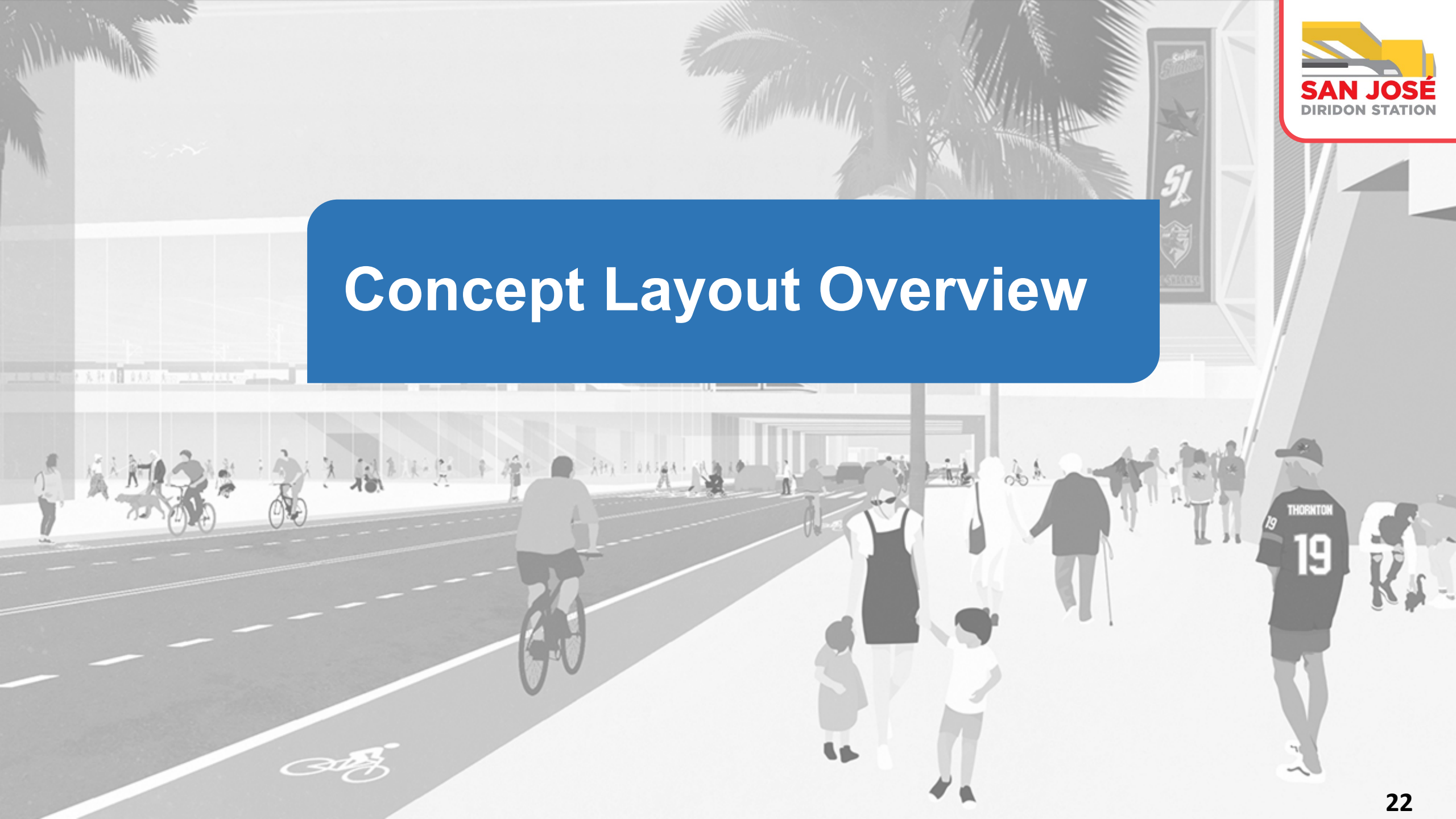


Diridon Station Business Case

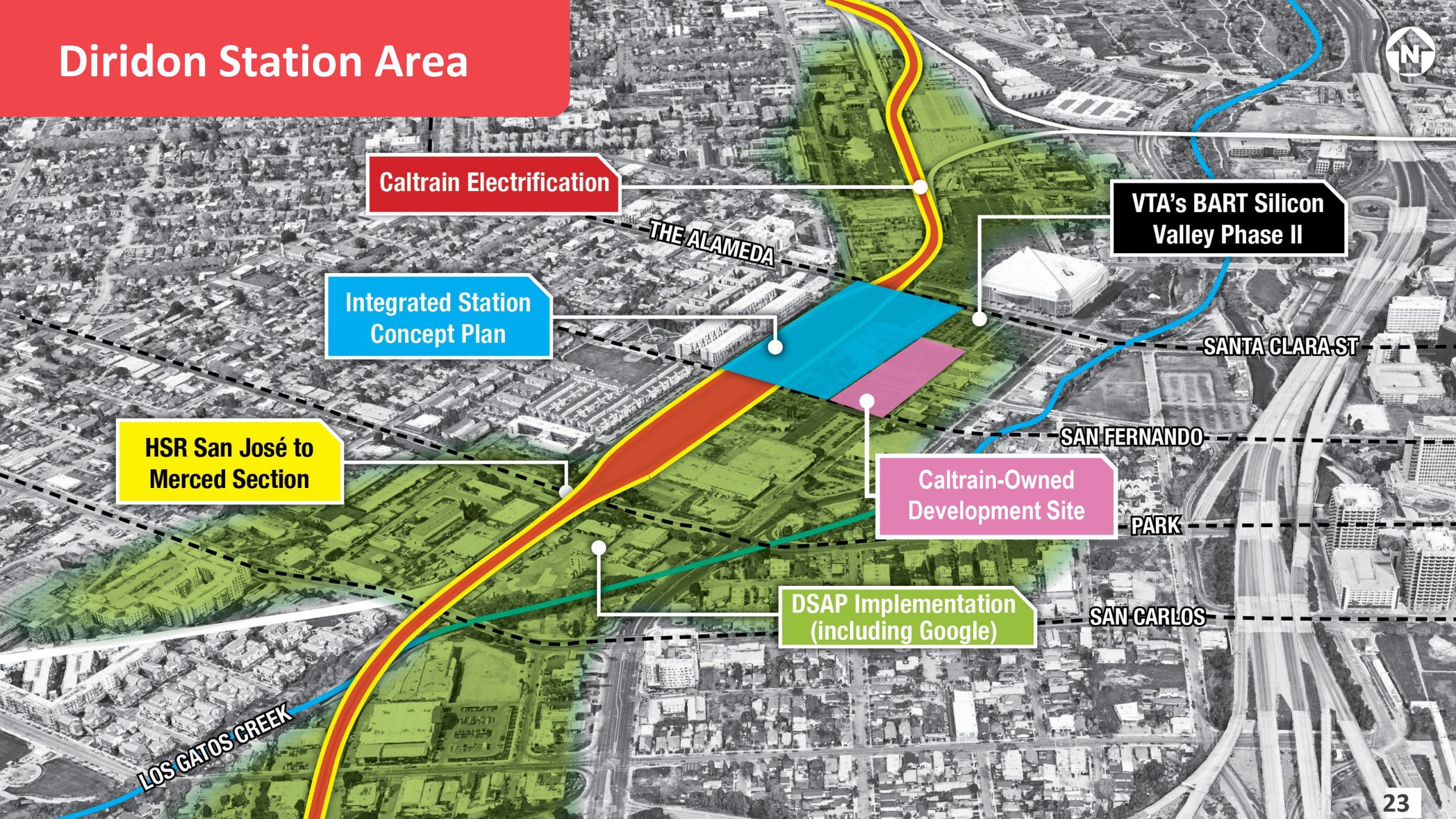


- Background: The Concept Layout
 - Why a Business Case?
 - Scope and timeline of the Business Case
 - Governance Analysis
- 
- A vertical blue line with four circular markers and a downward-pointing arrow at the bottom, indicating a sequential flow through the four items listed.

Concept Layout Overview



Diridon Station Area



Caltrain Electrification

VTA's BART Silicon Valley Phase II

Integrated Station Concept Plan

HSR San José to Merced Section

Caltrain-Owned Development Site

DSAP Implementation (including Google)

THE ALAMEDA

SANTA CLARA ST

SAN FERNANDO

PARK

SAN CARLOS

LOS GATOS CREEK

Cooperative Agreement (2018 – Current)



Work as a cohesive group



Shared vision for a fresh, bold look



Co-create an integrated project (i.e., tracks, station, development)



Partner resources & commitments
(funding, grants, etc.)

