BOARD OF DIRECTORS MEETING

Thursday, January 8, 2015

5:30 PM

Board of Supervisors’ Chambers
County Government Center
70 West Hedding Street
San Jose, CA 95110

AGENDA

To help you better understand, follow, and participate in the meeting, the following information is provided:

- Persons wishing to address the Board of Directors on any item on the agenda or not on the agenda should complete a blue card located at the public information table and hand it to the Board Secretary staff prior to the meeting or before the item is heard.

- Speakers will be called to address the Board when their agenda item(s) arise during the meeting and are asked to limit their comments to 2 minutes. The amount of time allocated to speakers may vary at the Chairperson's discretion depending on the number of speakers and length of the agenda. If presenting handout materials, please provide 25 copies to the Board Secretary for distribution to the Board of Directors.

- The Consent Agenda items may be voted on in one motion at the beginning of the meeting under Orders of the Day. If you wish to discuss any of these items, please request the item be removed from the Consent Agenda by completing a blue card at the public information table and handing it to the Board Secretary staff prior to Orders of the Day, Agenda Item #1.3.
- **Disclosure of Campaign Contributions to Board Members** (Government Code Section 84308)

  In accordance with Government Code Section 84308, no VTA Board Member shall accept, solicit, or direct a contribution of more than $250 from any party, or his or her agent, or from any participant, or his or her agent, while a proceeding involving a license, permit, or other entitlement for use is pending before the agency. Any Board Member who has received a contribution within the preceding 12 months in an amount of more than $250 from a party or from any agent or participant shall disclose that fact on the record of the proceeding and shall not make, participate in making, or in any way attempt to use his or her official position to influence the decision.

  A party to a proceeding before VTA shall disclose on the record of the proceeding any contribution in an amount of more than $250 made within the preceding 12 months by the party, or his or her agent, to any Board Member. No party, or his or her agent, shall make a contribution of more than $250 to any Board Member during the proceeding and for three months following the date a final decision is rendered by the agency in the proceeding. The foregoing statements are limited in their entirety by the provisions of Section 84308 and parties are urged to consult with their own legal counsel regarding the requirements of the law.

- All reports for items on the open meeting agenda are available for review in the Board Secretary’s Office, 3331 North First Street, San Jose, California, (408) 321-5680, the Monday, Tuesday, and Wednesday prior to the meeting. This information is available on our website, [www.vta.org](http://www.vta.org), and also at the meeting. Any document distributed less than 72-hours prior to the meeting will also be made available to the public at the time of distribution. Copies of items provided by members of the public at the meeting will be made available following the meeting upon request.

  In accordance with the Americans with Disabilities Act (ADA) and Title VI of the Civil Rights Act of 1964, VTA will make reasonable arrangements to ensure meaningful access to its meetings for persons who have disabilities and for persons with limited English proficiency who need translation and interpretation services. Individuals requiring ADA accommodations should notify the Board Secretary’s Office at least 48-hours prior to the meeting. Individuals requiring language assistance should notify the Board Secretary’s Office at least 72-hours prior to the meeting. The Board Secretary may be contacted at (408) 321-5680 or e-mail: board.secretary@vta.org or (408) 321-2330 (TTY only). VTA’s home page is on the web at: [www.vta.org](http://www.vta.org) or visit us on Facebook at: www.facebook.com/scvta. (408) 321-2300: 中文 / Español / 日本語 / 한국어 / tiếng Việt / Tagalog.

  **NOTE: THE BOARD OF DIRECTORS MAY ACCEPT, REJECT OR MODIFY ANY ACTION RECOMMENDED ON THIS AGENDA.**

  70 West Hedding St., San Jose, California is served by bus lines *61, 62, 66, 181, and Light Rail. (*61 Southbound last trip is at 8:55 pm for this location.)

  For trip planning information, contact our Customer Service Department at (408) 321-2300 between the hours of 6:00 a.m. to 7:00 p.m. Monday through Friday and 7:30 a.m. to 4:00 p.m. on Saturday. Schedule information is also available on our website, [www.vta.org](http://www.vta.org).
1. CALL TO ORDER AND ROLL CALL

1.1. ADMINISTER OATHS OF OFFICE to newly appointed Board Members.

1.2. ROLL CALL

1.3. Orders of the Day - approve Consent Agenda (Item #6)

2. AWARDS AND COMMENDATION

2.1. INFORMATION ITEM - Recognize Christina Jaworski, Sr. Environmental Planner, River Oaks; Vance Gwinn, Bus Dispatcher, Chaboya Operations; Jonathan Swage, Transit Mechanic, Cerone Maintenance, as Employees of the Month for December 2014.

Recognize Brent Burgos, Accountant III, River Oaks; Susan Yates, Coach Operator, Chaboya Division; Jamal Gettone, Service Worker, Chaboya Maintenance, as Employees of the Quarter for the first (1) quarter of 2015; and Sergio Pina, Transit Maintenance Supervisor; Cerone Maintenance, for Supervisor of the Quarter for the first (1) quarter of 2015.

2.2. ACTION ITEM - Adopt the resolution of appreciation for 2014 VTA Board Chairperson Ash Kalra.

3. PUBLIC COMMENT

This portion of the meeting is reserved for persons desiring to address the Board of Directors on any item within the Board's jurisdiction. Speakers are limited to 2 minutes. The law does not permit Board action or extended discussion of any item not on the agenda except under special circumstances. If Board action is requested, the matter can be placed on a subsequent agenda. All statements that require a response will be referred to staff for reply in writing.

4. PUBLIC HEARINGS

4.1. HEARING - NOTICE OF INTENTION TO ADOPT RESOLUTIONS OF NECESSITY

ACTION ITEM - Close Hearing and adopt a Resolution of Necessity determining that the public interest and necessity require the acquisition of a property interest in property owned by S&B Milpitas, LLC and located in Milpitas, California, for the BART Silicon Valley Berryessa Extension (SVBX) Project.

Property ID/Assessor's Parcel Number/Owner

B2084 (APN 092-08-077) owned by S & B Milpitas, LLC, a California limited liability company

Note: Motion must be approved by at least 2/3 of the Board (8 members).
4.2. **HEARING - NOTICE OF INTENTION TO ADOPT RESOLUTIONS OF NECESSITY**

ACTION ITEM - Close Hearing and adopt a Resolution of Necessity determining that the public interest and necessity require the acquisition of property interests in property owned by DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated October 08, 2009 and located in Mountain View, California, for the Mountain View Double Track Project.

**Property ID/Assessor's Parcel Number/Owner**

LREP003 (APN 160-73-014) owned by DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated October 08, 2009

Note: Motion must be approved by at least 2/3 of the Board (8 members).

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**5. REPORTS**


5.2. Policy Advisory Committee (PAC) Chairperson's Report. (No Report)

5.3. General Manager Report. (Verbal Report)

5.3.A. INFORMATION ITEM - Receive Silicon Valley Rapid Transit (SVRT) Program Update.

5.3.B. Receive updates regarding Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC) activities.

5.4. Chairperson's Report. (Verbal Report)


5.4.B. Receive remarks from 2015 Chairperson Perry Woodward.

5.4.C. Receive a report regarding the Levi's Stadium Transit Program Committee.

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**6. CONSENT AGENDA**

6.1. Approve the Board of Directors Regular Meeting Minutes of December 11, 2014.
6.2. **ACTION ITEM** - Adopt the Amended and Restated Regulation 98.11.2, entitled Use, Traffic and Vehicles Operated or Parked on VTA Facilities, which updates the rules and regulations for use, traffic and vehicles operated or parked on all property owned, leased or controlled by VTA.

Such approval is conditioned on the VTA Board of Directors’ approval of the Amended and Restated Ordinance 98.1.

6.3. **ACTION ITEM** - Ratify the appointment to the Bicycle & Pedestrian Advisory Committee of David Almeida, representing the City of Gilroy, for the two-year term ending June 30, 2016.


7. **REGULAR AGENDA**

7.1. **ACTION ITEM** - Consider and adopt the Amended and Restated Ordinance 98.1, Vehicles and Facilities, in the form attached hereto as Attachment A, which updates references to relevant California statutes, adds restrictions that align with current issues faced by the VTA, updates references to the Santa Clara Valley Transportation Authority’s name, updates provisions regulating the conduct of passengers on transit vehicles and facilities, and clarifies the conditions by which third parties may enter and use parking lots, stations and other VTA facilities.

7.2. **ACTION ITEM** - 1. Approve the Initial Study/Mitigated Negative Declaration (IS/MND) for the Tamien Station Parking Structure Project; 2. Adopt the Mitigation Monitoring and Reporting Program; and 3. Adopt the Recommended Project Description.

**Administration and Finance Committee**

7.3. **ACTION ITEM** - Adopt a resolution that approves the transaction documents (on file with the Board Secretary) and authorizes the General Manager and Chief Financial Officer to take all necessary actions to issue the 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (the “2015 Bonds”), in order to effect an advance refunding of up to all the outstanding 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A Bonds (the “2007 Bonds”) and to pay the costs of issuance.

7.4. **ACTION ITEM** - Authorize the General Manager to execute a contract with Alstom, Inc., in an amount up to $1,944,926 to procure five (5) Auxiliary Power Supply Equipment (APSE) units and associated support parts for VTA’s light rail vehicles.
7.5. **ACTION ITEM** - Authorize the General Manager to execute a contract with B&C Transit, the lowest responsible and responsive bidder for construction of the LRT Efficiency Project - Mountain View Double Track Phase II Project for an amount not to exceed $11,706,985.

8. **OTHER ITEMS**

8.1. **ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION**

8.2. Reports from VTA Committees, Joint Powers Boards (JPB), and Regional Commissions

8.2.A. VTA Standing Committees

8.2.B. VTA Advisory Committees

8.2.C. VTA Policy Advisory Boards (PAB)

8.2.D. Joint Powers Boards and Regional Commissions

8.3. Announcements

9. **CLOSED SESSION**

9.1. Recess to Closed Session

A. **Existing Litigation - Conference with Legal Counsel**
   [Government Code Section 54956.9(d)(1)]


   (Santa Clara County Superior Court Case No.: 1-13-CV-257814)

B. **Existing Litigation - Conference with Legal Counsel**
   [Government Code Section 54956.9(d)(1)]

   Name of Case: San Francisco Bay Area Rapid Transit District v. PPF Industrial Whipple Road/Bowman Place, LP, a Delaware Limited Partnership

   (Alameda County Superior Court Case No.: RG 13708269)

C. **Anticipated Litigation - Conference with Legal Counsel**
   [Government Code Section 54956.9(d)(4) - Initiation of Litigation]

   Number of Potential Cases: 1 (Union Pacific)

D. **Public Employee Performance Evaluation**
   (Pursuant to Government Code Section 54957)

   Title: General Manager
E. Conference with Labor Negotiator
   [Government Code Section 54957.6]

   VTA Designated Representative
   Bill Lopez, Director of Business Services

   Employment Contract
   General Counsel

9.2. Reconvene to Open Session
9.3. Closed Session Report
9.4. ACTION ITEM - Approve amended and extended employment contract with VTA General Counsel Robert Fabela.

10. ADJOURN
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Director of Business Services, Bill Lopez

SUBJECT: Employees of the Month for December 2014; and Employees and Supervisor of the First Quarter of 2015

FOR INFORMATION ONLY

BACKGROUND:

December 2014 Employees of the Month:

Christina Jaworski, Sr. Environmental Planner at River Oaks, is the Administrative Award winner for December. Christina has been with VTA since 1995 and successfully delivers high quality projects under demanding deadlines and schedules. She is currently managing the El Camino Real Bus Rapid Transit Environmental Assessment/Environmental Impact Report, working closely with FTA staff. Christina is recognized by her department and external agencies for her professional judgment, great attitude and attention to detail. Congratulations to Christina Jaworski, Administrative Employee of the Month for December!

Vance Gwinn, Bus Dispatcher, at Chaboya Operations, is the Operations Award Winner for December. Vance has been with VTA for over 34 years and has demonstrated strong leadership and effective problem solving skills. Vance was instrumental in the development of the Trapeze Ops timekeeping, dispatch, and workforce management program and is now a Super User. He’s recognized for displaying exceptional courtesy and professionalism, making him an excellent role model as a dispatcher trainer. Vance is an asset to VTA. Congratulations to Vance Gwinn, Operations Employee of the Month for December!

Jonathan Swage, Transit Mechanic at Cerone Maintenance, is the Maintenance Award winner for December. Jon has been employed with VTA since 2011, and during this time has demonstrated extraordinary leadership skills. He is known for always giving a 100% effort and taking on additional duties without compromising service. He consistently reaches out to help fellow employees while always completing his assignments efficiently and effectively. Jon exemplifies VTA’s values of teamwork and quality job performance, and is very deserving of this award.
Congratulations to Jon Swage, Maintenance Employee of the Month for December!

January 2015 Employees and Supervisor of the Quarter:

Brent Burgos, Accountant III at River Oaks, is the Administrative Award winner for the 1st Quarter. Brent has been with VTA for over 8 years and has always maintained a high level of professionalism in his work. In his current assignment Brent audits contract invoices to ensure compliance, reconciles general ledger accounts, and serves as a key member on the SAP support team in completing the Accounts Payable upgrade and testing system. Brent’s positive attitude and willingness to assist others help create a supportive work environment at VTA. Congratulations to Brent Burgos, Administrative Employee of the 1st Quarter!

Susan Yates, Coach Operator at Chaboya Operations, is the Operations Award Winner for the 1st Quarter. Susan has been with VTA since 1998. In addition to her Coach Operator duties, Susan serves as bus Line Instructor with the training department as well the Joint Workforce Investment coordinator, sharing her extensive knowledge of bus operations with new student operators. With her upbeat attitude and generous nature, Susan serves as a first-rate role model to her fellow Operators and is very deserving of this award. Congratulations to Susan Yates, Operations Employee of the 1st Quarter!

Jamal Gettone, Service Worker at Chaboya Maintenance, is the Maintenance Award winner for the 1st Quarter of 2015. Jamal has been employed with VTA since 2011. In his current role as a Service Worker, Jamal performs his work in a manner that ensures, without fail, that VTA coaches are clean and ready for pullout. He takes pride in his work, ensuring that our vehicles are in excellent condition for VTA customers. Recognized by his supervisors as a well-respected employee with a positive attitude, Jamal is a great role model to his coworkers. Congratulations to Jamal Gettone, Maintenance Employee of the 1st Quarter!

Sergio Pina, Transit Maintenance Supervisor, is the Supervisor of the Quarter for the 1st quarter. Sergio has been employed with VTA for more than 35 years and has demonstrated exemplary leadership and commitment to VTA. He is recognized as the person to count on to get something done, whether it is helping his staff in closing out an urgent work order, or managing a special project that involves service or repair on all motor coaches. Nominated by his subordinates for this award, Sergio is known as a leader who is responsive, fair, and knowledgeable. He generates a positive work environment for all employees. Congratulations to Sergio Pina, Supervisor of the 1st Quarter!

Prepared By: Employee Relations
Memo No. 4838
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Board Secretary, Elaine F. Baltao

SUBJECT: Board Resolution of Appreciation

Resolution

ACTION ITEM

RECOMMENDATION:

Adopt the resolution of appreciation for 2014 VTA Board Chairperson Ash Kalra.

BACKGROUND:

VTA benefits from local elected officials willing to serve on the VTA Board of Directors. Serving as Board Chairperson requires leadership, dedication, time and energy beyond their regular duties.

DISCUSSION:

The attached resolution expresses VTA's appreciation for the diligent service of 2014 Board Chairperson Ash Kalra. His leadership enabled VTA to provide transportation services, programs and projects to the residents of Santa Clara County.

FISCAL IMPACT:

There is no fiscal impact.

Prepared by: Tracene Crenshaw
Memo No. 4845
Resolution

By the Board of Directors of the Santa Clara Valley Transportation Authority (VTA) a Special District of the State of California relative to commending the

Honorable Ash Kalra

Whereas, Ash Kalra is completing his term as chair of the VTA Board of Directors for 2014; and

Whereas, He worked tirelessly to implement inaugural service to Levi’s Stadium; and

Whereas, He oversaw the groundbreaking of the Santa Clara-Alum Rock Bus Rapid Transit Project, the first bus rapid transit project in the San Francisco Bay Area; and

Whereas, He was a leading voice in advancing the BART Silicon Valley Extension, helping to bring construction of the project to the halfway mark;

Whereas, He led the celebration of the 25th anniversary of light rail and the vision forward to the next 25 years; and

Whereas, He encouraged VTA to host Hack My Ride: VTA’s Transportation Idea Jam, its first hackathon; and

Whereas, He led the effort to develop VTA’s EventTIK, the mobile fare app for special events at Levi’s Stadium; and

Whereas, He staunchly supported VTA’s capital projects, including the opening of the long-awaited Mission/Warren Area Improvements as well as the U.S. 101/Capitol Expressway/Yerba Buena Interchange Improvements.

Now, therefore be it resolved, that the VTA Board of Directors hereby commends and expresses its sincere appreciation to Ash Kalra for his exemplary service; and

Be it further resolved, that this resolution is presented with thanks and good wishes from VTA.

Adopted by the VTA Board of Directors this 8th day of January 2015.

Perry Woodward, Chairperson
Santa Clara Valley Transportation Authority
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Director of Engr. & Trans. Infrastructure Dev., Carolyn M. Gonot

SUBJECT: SVBX Resolution of Necessity

Resolution

ACTION ITEM

RECOMMENDATION:

Adopt a Resolution of Necessity determining that the public interest and necessity require the acquisition of all right, title and interest in and to an existing private ingress and egress easement for the BART Silicon Valley Berryessa Extension (SVBX) Project.

BACKGROUND:

The BART Silicon Valley Program is an extension of the existing BART regional heavy rail system to Milpitas, San Jose and Santa Clara, which will be delivered through a phased approach. The first phase is the Silicon Valley Berryessa Extension (SVBX) Project, a 10-mile, two-station project, which will extend the existing BART system and provide service to the Cities of Milpitas and San Jose in Santa Clara County.

The SVBX Project will begin south of the future BART Warm Springs Station in Fremont and proceed on the WP Milpitas Corridor purchased by VTA from the Union Pacific Railroad in 2002, through Milpitas, and end in the Berryessa area of north San Jose at Las Plumas Avenue (See Project Map attached hereto). Engineering on the SVBX Project is advancing, and major utility relocations and full construction activities have begun. Full and partial property acquisitions are required from approximately 102 property owners in order to construct the SVBX Project.
These acquisitions are being pursued in accordance with state and federal law, and diligent efforts are being made to acquire them through negotiated settlements. However, negotiated settlements may not be achievable in all instances and some of the acquisitions may need to be acquired through a timely condemnation process, particularly to ensure that the Project can stay on schedule.

A prerequisite to commencement of eminent domain proceedings by a public entity is adoption of a Resolution of Necessity (California Code Civil Procedure section 1245.220). As discussed below, staff is recommending the Board to adopt a Resolution of Necessity to enable commencement of eminent domain proceedings.

DISCUSSION:

Among the approximately 102 property acquisitions required for the Project, staff is recommending that a Resolution of Necessity be adopted for the following property:

1. Property owned by S & B Milpitas, LLC, a California limited liability company

S&B Milpitas, LLC ("S&B") owns property located at 720 Montague Expressway in the City of Milpitas, which consists of approximately 102,366 square feet, and is improved with an approximately 41,847 square foot industrial building. S&B also owns an approximately 4,200 square foot appurtenant ingress/egress easement within a portion of an adjacent parcel located immediately to the west of the larger parcel. VTA purchased this adjacent property (formerly 700 Montague Expressway) from a private property owner approximately 3 years ago in order to construct the Milpitas station campus. The proposed acquisition seeks to acquire the right, title and interest in S&B’s 4,200 square foot ingress/egress easement in order to build a driveway that will allow BART patrons to exit the parking structure serving the BART station and turn onto Montague Expressway. The area also will be used for access during construction of the parking structure and campus area.

The subject property was appraised and the appraisal was reviewed by a review appraiser, and VTA staff set just compensation. An offer based on the recommended appraisal was made on or about October 24, 2014. To date, negotiations with the owner to acquire the easement have been unsuccessful even though the real estate team has diligently worked to acquire the easement through negotiated settlement with the property owner. The team will continue to work with the property owner to reach a negotiated settlement even after adoption of a Resolution of Necessity.

As noted above, a prerequisite to commencement of eminent domain proceedings by a public entity is adoption of a Resolution of Necessity. This statutory requirement is designed to ensure that public entities verify and confirm the validity of their intended use of the power of eminent domain. A resolution of necessity must contain a general statement of the public use for which the property is taken, a reference to the authorizing statutes, a description of property, and a declaration stating that each of the following has been found and determined to be true:

1. The public interest and necessity require the proposed project;
2. The proposed project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;

3. The property described in the resolution is necessary for the proposed project; and

4. The offer required by Section 7267.2 of the Government Code, together with the accompanying statement of the amount established as just compensation, has been made to the owner or owners of record, which offer and statement were in a format and contained the information required by Government Code Section 7267.2, or the offer has not been made because the owner cannot be located with reasonable diligence.

Further information addressing each of these items and any additional findings that must be made are included in a staff report attached hereto. The staff report also contains specific information on the property being impacted

**ALTERNATIVES:**

The property that is subject to the Resolution of Necessity before the Board is necessary for the Project and a condemnation action must be initiated in order to obtain possession of this parcel if the Project schedule is to be maintained. The Board may, in its discretion, decide not to adopt the Resolution of Necessity. However, this would necessitate either some delay and/or a possible redesign, which could impact the schedule and, most likely, increase the costs of the Project.

**FISCAL IMPACT:**

Appropriation for the costs associated with acquisition of this property is included in the FY13 Adopted 2000 Measure A Transit Improvement Program Fund Capital Budget.

Prepared by: Bijal Patel
Memo No. 4848
BART Silicon Valley Berryessa Extension Project

Resolution of Necessity Hearing

January 8, 2015
Resolution of Necessity Hearing

- Board has full discretion as to whether or not to adopt a recommended Resolution of Necessity.

- Amount of compensation is NOT a consideration in this hearing.

- Board must make each of the findings contained in the respective Resolution of Necessity prior to their adoption.
1. S&B, LLC, a California limited liability company
   An existing 4,200 square foot appurtenant ingress/egress easement located within an adjacent property, which VTA previously acquired and currently owns (formerly 700 Montague Expressway).
Owner: S&B, LLC, a California limited liability company

Location: 720 Montague Expressway, Milpitas

Present Use: Improved with an industrial building

Property Size: Approximately 2.35 acres

Acquisitions: Appurtenant ingress/egress easement (B2084) – 4,200 sq. ft.

Date of Offer: October 24, 2014
Project Need:

• The proposed acquisition seeks to acquire the right, title and interest in S&B’s 4,200 square foot ingress/egress easement in order to build a driveway that will allow BART patrons to exit the parking structure serving the BART station and turn onto Montague Expressway.

• The area also will be used for access during construction of the parking structure and campus area.
S&B, LLC, a California limited liability company

BART Silicon Valley Berryessa Extension Project
RESOLUTION OF NECESSITY DETERMINING THAT THE PUBLIC INTEREST AND NECESSITY REQUIRE THE ACQUISITION OF CERTAIN LAND AND DIRECTING THE FILING OF EMINENT DOMAIN PROCEEDINGS

WHEREAS, the BART Silicon Valley Berryessa Extension Project (the “Project”) is being undertaken for the purpose of easing traffic congestion, improving area-wide mobility, and otherwise furthering the public health, safety and welfare; and

WHEREAS, it is desirable and necessary for the Santa Clara Valley Transportation Authority (“VTA”) to acquire all right, title and interest in and to an existing private ingress and egress easement described in Exhibit “A” attached hereto and made a part hereof by this reference, as right of way for the Project and the construction thereof; and

WHEREAS, VTA is authorized to acquire the subject property and exercise the power of eminent domain pursuant to and in accordance with Article 1, Section 19 of the California Constitution, the California Eminent Domain Law, Code of Civil Procedure Sections 1230.010 et seq., and Sections 100130 and 100131 of the Public Utilities Code; and

WHEREAS, pursuant to the provisions of Section 1245.235 of the Code of Civil Procedure of the State of California, notice has been duly given to the owner(s) of the property herein, all of whom have been given a reasonable opportunity to appear and be heard before the Board of Directors of VTA at the time and place set forth in said notice, regarding the matters specified therein.