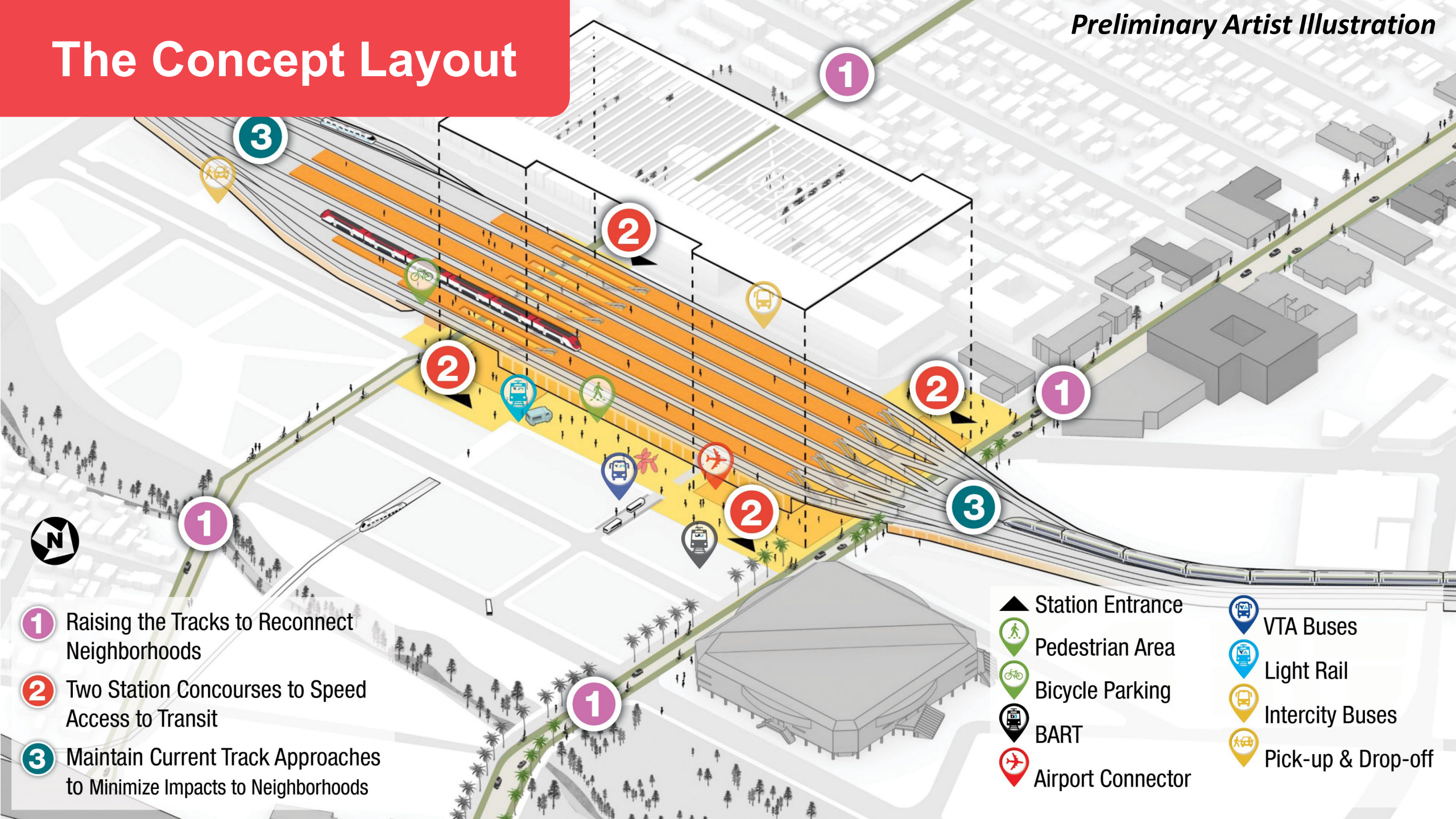


“You won’t get everything you want, but you will get more than you expected!”



The Concept Layout

Preliminary Artist Illustration



- 1** Raising the Tracks to Reconnect Neighborhoods
- 2** Two Station Concourses to Speed Access to Transit
- 3** Maintain Current Track Approaches to Minimize Impacts to Neighborhoods

- ▲ Station Entrance
- 🚶 Pedestrian Area
- 🚲 Bicycle Parking
- 🚊 BART
- ✈️ Airport Connector
- 🚌 VTA Buses
- 🚊 Light Rail
- 🚌 Intercity Buses
- 🚗 Pick-up & Drop-off



CEMOF

DISC Concept Plan



and Interdependent Program of Projects (PoP)

Caltrain Electrification

HSR San José to Merced Section

THE ALAMEDA

SANTA CLARA ST

Guadalupe River

SAN FERNANDO

PARK

SAN CARLOS



Historic Depot

PG&E Substation



DSAP Implementation (including Google)

Diridon Station Area

LEGEND:

- Light Rail Transit (LRT) Alignment
- BART Silicon Valley (BSV) Alignment and Station

Post-Concept Layout Conceptual Design

DISC Conceptual Planning-Level Transit Boundary



LEGEND:

- DISC Conceptual Transit Boundary 2021
- Downtown West (DTW) Blocks
- Caltrain-Owned Development Site

Outstanding Questions to Resolve

Including, but not limited to:



Potential CEMOF relocation

Dependent on a new site and an electrified corridor south of Tamien Station