NOW, THEREFORE, IT IS FOUND, DETERMINED AND ORDERED as follows:

1. The recitals contained herein are true and correct.

2. Upon examination of the alternatives, VTA requires the property for the Project.

3. VTA is authorized to acquire the property and exercise the power of eminent domain pursuant to and in accordance with Article 1, Section 19 of the California Constitution, the California Eminent Domain Law, Code of Civil Procedure Sections 1230.010 et seq., and Sections 100130 and 100131 of the Public Utilities Code.

4. The public interest and necessity require the Project.

5. The Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury.

6. All right, title and interest in and to the existing private ingress and egress easement described in Exhibit “A,” is necessary for the Project.
7. The offer required by Section 7267.2 of the Government Code, together with the accompanying statement of the amount established as just compensation, has been made to the owner or owners of record, which offer and statement were in a format and contained the information required by Government Code Section 7267.2, or the offer has not been made because the owner cannot be located with reasonable diligence.

8. VTA has complied with all conditions and statutory requirements, including those prescribed by CEQA, NEPA, and that are necessary for approval and adoption of the Project.

9. All conditions and statutory requirements necessary to exercise the power of eminent domain ("the right to take") to acquire the property described herein have been complied with by VTA.

10. Insofar as the property or the larger parcel of which it is a part has heretofore been appropriated for public use, the proposed use set forth herein will not unreasonably interfere with or impair the continuation of the public use as it exists or may reasonably be expected to exist in the future, and is therefore a compatible public use pursuant to Code of Civil Procedure Section 1240.510, or, as applicable, constitutes a more necessary public use than the use to which the property is appropriated pursuant to Code of Civil Procedure Section 1240.610.

11. General Counsel or General Counsel’s duly authorized designee is hereby authorized and directed to institute and conduct to conclusion eminent domain proceedings to extinguish an existing, appurtenant ingress/egress easement described in Exhibit “A”, and to take such actions that counsel deems advisable or necessary in connection therewith, and may deposit the probable amount of compensation and obtain an order for prejudgment possession of the subject property.

PASSED AND ADOPTED by the Santa Clara Valley Transportation Authority Board of Directors on January 8, 2015, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

PERRY WOODWARD, Chairperson
Board of Directors
I HEREBY CERTIFY AND ATTEST that the foregoing resolution was duly and regularly introduced, passed and adopted by the vote of two-thirds or more of the Board of Directors of the Santa Clara Valley Transportation Authority, California, at a meeting of said Board of Directors on the date indicated, as set forth above.

Dated: ____________________________

ELAINE BALTAO, Secretary
Board of Directors

APPROVED AS TO FORM:

ROBERT FABELA
General Counsel
EXHIBIT “A”

All right, title and interest in and to the private ingress and egress easement, acquired by that certain Deed, recorded April 27, 2007, as Document No. 19402544, in the Office of the Recorder of Santa Clara County, a copy of which is attached as Exhibit “1” hereto and made a part hereof.
RECORDING REQUESTED BY:
Chicago Title Company
Escrow No.: 06-98202208-5M
Locate No.: CACT7743-2743-2982-0098202208
Title No.: 06-98202208-MC

When Recorded Mail Document and Tax Statement To:
S & B Milpitas, LLC
46509 Mission Blvd
Fremont, CA 94539

APN: 092-08-077

GRANT DEED

The undersigned grantor(s) declare(s)
Documentary transfer tax is $7,260.00
[X] computed on full value of property conveyed, or
[ ] computed on full value less value of liens or encumbrances remaining at time of sale,
[ ] Unincorporated Area City of Milpitas,

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, Jessie Singh, who acquired title as Jaswinder S. Saini and Surinder K. Saini, husband and wife

hereby GRANT(S) to S & B Milpitas, LLC, a California Limited Liability Company

the following described real property in the City of Milpitas, County of Santa Clara, State of California:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

This Deed is being recorded to transfer the fee title and terminate any and all interest the parties may have pursuant to a recorded October 5, 2005 as instrument #18610160 of Official Records Santa Clara County.

Monograph of Agreement

MAIL TAX STATEMENTS AS DIRECTED ABOVE

GRANT DEED

FD-213 (Rev 7/96)
(grant)06-06}
DATED: April 13, 2007

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

ON April 18, 2007 before me,

S. McKenna, Notary Public
(here insert name and title of the officer), personally
appeared Jessie Singh and Surinder K. Saini,
personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person(s) whose name(s)
is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted,
exercised the instrument.

Witness my hand and official seal.

Signature ________________________________ (Seal)

MAIL TAX STATEMENTS AS DIRECTED ABOVE

FD-213 (Rev 7/96) GRANT DEED
(grant)
EXHIBIT "A"

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF MILPITAS, COUNTY OF SANTA CLARA, STATE OF CALIFORNIA AND IS DESCRIBED AS FOLLOWS:

Parcel One:

Parcel A, as shown on that certain Map entitled "Parcel Map", which Map was filed for record in the Office of the Recorder of the County of Santa Clara, State of California, on September 22, 1983 in Book 518 of Maps at page(s) 23 and 24.

Parcel Two:

A non-exclusive private ingress and egress easement and non-exclusive private Mutual storm drainage easement lying within said ingress and egress easement for the benefit of Parcel A over Parcel B as said easement and parcels are shown on Parcel Map recorded September 22, 1983, in Book 518 of Maps, at pages 23 and 24, Santa Clara County Records.
INTRODUCTION

This staff report is submitted for review by the Board of Directors prior to the recommended adoption of a resolution of necessity for the acquisition of property for the BART Silicon Valley Berryessa Extension (SVBX) Project.

For each property interest to be acquired, a resolution of necessity must be adopted prior to the commencement of eminent domain proceedings (Code of Civil Procedure Section 1245.220.). The statutory requirement that a public entity adopt a resolution of necessity before initiating a condemnation action “is designed to ensure that public entities will verify and confirm the validity of their intended use of the power of eminent domain prior to the application of that power in any one particular instance.” San Bernardino County Flood Control Dist. v. Grabowski (1988) 205 Cal.App.3d 885, 897.

Thus, a resolution of necessity must contain a general statement of the public use for which the property is to be taken, a reference to the statute authorizing the exercise of eminent domain, a description of the property, and a declaration stating that each of the following have been found and determined by the Board to be the case:

1. The public interest and necessity require the proposed project;
2. The proposed project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
3. The property described in the resolution is necessary for the proposed project; and,
4. That either the offer required by Section 7267.2 of the Government Code has been made to the owner or owners of record, or the offer has not been made because the owner cannot be located with reasonable diligence.

(Code of Civil Procedure Section 1245.230.)

Also, for those parcels to be acquired as public service public utility easements, the resolution of necessity will state that such property is being acquired pursuant to the provisions of Code of Civil Procedure Sections 1240.320, 1240.330, and 1240.350, as substitute property necessary for acquisition or exchange with regard to affected public utilities, for relocation of such utilities, or to provide utility service to the remaining property, as the case may be. For such property, the Board will be further finding and determining that the taking of said substitute property is necessary for each of the purposes specified in Sections 1240.320, 1240.330, and 1240.350.

Further, insofar as any of the property to be acquired has heretofore been dedicated to public use, the resolution of necessity will find that the acquisition of such property by VTA for the Project is for a more necessary public use to which the property has already been appropriated or is a compatible public use pursuant to Code of Civil Procedure Sections 1240.510 and 1240.610.
This report provides data and information addressing each of these items. Section 1 generally describes the public use for which the property is to be taken and sets forth the statutory authority for VTA’s exercise of eminent domain. Sections 3, 4, and 5 provide facts pertinent to public interest and necessity (Finding #1) and the planning and location of the SVBX Project (Finding #2). Section 6 also contains a property data sheet and other material discussing the necessity for acquiring the specific property interests that are the subject of the resolutions of necessity (Finding #3). Section 2 provides information concerning the offers made to the property owners pursuant to Government Code Section 7267.2 (Finding #4).

This evidentiary factual record will assist the Board in determining whether the requirements of Section 1245.230 have been met, and whether the other findings specified above, as applicable, can be made. If the Board determines that all requirements have been met, and that all findings can be made, it is recommended that the Board adopt the resolution of necessity for the parcel listed on the Board Meeting Agenda. The resolution of necessity scheduled to be heard by the Board is attached to this staff report.

SECTION 1

GENERAL STATEMENT OF PUBLIC USE

The parcel of property that is the subject of the recommended resolution of necessity is to be acquired for the construction of the SVBX Project, a 10-mile, two-station, first phase of the 16-mile BART Silicon Valley Program.

STATUTORY AUTHORIZATION FOR EXERCISE OF EMINENT DOMAIN

Under its enabling legislation, VTA is authorized to acquire property for mass transit purposes by eminent domain. Public Utilities Code Section 100130, which sets forth the general powers of VTA, provides in pertinent part that: “The district may take by grant, purchase, devise, or lease, or condemn in proceedings under eminent domain, or otherwise acquire, and hold and enjoy, real and personal property of every kind within or without the district necessary to the full or convenient exercise of its powers.” One of the main functions of VTA is to provide transit service. (Public Utilities Code Sections 100160, 100161.)

Public Utilities Code Section 100131 provides further authority for the taking of property by VTA through eminent domain. It states in pertinent part that: “The district may exercise the right of eminent domain to take any property necessary or convenient to the exercise of the powers granted in this part.”

In addition, the Eminent Domain Law, Code of Civil Procedure Sections 1230.010 et seq., gives entities authorized by statute the right to use eminent domain to acquire property for public use, and specifies the procedures for the exercise of that right.
SECTION 2

GOVERNMENT CODE OFFERS

The owner of the property that is the subject of this resolution was made an offer by VTA for the purchase of the property unless they could not be located with reasonable diligence as required by Government Code Section 7267.2. Sections 7267.2(a), (b) and (c) state that:

(a) (1) Prior to adopting a resolution of necessity pursuant to Section 1245.230 of the Code of Civil Procedure and initiating negotiations for the acquisition of real property, the public entity shall establish an amount that it believes to be just compensation therefor, and shall make an offer to the owner or owners of record to acquire the property for the full amount so established, unless the owner cannot be located with reasonable diligence. The offer may be conditioned upon the legislative body’s ratification of the offer by execution of a contract of acquisition or adoption of a resolution of necessity or both. The amount shall not be less than the public entity’s approved appraisal of the fair market value of the property. Any increase or decrease in the fair market value of real property to be acquired prior to the date of valuation caused by the public improvement for which the property is acquired, or by the likelihood that the property would be acquired for the improvement, other than that due to physical deterioration within the reasonable control of the owner or occupant, shall be disregarded in determining the compensation for the real property.

(2) At the time of making the offer described in paragraph (1), the public entity shall provide the property owner with an informational pamphlet detailing the process of eminent domain and the property owner’s rights under the Eminent Domain Law.

(b) The public entity shall provide the owner of real property to be acquired with a written statement of, and summary of the basis for, the amount it established as just compensation. The written statement summary shall contain detail sufficient to indicate clearly the basis for the offer, including, but not limited to, all of the following information:

(1) The date of valuation, highest and best use, and applicable zoning of property.
(2) The principal transactions, reproduction or replacement cost analysis, or capitalization analysis, supporting the determination of value.

(3) If appropriate, the just compensation for the real property acquired and for damages to remaining real property shall be separately stated and shall include the calculations and narrative explanation supporting the compensation, including any offsetting benefits.

(c) Where the property involved is owner-occupied residential property and contains no more than four residential units, the homeowner shall, upon request, be allowed to review a copy of the appraisal upon which the offer is based. The public entity may, but is not required to, satisfy the written statement, summary, and review requirements of this section by providing the owner a copy of the appraisal on which the offer is based.

The property owner was presented with a written offer in an amount not less than the approved appraisal for the property, and a statement and summary of the basis of the offer, comprised of an Appraisal Summary Statement. The Appraisal Summary Statement provided the following information: name of owner; property address; parcel and APN number; locale; applicable zoning; date of valuation, present use; highest and best use; total property area; area to be acquired; type of interest to be acquired; improvements and access impacted; damages incurred and, as appropriate, separately stated with calculations and narrative explanation; total payment; and a description of the market value, reproduction or replacement cost analysis, or capitalization analysis, used to determine just compensation; and a summary of comparable sales, including the location, date of sale and sales price of properties used in the appraisal process. The date that the offer was made to the property owner is specified on the Property Fact Sheet contained in Section 6 of this report.

SECTION 3

SVBX PROJECT OVERVIEW, PURPOSE AND NEED

Project Description

BART Silicon Valley is an extension of the existing BART regional heavy rail system to Milpitas, San Jose and Santa Clara. The 16-mile BART Silicon Valley Program will be delivered through a phased approach.
The Silicon Valley Berryessa Extension (SVBX) Project is a 10-mile, two-station, first phase of BART Silicon Valley. SVBX is being implemented in cooperation with the Federal Transit Administration’s (FTA) New Starts Program, and will be a fully operable extension of the existing BART system with service to the cities of Milpitas and San Jose in Santa Clara County.

This extension of the BART system will begin south of the future BART Warm Springs Station in Fremont and proceed on the WP Milpitas Corridor purchased by VTA from the Union Pacific Railroad in 2002, through Milpitas, and end in the Berryessa area of north San Jose at Las Plumas Avenue. Engineering on the project is advancing, construction activities have commenced.

The two SVBX stations will feature:

- Parking structures
- Bus transit centers
- Bike and pedestrian connections
- Convenient access to BART System:
  - Half-mile walk for nearly 30,000 residents
  - Less than 12-minute bike ride for 260,000
  - 15-minutes via public transit or automobiles for more than 1,007,000 local residents

**Purpose of the Project**

The project is intended to achieve the following objectives:

- Improve public transit service and increase ridership in this severely, and ever-increasing, congested corridor by providing expanded transit capacity and faster, convenient access to and from major Santa Clara County employment and activity centers for corridor residents and residents from throughout the Bay Area and portions of the Central Valley of California.

- Enhance regional connectivity by expanding and interconnecting BART rapid transit service with VTA light rail, Amtrak, ACE, Caltrain, and VTA bus services in Santa Clara County; improve intermodal transit hubs where rail, bus, auto, bicycle and pedestrian links meet.

- Expand transportation solutions that will be instrumental in maintaining the economic vitality and continuing development of Silicon Valley.

- Improve mobility options to employment, education, medical, and retail centers for corridor residents, in particular low-income, youth, elderly, disabled, and ethnic minority populations.
• Improve regional air quality by reducing auto emissions.

• Support local and regional land use plans and facilitate corridor cities’ efforts to direct business and residential investments in transit oriented development. More efficient growth and sustainable development patterns are necessary to reduce impacts to the local and global environmental, such as adverse climate change.

Improved transit in the BART Silicon Valley Corridor is consistent with the goals established in prior corridor studies and responds to the long-range Valley Transportation Plan 2035 (VTP 2035), adopted by VTA in January 2009. The primary goal of the long-range plan is to provide transportation facilities and services that support and enhance Santa Clara County’s high quality of life and vibrant economy.

Need for the Project

The SVBX Project is critical to improving mobility between the East Bay and South Bay regions of the San Francisco Bay Area, as well as between eastern Santa Clara County and San Francisco. The project corridor, including the 1-880 and 1-680 freeways, is already very congested, with roadway conditions projected to steadily worsen as Santa Clara County and the greater Bay Area continue to grow. Travelers on the roadway network experience excessive delays currently and can expect delays on the typical weekday to increase in the absence of the proposed improvements.

SVBX is the initial segment of a planned BART extension to downtown San Jose and Santa Clara. The full extension will complete a major link in a regional high-speed, high capacity transit network that will circle lower San Francisco Bay. Regional connectivity is important to the future of Silicon Valley, the high-technology and venture capital center of the nation and a major provider of biotechnology products and services.

BART is the only modal alternative that produces a better balance between transit and auto modes; significantly facilitates transit-oriented development; and moves large numbers of commuters and discretionary travelers alike quickly and reliably. Other transportation improvement alternatives to the proposed project are not adequate for addressing current and future needs. Transportation system management/baseline improvements in the form of expanded express bus services and preferential treatments for transit do not reduce travel time delays significantly. Although increased higher density, mixed-use developments around light rail stations would increase the viability of a light rail option, it is oriented to intra-county travel. Frequent station stops and at-grade running tend to slow travel speeds, and train capacity will become constrained by the maximum allowable three-car train consists. Existing commuter rail services in the corridor are also capacity constrained due to the limited service frequencies that
remain when sharing trackage with freight trains. No other transit modes can match the regional connectivity provided by a BART extension and therefore they perform poorly in accommodating the rapid growth of regional travel in the San Francisco Bay Area.

SECTION 4

PROJECT PLANNING AND IMPLEMENTATION

Alternatives Analysis

A BART extension was selected as the Locally Preferred Alternative (LPA) following completion of the Major Investment Study (MIS)/Alternatives Analysis (MIS/AA) in November 2001. The study evaluated 11 alternatives for the Silicon Valley Rapid Transit Corridor, representing various modes of travel including express bus, bus rapid transit, commuter rail, diesel and electric light rail, and BART. The LPA was chosen after an extensive review process, including technical analysis, 12 public meetings, and more than 15 Community Working Group meetings.

In October 2001, the Policy Advisory Board (PAB) voted unanimously to recommend to the VTA Board that the BART on the UPRR Alignment alternative be carried forward into the EIS/EIR phase along with the FTA-required Baseline Alternative. Since the VTA-BART property negotiations were still unresolved at the time, the PAB also recommended carrying forward a BART-Compatible alternative.

On November 9, 2001, the VTA Board unanimously selected BART on the UPRR Alignment as the Preferred Investment Strategy for the Silicon Valley Rapid Transit Corridor, citing its overall ranking of “High” in comparison to the other alternatives. The Board instructed that, in addition to the BART Alternative, the Baseline (Expanded Bus) Alternative be carried forward into the environmental compliance phase to fulfill FTA project development guidelines. The Board also approved an agreement with BART to identify the terms and conditions for implementing the Preferred Investment Strategy in concert with BART. On November 12, 2001, the BART Board also adopted the terms and conditions for the agreement.

When compared with the other alternatives, the BART Alternative offered:

- Fastest travel times to passenger destinations
- Highest ridership projections
- Greatest congestion relief
- Best access to jobs, education, medical, retail and entertainment centers throughout the Bay Area
- Regional connectivity with no transfers to the BART system
• Opportunities for transit-oriented development in conjunction with local land use planning efforts.

Station Area Planning

Station area planning for the new BART stations is an important element of the SVBX Project. VTA is working with the cities and stakeholders to develop transit-supportive station campuses, access, circulation, and land uses in the station areas that would increase transit ridership, create vibrant communities, ease the housing shortage, and promote multi-modal access to and from the stations.

The City of Milpitas has adopted a specific plan for the area surrounding the proposed BART Milpitas Station. The Milpitas Transit Sub Area Specific Plan, as adopted by the Milpitas City Council, would create mixed land uses near two VTA LRT stations and the future Milpitas BART station at Montague Expressway and Piper Drive.

Station area land use plans are guided, in part, by the Metropolitan Transportation Commission (MTC) Regional Transit Expansion Program policy, Resolution 3434, which includes provisions for transit-oriented development within a half-mile radius of transit stations.

Project Funding

The total SVBX Project cost is estimated at approximately $2.1 billion based on most current engineering cost estimates for project construction. Funding for the SVBX Project will come through multiple revenue streams including the 2000 Measure A, 1/2 cent sales tax and other local sources, the State of California and its Traffic Congestion Relief Program (TCRP), and federal grants including the New Starts Program. VTA requested $900 million in FTA New Starts funding, which it secured through execution of a full Funding Grant Agreement (FFGA) in March, 2012. The FFGA is a multi-year contractual agreement between the FTA and VTA that formally defines the project scope, cost and schedule, and establishes the terms of the $900 million in federal financial assistance.

Engineering design

The engineering and design of BART Silicon Valley is developed in various phases of project development in conjunction with the environmental process. Engineering phases include Conceptual Engineering (10% design), Preliminary Engineering (35% design), 65% design, and Final Engineering (100% design). These design phases represent a progression of engineering throughout project development.
Conceptual Engineering and Preliminary Engineering (PE) phases occur during the development of draft and final environmental documents, and together are generally referred to as the PE phase. The 65% design phase allows for a further refinement to project definition and the design of the facilities and systems.

In December 2006, the technical PE phase was completed. The 65% engineering phase was completed in December 2008. Said engineering designs are hereby incorporated herein by reference. Final design will advance the project development to 100% completion following the selection of a Design-Build contractor as discussed in the section below.

Design-Build Contract Procurement

In May 2010, the VTA Board of Directors authorized VTA’s General Manager to pursue Design-Build as the delivery method for SVBX. The Design-Build method of project delivery involves selecting a contractor to perform both final design and construction under a single contract. Analysis of Design-Build as the delivery method for the project versus the traditional design, bid, build showed potential cost savings of $75 million, a 6 month acceleration of project delivery and reduced risks to VTA. This is VTA’s first Design-Build contract.

VTA issued the Request for Proposals (RFP) for the C700 Line, Track, Stations, and Systems (LTSS) contract in March 2011 to pre-qualified teams. The pre-qualified teams are KSG Constructors, Skanska-Shimmick-Herzog, Tutor Perini and Parsons SVBX, and Walsh/Flatiron/Comstock. On December 8, 2011, the Board awarded the C700 contract to Skanska-Shimmick-Herzog.

SECTION 5

ENVIRONMENTAL CLEARANCE AND REVIEW

Environmental Clearance

The Berryessa Extension Project is defined in the BART Silicon Valley Final Environmental Impact Statement (2010). FTA, in coordination with VTA, circulated an Environmental Impact Statement in accordance with the National Environmental Policy Act (NEPA) in 2009. The Final Environmental Impact Statement was released in March 2010. A Record of Decision was issued in June 2010.

VTA released a Draft Second Supplemental Environmental Impact Report (SEIR) in November 2010 to address proposed project changes since the certification of the last environmental document in 2007 under the California Environmental Quality Act (CEQA). The Final Second SEIR was circulated to the public in February 2011 and certified at the March 2011 VTA Board of Directors meeting.
Environmental Review Summary

Environmental impacts were discussed in detail in the following California Environmental Quality Act (CEQA) and National Environmental Policy Act (NEPA) documents prepared during the planning and environmental review phases of the Project. Said documents are available for the Board's review & consideration and are incorporated by reference herein. Many of these documents, and other information concerning the Project, are available through the VTA website, vta.org.