Historic Depot

If it can move or not, and how it would be addressed in either case



Potential PG&E substation relocation



Potential LRT reconfiguration

Why a Business Case?



Three questions to answer:



Funding

- What program is most financially feasible?
- Is the program set-up to secure funding?



Project Definition

- What are the risks of the Concept Layout and other options?
- How can we manage risk?
- What project is advanced to the environmental process?



Governance

- Who will implement the program over time
- How would that organization fit into existing governmental structures?



The Business Case **will**:

- Confirm **feasibility**
- Identify ***trade-offs and impacts of options*** per the project's goals and objectives
- Identify **value or benefit** of options
- Enable **informed decision-making** with evidence and data
- Allow for **iteration** to refine the inputs/options
- Inform which **collection of components** should move toward a more detailed analysis
- Recommend **preferred alternatives** and a **governance structure**



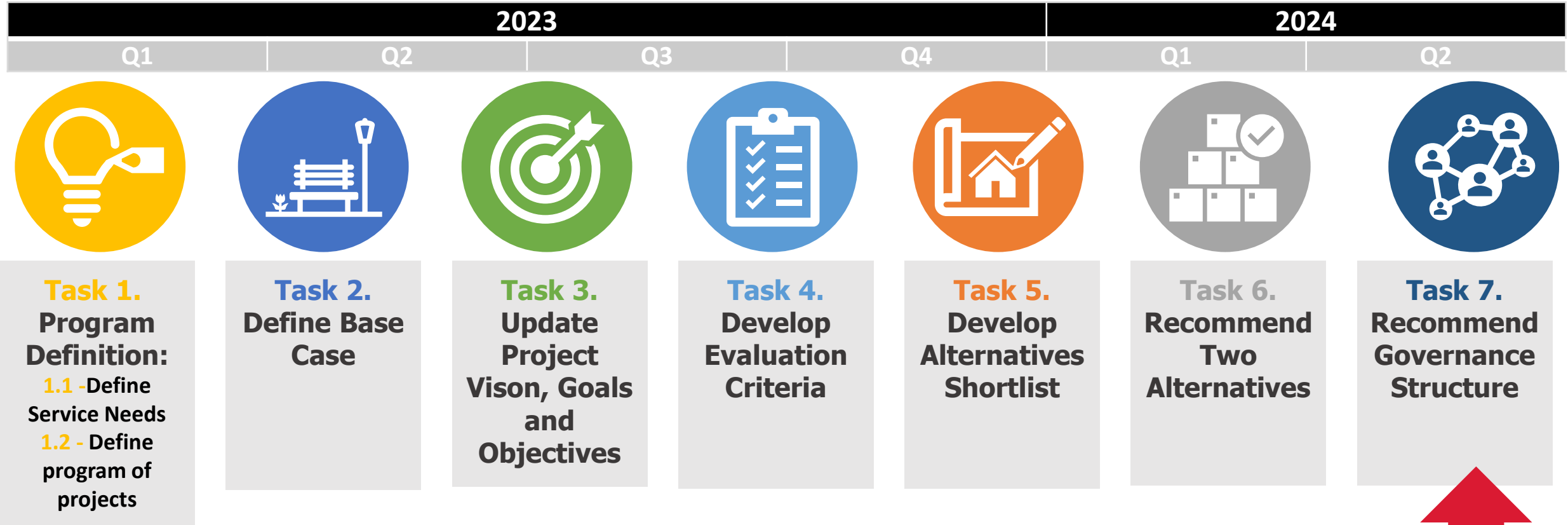
The Business Case **will not**:

- Make decisions for either Caltrain or the Partners

Scope and Timeline of the Business Case



Phase 1 – Funded Scope; Complete at end of 18 mo.