- Major Investment Study Final Report, November 2001 (NEPA)
- 2004 Final Environmental Impact Report (CEQA)
- 2007 Draft Supplemental Environmental Impact Report (CEQA)
- 2007 Final Supplemental Environmental Impact Report (CEQA)
- 2009 Draft Environmental Impact Statement (NEPA)
- 2010 Final Environmental Impact Statement (NEPA)
- 2010 Addendum to the 2007 FSEIR (CEQA)
- 2010 Environmental Determination – Addenda to the Final EIS (NEPA)
- 2010 Draft Second Supplemental Environmental Impact Report (CEQA)
- 2011 Final Second Supplemental Environmental Impact Report (CEQA)
- 2011 Addendum to the 2nd Supplemental Environmental Impact Report (CEQA)
- 2011 Initial Study/Mitigated Negative Declaration (CEQA)
- 2012 Addendum No. 2 to the 2nd Supplemental Environmental Impact Report (CEQA)
- 2012 Addendum No. 3 to the 2nd Supplemental Environmental Impact Report (CEQA)
- 2013 Addendum No. 4 to the 2nd Supplemental Environmental Impact Report (CEQA)
- 2013 Categorical Exemption (CEQA)
• 2014 Addendum No. 5 to the 2nd Supplemental Environmental Impact Report (CEQA)
• 2014 Environmental Re-evaluation (NEPA)
• 2014 Addendum to Initial Study/Mitigated Negative Declaration (CEQA)
• 2014 Categorical Exemption (CEQA)

SECTION 6

SPECIFIC PROPERTY ACQUISITIONS

A detailed property fact sheet and aerial photograph of the parcel required for this Project, and subject to the Resolution of Necessity follow. Overall property requirements and project related costs have been minimized as much as possible. An offer was made to the owner of the property, S & B Milpitas, LLC, a California limited liability company (B2084), on or about October 24, 2014. A Notice of Intention to Adopt Resolution of Necessity, incorporated herein by reference, was sent to the property owner on December 23, 2014.
BART SILICON VALLEY BERRYESSA EXTENSION PROJECT

PROPERTY FACT SHEET – B2084

Owner: S&B, LLC, a California limited liability company

Property Address: 720 Montague Expressway

Locale: Milpitas, CA

Present Use: Improved with an industrial building

Total Property Area: 102,366 square feet

Rights to be Acquired: 4,200 square foot existing appurtenant ingress/egress easement within westerly adjacent VTA owned property (formerly 700 Montague Expressway)

Date of Offer: October 24, 2014

S&B Milpitas, LLC (“S&B”) owns property located at 720 Montague Expressway in the City of Milpitas, which consists of approximately 102,366 square feet, and is improved with an approximately 41,847 square foot industrial building. S&B also owns an approximately 4,200 square foot appurtenant ingress/egress easement within a portion of an adjacent parcel located immediately to the west of the larger parcel. VTA purchased this adjacent property (formerly 700 Montague Expressway) from a private property owner approximately 3 years ago in order to construct the Milpitas station campus. The proposed acquisition seeks to acquire the right, title and interest in S&B’s 4,200 square foot ingress/egress easement in order to build a driveway that will allow BART patrons to exit the parking structure serving the BART station and turn onto Montague Expressway. The area also will be used for access during construction of the parking structure and campus area.
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Director of Engr. & Trans. Infrastructure Dev., Carolyn M. Gonot

SUBJECT: Light Rail Efficiency Program (LREP) Resolution of Necessity

Policy-Related Action: No  Government Code Section 84308 Applies: No

Resolution

ACTION ITEM

RECOMMENDATION:

Adopt a Resolution of Necessity determining that the public interest and necessity require the acquisition of all right, title and interest in and to a partial fee interest and temporary construction easement for the Mountain View Double Track Project (“Project”).

BACKGROUND:

The Project is a part of the Light Rail Efficiency Program, a coordinated program of capital projects and operating changes to speed up the light rail system, increase service hours, introduce a new line of service, expand express service, and prepare for seamless, high-quality service to respond to increasing local population and employment.

The Project will add a second track over a distance of approximately 4,400 feet from Mountain View Station to Whisman Station, with the goal of meeting service demands for VTA’s Bay Area Rapid Transit (“BART”) extension to Silicon Valley, providing robust service to the new Levi’s Stadium, and improving overall system efficiency. The Project will also include construction of a storage track and realignment of up to 2,700 feet of Caltrain track between Evelyn Station and State Route 237. The Project will be divided into two phases, with Phase I consisting of approximately 1,400 feet of double-tracking from Mountain View Station to State Route 85 and the Caltrain realignment, and Phase II consisting of approximately 3,000 feet of double-tracking from State Route 85 to Whisman Station.
To accommodate adding the second track between State Route 85 to Whisman Station, a reconfiguration of the existing improvements requires acquisition of right-of-way on the eastern side of Central Expressway from one private property owner. The Project requires relocation of the crossing gate structure and signal vault and bungalow improvements.

The right-of-way acquisitions from the private property are being pursued in accordance with state law, and diligent efforts are being made to acquire them through negotiated settlement. However, a negotiated settlement may not be achievable in this instance within the Project schedule need so this property acquisition may need to be acquired through a timely condemnation process.

A prerequisite to commencement of eminent domain proceedings by a public entity is adoption of a Resolution of Necessity (California Code Civil Procedure section 1245.220). As discussed below, staff is recommending the Board to adopt a Resolution of Necessity for acquisitions of property interests from one property, set forth below, to enable commencement of eminent domain proceedings.

**DISCUSSION:**

Staff is recommending that a Resolution of Necessity be adopted for the following property:

1. Property owned by DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated Oct 08, 2009

DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated Oct 08, 2009 (“Green”) owns property located at 361 Shelby Drive in the City of Mountain View, which consists of approximately 5,613 square feet, and is improved with an approximately 2,025 square foot single family residence. The proposed acquisition seeks to acquire a 274 square foot partial fee interest and a 228 square foot temporary construction easement in Green’s backyard in order to relocate the improvements that will accommodate the installation of the second track.

The subject property was appraised and the appraisal was reviewed by a review appraiser, and VTA staff set just compensation. An offer based on the recommended appraisal was made on or about October 24, 2014. To date, negotiations with the owner to acquire the easement have been unsuccessful even though the real estate team has diligently worked to acquire the partial fee interest and temporary construction easement through negotiated settlement with the property owner. The team will continue to work with the property owner to reach a negotiated settlement even after adoption of a Resolution of Necessity.

As noted above, a prerequisite to commencement of eminent domain proceedings by a public entity is adoption of a Resolution of Necessity. This statutory requirement is designed to ensure that public entities verify and confirm the validity of their intended use of the power of eminent domain. A resolution of necessity must contain a general statement of the public use for which the property is taken, a reference to the authorizing statutes, a description of property, and a declaration stating that each of the following has been found and determined to be true:
1. The public interest and necessity require the proposed project;

2. The proposed project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;

3. The property described in the resolution is necessary for the proposed project; and

4. The offer required by Section 7267.2 of the Government Code, together with the accompanying statement of the amount established as just compensation, has been made to the owner or owners of record, which offer and statement were in a format and contained the information required by Government Code Section 7267.2, or the offer has not been made because the owner cannot be located with reasonable diligence.

Further information addressing each of these items and any additional findings that must be made are included in a staff report attached hereto. The staff report also contains specific information on the property being impacted

**ALTERNATIVES:**

The property that is subject to the Resolution of Necessity before the Board is necessary for the Project and a condemnation action must be initiated in order to obtain possession of this parcel if the Project schedule is to be maintained. The Board may, in its discretion, decide not to adopt the Resolution of Necessity. However, this would necessitate either some delay and/or a possible redesign, which could impact the schedule and, most likely, increase the costs of the Project.

**FISCAL IMPACT:**

Appropriation for the costs associated with acquisition of this property is included in the FY14 Adopted 2000 Measure A Transit Improvement Program Fund Capital Budget.

Prepared by: Kevin Balak
Memo No. 4849
RESOLUTION OF NECESSITY DETERMINING THAT THE PUBLIC INTEREST AND NECESSITY REQUIRE THE ACQUISITION OF CERTAIN LAND AND DIRECTING THE FILING OF EMINENT DOMAIN PROCEEDINGS

WHEREAS, the Mountain View Double Track Project (the “Project”) is being undertaken for the purpose of enhancing capacity, responsiveness, and efficiency of light rail transit operations, and otherwise furthering the public health, safety and welfare; and

WHEREAS, it is desirable and necessary for the Santa Clara Valley Transportation Authority (“VTA”) to acquire a Partial Fee interest in certain property more particularly described in Exhibit “A” (LREP003-01), attached hereto and made a part hereof by this reference; and a Temporary Construction Easement interest in certain property more particularly described in Exhibit “B” (LREP003-02), attached hereto and made a part hereof by this reference (collectively, “the Property”), as right of way for the Project and the construction thereof respectively; and

WHEREAS, VTA is authorized to acquire the Property and exercise the power of eminent domain pursuant to and in accordance with Article 1, Section 19 of the California Constitution, the California Eminent Domain Law, Code of Civil Procedure Sections 1230.010 et seq., and Sections 100130 and 100131 of the Public Utilities Code; and

WHEREAS, pursuant to the provisions of Section 1245.235 of the Code of Civil Procedure of the State of California, notice has been duly given to the owner(s) of the property herein, all of whom have been given a reasonable opportunity to appear and be heard before the Board of Directors of VTA at the time and place set forth in said notice, regarding the matters specified therein.

NOW, THEREFORE, IT IS FOUND, DETERMINED AND ORDERED as follows:

1. The recitals contained herein are true and correct.

2. Upon examination of the alternatives, VTA requires the Property for the Project.

3. VTA is authorized to acquire the Property and exercise the power of eminent domain pursuant to and in accordance with Article 1, Section 19 of the California Constitution, the California Eminent Domain Law, Code of Civil Procedure Sections 1230.010 et seq., and Sections 100130 and 100131 of the Public Utilities Code.

4. The public interest and necessity require the Project.

5. The Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury.

6. The Partial Fee interest in property described in Exhibit “A”, and the Temporary Construction Easement interest in property described in Exhibit “B” are necessary for the Project.

7. The offer required by Section 7267.2 of the Government Code, together with the accompanying statement of the amount established as just compensation, has been made to the owner or owners of record, which offer and statement were in a format and contained the
information required by Government Code Section 7267.2, or the offer has not been made because the owner cannot be located with reasonable diligence.

8. VTA has complied with all conditions and statutory requirements, including those prescribed by CEQA, NEPA, and that are necessary for approval and adoption of the Project.

9. All conditions and statutory requirements necessary to exercise the power of eminent domain (“the right to take”) to acquire the property described herein have been complied with by VTA.

10. Insofar as the property or the larger parcel of which it is a part has heretofore been appropriated for public use, the proposed use set forth herein will not unreasonably interfere with or impair the continuation of the public use as it exists or may reasonably be expected to exist in the future, and is therefore a compatible public use pursuant to Code of Civil Procedure Section 1240.510, or, as applicable, constitutes a more necessary public use to than the use to which the property is currently appropriated pursuant to Code of Civil Procedure Section 1240.610.

11. General Counsel or General Counsel’s duly authorized designee is hereby authorized and directed to institute and conduct to conclusion eminent domain proceedings to acquire the Partial Fee interest in property described in Exhibit “A”, and the Temporary Construction Easement interest in property described in Exhibit “B” to take such actions that counsel deems advisable or necessary in connection therewith, and may deposit the probable amount of compensation and obtain an order for prejudgment possession of the subject property.

PASSED AND ADOPTED by the Santa Clara Valley Transportation Authority Board of Directors on January 8, 2015, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

__________________________________________
PERRY WOODWARD, Chairperson
Board of Directors
I HEREBY CERTIFY AND ATTEST that the foregoing resolution was duly and regularly introduced, passed and adopted by the vote of two-thirds or more of the Board of Directors of the Santa Clara Valley Transportation Authority, California, at a meeting of said Board of Directors on the date indicated, as set forth above.

Dated: ______________________  ELAINE BALTAO, Secretary
       Board of Directors

APPROVED AS TO FORM:

______________________________
ROBERT FABELA
General Counsel
EXHIBIT “A”

LEGAL DESCRIPTION
APN: 160-73-014

FEE PARCEL

REAL PROPERTY situated in the City of Mountain View, County of Santa Clara, State of California, being a portion of Lot 14 of that certain Map of Tract 8946, filed for record on August 5, 1997 in Book 692 of Maps, pages 4 through 13, Santa Clara County Records, as described in the Trust Transfer Deed recorded November 3, 2009 in Document No. 20489330, Official Records of Santa Clara County, more particularly described as follows:

BEGINNING at the most westerly corner of said Lot 14;

Thence along the northwesterly line of said Lot 14, North 24°23’18” East, 14.75 feet, to the most northerly corner of said Lot 14;

Thence South 43°58’51” East, 40.04 feet, to the southwesterly line of said Lot 14;

Thence along said southwesterly line, North 65°35’54” West, 37.22 feet, to the POINT OF BEGINNING.

CONTAINING an area of 274 square feet, more or less.

Plat Exhibit attached and by this reference made a part hereof.

Bearings and distances described herein are based on the California Coordinate System of 1983, Zone 3, Epoch 1986. Multiply herein described distances by 1.000005417 to obtain ground level distances.

This real property description was prepared by me, or under my direction, in conformance with the Professional Land Surveyors Act.

Date

Julia MacKory, LS 7871
Survey and Mapping Manager
ALL BEARINGS AND DISTANCES SHOWN HERE ARE GRID AND ARE BASED ON THE NORTH AMERICAN DATUM OF 1983 (NAD83), ZONE 3, EPOCH 1986. MULTIPLY GRID DISTANCES BY 1.00005417 TO OBTAIN GROUND LEVEL DISTANCES.

LEGEND:
POB = POINT OF BEGINNING
SQFT. = SQUARE FEET

plat to accompany legal description
LREP003–01 FEE
APN 160–73–014
CITY OF MOUNTAIN VIEW,
COUNTY OF SANTA CLARA, STATE OF CALIFORNIA

SANTA CLARA Valley Transportation Authority

SCALE: 1"=20'  DRAWN BY:  CHECKED BY:  SHEET:
DATE: 09–03–14  H. BRASALI  J. MacRORY  1 OF 1
EXHIBIT “B”

TEMPORARY CONSTRUCTION EASEMENT

A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Mountain View Double Track Project (“Project”), under, upon, over and across that certain real property, situated in the City of Santa Clara, County of Santa Clara, State of California, and more particularly described in Exhibit “1” attached hereto and made a part hereof.

This Temporary Construction Easement will begin on or after April 1, 2015, when the property is first occupied for use for Project civil construction, and will continue for a duration of 9 continuous months, ending no later than December 31, 2015.

The provisions hereof shall inure to the benefit of and bind the successors and assigns of the respective parties hereto, and all covenants shall apply to and run with the land.
EXHIBIT "1"

LEGAL DESCRIPTION
APN: 160-73-014

TEMPORARY CONSTRUCTION EASEMENT

REAL PROPERTY situated in the City of Mountain View, County of Santa Clara, State of California, being a portion of Lot 14 of that certain Map of Tract 8946, filed for record on August 5, 1997 in Book 892 of Maps, pages 4 through 13, Santa Clara County Records, as described in the Trust Transfer Deed recorded November 3, 2009 in Document No. 20489330, Official Records of Santa Clara County, more particularly described as follows:

COMMENCING at the most westerly corner of said Lot 14;

Thence along the northwesterly line of said Lot 14, North 24°23'18" East, 14.75 feet, to the most northerly corner of said Lot 14, also being the TRUE POINT OF BEGINNING;

Thence South 43°58'51" East, 40.04 feet, to the southwesterly line of said Lot 14;

Thence along said southwesterly line, South 65°35'54" East, 13.57 feet;

Thence North 43°58'51" West, 51.09 feet, to said northwesterly line, being the beginning of a non-tangent curve to the right;

Thence southwesterly, along said northwesterly line and along said non-tangent curve to the right, having a radius of 453.02 feet, the radial bearing of which bears South 26°54'40" East, through a central angle of 0°39'45" for an arc length of 5.24 feet, to the TRUE POINT OF BEGINNING.

CONTAINING an area of 228 square feet, more or less.

Plat Exhibit attached and by this reference made a part hereof.

Bearings and distances described herein are based on the California Coordinate System of 1983, Zone 3, Epoch 1986. Multiply herein described distances by 1.000005417 to obtain ground level distances.

This real property description was prepared by me, or under my direction, in conformance with the Professional Land Surveyors Act.

Date

Julia MacRory
Licensed Land Surveyor
PLS 7871
Survey and Mapping Manager
Light Rail Efficiency Program (LREP)
Property Acquisition Staff Report

INTRODUCTION

This staff report is submitted for review by the Board of Directors prior to the recommended adoption of a resolution of necessity for the acquisition of property for the Mountain View Double Track Project.

For each property interest to be acquired, a resolution of necessity must be adopted prior to the commencement of eminent domain proceedings (Code of Civil Procedure Section 1245.220.). The statutory requirement that a public entity adopt a resolution of necessity before initiating a condemnation action “is designed to ensure that public entities will verify and confirm the validity of their intended use of the power of eminent domain prior to the application of that power in any one particular instance.” San Bernardino County Flood Control Dist. v. Grabowski (1988) 205 Cal.App.3d 885, 897.

Thus, a resolution of necessity must contain a general statement of the public use for which the property is to be taken, a reference to the statute authorizing the exercise of eminent domain, a description of the property, and a declaration stating that each of the following have been found and determined by the Board to be the case:

(1) The public interest and necessity require the proposed project;
(2) The proposed project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
(3) The property described in the resolution is necessary for the proposed project; and,
(4) That either the offer required by Section 7267.2 of the Government Code has been made to the owner or owners of record, or the offer has not been made because the owner cannot be located with reasonable diligence.

(Code of Civil Procedure Section 1245.230.)

Further, insofar as any of the property to be acquired has heretofore been dedicated to public use, the resolution of necessity will find that the acquisition of such property by VTA for the Project is for a more necessary public use to which the property has already been appropriated or is a compatible public use pursuant to Code of Civil Procedure Sections 1240.510 and 1240.610.

This report provides data and information addressing each of these items. Section 1 generally describes the public use for which the property is to be taken and sets forth the statutory authority for VTA’s exercise of eminent domain. Sections 3 and 4 provide facts pertinent to public interest and necessity (Finding #1) and the planning and location of the Mountain View Double Project (Finding #2). Section 5 also contains a property data sheet and other material discussing the necessity for acquiring the specific property interests that are the subject of the
resolutions of necessity (Finding #3). Section 2 provides information concerning the offers made to the property owners pursuant to Government Code Section 7267.2 (Finding #4).

This evidentiary factual record will assist the Board in determining whether the requirements of Section 1245.230 have been met, and whether the other findings specified above, as applicable, can be made. If the Board determines that all requirements have been met, and that all findings can be made, it is recommended that the Board adopt the resolution of necessity for the parcel listed on the Board Meeting Agenda. The resolution of necessity scheduled to be heard by the Board is attached to this staff report.

SECTION 1

GENERAL STATEMENT OF PUBLIC USE

The parcel of property that is the subject of the recommended resolution of necessity is to be acquired for the construction of the Mountain View Double Track Project.

STATUTORY AUTHORIZATION FOR EXERCISE OF EMINENT DOMAIN

Under its enabling legislation, VTA is authorized to acquire property for mass transit purposes by eminent domain. Public Utilities Code Section 100130, which sets forth the general powers of VTA, provides in pertinent part that: “The district may take by grant, purchase, devise, or lease, or condemn in proceedings under eminent domain, or otherwise acquire, and hold and enjoy, real and personal property of every kind within or without the district necessary to the full or convenient exercise of its powers.” One of the main functions of VTA is to provide transit service. (Public Utilities Code Sections 100160, 100161.)

Public Utilities Code Section 100131 provides further authority for the taking of property by VTA through eminent domain. It states in pertinent part that: “The district may exercise the right of eminent domain to take any property necessary or convenient to the exercise of the powers granted in this part.”

In addition, the Eminent Domain Law, Code of Civil Procedure Sections 1230.010 et seq., gives entities authorized by statute the right to use eminent domain to acquire property for public use, and specifies the procedures for the exercise of that right.

SECTION 2

GOVERNMENT CODE OFFERS

The owner of the property that is the subject of this resolution was made an offer by VTA for the purchase of the property unless they could not be located with reasonable diligence as required by Government Code Section 7267.2. Sections 7267.2(a), (b) and (c) state that:
(a) (1) Prior to adopting a resolution of necessity pursuant to Section 1245.230 of the Code of Civil Procedure and initiating negotiations for the acquisition of real property, the public entity shall establish an amount that it believes to be just compensation therefor, and shall make an offer to the owner or owners of record to acquire the property for the full amount so established, unless the owner cannot be located with reasonable diligence. The offer may be conditioned upon the legislative body’s ratification of the offer by execution of a contract of acquisition or adoption of a resolution of necessity or both. The amount shall not be less than the public entity’s approved appraisal of the fair market value of the property. Any increase or decrease in the fair market value of real property to be acquired prior to the date of valuation caused by the public improvement for which the property is acquired, or by the likelihood that the property would be acquired for the improvement, other than that due to physical deterioration within the reasonable control of the owner or occupant, shall be disregarded in determining the compensation for the real property.

(2) At the time of making the offer described in paragraph (1), the public entity shall provide the property owner with an informational pamphlet detailing the process of eminent domain and the property owner’s rights under the Eminent Domain Law.

(b) The public entity shall provide the owner of real property to be acquired with a written statement of, and summary of the basis for, the amount it established as just compensation. The written statement summary shall contain detail sufficient to indicate clearly the basis for the offer, including, but not limited to, all of the following information:

(1) The date of valuation, highest and best use, and applicable zoning of property.

(2) The principal transactions, reproduction or replacement cost analysis, or capitalization analysis, supporting the determination of value.

(3) If appropriate, the just compensation for the real property acquired and for damages to remaining real property shall be separately stated and shall include the calculations and narrative explanation supporting the compensation, including any offsetting benefits.
(c) Where the property involved is owner-occupied residential property and contains no more than four residential units, the homeowner shall, upon request, be allowed to review a copy of the appraisal upon which the offer is based. The public entity may, but is not required to, satisfy the written statement, summary, and review requirements of this section by providing the owner a copy of the appraisal on which the offer is based.

The property owner was presented with a written offer in an amount not less than the approved appraisal for the property, and a statement and summary of the basis of the offer, comprised of an Appraisal Summary Statement. The Appraisal Summary Statement provided the following information: name of owner; property address; parcel and APN number; locale; applicable zoning; date of valuation, present use; highest and best use; total property area; area to be acquired; type of interest to be acquired; improvements and access impacted; damages incurred and, as appropriate, separately stated with calculations and narrative explanation; total payment; and a description of the market value, reproduction or replacement cost analysis, or capitalization analysis, used to determine just compensation; and a summary of comparable sales, including the location, date of sale and sales price of properties used in the appraisal process. The date that the offer was made to the property owner is specified on the Property Fact Sheet contained in Section 5 of this report.

SECTION 3

MOUNTAIN VIEW DOUBLE PROJECT OVERVIEW, PURPOSE AND NEED

Project Description

The Project will add a second track over a distance of approximately 4,400 feet from Mountain View Station to Whisman Station, with the goal of meeting service demands for VTA’s Bay Area Rapid Transit ("BART") extension to Silicon Valley, providing robust service to the new Levi’s Stadium, and improving overall system efficiency. The Project will also include construction of a storage track and realignment of up to 2,700 feet of Caltrain track between Evelyn Station and State Route 237. The Project will be divided into two phases, with Phase I consisting of approximately 1,400 feet of double-tracking from Mountain View Station to State Route 85 and the Caltrain realignment, and Phase II consisting of approximately 3,000 feet of double-tracking from State Route 85 to Whisman Station.

Purpose of the Project

The Project is a part of the Light Rail Efficiency Program, a coordinated program of capital projects and operating changes to speed up the light rail system, increase service hours, introduce
a new line of service, expand express service, and prepare for seamless, high-quality service to respond to increasing local population and employment.

The Project will specifically:

- Add a second light rail track between the Mountain View and Whisman stations allowing VTA to provide more timely service to its many riders, improve connections to Caltrain, and help address capacity issues at Levi’s Stadium on event days.
- Provide better on-time service for commuters transferring between Caltrain and VTA Light Rail at the Mountain View Station.
- Provides a direct connection to Levi’s Stadium in Santa Clara.
- Allows for additional service to Mountain View as ridership increases

Need for the Project

The Mountain View Double Track Project is critical to improving mobility between the North County and South Bay regions of Santa Clara County. The project corridor, including the 1-101 and CA-237 freeways, is already very congested, with roadway conditions projected to steadily worsen as Santa Clara County and the greater Bay Area continue to grow. Travelers on the roadway network experience excessive delays currently and can expect delays on the typical weekday to increase in the absence of the proposed improvements.

SECTION 4

ENVIRONMENTAL CLEARANCE AND REVIEW

Environmental Clearance

VTA released a Proposed Initial Study/Draft Mitigated Negative Declaration in May 2014 to address proposed project mitigations under the California Environmental Quality Act (CEQA). The Final Second Mitigated Negative Declaration was circulated to the public in July 2014 and certified at the August 2014 VTA Board of Directors meeting.

Environmental Review Summary

Environmental impacts were discussed in detail in the California Environmental Quality Act (CEQA) documents prepared during the planning and environmental review phases of the Project. Many of these documents, and other information concerning the Project, are available through the VTA website, vta.org.
SECTION 5

SPECIFIC PROPERTY ACQUISITIONS

A detailed property fact sheet and aerial photograph of the parcel required for this Project, and subject to the Resolution of Necessity follow. Overall property requirements and project related costs have been minimized as much as possible. An offer was made to the owner of the property, DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated Oct 08, 2009 (LREP003), on or about October 24, 2014. A Notice of Intention to Adopt Resolution of Necessity, incorporated herein by reference, was sent to the property owner on December 23, 2014.
DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated Oct 08, 2009 (“Green”) owns property located at 361 Shelby Drive in the City of Mountain View, which consists of approximately 5,613 square feet, and is improved with an approximately 2,025 square foot single family residence. The proposed acquisition seeks to acquire a 274 square foot partial fee interest and a 228 square foot temporary construction easement in Green’s backyard in order to relocate the improvements that will accommodate the installation of the second track.
FOR INFORMATION ONLY

Significant activities and progress on VTA’s BART Silicon Valley Berryessa Extension Project during December 2014 include:

**Key Milpitas Area Activities**
Skanska, Shimmick, Herzog (SSH) crews continued construction of the Milpitas Station’s perimeter wall sections and support columns. Preparation for construction of the station’s concourse level continued throughout the month. SSH continued trench construction activities near Montague Expressway and Dixon Landing Road. Utility relocation activities at Dixon Landing Road are ongoing and continued throughout the month.

**Montague Light Rail Station Four-Month Closure**
The Montague Light Rail Pedestrian Overcrossing (POC) will provide a seamless connection between BART, VTA bus and VTA LRT services. Construction and installation of the POC will require a temporary station closure for four months beginning in early February and include reconstruction of the existing stairs, installation of a new escalator, elevator modifications, street-level sidewalks and ramps, and a mezzanine level that will connect with the future Milpitas BART Station. The POC will be very similar to the pedestrian bridge at the Great Mall Light Rail Station.

Skanska, Shimmick, Herzog (SSH) is required to provide a shuttle service during the station closure. SSH will contract a shuttle service between Capitol Avenue at the Montague Light Rail Station and Great Mall Transit Center. The shuttle plan, route, schedule and stops have been coordinated with VTA Operations. Shuttle stops will have temporary bus stop signs indicating the shuttle schedule, and will be ADA accessible. VTA will be responsible for customer service during shuttle operations. The shuttles will operate at 15-minute intervals for most of the service day.
VTA’s BART Silicon Valley Community Outreach team has developed comprehensive outreach plan for the closure, which will include notification in VTA’s Take One onboard brochure, press releases, Gov.Delivery e-mail notifications, station posters and signage, one-on-one outreach to businesses and residences, and station ambassadors.

Key San Jose Area Activities
Construction activities continued on the Berryessa Aerial Structure and Berryessa Station. At the station area, crews have now commenced construction on the elevator and escalator foundations. Trench construction activities continued within the project corridor around Hostetter Road. North of the roadway, crews have placed the last two sections of the trench wall. South of the roadway, crews continued to prepare the excavated trench for concrete pours. At Trade Zone Boulevard, bridge deck abutments have been completed and the roadway bridge deck is now being constructed.

Sierra/Lundy Intersection Nine-Month Closure
Sierra/Lundy is one of the most complicated grade separations on the Berryessa Extension Project, with the BART alignment crossing the two city streets where they intersect. Additionally, during final design in early 2014, the BART trench design was lowered in this location to avoid a complicated storm siphon and other utilities in the public right-of-way. The redesign of the trench requires deeper excavation and a longer trench structure, increasing the complexity of construction.

In 2011, during early planning meetings with City of San Jose, the community expressed a preference to close the Sierra/Lundy intersection for nine months instead of multi-year partial closures. In the fall of 2014, VTA conducted a construction update public meeting with the Berryessa community in north San Jose and participated in a Berryessa Citizen’s Advisory Committee meeting to discuss the roadway closure.

The closure is anticipated to take place from January 26, 2015 until fall 2015. All intersection improvements will be completed within the nine month period, including new traffic calming measures and traffic signals.

Automobile traffic and VTA’s bus line 77 will be detoured onto Flickinger Avenue. Limited pedestrian and emergency vehicle access will be provided. In response to some community concerns, VTA has worked with the City of San Jose and Flea Market developer, KB Homes, to accelerate the opening of an extension of Sierra Road to Berryessa Road concurrently with the Sierra/Lundy intersection closure. VTA has coordinated with VTA Operations on the Line 77 re-route and with City of San Jose Fire Department on emergency vehicle access. Extended evening hours (until 10pm) will ensure that construction is completed within nine months.

VTA’s BART Silicon Valley Community Outreach team has developed a comprehensive outreach plan, which includes advance public meetings, mail and e-mail notifications, one-on-one outreach to area residences, changeable message signs, and coordination with San Jose City Council District 4 staff.
Communications and Outreach
In December, staff conducted door-to-door outreach and notifications to residents and businesses during ongoing work at Trade Zone Boulevard and Berryessa Road. Staff also began outreach and notification activities for the upcoming full closure of the Sierra/Lundy intersection. On December 10th, staff provided a project tour for members of the CTA and BPAC advisory committees. A video was also completed describing recent construction activities at the Milpitas BART Station campus.

SVBX Schedule

<table>
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<tr>
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<th>FFGA Date</th>
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SVBX Budget

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$Millions - Year of Expenditure

Prepared By: Kevin Kurimoto
Memo No. 4844
Board of Directors Meeting

January 8, 2015

VTA’s BART Silicon Valley Extension Update
Current Project Activities - Milpitas

The Montague Trench in November 2013, as sections of the base are poured and preparations are made for wall installation.

Construction of a systems facility deck that will be located above the BART trench near Montague Expressway.
Current Project Activities - Milpitas

The Milpitas Station site in February 2014, as excavation was just underway.

The Milpitas Station site in December 2014, with installation of construction support materials underway.
Current Project Activities - Milpitas

The project corridor near Montague Expressway prior to trench excavation in May 2013.

Preparations underway to pour the concrete sections of the trench wall north of Montague Expressway.
Current Project Activities – San Jose

Initial work on the Berryessa Aerial Structure in December of 2013.

The Berryessa Aerial Structure taking shape in December 2014.
Sierra/Lundy Trench Construction

- 9-month roadway intersection closure (late January – fall 2015)
- Construction of BART trench diagonally through intersection
- Community preference vs. multi-year partial closure
- Auto and bus traffic detoured to Flickinger Ave.
- Emergency Access coordinated with City
- Comprehensive Community Outreach plan in place
Sierra/Lundy Trench Construction

Legend
- Full Closure Limits
  - 9 month duration
  - Detour to Flickinger

Full Closure

Sierra Road
Lundy Avenue
Sierra/Lundy Trench Construction
Sierra/Lundy Trench Construction
Sierra/Lundy Trench Construction
Sierra/Lundy Trench Construction

Sierra/Lundy Intersection Detour Route.
# SVBX Cost Summary

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<tr>
<th>SVBX Project Element (FTA Standard Cost Category)</th>
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Incurred through November 30, 2014.  

$\text{Millions – Year of Expenditure}$
Phase II Activities

• Release of Notice of Preparation January 30, 2015

• Scoping period January 30, 2015 – March 2, 2015

• Environmental scoping meetings:

  February 12, 2015, 5:30 p.m.– 7:30 p.m.
  City of Santa Clara Council Chambers

  February 17, 2015, 5:30 p.m.– 7:30 p.m.
  VTA Customer Service Center, Downtown San Jose

  February 19, 2015, 5:30 p.m.– 7:30 p.m.
  School of Arts and Culture at Mexican Heritage Plaza
End
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

FROM: Chairperson Perry Woodward

SUBJECT: 2015 Appointments to Board Standing Committees, Joint Powers Boards, Policy Advisory Boards, and Ad Hoc Committees

Policy-Related Action: No  Government Code Section 84308 Applies: No

ACTION ITEM

RECOMMENDATION:


Board Standing Committees:

   Administration & Finance
   Ash Kalra, Chair
   Cindy Chavez
   Jason Baker
   Perry Woodward

   Congestion Management Program & Planning
   Rose Herrera, Chair
   David Whittum
   Magdalena Carrasco
   Jose Esteves

   Transit Planning & Operations
   Rich Larsen, Chair
   Johnny Khamis
   Sam Liccardo
   Ken Yeager
Governance and Audit Committee  
Perry Woodward, Chair  
Cindy Chavez  
Rose Herrera  
Ash Kalra  
Rich Larsen  

SVRT Program Working Committee  
Sam Liccardo, Chair  
Cindy Chavez  
Jose Esteves  
Ken Yeager  

Joint Powers Boards  

Peninsula Corridor Joint Powers Board  
Ash Kalra  
Perry Woodward  
Ken Yeager  

Capitol Corridor Joint Powers Board  
Rose Herrera  
Magdalena Carrasco  

I-680 Sunol SMART Carpool Lane Joint Powers Board  
Jason Baker  

Santa Clara Valley Habitat Plan Joint Powers Board  
Tom Fitzwater  
Ann Calnan, Alternate  

Policy Advisory Boards  

County Expressways Policy Advisory Committee  
Jamie Matthews  
Johnny Khamis  

Committee for Transit Accessibility  
Ash Kalra (ex-officio member)  

Diridon Station Policy Advisory Board  
Cindy Chavez  

Downtown East Valley Policy Advisory Board  
David Cortese  
Rose Herrera
Dumbarton Rail Policy Advisory Board
Rich Larsen
Jeannie Bruins

El Camino Rapid Transit Policy Advisory Board
To be determined (TBD)

Silicon Valley Rapid Transit Corridor & BART Warm Springs Extension Policy Advisory Board
Sam Liccardo
Ken Yeager

Ad Hoc Committees

Ad Hoc Committee on Envisioning Silicon Valley
Perry Woodward, Chair
Jamie Matthews
Ash Kalra
Cindy Chavez
Rich Larsen
Sam Liccardo

DISCUSSION:
Appointments to the above listed committees are made by the Chair and are considered for approval by the Board of Directors.

The appointments to the Santa Clara Valley Habitat Conservation Plan JPB are made by the Chair and are considered for approval by the Board of Directors. Under the Joint Powers Agreement those appointments are VTA staff members. The recommended appointees are VTA’s Environmental Planning Manager and Senior Environmental Planner. Both these staff members have the experience and expertise to represent VTA’s interests as well as a long history with this organization.

FISCAL IMPACT:
There is no fiscal impact.

Prepared by: Jim Lawson
Memo No. 4872
BOARD OF DIRECTORS MEETING
Thursday, December 11, 2014
MINUTES

1. CALL TO ORDER AND ROLL CALL

The Regular Meeting of the Santa Clara Valley Transportation Authority’s (VTA) Board of Directors was called to order by Chairperson Kalra at 5:33 p.m. in the Board of Supervisors’ Chambers, County Government Center, 70 West Hedding Street, San José, California.

1.1. ROLL CALL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
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<td>Jason Baker</td>
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<td>Xavier Campos</td>
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<tr>
<td>Ash Kalra</td>
<td>Chairperson</td>
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<td>Johnny Khamis</td>
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<td>Rich Larsen</td>
<td>Alternate Board Member</td>
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<td>Sam Liccardo</td>
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<td>Jamie Matthews</td>
<td>Alternate Board Member</td>
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<td>Howard Miller</td>
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<td>Gail A. Price</td>
<td>Board Member</td>
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<td>Donald Rocha</td>
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<td>David Whittum</td>
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<tr>
<td>Perry Woodward</td>
<td>Vice Chairperson</td>
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<tr>
<td>Ken Yeager</td>
<td>Board Member</td>
<td>Present</td>
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* Alternates do not serve unless participating as a Member.

A quorum was present.

Chairperson Kalra welcomed Jason Baker as a Regular Board Member and Howard Miller as an Alternate Board Member representing the West Valley City Group.

1.2 Elections for Board Chairperson and Vice Chairperson for 2015

M/S/C (Matthews/Price) to nominate Vice Chairperson Woodward to serve as Board Chairperson for 2015.

NOTE: M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY
M/S/C (Matthews/Yeager) to close nominations and elect Vice Chairperson Woodward to serve as the Board Chairperson for 2015.

M/S/C (Matthews/Yeager) to nominate Board Member Chavez to serve as Board Vice Chairperson for 2015.

M/S/C (Matthews/Price) to close nominations and elect Board Member Chavez to serve as Board Vice Chairperson for 2015.

1.3 Orders of the Day and Approval of the Consent Agenda

Chairperson Kalra called attention to the Addendum to the Closed Session of Agenda Item #9.1.A.X, Conference with Legal Counsel regarding existing litigation.

Chairperson Kalra noted staff’s request for changes to Agenda Item #6.7, Amendments to Administrative Code and Board Rules of Procedure, amending the language in section 7-2(a)(4) to add the word “Division” before “Directors” to read “Division Chiefs/Division Directors.”

Chairperson Kalra also requested the following changes to the order of the Agenda: 1) Agenda Item #7, Regular Agenda follow Agenda Item #4, Public Hearing and; and 2) Agenda Item #5.4, Chairperson’s Report, be heard before Agenda Item #5.3, General Manager’s Report.

M/S/C (Price/Matthews) to approve the Orders of the Day and the Consent Agenda.

RESULT: ADOPTED [UNANIMOUS] (Orders of the Day, Consent Agenda Items #: 6.1-6.16)

MOVER: Price
SECONDER: Matthews
AYES: Baker, Campos, Chavez, Matthews, Price, Whittum, Yeager, Woodward, Kalra
NOES: None
ABSENT: Khamis, Herrera, Rocha

Board Member Khamis arrived at the meeting and took his seat at 5:39 p.m.

2. AWARDS AND COMMENDATION

2.1 Resolutions of Appreciation for Outgoing Board Members

Vice Chairperson Woodward presented Resolutions of Appreciation to outgoing Board Members Campos, Pirzynski, and Price.
Board Member Price expressed her appreciation to VTA Board and staff for the opportunity to work as an employee of VTA as well as serve as a member of the Board.

Board Member Campos thanked VTA for allowing him to serve as a Board Member. He expressed appreciation of the great work that has been done and is in progress.

Former Board Member Pirzynski thanked the community and VTA staff for their work and expressed appreciation for being allowed to serve as a member of the Board.

M/S/C (Matthews/Chavez) to adopt Resolution of Appreciation No. 2014.12.29 for outgoing Board Member Price.

M/S/C (Matthews/Chavez) to adopt Resolution of Appreciation No. 2014.12.30 for outgoing Board Member Campos.

M/S/C (Matthews/Chavez) to adopt Resolution of Appreciation No. 2014.12.31 for outgoing Board Member Pirzynski.

RESULT: ADOPTED [UNANIMOUS] (Agenda Item 2.1)

MOVER: Matthews
SECONDER: Chavez
AYES: Baker, Campos, Chavez, Khamis, Matthews, Price, Whittum, Yeager, Woodward,Kalra
NOES: None
ABSENT: Herrera, Rocha

Board Member Herrera took her seat at 5:47 p.m.

3. PUBLIC COMMENT

There was no public comment.

4. PUBLIC HEARINGS

4.1 HEARING - NOTICE OF INTENTION TO ADOPT RESOLUTION OF NECESSITY

Bijal Patel, Deputy Director, Real Estate, provided a brief presentation, highlighting: 1) Project map; 2) Resolution of Necessity hearing; 3) Resolution of Necessity property; and 4) GI Gummow Business Park, LLC.

M/S/C (Matthews/Chavez) to close hearing.
M/S/C (Matthews/Herrera) to adopt Resolution of Necessity No. 2014.12.32 determining that the public interest and necessity require the acquisition of property interests in property owned by GI Gummow Business Park, LLC and located in San Jose, California, for the BART Silicon Valley Berryessa Extension (SVBX) Project.

Property ID/Assessor's Parcel Number/Owner

B3060 (APN 254-02-059) owned by GI Gummow Business Park, LLC, a California limited liability company

4.2 Peninsula Corridor Joint Powers Board (PCJPB)

Board Member Whittum disclosed he resides within 500 feet of the Caltrain Right-of-Way. He noted that he discussed the issue with Counsel and determined that it does not preclude him from participating in the discussion of this item.

Michael J. Smith, Fiscal Resources Manager, provided a brief overview of the staff report.

Public Comment

Roland LeBrun, Interested Citizen, expressed his support and appreciation for Caltrain service.

Scott Lane, Interested Citizen, expressed appreciation for Caltrain and building dedicated funding.

M/S/C (Herrera/Matthews) to close hearing.

M/S/C (Herrera/Matthews) to adopt Resolution No. 2014.12.33: (1) that the VTA Board, subsequent to a public hearing, has made a finding that the financing to be issued by the Peninsula Corridor Joint Powers Board (PCJPB) will result in significant public benefits and serves a public purpose and, (2) approving the issuance by PCJPB of $11 million of Farebox Revenue Bonds to fund a portion of the associated costs of acquiring and refurbishing 16 rail cars and paying certain related capital costs.

The Agenda was taken out of order.

6. CONSENT AGENDA

6.1. Board of Directors Regular Meeting Minutes of November 6, 2014

M/S/C (Matthews/Price) to approve the Board of Directors Regular Meeting Minutes of November 6, 2014.

6.2. Fiscal Year 2015 Quarterly Statement of Revenues and Expenses

M/S/C (Matthews/Price) to review and accept the Fiscal Year 2015 Quarterly Statement of Revenues and Expenses for the period ending September 30, 2014.
6.3. **Gillig Bus Parts for the VTA Bus Fleet**

M/S/C (Matthews/Price) to authorize the General Manager to execute a five-year bus parts contract with Gillig, LLC in an amount of up to $1,095,480 for the projected five year period, for the purpose of supplying various Gillig bus parts for the VTA bus fleet.

6.4. **Amended Conflict of Interest Code**

M/S/C (Matthews/Price) to adopt the amended Conflict of Interest Code for the Santa Clara Valley Transportation Authority (VTA) and its Appendix of Designated Positions and Disclosure Categories and direct the Board Secretary to submit the revised Conflict of Interest Code and the list of designated positions to the Santa Clara County Board of Supervisors for approval.

6.5. **I-680 Corridor Study**

M/S/C (Matthews/Price) to authorize the General Manager to execute a contract with HMH Engineers for transportation planning and engineering services for an amount up to $378,605 for the I-680 Corridor Study covering I-680 within Santa Clara County from the Alameda County line to US 101.

6.6. **Contracts and Task Order Agreements with Identified Technology Firms**

M/S/C (Matthews/Price) to authorize the General Manager to enter into contracts and task order agreements with identified technology firms for consulting and support services. Each contract shall be for a maximum three-year period, with an option for two additional years with an aggregate value not to exceed $5,750,000 for all contracts.

6.7. **VTA Administrative Code and the Board Rules of Procedure**

M/S/C (Matthews/Price) to adopt Resolution No. 2014.12.34 amending the VTA Administrative Code and the Board Rules of Procedure, as indicated, effective January 1, 2015, as amended.

6.8. **2015 Legislative Program**

M/S/C (Matthews/Price) to approve the 2015 Legislative Program for the Santa Clara Valley Transportation Authority (VTA).

6.9. **Fiscal Year 2014 CAFR and Financial Reports**

M/S/C (Matthews/Price) to review and receive the audited CAFR for the VTA, and the Financial Reports for ATU Pension Plan and Retirees’ OPEB Trust (both referred to as Trusts) for Fiscal Year 2014.

6.10. **Highway Safety Improvement Program (HSIP) funds – Capitol Expressway Pedestrian Connection to Eastridge**

M/S/C (Matthews/Price) to adopt Resolution No. 2014.12.35 authorizing the General Manager to file and execute grant agreements and other necessary documents with the State of California Department of Transportation (Caltrans) in order to receive Highway Safety Improvement Program (HSIP) funds to construct the Capitol Expressway - Pedestrian Connection to Eastridge project.
6.11. **Santa Clara County Vehicle Registration Fee**  
M/S/C (Matthews/Price) to review the status of ongoing Santa Clara County Vehicle Registration Fee activity and approve the programming of an additional $102,000 of Countywide Program Intelligent Transportation System funds to Santa Clara County’s Installation of Pedestrian Detection Sensors project.

6.12. **Transportation Fund for Clean Air (TFCA) Program Manager Fund**  
M/S/C (Matthews/Price) to reapprove the criteria used to evaluate and select projects for the Transportation Fund for Clean Air (TFCA) Program Manager Fund without change and review the status of ongoing Santa Clara County TFCA projects.

6.13. **Proactive CMP Quarterly Report for July-September 2014**  
M/S/C (Matthews/Price) to receive the Proactive CMP Quarterly Report for July-September 2014.

6.14. **Stevens Creek BRT Project and Rapid 523**  
M/S/C (Matthews/Price) to receive update on Stevens Creek BRT Project and plans for Rapid 523.

6.15. **Bicycle Expenditure Program (BEP) Semi Annual Report**  
M/S/C (Matthews/Price) to receive a status report on the Semi-Annual Update of Bicycle Expenditure Program (BEP) projects.

6.16. **Priority Development Area (PDA) Investment and Growth Strategy**  
M/S/C (Matthews/Price) to receive the Priority Development Area (PDA) Investment and Growth Strategy, Second Report, as a requirement of receiving future grant funding.

7. **REGULAR AGENDA**

7.1. **Amended and Restated Ordinance 98.1 - Vehicles and Facilities**  
Ms. Patel provided a brief overview of the report and a presentation highlighting: 1) Background; 2) Reason for amendment; 3) Summary of key changes; 4) Board review process; 5) Public comments after October 2, 2014; and 6) Next steps.

**Public Comment**

Satnam Gill, Amalgamated Transit Union Local 265 (ATU), expressed concern with safety not being addressed in the ordinance.

At the request of Board Member Chavez, Ms. Patel addressed Mr. Gill’s concerns and noted the policy will be brought back to the Board in January 2015 and will address how private shuttle companies can utilize facilities and the safety records they will need to provide.

Board Member Herrera questioned the ramifications of letting shuttles use facilities, and noted the importance of moving forward and addressing specific issues in the next phase.
Chairperson Kalra noted safety will be a focus and addressed in contracts as this moves forward.

Board Member Chavez thanked staff for being responsive to questions that have been presented.