Analyze Governance Structures and Make Recommendation

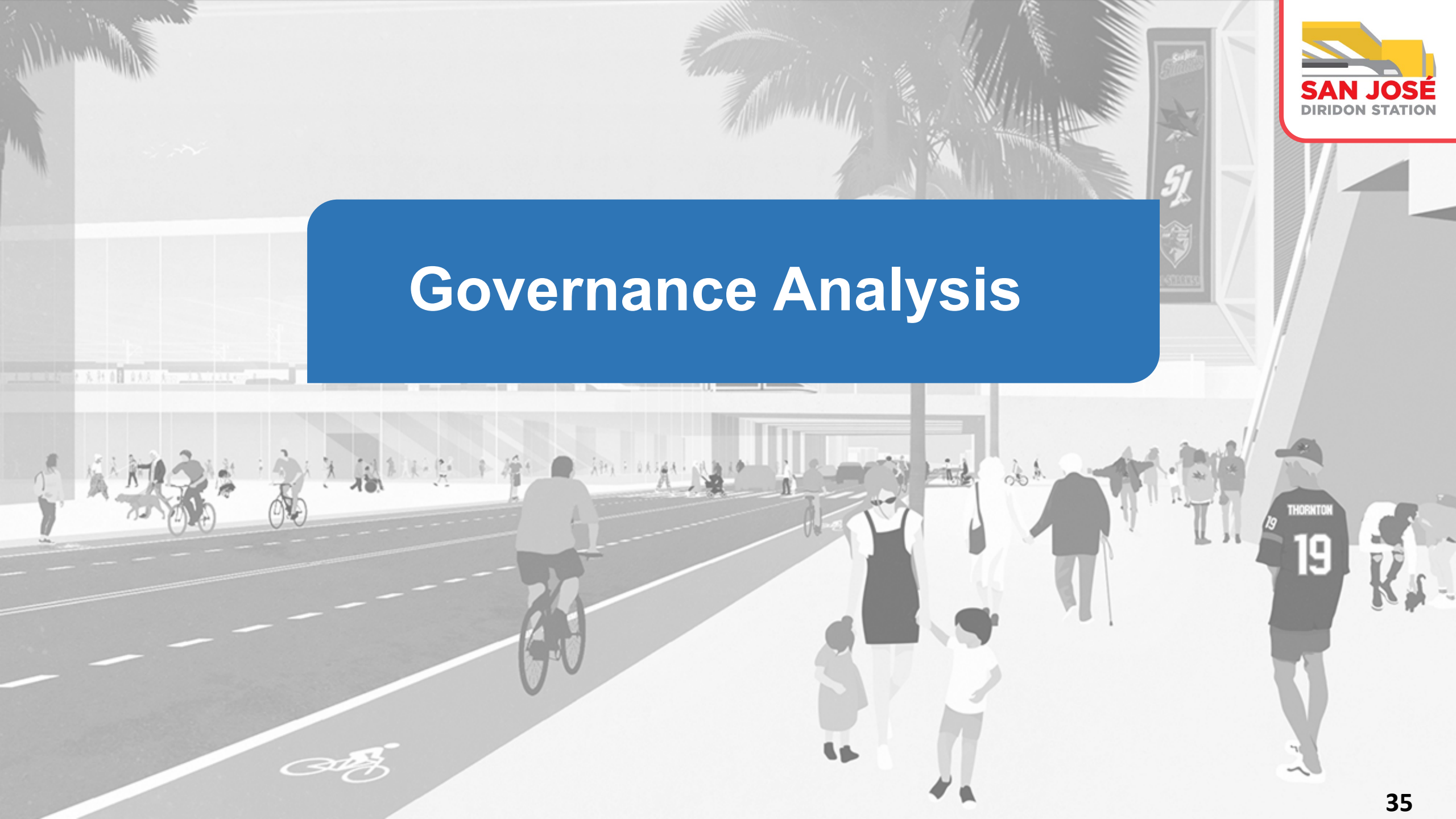
Ongoing Partner and Stakeholder Engagement

Tasks will not be sequential, but will generally fall in these time frames

Phase 2 – Unfunded; Complete at end of 24 mo.



Governance Analysis

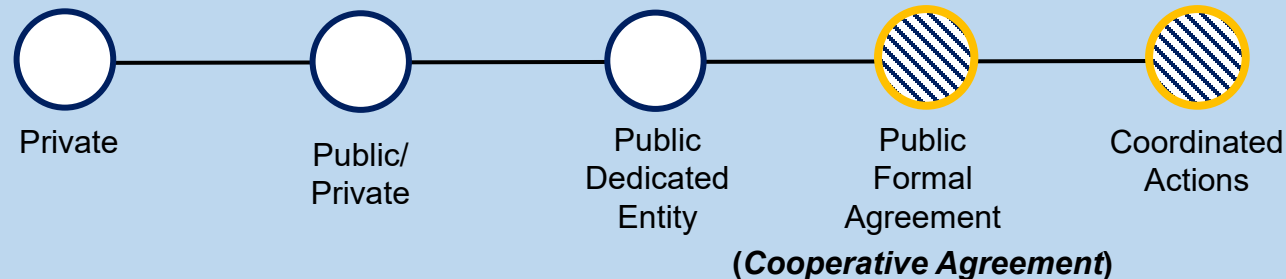


Evolution of Governance Structures



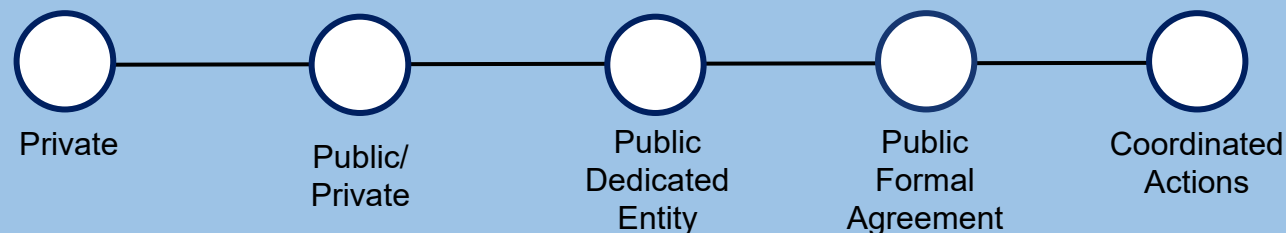
Planning/Pre-development

Contingent Project Design/Delivery
DISC Program Design
CEQA/NEPA Lead



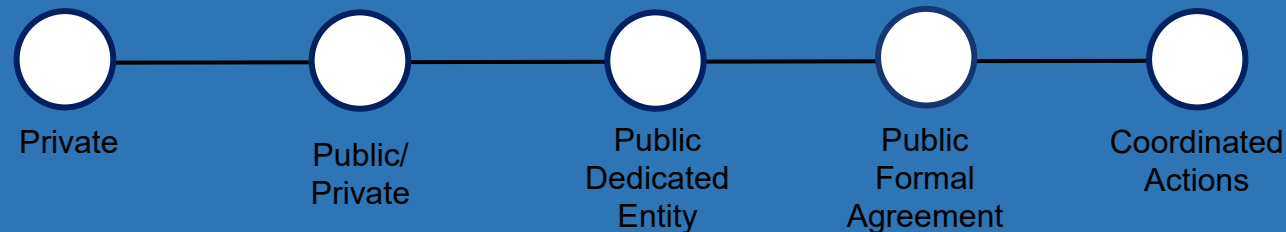
Development/Delivery

Funding/Financing
Contingent Project Delivery
DISC Program Delivery



Operations & Maintenance

Rail Operations
Station Operations
Earned Income (Retail/TOD/Advertising)



How will we assess a Governance Structure?

Work Streams

Assets and Capacities



Program of Projects
(incl. Concept Layout)



Decision-Making
Structure



Potential for Future
Contributions

Approach to the Governance Work

Spring 2023

- Identify spectrum of governance structures (entities and decision-making frameworks)
- Eliminate unlikely governance structures
- Identify areas of discord and of potential alignment

Summer 2023

- Align project/schedule and capacities, assets, and expertise needed to deliver to identify potential governance structures
- Review and collect feedback with agencies

Fall
2023

- Identify pros/cons of potential governance structures
- Propose decision-making framework

QUESTIONS & COMMENTS

For more information, visit: www.diridonsj.org/disc



**Peninsula Corridor Joint Powers Board
Staff Report**

To: Board of Directors
Through: Michelle Bouchard, Executive Director
From: Dahlia Chazan, Deputy Chief, Caltrain Planning
Subject: **San Francisco Downtown Rail Extension (DTX) Project Update**

Finance
Committee
Recommendation

Technology,
Operations,
Planning, and
Safety Committee
Recommendation

Advocacy and
Major Projects
Committee
Recommendation

Staff Coordinating
Council Reviewed

Staff Coordinating
Council
Recommendation

Action

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

Significance

Caltrain and the Transbay Joint Powers Authority (“TJPA”) are negotiating a Master Cooperative Agreement (“MCA”) for the San Francisco Downtown Rail Extension Project (“DTX” or “The Portal”) to be included in the TJPA’s August 2023 application for the Federal Transit Administration (“FTA”) Capital Investment Grants (“CIG”) Program. The MCA will address key topics, including design support and coordination; procurement and construction coordination; financial commitments; operations, maintenance and rehabilitation; and asset disposition.

Caltrain staff are working collaboratively with TJPA to negotiate a few major items in the MCA, which are described in greater detail in an accompanying PowerPoint presentation. The presentation outlines Caltrain’s position on the issues and provides an opportunity for the Committee to comment.

As communicated in previous DTX updates to the Board, if staff are unable to resolve an issue regarding the contents of the MCA, the issue will be escalated, in succession, to the project leads, executive directors, and the Board chairs.

Budget Impact

This informational item has no impact on the budget.

Background

The DTX project will extend Caltrain and future California High-Speed Rail service from the existing 4th and King railyard to the Salesforce Transit Center in downtown San Francisco.

The project is seeking funding through the FTA's CIG New Starts program. For New Starts projects, the FTA requires completion of two phases, Project Development and Engineering, in advance of receipt of a Full Funding Grant Agreement (“FFGA”). The DTX project is executing an accelerated master schedule to support a potential FFGA approval in 2025. It was accepted into the initial Project Development Phase in December 2021 and requested entry into the Engineering Phase in February 2023. The February submittal included a draft 20-year financial plan, project cost estimate, preliminary engineering plans, project management plan, and a funding plan demonstrating 30% of non-federal funding commitment. In August 2023, the project plans to request the FFGA. The August submittal will include the MCA between Caltrain and TJPA.