RESULT: APPROVED [UNANIMOUS] (Agenda Item 7.1)

MOVER: Chavez
SECONDER: Matthews
AYES: Baker, Campos, Chavez, Khamis, Matthews, Price, Whittum, Yeager, Woodward, Kalra
NOES: None
ABSENT: Rocha

M/S/C (Chavez/Matthews) to (a) Introduce Amended and Restated Ordinance 98.1, Vehicles and Facilities, in the form attached hereto as Attachment A, as revised since it was first introduced on October 2, 2014, which updates references to relevant California statutes, adds restrictions that align with current issues faced by the VTA, updates references to the Santa Clara Valley Transportation Authority’s name, updates provisions regulating the conduct of passengers on transit vehicles and facilities, and clarifies the conditions by which third parties may enter and use parking lots, stations and other VTA facilities; (b) Consider the proposed and revised Amended and Restated Ordinance 98.1; and (c) Direct that Amended and Restated Ordinance 98.1 be placed on the agenda for the next regularly scheduled Board meeting for adoption.

Administration and Finance Committee

7.2. Santa Clara Caltrain Station Pedestrian/Bicycle Tunnel Extension Project

Carolyn Gonot, Director of Engineering & Transportation Infrastructure and SVRT Program, provided a brief overview of the staff report.

Board Member Matthews commented on the safety improvements getting to and from the station.

Board Member Yeager thanked staff for their work and noted his enthusiasm and appreciation of the improvements.

Board Member Price expressed appreciation for work that has gone into project. She questioned if staff would be responding to the letter from SPUR inquiring about working with private developers on project design and with the San Jose Earthquakes to offer EcoPasses to game attendees, tenants, and workers of commercial sites.

Ms. Gonot indicated staff will respond to the letter and will continue to work with SPUR and developers.

Board Member Herrera thanked Board Member Yeager, Alternate Board Member Matthews, and Ex-Officio Board Member Liccardo for their work on the project and helping build public/private partnerships to move the funding forward.
**Public Comment**

Mr. Lane expressed appreciation for the project and expressed the need to promote safety.

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<th>RESULT:</th>
<th>APPROVED [UNANIMOUS] (Agenda Item 7.2)</th>
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<tr>
<td>MOVER:</td>
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<td>AYES:</td>
<td>Baker, Campos, Chavez, Khamis, Matthews, Price, Whittum, Yeager, Woodward, Kalra</td>
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<td>NOES:</td>
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<td>ABSENT:</td>
<td>Rocha</td>
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M/S/C (Matthews/Herrera) to approve the following actions: 1) authorize the use of 1996 Measure B funds to construct the Santa Clara Caltrain Station Pedestrian/Bicycle Tunnel Extension project; 2) augment the 1996 Measure B Transportation Improvement Program Fund Capital Budget by $4,231,400; 3) augment the 2000 Measure A Transit Improvement Program Fund Capital Budget by $2,324,532; 4) authorize the General Manager to execute a cooperative agreement with the City of San Jose for the City’s contribution to the project in the amount of $5,973,000.

7.3. **Title VI Fare Equity Analysis**

Ali Hudda, Deputy Director, Accounting, provided a brief overview of the staff report.

**Public Comment**

Mr. Lane expressed appreciation for the change in the program which shows VTA can engage in growing San Jose and promote and increase outreach.

Board Member Chavez suggested staff think about strategic pricing as service is expanded, and to understand how usage and data look as strategies are broadened.

Board Member Price commented on the issues of fare equity analysis and of economic disparities in the valley and the importance to develop policies and practices to address them.

Nuria I. Fernandez, General Manager, thanked the Board for pointing out the demand and need to address fare policy. She noted staff will continue to look at other possibilities including where riders are and the types of services that need to be more flexible to address the community, which is one of the priorities for next year.
RESULT:   APPROVED [UNANIMOUS] (Agenda Item 7.3)
MOVER:  Chavez
SECONDER: Matthews
AYES:  Baker, Campos, Chavez, Khamis, Matthews, Price, Whittum, Yeager, Woodward, Kalra
NOES:  None
ABSENT: Rocha

M/S/C (Chavez/Whittum) to adopt Resolution No. 2014.12.36 amending Resolution 2009.06.15, Establishing Rates and Fares, to expand eligibility for Youth discount fares to include 18-year olds and permanently reduce pricing for Adult and Youth Day Pass tokens to 50% of the price of Adult and Youth Day Passes, and approve the Title VI Fare Equity Analysis.

7.4. El Camino Real Bus Rapid Transit Project Status Report

John Ristow, Director of Planning and Program Development, provided a brief overview of the staff report and a presentation, highlighting: 1) Presentation outline; 2) Project location; 3) Project chronology; 4) Purpose and need; 5) Two Bus Rapid Transit (BRT) street configurations; 6) El Camino Real corridor ridership; 7) Project costs; 8) Environmental analysis; 9) VTA transportation model; 10) Traffic impact study intersections; 11) Traffic diversion; 12) Travel times; 13) Parking inventory occupancy; 14) Parking versus bike lanes; 15) Unsignalized left turns from El Camino Real; 16) Project-Funded mitigations - Sunnyvale; 17) Other mitigations; 18) North/South bus study; 19) Public, community, stakeholder input; 20) Outreach for Environmental Impact Report (DEIR)/Environmental Analysis (EA); and 21) What results mean for VTA.

Board Member Herrera left the meeting at 6:45 p.m.

Board Member Whittum thanked staff for their efforts and outreach to the community. He provided comment on predicted traffic impacts, possibility of grade separations, and freeing up funds for other projects if mixed flow option is chosen over a dedicated lane.

Board Member Yeager thanked staff for communicating with the community and capturing the public’s thoughts about the project, providing facts, and dispelling myths.

Board Member Price expressed concern with any potential reallocation of funds noting the importance of thinking about current and future needs.

On order of Chairperson Kalra and there being no objection, the Board of Directors received the El Camino Real Bus Rapid Transit Project status report.
5. REPORTS

5.1. Citizens Advisory Committee (CAC) Chairperson's Report
CAC Chairperson Hadaya provided a brief report and thanked staff and the Board for their work throughout the year. He thanked Chairperson Kalra for engaging the Advisory Committees in helping VTA reach its goals.

5.2. Policy Advisory Committee (PAC) Chairperson's Report
PAC Chairperson Miller provided a brief report highlighting: 1) AdHoc Envisioning Silicon Valley; 2) 2013 Regional Pavement Condition summary report; 3) Proactive CMP quarterly report; 4) appointment of nomination subcommittee to identify PAC chair and vice chair for 2015; and 5) importance of advisory committees, keeping them relevant, and finding interesting and exciting things for them to do.

5.4. Chairperson's Report
Chairperson Kalra provided a brief report highlighting; 1) Board established priorities to increase ridership and included his success in taking transit at least once per week; 2) bringing Bus Rapid Transit (BRT) to the County; 3) delivering VTA's BART Silicon Valley Extension; 4) providing excellent service to Levi's Stadium; and 5) building a more inclusive VTA.

Chairperson Kalra recognized the homelessness issue in Santa Clara County (County) and noted the steps VTA has taken to help address the problem and engage in discussions with the cities, County, and other stakeholders to identify possible solutions.

Chairperson Kalra thanked Ms. Fernandez and VTA staff for their assistance throughout the year and the public for being interested, engaged, and caring about what VTA is doing in the community.

5.4. A. VTA Board of Directors Meeting Schedule for Calendar Year 2015
M/S/C (Matthews/Price) to approve the VTA Board of Directors Meeting Schedule for calendar year 2015.

5.4.B. Levi's Stadium Transit Program Committee Report
Chairperson Kalra provided a brief report noting there is a significant funding gap between revenue and costs of service to Levi's Stadium. He noted staff will work with the City of Santa Clara and the 49ers on ways to continue to bridge funding gap.

5.3. General Manager’s Report
Ms. Fernandez provided an overview of her first full year as General Manager, highlighting: 1) Hack My Ride: VTA's Transportation Idea Jam; 2) inaugural service to Levi's Stadium; 3) launched Envision Silicon Valley; 4) broke ground on Bus Rapid Transit; 5) first place in the American Public Transportation Association (APTA) AdWheel contest for the Holiday Shopping light rail wrap;
6) redoubled safety efforts; 7) VTA’s BART Silicon Valley Extension progress; and 8) continuing service for 2015.

Ms. Fernandez provided a report on activities that are being planned for the holiday season, including: 1) Stuff the Bus; 2) Holly Trolley; and 3) New Year's Eve Service.

Ms. Fernandez introduced the Capital Program Dashboard that has been designed to allow easy access by the public to information about active projects in VTA's various Capital Programs.

Carol Lawson, Fiscal Resources Manager, provided a brief demonstration of the dashboard highlighting the various functionalities and information provided. She noted the information on the dashboard will be updated on a quarterly basis and features will be added as the program continues.

5.3.A. **Silicon Valley Rapid Transit (SVRT) Program Update**

Ms. Gonot provided a presentation, highlighting: 1) Current project activities - Milpitas; 2) Current project activities - San Jose; 3) SVBX Project integrated summary schedule; 4) SVBX cost summary; 5) Phase II community meetings; 6) Environmental process; 7) National Environmental Policy Act (NEPA)/California Environmental Quality Act (CEQA) and New Starts (Federal funding program) Milestone schedule; and 8) Phase II activities and community engagement.

Board Member Whittum commented on the land value being added around area with the addition of BART station. He questioned if VTA has the ability to look at arrangements with localities to capture that value.

Ms. Gonot indicated staff has the ability to do a transit benefit assessment and will continue to work on it and report back to the Board.

**Public Comment**

Danny Garza, Interested Citizen, expressed concern with security and safety of community and protection of Five Wounds Church during construction.

David Dickey, Interested Citizen, provided a brief history of the plans that have been made in the Five Wounds area for BART and light rail.

Joan Rivas-Cosby, Interested Citizen, expressed concern with possibility of 28th Street BART station being eliminated from VTA’s BART project in San Jose.

Imelda Rodriguez, Interested Citizen, expressed concern with the disconnect between VTA and the community.

Bob Van Cleef, Interested Citizen, thanked staff for responding to community concerns and requested they continue working with the community.

David Viera, Interested Citizen, expressed concern with plans of not putting the Alum Rock BART station at 28th Street.
Larry Ames, Interested Citizen, expressed concern with the process of VTA changing plans without full engagement with the community.

Erin Healy, Interested Citizen, requested VTA retain station at 28th Street to continue to provide transportation in area, noting the urban village plan relies on the building of the BART station.

Mr. Lane expressed concern with VTA not including the community in the process or decision-making.

Cherise MaLebron, Interested Citizen, Working Partnerships USA, thanked the Board for hearing the communities concerns and requested transparency in the process, considering equity in priorities, and continued commitment to engage community.

Bruce Tichinin, Interested Citizen, Friends of the Three Creeks Trail, thanked the Board for funds to construct half of the trail and noted the need to complete the trail.

Virginia Sousa, Interested Citizen, expressed support of the BART station behind Five Wounds Church to Little Portugal neighborhood.

Omar Chatty, Interested Citizen, expressed support for BART around the bay and a one seat rail system.

Board Member Chavez thanked the staff for their presentations and for going back out to the community. She also noted appreciation of leadership in the neighborhood.

On order of Chairperson Kalra and there being no objection, the Committee received the Silicon Valley Rapid Transit program update.

5.3.B. Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC) activities

Aaron Quigley, Senior Policy Advisor, provided a brief report, highlighting: 1) Caltrain funding plan; and 2) Caltrain Electrification project funding.

Board Member Chavez expressed concerned about the way this happened and requested an update and strategy for response.

Public Comment

Mr. LeBrun expressed concern with high speed rail.

Ms. Fernandez concluded her report noting the ridership and security reports were available on the dais and in the public packet.

8. OTHER ITEMS

8.1. ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION

Board Member Chavez requested staff to research what it would take to develop an underground authority.
Ms. Fernandez noted there is an opportunity to have that conversation and staff can initiate the dialogue. She noted this effort will be a coalition between agencies and utility companies.

8.2. **Reports from VTA Committees, Joint Powers Boards (JPB), and Regional Commissions**

8.2.A. **VTA Standing Committees**

- Congestion Management Program & Planning (CMPP) Committee – November 20, 2014, Notice of Cancellation was accepted as contained in the Agenda Packet.
- Transit Planning & Operations (TP&O) Committee – November 20, 2014 Notice of Cancellation was accepted as contained in the Agenda Packet.

8.2.B. **VTA Advisory Committees**

- Committee for Transit Accessibility (CTA) – There was no report.
- Citizens Advisory Committee (CAC) and 2000 Measure A Citizens Watchdog Committee (CWC) – There was no report.
- Bicycle & Pedestrian Advisory Committee (BPAC) – There was no report.
- Technical Advisory Committee (TAC) – November 13, 2014 Minutes were accepted as contained in the Agenda Packet.
- Policy Advisory Committee (PAC) – There was no report.

8.2.C. **VTA Policy Advisory Boards (PAB)**

- Downtown East Valley PAB – There was no report.
- Diridon Station Joint Policy Advisory Board - November 21, 2014 Meeting minutes were accepted as contained on the dais.
- El Camino Real Rapid Transit PAB – There was no report.

8.2.D. **Joint Powers Boards and Regional Commissions**

- Peninsula Corridor JPB – December 4, 2014, Summary Notes were accepted as contained on the dais.
- Capitol Corridor JPB – November 19, 2014 Summary Notes were accepted as contained on the dais.
- Dumbarton Rail Corridor Policy Committee – There was no report.
- Metropolitan Transportation Commission (MTC) – November 19, 2014, Summary Notes were accepted as contained on the dais.
- Sunol Smart Carpool Lane Joint Powers Authority – There was no report.
- SR 152 Mobility Partnership – There was no report.
8.3. **ANNOUNCEMENTS**

There were no Announcements.

9. **CLOSED SESSION**

9.1. **Recessed to Closed Session at 8:06 p.m.**

Board Member Yeager left the meeting at 8:10 p.m.

A. **Existing Litigation - Conference with Legal Counsel**
   [Government Code Section 54956.9(a)]

   Name of Case: Santa Clara Valley Transportation Authority v. San Jose
   V Investors, LLC (National Electronic Transport, Inc.)
   (Santa Clara County Superior Court Case No.: 1-11-CV-208792)

9.1.A.X **Existing Litigation - Conference with Legal Counsel**
   [Government Code Section 54956.9(a)]

   Name of case: Karl Leier v. VTA
   Santa Clara Superior Court Case No.: 1-13-CV-252172

B. **Conference with Real Property Negotiators**
   [Government Code Section 54956.8]

   Property: Property located at near the intersections of Inigo Way and
   La Avenida, in Mountain View, California (APN: 116-14-096)

   Agency Negotiator: Bijal Patel, Deputy Director, Property Development &
   Management

   Negotiating Parties: Gary Matsushita, VP of Operations, Computer
   History Museum

   Under Negotiation: Price and terms of License Agreement for use of VTA
   Real Property

C. **Conference with Labor Negotiators**
   [Government Code Section 54957.6]

   Discussion of Substance Abuse Prevention Policy negotiations
   potential impasse, Last Best and Final Offer, and Imposition of Terms;
   and other issues related to labor negotiations.

   VTA Designated Representatives
   Bill Lopez, Director of Business Services
   Robert L. Escobar, Deputy Director, Labor Relations
   Raj Srinath, Chief Financial Officer

   Employee Organization
   Amalgamated Transit Union, Local 265

D. **Public Employee Performance Evaluation**
   (Pursuant to Government Code Section 54957)

   Title: General Manager
9.2. Reconvened to Open Session at 8:37 p.m.

9.3. Closed Session Report

A. Existing Litigation - Conference with Legal Counsel
   [Government Code Section 54956.9(a)]

   Name of Case: Santa Clara Valley Transportation Authority v. San Jose
   V Investors, LLC (National Electronic Transport, Inc.)
   (Santa Clara County Superior Court Case No.: 1-11-CV-208792)

   Robert Fabela, General Counsel, reported there was no reportable action
   taken in Closed Session.

9.1.A.X Existing Litigation - Conference with Legal Counsel
   [Government Code Section 54956.9(a)]

   Name of case: Karl Leier v. VTA
   Santa Clara Superior Court Case No.: 1-13-CV-252172

   Mr. Fabela reported there was no reportable action taken in Closed
   Session.

B. Conference with Real Property Negotiators
   [Government Code Section 54956.8]

   Property: Property located at near the intersections of Inigo Way and
   La Avenida, in Mountain View, California (APN: 116-14-096)

   Agency Negotiator: Bijal Patel, Deputy Director, Property Development &
   Management

   Negotiating Parties: Gary Matsushita, VP of Operations, Computer
   History Museum

   Under Negotiation: Price and terms of License Agreement for use of VTA
   Real Property

   Mr. Fabela reported there was no reportable action taken in Closed
   Session.

C. Conference with Labor Negotiators
   [Government Code Section 54957.6]

   Discussion of Substance Abuse Prevention Policy negotiations
   potential impasse, Last Best and Final Offer, and Imposition of Terms;
   and other issues related to labor negotiations.

   VTA Designated Representatives
   Bill Lopez, Director of Business Services
   Robert L. Escobar, Deputy Director, Labor Relations
   Raj Srinath, Chief Financial Officer

   Employee Organization
   Amalgamated Transit Union, Local 265

   Mr. Fabela reported Chairperson Kalra, Vice Chairperson Woodward, and
   Board Members Whittum, Khamis, Campos, Baker, Matthews, Price, and
Chavez, heard the issue on the Substance Abuse Policy agreement and on a unanimous vote, authorized VTA to enter into a negotiated agreement with Amalgamated Transit Union (ATU), Local 265.

D. Public Employee Performance Evaluation
   (Pursuant to Government Code Section 54957)
   
   Title: General Manager
   
   Mr. Fabela reported there was no reportable action taken in Closed Session.

10. ADJOURNMENT

   On order of Chairperson Kalra and there being no objection, the meeting was adjourned at 8:39 p.m.

   Respectfully submitted,

   Menominee L. McCarter, Board Assistant
   VTA Office of the Board Secretary
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Chief Financial Officer, Raj Srinath

SUBJECT: Amended and Restated Regulation 98.11.2 Use, Traffic and Vehicles Operated or Parked on VTA Facilities

Policy-Related Action: Yes
Government Code Section 84308 Applies: Yes

ACTION ITEM

RECOMMENDATION:

Adopt the Amended and Restated Regulation 98.11.2, entitled Use, Traffic and Vehicles Operated or Parked on VTA Facilities, which updates the rules and regulations for use, traffic and vehicles operated or parked on all property owned, leased or controlled by VTA.

BACKGROUND:

Under the authority of Ordinance 98.1, the General Manager approved Regulation No. 98.11.2, entitled Traffic and Vehicles Operated or Parked on VTA Facilities, on November 10, 1998. The regulation was amended on April 30, 1999 to correct the regulation title by changing the word “ordinance” to “regulation.”

On January 8, 2015, this Board will consider adopting the Amended and Restated Ordinance 98.1, entitled Vehicles and Facilities (“Ordinance”). In order to align with and implement provisions within the Ordinance, staff is proposing the subject Amended and Restated Regulation 98.11.2, entitled Use, Traffic and Vehicles Operated or Parked on VTA Facilities (“Regulation”).

The Amended and Restated Regulation was first submitted to the Board of Directors on October 2, 2014 as an informational item. Subsequently, the Regulation was reviewed and approval was recommended at the October meeting of the Administration and Finance Committee and the Transit Planning and Operations Committee. The Regulation, which remains unchanged from the version presented to the Board of Directors on October 2, 2014, was again submitted to the
Board of Directors as an informational item on December 11, 2014. There were no changes to the Regulation resulting from the December 11, 2014 Board of Directors meeting.

**DISCUSSION:**

The proposed Regulation is enclosed as Attachment A, and a redlined version showing the proposed changes is enclosed as Attachment B.

The following is a summary of the key provisions included in the proposed Regulation:

**Section 1.0  Purpose.** This section states that the purpose of the Regulation is to establish rules and regulations for traffic and vehicles operated or parked at property owned, leased or administered by VTA. It has been revised to (1) include use of VTA property, (2) replace the term administered by VTA with controlled by VTA, and (3) incorporate the definition of transit facilities and administrative facilities from Amended and Restated Ordinance 98.1. **Reason for update:** It is a more comprehensive and accurate description of the purpose, reflects VTA’s non-ownership rights over a broad range of facilities.

**Section 2.0  Scope.** The same changes from Section 1.0 are reflected here.

**Section 3.0  Responsibilities.** This section describes the Chief of Security as the party responsible for providing information, postings and enforcement of the Regulation. It has been updated to reflect the new title of Director of System Safety and Security (as the responsible party). **Reason for update:** There has been a revision of VTA titles.

**Subsection 4.1.1** This subsection states that persons and vehicles using facilities owned, leased or operated by VTA shall comply with the State of California Vehicle Code. The term operated by VTA was replaced with controlled by VTA. **Reason for update:** This is a more accurate description of VTA’s non-ownership rights over a broad range of facilities.

**Section 4.3  Parking Limitations.** The title of this section has been revised to Parking and Use Limitations. **Reason for update:** This provision reflects the updated Section 1.0 and Section 2.0.

**Subsection 4.3.2** This subsection states that the “use of parking facilities is limited to VTA passengers, other transit system passengers, carpools, vanpools, members of the public conducting business with VTA and VTA employees unless authorized in writing by General Manager (or designee)”. The limitation has been expanded beyond parking facilities to other VTA properties. Also, the categorical exceptions have been replaced with narrower exceptions: for parties accessing VTA transit services, obtaining information about VTA’s transit services, meeting with VTA staff, performing work on behalf of VTA pursuant to a contract, or attending a public meeting or other event hosted by VTA. **Reason for update:** This closes potential loopholes in the language which may be interpreted to allow for third party uses of VTA property (for instance interpreting “carpools” or “vanpools” as “commuter shuttles”), and allows VTA to have more comprehensive and tighter control of its properties. Exceptions will continue to be allowed when authorized in writing by the General Manager (or designee).

**Section 4.4  Parking Prohibitions.** This section sets forth the prohibitions on parking.
Subsection 4.4.8 This subsection prohibits parking in posted carpool or vanpool areas. Language was added to allow for exceptions when authorized in writing by the General Manager (or designee). Reason for update: This permits the General Manager to have flexibility in authorizing parking on VTA properties.

Subsection 4.4.9 This subsection prohibits parking within fenced areas designated for revenue and non-revenue vehicles (E Plates). It has been updated to remove reference to “fenced area” and defines both Exempt and E Plates. Reason for update: This reflects current VTA operations.

Subsection 4.4.11 This is a new subsection which prohibits parking and/or use of more than one parking space or outside of a designated parking space, unless authorized in writing by the General Manager (or designee). Reason for update: This prevents misuse of parking spaces by parking outside defined boundaries.

Subsection 4.4.12 This is a new subsection which prohibits parking for the purpose of boarding on/off a private commuter shuttle or similar vehicle, unless authorized in writing by the General Manager (or designee). Reason for update: This provision makes clear that unauthorized use of VTA property by passengers of private commuter shuttles is prohibited. Authorization may be obtained pursuant to a written parking agreement with VTA.

Subsection 4.4.13 This is a new subsection which prohibits a private commuter shuttle or similar vehicle from stopping on VTA property to load or unload passengers, unless authorized in writing by the General Manager (or designee). Reason for update: This new provision makes clear that unauthorized stopping of private commuter shuttles on VTA property to load or unload passengers is prohibited. Authorization may be obtained pursuant to a written permit issued by VTA.

Subsection 4.4.14 This is a new subsection which prohibits parking on special event days when there is signage establishing conditions and/or payment for special event parking. Reason for update: This supports current and future special event paid parking programs VTA may establish for its properties.

Subsection 4.4.15 This is a new subsection which prohibits parking in violation of a posted VTA sign which sets restrictions on parking and/or use of a parking facility. Reason for update: This clarifies that such parking constitutes an unauthorized use of VTA property.