On February 2nd the Caltrain Board adopted the following three principles to inform Caltrain’s approach for negotiating the MCA:

1. Project must be cost-neutral to Caltrain.
 - a. Capital Costs – Any capital contributions Caltrain makes beyond those committed to project development (PCEP, real property, \$1.5M, reimbursed staff time and resources) must be offset through committed third-party funding sources (e.g., grants).
 - b. Maintaining State of Good Repair – DTX cannot detract from Caltrain’s ability to maintain its assets in a State of Good Repair.
 - c. Operating Costs – Caltrain's DTX operating contributions cannot detract from Caltrain's ability to operate the rest of the system. Any contribution of incremental operating revenue (e.g., fare revenue, special fare zone, facility revenues) must be directly attributable to DTX and any operating costs in excess of incremental operating revenue must be backstopped by non-Caltrain source(s) in case revenue projections are not met.
2. Project design, operations, and funding must be compatible with and connected to Caltrain’s existing and planned rail system and must not preclude be consistent with Caltrain’s 2040 service vision.
3. Safety and customer experience must be the primary focus of all planning, design, construction, and operations and maintenance decisions.

Staff are using these principles as the basis for detailed discussions prior to bringing a proposed MCA to the Board.

Prepared By: Gwen Buckley Principal Planner 650-722-6827

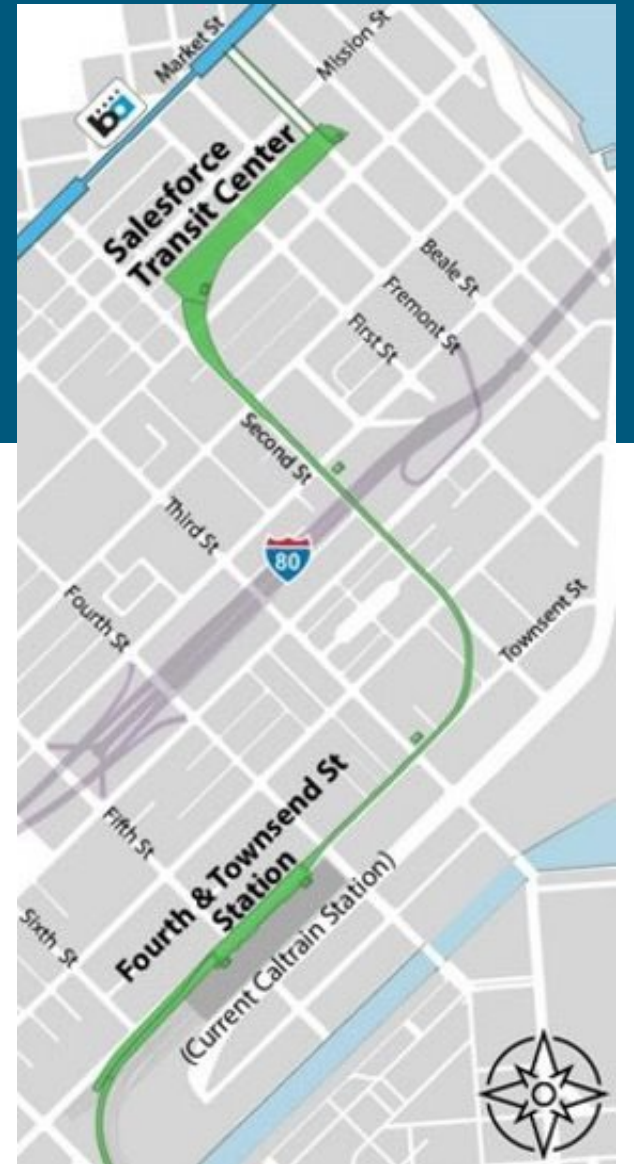
Downtown Extension (DTX) Update

MARCH 29, 2023



Project Overview

- The Transbay Joint Powers Authority (TJPA) is seeking funding for the DTX project from the FTA New Starts program, which could fund up to 50% of total project capital cost
- Caltrain and TJPA are developing a Master Cooperative Agreement (MCA) to formalize their respective roles in project delivery, operation and maintenance.



Today's Discussion

- Caltrain staff regularly engaging the AMP Committee and the Board to provide project updates and receive guidance on the terms of the MCA
 - Caltrain staff aims to bring MCA to Board by August 2023 for review and approval
- Caltrain staff are working collaboratively with TJPA to negotiate a few major items in the MCA
- Purpose of today's presentation is to share Caltrain's proposed position on the items and provide an opportunity for the Committee to comment.

MCA Principles

Adopted at Caltrain Board meeting on February 2nd, 2023

1. Project must be cost-neutral to Caltrain.
 - a) Capital Costs – Any capital contributions Caltrain makes beyond those committed to project development (PCEP, real property, \$3M, reimbursed staff time and resources) must be offset through committed third-party funding sources (e.g., grants).
 - b) Maintaining State of Good Repair – DTX cannot detract from Caltrain's ability to maintain its assets in a State of Good Repair.
 - c) Operating Costs – Caltrain's DTX operating contributions cannot detract from Caltrain's ability to operate the rest of the system. Any contribution of incremental operating revenue (e.g., fare revenue, special fare zone, facility revenues) must be directly attributable to DTX and any operating costs in excess of incremental operating revenue must be backstopped by non-Caltrain source(s) in case revenue projections are not met.
2. Project design, operations, and funding must be compatible with and connected to Caltrain's existing and planned rail system and must be consistent with Caltrain's 2040 service vision.
3. Safety and customer experience must be the primary focus of all planning, design, construction, and operations and maintenance decisions.