Subsection 4.4.16 This is a new subsection which prohibits tailgating (no open container, alcohol consumption, kegs, open flame, grilling of food, and/or playing of loud music). Reason for update: This provision will better protect the safety and security of VTA property and VTA patrons.

Subsection 4.7.17 This is a new subsection which prohibits soliciting or advertising for employment. Reason for update: VTA property is not an appropriate venue for this solicitation or advertisement.
Subsection 4.4.18  This is a new subsection which prohibits engaging in sales, unless authorized in writing by the General Manager (or designee). Reason for update: VTA property is not an appropriate venue for general sales, and any exception must be pursuant to General Manager authorization.

ALTERNATIVES:

The VTA Board of Directors could decide not to amend the Regulation, or request staff to provide additional information or re-evaluate certain aspects of the Regulation.

FISCAL IMPACT:

There is no direct fiscal impact that will result from the proposed Regulation.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

The regulation was first presented as part of the Administration and Finance (A&F) Committee’s consent agenda on October 16, 2014 meeting. The Transit Planning and Operations (TP&O) committee reviewed this item as part of their regular agenda on October 16, 2014. The TP&O forwarded this item to the November 2014 VTA Board of Directors meeting for approval.

The VTA Board of Directors deferred the action for this item from the November 2014 meeting.

The Regulation was re-submitted as an informational item during the December 11, 2014 Board of Directors meeting, as part of Regular Agenda Item 7.1, Ordinance 98.1 introduction. There were no comments by the public or Board of Directors on the Regulation.

Prepared by: Kathy Bradley
Memo No. 4815

ATTACHMENTS:

- Amended and Restated Regulation 98 11 2 Traffic and Vehicles Operated or Parked on VTA Facilities 12 1 14 ATT A clean  (PDF)
- Amended and Restated Regulation 98 11 2 Traffic and Vehicles Operated or Parked on VTA Facilities 12 1 14 ATT B redline  (PDF)
1.0 Purpose:

To establish rules and regulations for use, traffic and vehicles operated or parked on all property owned, leased or controlled by VTA, including but not limited to transit facilities and administrative facilities as defined in VTA Ordinance 98.1.

These rules and regulations are established in the interest of passenger and VTA employee convenience and safety.

2.0 Scope:

These rules and regulations govern use, traffic and vehicles operated or parked on all property owned, leased or controlled by VTA, including but not limited to transit facilities and administrative facilities as defined in VTA Ordinance 98.1.

3.0 Responsibilities:

3.1 The Director of System Safety and Security or designee shall be responsible for informing people of the consequences of violating these rules and regulations.

3.2 The Director of System Safety and Security or designee shall be responsible for posting and maintaining appropriate signs informing people of use, traffic and parking restrictions.

3.3 The Director of System Safety and Security or designee shall be responsible for enforcing these rules and regulations.

3.4 Copies of these rules and regulations pertaining to use, parking and traffic regulations shall be available at the VTA Board Secretary’s office located at 3331 North First Street, San Jose, California, 95134-1906 or by calling (408) 321-5680.
4.0 Rules and Regulations:

4.1 General Provisions

4.1.1 Persons and vehicles using facilities owned, leased or controlled by VTA shall comply with the State of California Vehicle Code.

4.1.2 VTA is not responsible for loss or damage to vehicles or personal property left in vehicles or on facilities.

4.1.3 Vehicles, which include motorcycles and motor-powered bicycles, shall be parked within designated spaces.

4.2 Speed Limit

4.2.1 The maximum speed limit of any vehicle operating at any facility is 15 miles per hour.

4.3 Parking and Use Limitations

4.3.1 Parking is limited to 72 hours unless otherwise posted or authorized in writing by the General Manager (or designee).

4.3.2 Entry upon and use of parking facilities and other VTA properties is limited to parties accessing VTA transit services and/or obtaining information about VTA’s transit services, unless authorized in writing by the General Manager (or designee). This limitation does not apply to parties entering and using VTA property for the purpose of meeting with VTA staff, performing work on behalf of VTA pursuant to a contract, or attending a public meeting or other event hosted by VTA.

4.4 Parking Prohibitions

4.4.1 Parking so as to obstruct traffic is prohibited.
4.4.2 Parking in posted Disabled Parking areas is prohibited unless a person with a disability displays a valid license plate or placard.

4.4.3 Parking in posted No Parking areas or where the top and face of the curb is painted red is prohibited.

4.4.4 Parking in posted Limited Parking areas in excess of time indicated is prohibited.

4.4.5 Parking in Reserved Parking areas is prohibited unless authorized in writing by the General Manager (or designee).

4.4.6 Parking in posted Loading areas is prohibited unless loading or unloading passengers or materials.

4.4.7 Parking in posted Visitor areas Monday through Friday, 8:00 a.m. to 5:00 p.m., excluding holidays, is prohibited unless a member of the public is conducting business with VTA.

4.4.8 Parking in posted carpool or vanpool areas is prohibited unless authorized in writing by the General Manager (or designee).

4.4.9 Parking in areas designated for revenue and non-revenue vehicles (Exempt or E Plates) at all VTA Administrative and Operating Divisions is prohibited.

4.4.10 Parking of vehicles over 20 feet long is prohibited unless authorized in writing by the General Manager (or designee).

4.4.11 Parking and/or use of more than one parking space or outside of a designated parking space is prohibited unless authorized in writing by the General Manager (or designee).

4.4.12 Parking for the purpose of boarding on/off a private commuter shuttle or similar vehicle is prohibited unless authorized in writing by the General Manager (or designee).
4.4.13 Stopping by a private commuter shuttle or similar vehicle to load or unload passengers is prohibited unless authorized in writing by the General Manager (or designee).

4.4.14 Parking on special event days, when in violation of signage establishing conditions and/or payment for special event parking, is prohibited.

4.4.15 Parking or use in violation of a posted VTA sign which sets restrictions on parking and/or use of a parking facility or VTA property is prohibited.

4.4.16 Tailgating is prohibited. This includes no open container, alcohol consumption, kegs, open flame, or grilling of food, and/or playing loud music.

4.7.17 Soliciting or advertising for employment is prohibited.

4.4.18 Engaging in sales is prohibited unless authorized in writing by the General Manager (or designee).

4.5 Penalty

4.5.1 Violation of these rules and regulations shall be cause for removal from any transit facility, in addition to any other penalty imposed by law.

4.5.2 Noncompliance with these rules and regulations is a violation of Vehicle Code Section 21113 (traffic and parking), or 22521 and 22656 (parking near light rail) and is punishable as provided by Vehicle Code Section 42001.

4.5.3 Vehicles improperly parked may be removed or towed away at the owner’s expense, as provided by Vehicle Code Sections 22519 and 22651.
5.0 Summary of Changes:

Version 3: On 1/8/2015 the definition of a VTA property was amended to incorporate definitions in Ordinance 98.1. In addition:

- 4.3.2 was amended to state the conditions for use of parking facilities and other VTA properties.
- 4.4.8 was amended to designate the General Manager (or designee) for authorizing parking in posted carpool or vanpool areas.
- 4.4.11 was added to restrict parking and use to no more than one parking space.
- 4.4.12 was added to restrict parking by users of private commuter shuttles.
- 4.4.13 was added to restrict stopping by private commuter shuttles to load/unload passengers.
- 4.4.14 was added to restrict parking on special event days.
- 4.4.15 was added to restrict parking or use in violation of a posted sign.
- 4.4.16 was added to prohibit tailgating in park and ride lots/facilities.
- 4.4.17 was added to prohibit solicitation in park and ride lots/facilities.
- 4.4.18 was added to restrict unauthorized sales in park and ride lots/facilities.

Version 2: On 4/30/99 the header of this document was changed from “Ordinance Number” to “Regulation Number.” In addition, a regulation numbering system was implemented referencing the year and month the regulation was adopted and a number indicating the order in which the regulation was adopted that year. In section 4.5.2, the words “Penalty for” were deleted.

6.0 Authority:

Resolution Number 98.10.23, (October 1, 1998).

Amended and Restated Ordinance 98.1, January 8, 2015.
1.0 Purpose:

To establish rules and regulations for use, traffic and vehicles operated or parked at/on all property owned, leased or administered-controlled by VTA, including but not limited to transit facilities and administrative facilities as defined in VTA Ordinance 98.1.

These rules and regulations are established in the interest of passenger and VTA employee convenience and safety.

2.0 Scope:

These rules and regulations govern use, traffic and vehicles operated or parked on all property owned, leased or administered-controlled by VTA, including but not limited to transit facilities and administrative facilities as defined in VTA Ordinance 98.1.

3.0 Responsibilities:

3.1 The Chief of Security Director of System Safety and Security or designee shall be responsible for informing people of the consequences of violating these rules and regulations.

3.2 The Chief of Security Director of System Safety and Security or designee shall be responsible for posting and maintaining appropriate signs informing people of use, traffic and parking restrictions.

3.3 The Chief of Security Director of System Safety and Security or designee shall be responsible for enforcing these rules and regulations.

3.4 Copies of these rules and regulations pertaining to use, parking and traffic regulations shall be available at the VTA Board Secretary’s office located at 3331 North First Street, San Jose, California, 95134-1906 or by calling (408) 321-5680.

4.0 Rules and Regulations:
4.1 General Provisions

4.1.1 Persons and vehicles using facilities owned, leased or operated controlled by VTA shall comply with the State of California Vehicle Code.

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4.1.3 Vehicles, which include motorcycles and motor-powered bicycles, shall be parked within designated spaces.

4.2 Speed Limit

4.2.1 The maximum speed limit of any vehicle operating at any facility is 15 miles per hour.

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4.3.1 Parking is limited to 72 hours unless otherwise posted or authorized in writing by the General Manager or Chief of Security (or designee).

4.3.2 Entry upon and use of parking facilities and other VTA properties is limited to parties accessing VTA transit services and/or obtaining information about VTA’s transit services, unless authorized in writing by the General Manager (or designee). This limitation does not apply to parties entering and using VTA property for the purpose of meeting with VTA staff, performing work on behalf of VTA pursuant to a contract, or attending a public meeting or other event hosted by VTA. VTA passengers, other transit system passengers, carpools, vanpools, members of the public conducting business with VTA and VTA employees unless authorized in writing by General Manager (or designee).

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4.4.1 Parking so as to obstruct traffic is prohibited.
4.4.2 Parking in posted Disabled Parking areas is prohibited unless a person with a disability displays a valid license plate or placard.

4.4.3 Parking in posted No Parking areas or where the top and face of the curb is painted red is prohibited.

4.4.4 Parking in posted Limited Parking areas in excess of time indicated is prohibited.

4.4.5 Parking in Reserved Parking areas is prohibited unless authorized in writing by the General Manager (or designee).

4.4.6 Parking in posted Loading areas is prohibited unless loading or unloading passengers or materials.

4.4.7 Parking in posted Visitor areas Monday through Friday, 8:00 a.m. to 5:00 p.m., excluding holidays, is prohibited unless a member of the public is conducting business with VTA.

4.4.8 Parking in posted carpool or vanpool areas is prohibited unless authorized in writing by the General Manager (or designee).

4.4.9 Parking within fenced-in areas designated for revenue and non-revenue vehicles (Exempt or E Plates) at all VTA Administrative and Operating Divisions is prohibited.

4.4.10 Parking of vehicles over 20 feet long is prohibited unless authorized in writing by the General Manager (or designee).

4.4.11 Parking and/or use in more than one parking space or outside of a designated parking space is prohibited unless authorized in writing by the General Manager (or designee).

4.4.12 Parking for the purpose of boarding on/off a private commuter shuttle or similar vehicle is prohibited unless authorized in writing by the General Manager (or designee).
4.4.123 Stopping by a private commuter shuttle or similar vehicle to load or unload passengers is prohibited unless authorized in writing by the General Manager (or designee).

4.4.134 Parking on special event days, when in violation of signage establishing conditions and/or payment for special event parking, is prohibited.

4.4.145 Parking or use in violation of a posted VTA sign which sets restrictions on parking and/or use of a parking facility or VTA property is prohibited.

4.4.16 Tailgating is prohibited. This includes no open container, alcohol consumption, kegs, open flame, or grilling of food, and/or playing loud music.

4.7.17 Soliciting or advertising for employment is prohibited.

4.4.18 Engaging in sales is prohibited unless authorized in writing by the General Manager (or designee).

4.5 Penalty

4.5.1 Violation of these rules and regulations shall be cause for removal from any transit facility, in addition to any other penalty imposed by law.

4.5.2 Noncompliance with these rules and regulations is a violation of Vehicle Code Section 21113 (traffic and parking), or 22521 and 22656 (parking near light rail) and is punishable as provided by Vehicle Code Section 42001.

4.5.3 Vehicles improperly parked may be removed or towed away at the owner’s expense, as provided by Vehicle Code Sections 22519 and 22651.
5.0 Summary of Changes:

Version 3: On 1/8/2015 the definition of a VTA property was amended to incorporate definitions in Ordinance 98.1. In addition:

- 4.3.2 was amended to state the conditions for use of parking facilities and other VTA properties.
- 4.4.8 was amended to designate the General Manager (or designee) for authorizing parking in posted carpool or vanpool areas.
- 4.4.11 was added to restrict parking and use to no more than one parking space.
- 4.4.142 was added to restrict parking by users of private commuter shuttles.
- 4.4.123 was added to restrict stopping by private commuter shuttles to load/unload passengers.
- 4.4.134 was added to restrict parking on special event days.
- 4.4.145 was added to restrict parking or use in violation of a posted sign.
- 4.4.16 was added to prohibit tailgating in park and ride lots/facilities.
- 4.4.17 was added to prohibit solicitation in park and ride lots/facilities.
- 4.4.18 was added to restrict unauthorized sales in park and ride lots/facilities.

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6.0 Authority:

Resolution Number 98.10.23, (October 1, 1998).

Amended and Restated Ordinance 98.1, January 8, 2015.
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Board Secretary, Elaine F. Baltao

SUBJECT: Bicycle & Pedestrian Advisory Committee Appointment

ACTION ITEM

RECOMMENDATION:

Ratify the appointment to the Bicycle & Pedestrian Advisory Committee of David Almeida, representing the City of Gilroy, for the two-year term ending June 30, 2016.

BACKGROUND:

The Bicycle & Pedestrian Advisory Committee (BPAC) advises the VTA Board of Directors on planning and funding for bicycle and pedestrian projects and issues. The BPAC consists of 16 voting members, one appointed by each of VTA’s Member Agencies (the 15 cities in the county and the County of Santa Clara), and one non-voting member and alternate appointed by the Silicon Valley Bicycle Coalition (SVBC). The BPAC also serves as the countywide bicycle and pedestrian advisory committee for the County of Santa Clara.

The BPAC bylaws specify that the appointment term is two years and that members may be appointed to successive terms. Committee members must live, work or both in Santa Clara County during their term. Voting members of the Committee must also be a representative of the Member Agency’s local bicycle advisory committee or, for Member Agencies without a local bicycle advisory committee, their representative must be an individual who lives or works in the local jurisdiction and is interested in bicycle or pedestrian issues. BPAC members are precluded from representing a Member Agency that is their employer.
The process to fill BPAC vacancies is that staff notifies the appointing authority of the vacancy or approaching term expiration and provides the current membership requirements. The appointing authority then appoints one member for the designated membership position. For vacancies occurring mid-term, the bylaws specify that they be filled for the remainder of the term by the appointing authority. In both cases, the VTA Board must ratify the appointment.

**DISCUSSION:**

The City of Gilroy has appointed David Almeida to serve as its BPAC representative for the current two-year term ending June 30, 2016. Mr. Almeida replaces Gilroy’s previous representative, Thomas Muniz, who resigned due to schedule conflicts.

David Almeida, an avid cyclist and walker, has lived in Gilroy for almost 20 years. He attended Gilroy schools and works for Smith & Sons Electric. His community service activities are extensive and varied, including as a volunteer at: St. Mary Church in Gilroy; docent at Yamato Hot Springs; Gilroy Garlic Festival; Rally Round Downtown Gilroy; and many bicycle related service activities.

Mr. Almeida is a frequent user of public transportation, especially VTA. During the week he commutes to work most days via bicycle and public transportation, and walks to activities in Downtown Gilroy regularly on weekends.

Based on his qualifications, experience, community involvement, and knowledge of bicycle, pedestrian, trail and safety issues, staff recommends that the Board ratify the appointment of this individual.

**ALTERNATIVES:**

The Board could choose to not ratify this appointment.

**FISCAL IMPACT:**

There is no fiscal impact as a result of this action.

**STANDING COMMITTEE DISCUSSION/RECOMMENDATION:**

The Administration & Finance Committee considered this item at its December 18, 2014 meeting as part of its Consent Agenda and without comment unanimously recommended its approval.

Prepared by: Stephen Flynn, Advisory Committee Coordinator
Memo No. 4800
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Director of Planning and Program Development, John Ristow

SUBJECT: Programmed Project Monitoring - Quarterly Report

FOR INFORMATION ONLY

Every quarter, the Programmed Projects Quarterly Monitoring Report is presented to the Technical Advisory Committee (TAC), Policy Advisory Committee (PAC) and the VTA Board of Directors. The purpose of the report is to assist the VTA Board, committees, staff and project sponsors in tracking progress of projects funded through programming actions of the VTA Board. Additionally, the report helps to ensure implementing agencies comply with MTC’s Regional Project Funding Delivery Policy and do not lose any funds due to missing a federal or state funding deadline.

The Programmed Projects Quarterly Monitoring Report for July to September 2014 is attached for review. This report provides the latest status on discretionary funded projects. A project summary sheet highlighting status of projects with funds expiring in FY2014/15 is also attached. The project summary sheet identifies projects in three categories:

- Red: Projects at the risk of losing funds due to delivery difficulties.
- Yellow: Projects that need extra attention or will risk running into difficulties.
- Green: Projects are progressing smoothly.

This quarter, San Jose’s Pedestrian Oriented Traffic Signals project is labeled “yellow” because the city anticipates a one-month delay in submitting the E76 application due to the need for some additional environmental studies.

The next Programmed Projects Quarterly Monitoring Report will cover the period October-December 2014.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION

The Congestion Management Planning & Programming Committee received the report on December 18, 2014. Staff noted an error in prior versions of the memo, where the San Jose
Smart Intersections project was incorrectly reported as condition "yellow". The error has been corrected for the VTA Board meeting.

Prepared By: Bill Hough
Memo No. 4734
Red = Project at risk of losing funds due to delivery difficulties.
Yellow = Project may need extra attention or will risk running into difficulties.
Green = Project is progressing smoothly.

<table>
<thead>
<tr>
<th>Sponsor</th>
<th>Project Title</th>
<th>Project #</th>
<th>Federal/State Funds for 2014/15</th>
<th>Status</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Campbell</td>
<td>Virginia Avenue Sidewalks</td>
<td>SCL130017</td>
<td>$708,000</td>
<td>Green</td>
<td>At 30% design; city anticipates submitting E76 by 2/1/2015.</td>
</tr>
<tr>
<td>Los Altos Hills</td>
<td>El Monte Road Preservation</td>
<td>SCL130013</td>
<td>$186,000</td>
<td>Yellow</td>
<td>Revising E76 request in response to Caltrans comments.</td>
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<tr>
<td>Los Gatos</td>
<td>Hillside Road Preservation</td>
<td>SCL130014</td>
<td>$139,000</td>
<td>Green</td>
<td>Field Review scheduled for November 2014.</td>
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<td>Milpitas</td>
<td>Milpitas Various Streets and Roads Preservation</td>
<td>SCL130035</td>
<td>$1,652,000</td>
<td>Green</td>
<td>City planning to submit the E76 request in Dec 2014.</td>
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<tr>
<td>Palo Alto</td>
<td>Palo Alto Various Street Resurfacing</td>
<td>SCL130042</td>
<td>$956,000</td>
<td>Green</td>
<td>Field Review completed in September 2014</td>
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<tr>
<td>San Jose</td>
<td>San Jose Citywide Pavement Management Program</td>
<td>SCL130005</td>
<td>$11,003,000</td>
<td>Green</td>
<td>95% complete on design.</td>
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<td>San Jose</td>
<td>Jackson Ave Bicycle and Pedestrian Improvements</td>
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<td>$975,000</td>
<td>Yellow</td>
<td>NEPA CE received, near 95% design.</td>
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<td>San Jose</td>
<td>San Jose Pedestrian Oriented Traffic Signals</td>
<td>SCL130010</td>
<td>$1,500,000</td>
<td>Yellow</td>
<td>E76 application delayed - anticipating March 1st.</td>
</tr>
<tr>
<td>San Jose</td>
<td>San Jose Smart Intersections Program [PE]</td>
<td>SCL130036</td>
<td>$360,800</td>
<td>Yellow</td>
<td>E76 on schedule.</td>
</tr>
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<td>S.C. County</td>
<td>East San Jose Pedestrian Improvements</td>
<td>SCL110121</td>
<td>$1,871,977</td>
<td>Green</td>
<td>At 95% design-E76 on schedule.</td>
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<td>S.C. County</td>
<td>Santa Clara County NonInfrastructure SRTS</td>
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<td>$838,000</td>
<td>Yellow</td>
<td>Obligated 8/21/2014.</td>
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<td>S.C. County</td>
<td>San Tomas Aquino Spur Multi-Use Trail</td>
<td>SCL130022</td>
<td>$3,234,000</td>
<td>Yellow</td>
<td>E76 request on schedule.</td>
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</table>
# Programmed Projects Quarterly Monitoring Report

**July-September 2014**

## Sponsor: City of Campbell

### Project No: SCL110028

#### Project Title: Campbell Avenue Portals Bike/Ped Improvements

- **Project Milestone:** Field Review
- **Funds ($000):**
  - Design: $530
- **Schedule:**
  - Programmed Year: complete
  - Start mm/yyyy: 2011
  - End mm/yyyy: complete

- **Comments:** Under construction.

- **Manager Name:** Fred Ho
- **Phone/Fax:** 408-866-2156
- **E-Mail:** fredh@cityofcampbell.com

### Fund Source

- CMAQ $4,142
- Local $588

### Last Updated

- 10/20/2014

---

### Project No: SCL110116

#### Project Title: Hacienda Ave Streetscape and Bicycle Improvements

- **Project Milestone:** Field Review
- **Funds ($000):**
  - Design: $0
- **Schedule:**
  - Programmed Year: N.A.
  - Start mm/yyyy: 5/2012
  - End mm/yyyy: 7/2012

- **Comments:** Under construction.

- **Manager Name:** Fredrick Ho
- **Phone/Fax:** 408-866-2156
- **E-Mail:** fredh@cityofcampbell.com

### Fund Source

- Local: $136
- STIP-TE $544

### Last Updated

- 11/12/2014

---

**City of Campbell**
### Programmed Projects Quarterly Monitoring Report

**July-September 2014**

#### Hamilton Avenue Preservation

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Title:</th>
<th>Hamilton Avenue Preservation</th>
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</thead>
<tbody>
<tr>
<td>SCL130003</td>
<td>In Campbell: Rehabilitation of roadway on Hamilton Avenue west of Phoenix Drive.</td>
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<table>
<thead>
<tr>
<th>Fund Source</th>
<th>CMAQ $279 Local $69</th>
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<tr>
<td>Manager Name</td>
<td>Fred Ho</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-866-2156</td>
<td></td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:fredh@cityofcampbell.com">fredh@cityofcampbell.com</a></td>
<td></td>
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</tr>
<tr>
<td></td>
<td>$316</td>
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<tr>
<td></td>
<td>11/2014</td>
<td>12/2014</td>
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<tr>
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<td>9/2014</td>
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#### Virginia Avenue Sidewalks

<table>
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<tr>
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<th>Project Description</th>
<th>Project Title:</th>
<th>Virginia Avenue Sidewalks</th>
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<tbody>
<tr>
<td>SCL130017</td>
<td>On Virginia Avenue between Budd Avenue and Hacienda Avenue, add pedestrian sidewalks, curb, gutter, and curb ramps.</td>
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<table>
<thead>
<tr>
<th>Fund Source</th>
<th>CMAQ $708 Local $92</th>
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<tr>
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<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-866-2156</td>
<td></td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:fredh@cityofcampbell.com">fredh@cityofcampbell.com</a></td>
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<tr>
<td></td>
<td>$708</td>
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<tr>
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<td>12/2014</td>
<td>4/2015</td>
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<tr>
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<td>6/2015</td>
<td>12/2015</td>
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<td>8/2014</td>
<td>12/2014</td>
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<td>7/2014</td>
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**Comments:**
- Project completed.
- Funds Expire completed.
- Last Updated: 11/12/2014
- Last Updated: 11/18/2014
- At 30% design; city anticipates submitting E76 by Feb 1, 2015.
Programmed Projects Quarterly Monitoring Report  
July-September 2014

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of Cupertino</th>
<th>Project Title:</th>
<th>Stevens Creek Blvd Preservation</th>
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</thead>
<tbody>
<tr>
<td>Project No</td>
<td>Project Description</td>
<td>Project Milestone</td>
<td>Funds ($000)</td>
</tr>
<tr>
<td>SCL130009</td>
<td>Install rubberized overlay on Stevens Creek Blvd between SR-85 and De Anza Blvd.</td>
<td>Programmed Year</td>
<td>Start mm/yyyy</td>
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<tr>
<td>1</td>
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<td>Field Review</td>
<td>2013</td>
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<td>Phone/Fax</td>
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<td></td>
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<td>E-Mail</td>
<td><a href="mailto:davids@cupertino.org">davids@cupertino.org</a></td>
</tr>
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Notes:
- Project complete.

Sponsor: City of Cupertino  
Manager Name: David Stillman  
Phone/Fax: (408) 777-3249  
E-Mail: davids@cupertino.org  
Funds Expire: completed  
Last Updated: 10/21/2014
## Programmed Projects Quarterly Monitoring Report
### July-September 2014

<table>
<thead>
<tr>
<th>Sponsor: City of Gilroy</th>
<th>Project Title: New Ronan Channel and Lions Creek Trail</th>
<th>Project No</th>
<th>Project Description</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>SCL110032</td>
<td>Project will convert existing unpaved creek-side maintenance road closed to the public to a multi-use public trail along the New Ronan Channel.</td>
<td>Field Review</td>
<td>ENV $760</td>
<td>2011</td>
<td>10/2010</td>
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<td>Funds Expire</td>
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<thead>
<tr>
<th>Sponsor: City of Gilroy</th>
<th>Project Title: Eligleberry Street Resurfacing</th>
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<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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<tbody>
<tr>
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<td>SCL130025</td>
<td>In Gilroy: resurface roadway on Eligleberry St between 1st and 10th. Provide complete streets treatment including bike lanes-OBAG guarantee funds.</td>
<td>Field Review</td>
<td>ENV $95</td>
<td>2013</td>
<td>2/2014</td>
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<td>Design $0</td>
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<td>Sponsor:</td>
<td>City of Los Altos</td>
<td>Project Title:</td>
<td>Various Streets and Roads Preservation</td>
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<td>Project Description</td>
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<td>Funds ($000)</td>
<td>Schedule</td>
<td>Comments</td>
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<tr>
<td>SCL130023</td>
<td>In Los Altos: Resurface Springer Road from Foothill to El Monte and Grant Rd from Grant to Homestead.</td>
<td>Field Review</td>
<td></td>
<td>Programmed Year</td>
<td>Start mm/yyyy</td>
<td>End mm/yyyy</td>
<td>CON moved to 2016.</td>
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<tr>
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<td>STP $3312</td>
<td>Phone/Fax</td>
<td>650-947-2826</td>
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<td>2016</td>
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<td><a href="mailto:cnovenario@losaltosca.gov">cnovenario@losaltosca.gov</a></td>
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<td>Last Invoice (sub/app)</td>
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</tbody>
</table>
# Programmed Projects Quarterly Monitoring Report
## July-September 2014

### Sponsor:
- **City of Milpitas**

### Project Title:
**Milpitas Various Streets and Roads Preservation**

### Project Milestone | Funds ($000) | Schedule | Comments
--- | --- | --- | ---
**Field Review** |  |  | City planning to submit the E76 request in Dec 2014.
- **ENV** | $55 | 2014 |  
- **Design** | $0 |  
- **ROW** | $5 | 2014 |  
- **Construction** | $1,867 | 2015 | 5/2015 9/2015 Funds Expire 4/30/2015
- **Total** | $1,927 | E-76 Const (sub/app) 2/2015 4/2015 Last Updated 10/21/2013  
- **Last Invoice (sub/app)** |  |  |  

### Fund Source
- Local $275
- STP $1652

### Manager Name
- Steve Chan

### Phone/Fax
- 408-586-3324

### E-Mail
- schan@ci.milpitas.ca.gov

### Project Description
In City of Milpitas at various locations, repair failed AC pavement, road resurfacing, construct ADA curb ramps, repair sidewalks and curbs, and install signing and pavement striping.
## Programmed Projects Quarterly Monitoring Report
### July-September 2014

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th><strong>City of Morgan Hill</strong></th>
<th>Project Title:</th>
<th>Monterey Road Preservation</th>
</tr>
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<tbody>
<tr>
<td>1 of 1</td>
<td>Project No</td>
<td>Project Description</td>
<td>Resurfacing of Monterey Road between East Dunne Avenue and East Middle Avenue</td>
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<table>
<thead>
<tr>
<th>Fund Source</th>
<th>Field Review</th>
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</thead>
<tbody>
<tr>
<td>Local $332</td>
<td>ENV $153 2014</td>
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<tr>
<td>STP $1379</td>
<td>Design $0</td>
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</table>

<table>
<thead>
<tr>
<th>Manager Name</th>
<th>ROW $0</th>
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</thead>
<tbody>
<tr>
<td>Scott Creer</td>
<td></td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>Phone/Fax</th>
<th>Construction</th>
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<tbody>
<tr>
<td>408-778-6480</td>
<td>$1,558 2016</td>
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<table>
<thead>
<tr>
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<th>Total $1,711</th>
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<tbody>
<tr>
<td><a href="mailto:scott.creer@morganhill.ca.gov">scott.creer@morganhill.ca.gov</a></td>
<td>E-76 Const (sub/app) 2/2015 4/2015</td>
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**Comments:** In progress.

**Fund Source:**
- Local $332
- STP $1379

**Manager Name:** Scott Creer

**Phone/Fax:** 408-778-6480

**E-Mail:** scott.creer@morganhill.ca.gov

**Last Updated:** 8/5/2014

**Funds Expire:** 4/30/2016

**Last Invoice (sub/app):**

---

**City of Morgan Hill**
## Programmed Projects Quarterly Monitoring Report
### July-September 2014

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of Mountain View</th>
<th>Project Title:</th>
<th>Castro Street Complete Streets</th>
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<tbody>
<tr>
<td>1 of 3</td>
<td>Project No</td>
<td>Project Description</td>
<td>Project Milestone</td>
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<tr>
<td>SCL130015</td>
<td>Implement complete street and &quot;road diet&quot; on Castro Street between El Camino Real and Miramonte Avenue.</td>
<td>Field Review</td>
<td>8/2014</td>
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<td>Design</td>
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<tr>
<td></td>
<td>Manager Name</td>
<td>Sayed Fakhry</td>
<td>ROW</td>
</tr>
<tr>
<td></td>
<td>Phone/Fax</td>
<td>650-903-6511</td>
<td>Construction</td>
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<td>E-Mail</td>
<td><a href="mailto:sayed.fakhry@mountainview.gov">sayed.fakhry@mountainview.gov</a></td>
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<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of Mountain View</th>
<th>Project Title:</th>
<th>Various Road Preservation &amp; Bike lanes</th>
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<tbody>
<tr>
<td>2 of 3</td>
<td>Project No</td>
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<tr>
<td></td>
<td>Manager Name</td>
<td>Quan Tran</td>
<td>ROW</td>
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<td>Construction</td>
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### City of Mountain View

#### Programmed Projects Quarterly Monitoring Report

**July-September 2014**

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Sponsor: City of Mountain View</th>
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</thead>
<tbody>
<tr>
<td>SCL130019</td>
<td>Non-infrastructure Safe Routes to School educational program.</td>
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<table>
<thead>
<tr>
<th>Fund Source</th>
<th>Fund Source Details</th>
<th>Manager Name</th>
<th>Manager Name Details</th>
<th>Phone/Fax</th>
<th>Phone/Fax Details</th>
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<tbody>
<tr>
<td>CMAQ $500</td>
<td>Local $65</td>
<td>Dennis Drennan</td>
<td></td>
<td>650-903-6633</td>
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<td><a href="mailto:dennis.drennan@mountainview.gov">dennis.drennan@mountainview.gov</a></td>
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<table>
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<th>Comments</th>
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<th>Project Title: Mountain View Non-Infrastructure SRTS</th>
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<td></td>
</tr>
</tbody>
</table>

**Funds ($000):**
- CMAQ $500
- Local $65

**Last Updated:** 10/21/2014

**Manager Name:** Dennis Drennan

**Phone/Fax:** 650-903-6633

**E-Mail:** dennis.drennan@mountainview.gov

**Project Description:**
Non-infrastructure Safe Routes to School educational program.

**Comments:**
CON obligated 4/1/2014. RFP issued for selection of consultant.
<table>
<thead>
<tr>
<th>Sponsor: City of Palo Alto</th>
<th>Project Title: Palo Alto Safe Routes to School</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 of 4</td>
<td></td>
<td>Field Review</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CMAQ $532</td>
<td></td>
<td>ENV</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Design</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Manager Name</td>
<td>Sylvia Star-Lack</td>
<td>ROW</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>650-329-2156</td>
<td>Construction</td>
<td>$660</td>
<td>2011</td>
<td>2/2012</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:Sylvia.Star-Lack@CityofPaloAlto.org">Sylvia.Star-Lack@CityofPaloAlto.org</a></td>
<td>Total</td>
<td>$660</td>
<td>E-76 Const (sub/app)</td>
<td>Last Updated</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>Sponsor: City of Palo Alto</th>
<th>Project Title: Arastradero Road Schoolscape/Multiluse Trail</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>2 of 4</td>
<td></td>
<td>Field Review</td>
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<tr>
<td>CMAQ $1,000</td>
<td></td>
<td>ENV</td>
<td>$196</td>
<td>2015</td>
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<tr>
<td></td>
<td></td>
<td>Design</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Manager Name</td>
<td>Holly Boyd</td>
<td>ROW</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>650-329-2612</td>
<td>Construction</td>
<td>$1,306</td>
<td>2017</td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:holly.boyd@cityofpaloalto.org">holly.boyd@cityofpaloalto.org</a></td>
<td>Total</td>
<td>$1,502</td>
<td>E-76 Const (sub/app)</td>
<td>Last Updated</td>
</tr>
</tbody>
</table>

- Held Jordan Community Meeting
- Held Nixon Walkabout and Community meeting
- Produced draft maps for Nixon Elementary
- Produced final maps for El Carmelo, Fairmeadow, Hoover, and JLS Middle School.
## Adobe Creek/ Highway 101 Bicycle Pedestrian Bridge

**Project No:** SCL130041

**Project Description:** In Palo Alto, provide a year round ped crossing of Highway 101 to replace the existing Lefkowitz tunnel, which is a seasonal underpass subject to repeated and unanticipated closures that limit its use to less than half the year.

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td>Field Review</td>
<td>ENV $1,500</td>
<td>2015</td>
</tr>
<tr>
<td>Design</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td>$8,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>$9,500</td>
<td></td>
<td>CON funding moved to 2017.</td>
</tr>
</tbody>
</table>

**Fund Source:**
- Local $6,500
- STIP $3,000

**Manager Name:** Elizabeth Ames

**Phone/Fax:** 650-329-2502

**E-Mail:** elizabeth.ames@cityofpaloalto.org

**Sponsor:** City of Palo Alto

**Funds Expire:** 1/31/2017

**Last Updated:** 10/8/2014

---

## Street Resurfacing & Streetscape Projects

**Project No:** SCL130042

**Project Description:** Street resurfacing for various streets in Palo Alto.

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td>Field Review</td>
<td>ENV $10</td>
<td>2014</td>
</tr>
<tr>
<td>Design</td>
<td>$0</td>
<td></td>
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<tr>
<td>Construction</td>
<td>$1,081</td>
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<tr>
<td>Total</td>
<td>$1,091</td>
<td></td>
<td>Last Invoice (sub/app)</td>
</tr>
</tbody>
</table>

**Fund Source:**
- Local $135
- STIP $956

**Manager Name:** Holly Boyd

**Phone/Fax:** 650-329-2612

**E-Mail:** holly.boyd@cityofpaloalto.org

**Sponsor:** City of Palo Alto

**Funds Expire:** 4/30/2015

**Last Updated:** 11/14/2014

Field Review completed in September 2014. Waiting for environmental clearance.
## Programmed Projects Quarterly Monitoring Report

**July-September 2014**

### Almaden Expressway Pedestrian Bridge

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Programmed Year** | **Start mm/yyyy** | **End mm/yyyy** |
---|---|---|
**Plans are at 65% for Coleman and underpasses and ramps that offer similar routing as bridge.**
**Design of retaining wall structure and final plan set under development.**

<table>
<thead>
<tr>
<th>Field Review</th>
<th>ENV</th>
<th>$113</th>
<th>07/08</th>
<th>complete</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design</td>
<td></td>
<td>$239</td>
<td>07/08</td>
<td>01/2009</td>
</tr>
</tbody>
</table>

**Project No**: SCL050039
**Project Description**: Almaden Expressway, near Coleman Rd; Construct a 360 ft. Ped Bridge over Almaden Expressway to connect nearby trails and to the Almaden Light Rail Station.

**Manager Name**: Yves Zsutty
**Phone/Fax**: (408) 793-5561
**E-Mail**: yves.zsutty@sanjoseca.gov

**Fund Source**: Earmark $496

**Manager Name**: Ken Salvail
**Phone/Fax**: (408) 975-3705
**E-Mail**: ken.salvail@sanjoseca.gov

**Project Title**: Silicon Valley TIMC

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Programmed Year** | **Start mm/yyyy** | **End mm/yyyy** |
---|---|---|

**- In construction phase.**
**- $1.25M obligated for PE 4/19/08.**
**- $1.9M obligated for PE 8/2012**
**$2.46M construction award.**

<table>
<thead>
<tr>
<th>Field Review</th>
<th>ENV</th>
<th>$4,023</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Design</td>
<td></td>
<td>$0</td>
<td></td>
<td>complete</td>
</tr>
</tbody>
</table>

**Project No**: SCL050079
**Project Description**: Transportation Incident Management Center: Implement subregional hub for traffic management activities including arterial traffic, incident management, traveler information and emergency incident management center. HPP #2017

**Manager Name**: Yves Zsutty
**Phone/Fax**: (408) 793-5561
**E-Mail**: yves.zsutty@sanjoseca.gov

**Fund Source**: Earmark $6,039
**Local $1,511**

**Manager Name**: Ken Salvail
**Phone/Fax**: (408) 975-3705
**E-Mail**: ken.salvail@sanjoseca.gov
**Programmed Projects Quarterly Monitoring Report**  
**July-September 2014**

### Bay Trail Reach 9 & 9B

**Project No:** SCL050082  
**Project Description:** Preparation of CON and ENV documents for 1.2 miles of trail, a pedestrian bridge, and underpass with safety and enhancement improvements.  
**NEPA completed for both reaches. · Reach 9 (1.1-mile) trail is designed to the 95% stage. · Reach 9B (Ped Bridge) is designed to the 35% stage. Considering use of local dollars and investigating grants to complete design and proceed with construction in future years. Two Tiger and Flap grant applications unsuccessful.**

<table>
<thead>
<tr>
<th>Field Review</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
</tr>
</thead>
<tbody>
<tr>
<td>ENV</td>
<td>$815</td>
<td>06/07</td>
<td>complete</td>
</tr>
<tr>
<td>Design</td>
<td>$0</td>
<td>08/09</td>
<td>3/2008</td>
</tr>
<tr>
<td>Construction</td>
<td>$7,660</td>
<td>13/14</td>
<td></td>
</tr>
</tbody>
</table>

**Manager Name:** Yves Zsutty  
**Phone/Fax:** (408) 793-5561  
**E-Mail:** yves.zsutty@sanjoseca.gov  
**Fund Source:** Earmark $675  
Local $7,363  
**Funds ($000):** Total $8,538  
**Last Updated:** 10/22/2014

### Coyote Creek Trail

**Project No:** SCL050083  
**Project Description:** Master Plan, design of 9.8 miles transportation trail, including safety and improvements between SR 237 and Story Rd.  
**Preparing plans for construction from Story to Selma Olinder Park. Plans are at 95%. Funding in place to support construction during summer 2015. Need to seek E-76 from Caltrans for construction and an easement underneath Interstate 280. Negotiating easement at this time.**

<table>
<thead>
<tr>
<th>Field Review</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
</tr>
</thead>
<tbody>
<tr>
<td>ENV</td>
<td>$572</td>
<td>08/09</td>
<td>complete</td>
</tr>
<tr>
<td>Design</td>
<td>$1,077</td>
<td>08/09</td>
<td>9/2008</td>
</tr>
</tbody>
</table>

**Manager Name:** Yves Zsutty  
**Phone/Fax:** (408) 793-5561  
**E-Mail:** yves.zsutty@sanjoseca.gov  
**Fund Source:** Earmark $3,674  
Local $5,095  
RTP-LRP $6,000  
**Funds ($000):** Total $14,769  
**Last Updated:** 10/22/2014
# Programmed Projects Quarterly Monitoring Report
## July-September 2014

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of San Jose</th>
<th>Project Title:</th>
<th>Downtown San Jose Bike Lanes and De-couplet</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL090004</td>
<td>Project Description:</td>
<td>In San Jose: Almaden/Vine couplet conversion</td>
</tr>
<tr>
<td>Fund Source</td>
<td></td>
<td>Field Review</td>
<td>Conceptual design to start early 2015</td>
</tr>
<tr>
<td>Manager Name</td>
<td>John Raaymakers</td>
<td>ROW</td>
<td>$5,000 2018</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-975-3297</td>
<td>Construction</td>
<td>$13,000 2020</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:john.raaymakers@sanjoseca.gov">john.raaymakers@sanjoseca.gov</a></td>
<td></td>
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</table>

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
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</thead>
<tbody>
<tr>
<td>1/2016</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9/2016</td>
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</table>

<table>
<thead>
<tr>
<th>Comments</th>
</tr>
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<tbody>
<tr>
<td>Last Updated: 11/18/2014</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of San Jose</th>
<th>Project Title:</th>
<th>Innovative Bicycle Detection System</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL110016</td>
<td>Project Description:</td>
<td>Identify &quot;best&quot; Bicycle Detection System technology, implement on additional city bikeways.</td>
</tr>
<tr>
<td>Fund Source</td>
<td></td>
<td>Field Review</td>
<td></td>
</tr>
<tr>
<td>Manager Name</td>
<td>Ken Salvail</td>
<td>ROW</td>
<td>$0</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-975-3705</td>
<td>Construction</td>
<td>$1,710 2012</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:ken.salvail@sanjoseca.gov">ken.salvail@sanjoseca.gov</a></td>
<td></td>
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</tr>
<tr>
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</table>

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
</tr>
</thead>
<tbody>
<tr>
<td>5/2012</td>
<td></td>
<td></td>
</tr>
<tr>
<td>pending</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project being reviewed by MTC for conversion to another TDM project.</td>
</tr>
<tr>
<td>Last Updated: 5/8/2014</td>
</tr>
</tbody>
</table>

City of San Jose
### Los Gatos Creek Reach 5 Bridge Crossings

**Manager Name:** Yves Zsutty  
**Phone/Fax:** 408-793-5561  
**E-Mail:** yves.zsutty@sanjoseca.gov

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td></td>
<td></td>
<td>Service order with CH2M-Hill executed. Design work underway. Coordination on-going with Caltrain and DOT regarding complicated intersection of San Carlos Street Bridge, proposed replacement rail bridge and master planned underpass. Awaiting Caltrain bridge proposal so trail design can proceed further. Developing creek restoration plans that supports both trail and bridge.</td>
</tr>
<tr>
<td>Design</td>
<td>$0</td>
<td></td>
<td>TBD</td>
</tr>
<tr>
<td>ROW</td>
<td>$100</td>
<td>2013</td>
<td>TBD</td>
</tr>
<tr>
<td>Construction</td>
<td>$3,000</td>
<td>2015</td>
<td>TBD</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$4,550</strong></td>
<td></td>
<td>E-76 Const (sub/app) 2/23/2012 Last Updated 10/22/2014</td>
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</table>

**Fund Source:**  
CMAQ $1,200  
Local $350  
RTP-LRP $3,000

**Fund Source:**  
CMAQ $350  
Local $628  
STP $2,024

### San Carlos Multimodal Phase 2

**Manager Name:** John Raaymakers  
**Phone/Fax:** 408-975-3299  
**E-Mail:** john.raaymakers@sanjoseca.gov

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td></td>
<td></td>
<td>CON obligated 10/22/2013.</td>
</tr>
<tr>
<td>ENV</td>
<td>$359</td>
<td>2011</td>
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<td>Design</td>
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<tr>
<td>Construction</td>
<td>$2,343</td>
<td>2013</td>
<td>1/2015 2/2016 Funds Expire obligated</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>$2,702</strong></td>
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<td>E-76 Const (sub/app) 6/2013 10/2013 Last Updated 11/18/2014</td>
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</tbody>
</table>

**Fund Source:**  
CMAQ $350  
Local $628  
STP $2,024  
Funds Expire CMAQ PE obligated
## Walk N Roll - Safe Access

**Project No:** SCL110057  
**Project Description:** Encourage and promote pedestrian and bicycle safety along SRTS by installing low cost enhancements.

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Programmed Year</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2013</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Start</strong></td>
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<td></td>
<td></td>
</tr>
<tr>
<td><strong>End</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Comments</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Project was split into two obligations:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. WNR improvements obligated on 8/20/2014.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Fund Source:** CMAQ $568  
Local $85

**Manager Name:** Devin Gianchandani  
**Phone/Fax:** (408) 975-3254  
**E-Mail:** devin.gianchandani@sanjoseca.gov

**Sponsor:** City of San Jose

### Park Avenue Multi-Modal Improvements

**Project No:** SCL110117  
**Project Description:** In San Jose: Improve pedestrian and bicycle facilities along Park Avenue between Hedding and Montgomery Streets.