Major items: Cost Neutrality

Item	Caltrain's Position
<p>Operations Funding. Neither Caltrain nor TJPA has a revenue source to fund the operations, maintenance, or capital renewal of DTX.</p>	<p>Per the Board's cost neutrality principle, necessary funds for operations, maintenance, and capital renewal must come from a source other than Caltrain (see below regarding farebox revenue).</p>
<p>Disposition of asset ownership/ responsibility. TJPA and Caltrain are discussing the ownership, maintenance, and capital renewal responsibilities of assets such as the tunnel, station facilities, etc.</p>	<ul style="list-style-type: none">• Board's position on cost neutrality applies here• Prior to accepting any system assets, Caltrain must ensure they integrate with existing Caltrain system.• Caltrain is finalizing its position on asset disposition
<p>Attribution of farebox revenue to DTX. TJPA and Caltrain are discussing how to calculate and attribute the incremental fare revenue due to DTX service.</p>	<p>All fare revenues attributed to the DTX service should be applied to Caltrain's incremental operating costs for DTX.</p>

Major items: Project Definition

Item	Caltrain's Position
<p>EMUs. There are insufficient EMUs to run six trains per hour to Salesforce Transit Center</p>	<p>Four additional EMUs train sets are required for six trains per hour service</p> <ul style="list-style-type: none">• One non-replacement EMU set is required and should be included in DTX project definition/budget• Caltrain is currently seeking grant funds to replace three diesel sets with EMU sets
<p>Level-Boarding EMU Retrofit. The EMUs will need to be retrofitted for level boarding at 4th and Townsend and STC.</p>	<p>Caltrain is finalizing the cost estimate for the level boarding retrofit; these costs should be included in the project budget.</p>
<p>Maintenance vehicles. The project does not include any special equipment/vehicles for maintenance in the tunnel</p>	<p>Including the maintenance of way vehicles in the DTX project is necessary to maintain the rail infrastructure in the tunnel. Caltrain is finalizing a cost estimate for these vehicles; these costs should be included in the project budget.</p>

Major items: Enabling Work

Issue	Caltrain's position
<p>Property rights and enabling work in Caltrain's right-of-way. Caltrain and TJPA are discussing rights of access to and use of the 4th and King railyard in addition to the approach for mitigation of impacts on Caltrain operations, assets, and future development opportunity</p>	<p>Caltrain requires:</p> <ul style="list-style-type: none">• Right to direct early works design.• Right to define when/if it is acceptable to move forward with early works based on operational, construction impacts and funding certainty.• Right to lead design beyond 30% and construct any work directly related to Caltrain's operating railroad.• Credit for in-kind contribution of the value of the easement, including any lay down area.• Limit impacts to development opportunity.

Major items: Process for Design and Construction

Item	Caltrain's position
<p>Role in design and construction. There is currently no agreement between TJPA and Caltrain clearly defining roles and responsibilities related to design and construction</p>	<p>Caltrain requires:</p> <ul style="list-style-type: none">• Dedicated Caltrain staff time, reimbursed by TJPA, to provide an approver/oversight role when DTX project has potential impacts to operations, maintenance, Caltrain assets, safety, security, and/or customer experience.• Review and approval of design at 30%, 65% and final design/issue for bid as part of DTX's integrated project delivery team• Use of applicable Caltrain and industry standards

FOR MORE INFORMATION

WWW.CALTRAIN.COM



**Peninsula Corridor Joint Powers Board
Staff Report**

To: Board of Directors
Through: Michelle Bouchard, Executive Director
From: Sam Sargent, Director, Strategy and Policy
Subject: **Metropolitan Transportation Commission (MTC) / Regional Update**

Finance
Committee
Recommendation

Technology,
Operations,
Planning, and
Safety Committee
Recommendation

Advocacy and
Major Projects
Committee
Recommendation

Staff Coordinating
Council Reviewed

Staff Coordinating
Council
Recommendation

Action

None. Informational only.

Significance

The Metropolitan Transportation Commission (MTC) provides planning, funding, coordination, and technical assistance to cities, counties, transit agencies, and other partners to bring the region together. The California Legislature created MTC in 1970 to plan and provide a cohesive vision for the Bay Area’s transportation system.

The Commission’s scope over the years has expanded to address other regional issues, including housing and development. MTC is actively considering several key policy and funding decisions that affect Caltrain, and staff wants to ensure the Joint Powers Board (JPB) is apprised of these discussions.

Budget Impact

No budget impact at this time.

Key Regional Items this Month

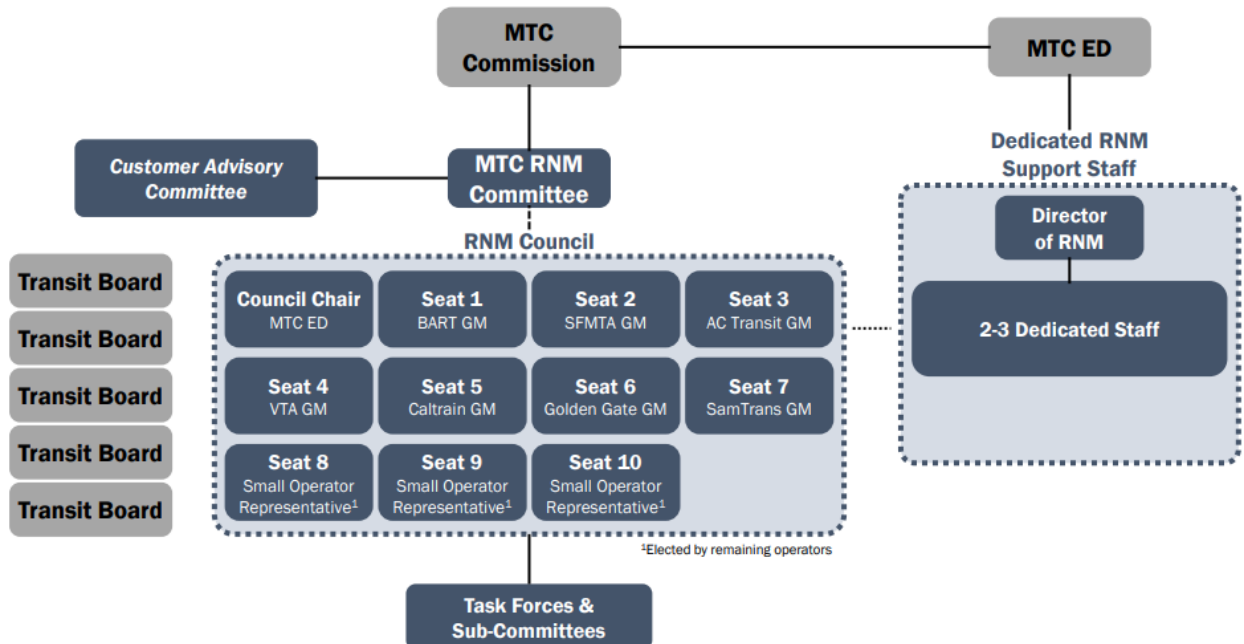
1. MTC Regional Network Management (RNM) Update
2. MTC Rail Partnerships Study

1. MTC Regional Network Management (RNM) Update

Recap: For over a year, MTC has overseen an RNM Business Case process. Caltrain has played a role throughout, with Executive Director Bouchard serving on the Advisory Group. The purpose of RNM is to advance regional transit projects more efficiently and effectively. RNM is focused on six functional areas to determine the correct role of transit operators and new or existing regional entities for each:

- Fare Integration Policy
- Wayfinding and Mapping
- Accessibility
- Bus Transit Priority
- Rail Network Management
- Connected Network Planning

MTC has approved the RNM framework and is now moving into a multi-month startup phase. Three important parts of the RNM governance structure are the focus of MTC staff’s work: (1) the RNM Committee, consisting of policymakers, (2) the RNM Council, consisting of transit operator executives, and (3) the RNM “Voice of the Customer” advisory committee.



MTC staff has proposed repurposing the existing MTC Operations Committee to serve as the RNM Committee. A final determination by the Commission should be made in early April. The RNM framework includes three non-voting members on the RNM Committee:

two transit operator board representatives and one state representative. It is expected that the first two non-voting board representatives will come from BART and AC Transit. The non-voting state representative has not been determined.

The RNM Council, which is comprised of ten transit operator general managers and the MTC Executive Director, will be finalized in May. The existing MTC Policy Advisory Council Transit Transformation Action Plan subcommittee, chaired by Adina Levin, will serve as the RNM “Voice of the Customer” advisory committee. It is anticipated that this group of community advisors will be stood up in May as well.

The next MTC discussion on the RNM framework and startup process will be on May 12 at the Executive Committee meeting, followed by the full Commission on May 24.

- **Requested JPB Action: None at this time. Information Only.**

2. MTC Rail Partnerships Study

Recap: The Rail Partnerships Study identified a set of action areas for rail operators (Caltrain and BART primarily) to consider “regionalizing”. The action areas included:

- **Quick Wins:** station and schedule improvements to benefit today’s customers. Examples include the completed work on Millbrae transfer schedules and ongoing Caltrain-BART work on wayfinding at that station.
- **Transform Capital Delivery:** explore the development of a common stage-gate framework for capital projects and find opportunities for multi-agency delivery.
- **Transform Business Models:** explore near-term funding options as Caltrain and BART both face anticipated near-term operating deficits. Develop revenue generation and ridership growth strategies together.
- **Transform Policy:** collaborate on more regional studies, like the Connected Network Plan and submit multi-county inputs for the State Rail Plan.

The MTC, BART, and Caltrain chairs and past chairs, plus the executive directors of each organization, met a second time to discuss areas of collaboration earlier this month. Caltrain staff will continue to pursue customer-facing improvements at our multiagency rail facilities, such as Millbrae and Diridon, while continuing work with BART on medium-to-long range policy and funding initiatives. A third MTC-BART-Caltrain planning meeting is planned for April.

- **Requested JPB Action: None at this time. Information Only.**

Metropolitan Transportation Commission (MTC) – Regional Update

Advocacy & Major Projects Committee
March 29, 2023



Monthly MTC – Regional Update



Regional Network Management (RNM)

- **RNM Framework:** approved by MTC in February, now moving into a multi-month implementation period.
- **Next Steps:** to be incorporated into a May 12 MTC Executive Committee and May 24 MTC update.
 - **RNM Committee:** MTC Operations Committee with an expanded charter and non-voting members representing transit boards and the state. First meeting expected in May.
 - **RNM Council:** comprised of 10 transit operator general managers (including Caltrain) and the MTC Executive Director. Advises the RNM Committee, expected to have a first meeting in May.
 - **RNM “Voice of the Customer Advisory Committee:** MTC Policy Advisory Council (PAC) Transit Transformation Action Plan subcommittee with an updated charter.

Monthly MTC – Regional Update



Rail Partnerships Study Update

- **Recap:** the Rail Partnerships Study is an MTC-led effort that has identified a set of action areas for regional rail operators to consider for regionalization or continued operator responsibility.
 - **Quick Wins:** station and schedule improvements, such as those completed at Millbrae.
 - **Capital Delivery:** explore possibility of a common stage-gate framework for capital projects and other opportunities for joint projects.
 - **Business Models:** explore near-term funding options, revenue and ridership growth strategies.
 - **Policy:** collaborate on additional regional studies.
- In **April**, second meeting of MTC, BART, and Caltrain chairs and executive directors to discuss next steps on “quick wins” and areas of policy and planning collaboration.