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Programmed Year</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2012</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Start</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>End</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Fund Source:** Local $364  
STIP-TE $1,456

**Manager Name:** John Raaymakers  
**Phone/Fax:** 408-975-3299  
**E-Mail:** john.raaymakers@sanjoseca.gov

**Sponsor:** City of San Jose

### Field Review completed and PES submitted.  
Currently working on ENV clearance and design.

**Fund Source:** Local $364  
STIP-TE $1,456

**Manager Name:** John Raaymakers  
**Phone/Fax:** 408-975-3299  
**E-Mail:** john.raaymakers@sanjoseca.gov

**Sponsor:** City of San Jose

### Field Review completed and PES submitted.  
Currently working on ENV clearance and design.
<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of San Jose</th>
<th>Project Title:</th>
<th>St. John Street Multi-Modal Improvements - Phase 1</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL110118</td>
<td>Project Description</td>
<td>In San Jose: Improve bicycle and pedestrian facilities along St John Street between North Market Street and North Almaden Boulevard.</td>
<td>Field Review</td>
<td>ENV</td>
<td>2012/13</td>
<td>complete</td>
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<tr>
<td>Fund Source</td>
<td>Local $376 STIP-TE 1,500</td>
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<td>Design</td>
<td>2013</td>
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<tr>
<td>Manager Name</td>
<td>Amy Chan</td>
<td>ROW</td>
<td>$10</td>
<td>2013</td>
<td></td>
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<tr>
<td>Phone/Fax</td>
<td>408-793-6947</td>
<td>Construction</td>
<td>$1,713</td>
<td>2015</td>
<td>Funds Expire 6/30/2015</td>
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</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:amy.chan@sanjoseca.gov">amy.chan@sanjoseca.gov</a></td>
<td><strong>Total</strong></td>
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<td>E-76 Const (sub/app)</td>
<td>2/2015</td>
<td>4/2015</td>
<td>Last Updated 11/18/2014</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of San Jose</th>
<th>Project Title:</th>
<th>San Jose Citywide Bikeway Program</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL130004</td>
<td>Project Description</td>
<td>Fills existing bicycle gaps on a total of 43 segments citywide.</td>
<td>Field Review</td>
<td>ENV</td>
<td>2014</td>
<td></td>
</tr>
<tr>
<td>Fund Source</td>
<td>CMAQ $1,150 Local $306</td>
<td></td>
<td></td>
<td></td>
<td>Design</td>
<td>$0</td>
<td></td>
</tr>
<tr>
<td>Manager Name</td>
<td>John Raaymakers</td>
<td>ROW</td>
<td>$37</td>
<td>2014</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-975-3299</td>
<td>Construction</td>
<td>$1,299</td>
<td>2016</td>
<td>Funds Expire 4/30/2016</td>
<td></td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:john.raaymakers@sanjoseca.gov">john.raaymakers@sanjoseca.gov</a></td>
<td><strong>Total</strong></td>
<td>$1,456</td>
<td>E-76 Const (sub/app)</td>
<td>2/2016</td>
<td>4/2016</td>
<td>Last Updated 11/18/2014</td>
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</table>
# Programmed Projects Quarterly Monitoring Report
## July-September 2014

### San Jose Citywide Pavement Management Program

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of San Jose</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL130005</td>
</tr>
<tr>
<td>Project Description</td>
<td>Rehabilitate and repair approximately 18.7 miles of high volume arterial streets by removing damaged pavement areas and providing a smooth surface course improving safety for vehicles and bicycles.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td></td>
<td>2014</td>
<td>2/2014</td>
<td>8/2014</td>
<td>95% complete on design.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>( \text{Local} $1,572 )</th>
<th>( \text{STP} $11,531 )</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Manager Name</th>
<th>Ricardo Morales</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phone/Fax</td>
<td>408-794-1956</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:ricardo.morales@sanjoseca.gov">ricardo.morales@sanjoseca.gov</a></td>
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### San Jose Citywide SRTS Program

<table>
<thead>
<tr>
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</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL130006</td>
</tr>
<tr>
<td>Project Description</td>
<td>Implement walking route improvements around schools.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>CON moved to 2016.</td>
</tr>
<tr>
<td>ENV</td>
<td>$173</td>
<td>2014</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Design</td>
<td>$0</td>
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<table>
<thead>
<tr>
<th>Fund Source</th>
<th>( \text{CMAQ} $1,150 )</th>
<th>( \text{Local} $1,157 )</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Manager Name</th>
<th>Devin Gianchandani</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phone/Fax</td>
<td>408-975-3254</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:devin.gianchandani@sanjoseca.gov">devin.gianchandani@sanjoseca.gov</a></td>
</tr>
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</table>

| Total | $1,306 | E-76 Const (sub/app) | 2/1/2016 | 4/30/2016 | Last Updated | 10/8/2014 |

| Last Invoice (sub/app) | |

---

City of San Jose
## Jackson Ave Bicycle and Pedestrian Improvements

<table>
<thead>
<tr>
<th>Sponsor: City of San Jose</th>
<th>Project Title: Jackson Ave Bicycle and Pedestrian Improvements</th>
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<tbody>
<tr>
<td>Project No</td>
<td>SCL130007</td>
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</tr>
<tr>
<td>Project Description</td>
<td>Construct pedestrian safety and transit access enhancements along Jackson Avenue.</td>
<td></td>
</tr>
<tr>
<td>Fund Source</td>
<td>CMAQ $1,500, Local $399</td>
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<tr>
<td>Manager Name</td>
<td>John Raaymakers</td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
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<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:john.raaymakers@sanjoseca.gov">john.raaymakers@sanjoseca.gov</a></td>
<td></td>
</tr>
<tr>
<td>Project Milestone</td>
<td>Construction</td>
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</tr>
<tr>
<td>Funds ($000)</td>
<td>$1,139</td>
<td>2015</td>
</tr>
<tr>
<td>Programmed Year</td>
<td>Completed</td>
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</tr>
<tr>
<td>Field Review</td>
<td>Complete</td>
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<tr>
<td>ENV</td>
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<tr>
<td>Design</td>
<td>$570</td>
<td>2014</td>
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<td>Comments</td>
<td>NEPA CE received, near 95% design.</td>
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<td>Comments</td>
<td>Last Updated 11/18/2014</td>
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<tr>
<td>Last Invoice (sub/app)</td>
<td>6/10/2014</td>
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<tr>
<td>E-76 Const (sub/app)</td>
<td>2/2015 4/2015</td>
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<tr>
<td>Funds Expire</td>
<td>4/30/2015</td>
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## San Jose Walk N' Roll Phase 2

<table>
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<tbody>
<tr>
<td>Project No</td>
<td>SCL130008</td>
<td></td>
</tr>
<tr>
<td>Project Description</td>
<td>Non-infrastructure SRTS project</td>
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<tr>
<td>Fund Source</td>
<td>CMAQ $1,000, Toll Credit $115</td>
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</tr>
<tr>
<td>Manager Name</td>
<td>Laura Stuchinsky</td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-975-3226</td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:laura.stuchinsky@sanjoseca.gov">laura.stuchinsky@sanjoseca.gov</a></td>
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</tr>
<tr>
<td>Project Milestone</td>
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</tr>
<tr>
<td>Funds ($000)</td>
<td>$1,115</td>
<td>2014</td>
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<td>Programmed Year</td>
<td>CON obligated 05/28/2014</td>
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<td>Field Review</td>
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<tr>
<td>Design</td>
<td>$0</td>
<td></td>
</tr>
<tr>
<td>Comments</td>
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<tr>
<td>Comments</td>
<td>Last Updated 11/18/2014</td>
<td></td>
</tr>
<tr>
<td>Last Invoice (sub/app)</td>
<td>6/10/2014</td>
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### San Jose Pedestrian Oriented Traffic Safety Signals

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL130010</td>
<td>Traffic signal controlled crossings will be implemented at 6 key intersections.</td>
<td>Field Review</td>
<td>CMAQ $3,000, Local $798</td>
<td>ENV $1,899, 2014</td>
<td>E76 application delayed - anticipating March 1st.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Design</td>
<td>$0, 2014</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>ROW</td>
<td>$0, 2015</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Construction</td>
<td>$1,899, 2015</td>
<td></td>
<td>Funds Expire 4/30/2015</td>
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<td></td>
<td></td>
<td>Total</td>
<td>$3,798</td>
<td>2/2015 - 4/2015</td>
<td>Last Updated 11/18/2014</td>
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</table>

### St. Johns Bikeway and Pedestrian Improvements

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>SCL130011</td>
<td>In San Jose: fill bikeway and sidewalk gaps on St. John Street.</td>
<td>Field Review</td>
<td>CMAQ $1,185, Local $315</td>
<td>ENV $240, 2014</td>
<td>Working on ENV clearance and design-65% complete. CON moved to 2016.</td>
</tr>
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<td></td>
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<td>Design</td>
<td>$0, 2014</td>
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</tr>
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<td></td>
<td></td>
<td>ROW</td>
<td>$75, 2014</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Construction</td>
<td>$1,185, 2016</td>
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<td>Funds Expire 4/30/2016</td>
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<td></td>
<td>Total</td>
<td>$1,500</td>
<td>2/2016 - 4/2016</td>
<td>Last Updated 11/18/2014</td>
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</table>
### Programmed Projects Quarterly Monitoring Report

**July-September 2014**

#### The Alameda Grand Blvd Phase 2

<table>
<thead>
<tr>
<th>Sponsor: City of San Jose</th>
<th>Project Title: The Alameda Grand Blvd Phase 2</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Project No</strong></td>
<td><strong>Project Description</strong></td>
</tr>
<tr>
<td>SCL130012</td>
<td>Extends work on The Alameda that enhances pedestrian and vehicle safety in accordance with the Grand Boulevard Initiative.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td>complete</td>
<td>Working on environmental clearance and design-97% complete. Encroachment permit required.</td>
</tr>
<tr>
<td>ENV</td>
<td>$831</td>
<td>2014</td>
</tr>
<tr>
<td>Design</td>
<td>$0</td>
<td>2014</td>
</tr>
<tr>
<td></td>
<td>4/2014</td>
<td>1/2015</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Manager Name</th>
<th>John Raaymakers</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phone/Fax</td>
<td>408-975-3299</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:john.raaymakers@sanjoseca.gov">john.raaymakers@sanjoseca.gov</a></td>
</tr>
</tbody>
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<table>
<thead>
<tr>
<th><strong>Funds ($000)</strong></th>
<th><strong>Programmed Year</strong></th>
<th><strong>Start mm/yyyy</strong></th>
<th><strong>End mm/yyyy</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ENV</td>
<td>$831</td>
<td>2014</td>
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</tr>
<tr>
<td>Design</td>
<td>$0</td>
<td>2014</td>
<td></td>
</tr>
<tr>
<td></td>
<td>4/2014</td>
<td>1/2015</td>
<td></td>
</tr>
<tr>
<td>ROW</td>
<td>$40</td>
<td>2014</td>
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<tr>
<td><strong>Total</strong></td>
<td>$4,430</td>
<td>2/2015</td>
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</table>

**Last Updated:** 11/18/2014

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### East San Jose Bike/Ped/Transit Connections

<table>
<thead>
<tr>
<th>Sponsor: City of San Jose</th>
<th>Project Title: East San Jose Bike/Ped/Transit Connections</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Project No</strong></td>
<td><strong>Project Description</strong></td>
</tr>
<tr>
<td>SCL130016</td>
<td>Improve the bicycle network in East San Jose by the installation of 42 miles of new bikeways, traffic calming features, public bike racks, bike-friendly signal detection and pavement markings.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>ENV</td>
<td>$75</td>
<td>2014</td>
</tr>
<tr>
<td>Design</td>
<td>$382</td>
<td>2014</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Manager Name</th>
<th>John Raaymakers</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phone/Fax</td>
<td>408-975-3299</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:john.raaymakers@sanjoseca.gov">john.raaymakers@sanjoseca.gov</a></td>
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</table>

<table>
<thead>
<tr>
<th><strong>Funds ($000)</strong></th>
<th><strong>Programmed Year</strong></th>
<th><strong>Start mm/yyyy</strong></th>
<th><strong>End mm/yyyy</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ENV</td>
<td>$75</td>
<td>2014</td>
<td></td>
</tr>
<tr>
<td>Design</td>
<td>$382</td>
<td>2014</td>
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<td>ROW</td>
<td>$75</td>
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<td><strong>Total</strong></td>
<td>$2,532</td>
<td>2/2016</td>
<td>4/2016</td>
</tr>
</tbody>
</table>

**Last Updated:** 11/18/2014
## Programmed Projects Quarterly Monitoring Report

**July-September 2014**

**Project No:** SCL130036

**San Jose Smart Intersections Program**

**Project Title:** Upgrade traffic signal controls at 35 intersections along six miles of Tully Road and Saratoga Avenue.

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of San Jose</th>
<th>Project Title:</th>
<th>San Jose Smart Intersections Program</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>Project Description</td>
<td>Project Milestone</td>
<td>Funds ($000)</td>
</tr>
<tr>
<td>21 of 21</td>
<td>SCL130036</td>
<td>Field Review</td>
<td>Programmed Year</td>
</tr>
<tr>
<td></td>
<td></td>
<td>ENV</td>
<td>2015</td>
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<td>Design</td>
<td>2015</td>
</tr>
<tr>
<td>Fund Source</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>CMAQ $1,150</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Local $157</td>
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</tr>
<tr>
<td>Manager Name</td>
<td>Tina Smith</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-975-3254</td>
<td>Construction</td>
<td>$897</td>
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<td></td>
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<tr>
<td>E-Mail</td>
<td><a href="mailto:justina.smith@sanjoseca.gov">justina.smith@sanjoseca.gov</a></td>
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<td>$1,307</td>
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</table>

**Funds Expire:** 4/30/2015

**Manager Name:** Tina Smith

**Phone/Fax:** 408-975-3254

**E-Mail:** justina.smith@sanjoseca.gov
### Programmed Projects Quarterly Monitoring Report
#### July-September 2014

<table>
<thead>
<tr>
<th>Sponsor: City of Santa Clara</th>
<th>Project Title: Santa Clara Various Streets and Roads Preservation</th>
<th><strong>Project No</strong></th>
<th><strong>Project Milestone</strong></th>
<th><strong>Funds ($000)</strong></th>
<th><strong>Schedule</strong></th>
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<tbody>
<tr>
<td>1 of 2</td>
<td></td>
<td>SCL130038</td>
<td>Project Description</td>
<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Rehabilitation of various roadways in the City of Santa Clara.</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td><strong>Fund Source</strong></td>
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<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Falguni Amin</td>
<td></td>
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<td>408-615-3015</td>
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<td><a href="mailto:famin@santaclaraca.gov">famin@santaclaraca.gov</a></td>
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<td>Under construction.</td>
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<tr>
<th>Sponsor: City of Santa Clara</th>
<th>Project Title: Santa Clara Non-Infrastructure SR2S Phase 2</th>
<th><strong>Project No</strong></th>
<th><strong>Project Milestone</strong></th>
<th><strong>Funds ($000)</strong></th>
<th><strong>Schedule</strong></th>
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<tbody>
<tr>
<td>2 of 2</td>
<td></td>
<td>SCL130039</td>
<td>Project Description</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Develop and implement a comprehensive education and outreach program to promote safe walking, biking and carpooling to and from school for 12 Santa Clara schools.</td>
<td></td>
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<tr>
<td></td>
<td></td>
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<td><strong>Fund Source</strong></td>
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<td>CMAQ $560</td>
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<td></td>
<td></td>
<td></td>
<td><strong>Manager Name</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Marshall Johnson</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td><strong>Phone/Fax</strong></td>
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<td>408-615-3023</td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td><a href="mailto:mjohnson@santaclaraca.gov">mjohnson@santaclaraca.gov</a></td>
<td></td>
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<td><strong>End mm/yyyy</strong></td>
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<td></td>
<td>CON obligated 04/14/2014.</td>
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### Programmed Projects Quarterly Monitoring Report

**July-September 2014**

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of Saratoga</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Highway 9 Safety Improvements (BEP Project)</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Project No</strong></td>
<td>SCL070050</td>
</tr>
<tr>
<td><strong>Project Description</strong></td>
<td>Construct bike/ped safety improvements on SR9 in Saratoga.</td>
</tr>
<tr>
<td><strong>Fund Source</strong></td>
<td>CMAQ S462, HSIP-T3 $900, HSIP-T4 $900, Local $364</td>
</tr>
<tr>
<td><strong>Manager Name</strong></td>
<td>Iveta Harvancik</td>
</tr>
<tr>
<td><strong>Phone/Fax</strong></td>
<td>408-868-1274</td>
</tr>
<tr>
<td><strong>E-Mail</strong></td>
<td><a href="mailto:iharvancik@saratoga.ca.us">iharvancik@saratoga.ca.us</a></td>
</tr>
<tr>
<td><strong>Project Title:</strong></td>
<td>Environmental (ENV) complete</td>
</tr>
<tr>
<td><strong>Programmed Year</strong>: 6/2013</td>
<td><strong>Start date</strong>: 6/2015</td>
</tr>
<tr>
<td><strong>Funds ($000)</strong></td>
<td>$2,626</td>
</tr>
<tr>
<td><strong>Notes</strong>: To be constructed in two phases: First phase (HSIP-T3) complete-final invoice resubmitted Phase 2 (HSIP-T4) Caltrans encroachment permit issued.</td>
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### Saratoga Village Ped Enhancement Phase 2

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<tbody>
<tr>
<td><strong>Project No</strong></td>
<td>SCL110017</td>
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<tr>
<td><strong>Project Description</strong></td>
<td>Pedestrian enhancements in Downtown Saratoga</td>
</tr>
<tr>
<td><strong>Fund Source</strong></td>
<td>CMAQ $1,160 (TLC)</td>
</tr>
<tr>
<td><strong>Manager Name</strong></td>
<td>Macedonio Nunez</td>
</tr>
<tr>
<td><strong>Phone/Fax</strong></td>
<td>408-868-1218</td>
</tr>
<tr>
<td><strong>E-Mail</strong></td>
<td><a href="mailto:mnunez@saratoga.ca.us">mnunez@saratoga.ca.us</a></td>
</tr>
<tr>
<td><strong>Project Title:</strong></td>
<td>Environmental (ENV) complete</td>
</tr>
<tr>
<td><strong>Programmed Year</strong>: 6/2013</td>
<td><strong>Start date</strong>: 5/19/2014</td>
</tr>
<tr>
<td><strong>Funds ($000)</strong></td>
<td>$1,451</td>
</tr>
<tr>
<td><strong>Notes</strong>: Phase 2 started construction April 2014 and will be done November 2014.</td>
<td></td>
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---

City of Saratoga
## Prospect Road Complete Streets

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
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</tr>
</thead>
<tbody>
<tr>
<td>SCL130026</td>
<td>Traffic calming on Prospect Road between Saratoga/Sunnyvale Rd and Lawrence Expressway and on Saratoga Ave between Highway 85 to the City Limits to the north.</td>
<td>4/2014</td>
<td>4/2014</td>
<td>4/2014</td>
<td>Add new project.</td>
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<table>
<thead>
<tr>
<th>Milestone</th>
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<th>Schedule</th>
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<tbody>
<tr>
<td>Design $0</td>
<td>9/2014</td>
<td>10/2015</td>
<td></td>
</tr>
<tr>
<td>ROW $5</td>
<td>10/2015</td>
<td>1/2016</td>
<td></td>
</tr>
</tbody>
</table>

### Sponsor:
City of Saratoga

### Manager Name:
Macedonio Nunez

### Phone/Fax:
408-868-1218

### E-Mail:
mnunez@saratoga.ca.us

### Fund Source:
CMAQ $4,205
Local $560

### Last Updated:
11/17/2014

## Saratoga Village Sidewalk Rehabilitation

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
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</thead>
</table>

<table>
<thead>
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<th>Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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<tbody>
<tr>
<td>Field Review</td>
<td>ENV $19</td>
<td>5/2014</td>
<td>7/2014</td>
</tr>
<tr>
<td>Design $0</td>
<td>5/2014</td>
<td>7/2014</td>
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<tr>
<td>ROW $0</td>
<td>7/2014</td>
<td>8/2014</td>
<td></td>
</tr>
</tbody>
</table>

### Sponsor:
City of Saratoga

### Manager Name:
Macedonio Nunez

### Phone/Fax:
408-868-1218

### E-Mail:
mnunez@saratoga.ca.us

### Fund Source:
CMAQ $162
Local $40

### Last Updated:
11/17/2014
## Hendy Ave Complete Street Improvements

**Project No:** SCL110014  
**Project Description:** Reconstruct Hendy Avenue to provide new and reconstructed sidewalk, bike lanes, and enhanced streetscape features consistent with downtown Sunnyvale design standards.

### Field Review

- **ENV:** $404  
  - **Schedule:** 2011  
  - **Comments:** complete
- **Design:** $0  
  - **Schedule:**  
  - **Comments:** complete

### Construction

- **Funds ($000):** $2,346  
  - **Schedule:** 2014
- **Manager Name:** Nasser Fakih  
  - **E-Mail:** nfakih@ci.sunnyvale.ca.us

### Schedule

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
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<tbody>
<tr>
<td>2012</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>2014</td>
<td></td>
<td></td>
<td></td>
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</tbody>
</table>

### Fund Source

- **CMAQ:** $1,460  
- **Local:** $873  
- **STP:** $617

### Sponsor

**City of Sunnyvale**

**Manager Name:** Nasser Fakih  
**Phone/Fax:** 408-730-7617/408-730-7619  
**E-Mail:** nfakih@ci.sunnyvale.ca.us

### Last Updated

- **10/29/2014**

## Sunnyvale/Saratoga Road Bike/Ped Safety Enhancements

**Project No:** SCL130028  
**Project Description:** On Sunnyvale-Saratoga Road, install pedestrian signal and modify intersection to eliminate free right turns and reduce crosswalk length.

### Field Review

- **ENV:** $90  
  - **Schedule:** 2015
- **Design:** $0  
  - **Schedule:** 2/2015

### Construction

- **Funds ($000):** $524  
  - **Schedule:** 2016
- **Manager Name:** Nasser Fakih  
  - **E-Mail:** nfakih@ci.sunnyvale.ca.gov

### Schedule

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
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</thead>
<tbody>
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<td>2014</td>
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</table>

### Fund Source

- **CMAQ:** $162  
- **Local:** $21

### Sponsor

**City of Sunnyvale**

**Manager Name:** Nasser Fakih  
**Phone/Fax:** 408-730-7617/408-730-7619  
**E-Mail:** nfakih@ci.sunnyvale.ca.gov

### Last Updated

- **11/12/2014**

### Last Invoice (sub/app)

- **8/25/2014**  
- **1/31/2015**
- **11/12/2014**
### Fair Oaks Avenue Bikeway and Streetscape

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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<tbody>
<tr>
<td>SCL130029</td>
<td>In Sunnyvale: On three separate section of Fair Oaks Avenue, construct bike lanes and associated medians.</td>
<td>Field Review</td>
<td></td>
<td></td>
<td>City to perform space allocation study prior to proceeding with design. CON scheduled to be deferred to 2017.</td>
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<tr>
<td></td>
<td></td>
<td>ENV</td>
<td>$174</td>
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<td>$0</td>
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<td>Construction</td>
<td>$1,036</td>
<td>2017</td>
<td>Funds Expire 4/30/2016</td>
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<td>Total</td>
<td>$1,210</td>
<td>E-76 Const (sub/app) 2/2017 4/2017 Last Updated 11/12/2014 Last Invoice (sub/app)</td>
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### Maude Avenue Bikeway and Streetscape

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>SCL130030</td>
<td>In Sunnyvale, on Maude Avenue between Mathilda Avenue and Fair Oaks Avenue, install medians, modify roadway geometry and stripe bike lanes.</td>
<td>Field Review</td>
<td></td>
<td></td>
<td>TIP amendment in progress to revise scope and schedule.</td>
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<td>ENV</td>
<td>$135</td>
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<td>$695</td>
<td>2017</td>
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<td>Total</td>
<td>$830</td>
<td>E-76 Const (sub/app) 2/2016 4/2016 Last Updated 11/12/2014 Last Invoice (sub/app)</td>
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### Sunnyvale East and West Channel Trails

**Sponsor:** City of Sunnyvale  
**Project No:** SCL130031  
**Project Description:** In Sunnyvale, construct multi-use paved trails on four segments of drainage channels.

| Fund Source | CMAQ $3,440  
Local $1,305 |
|-------------|---------------|
| Manager Name | Nasser Fakih  
**Phone/Fax:** 408-730-7617/408-730-7619  
**E-Mail:** nfakih@sunnyvale.ca.gov |
| Fund Source | CMAQ $1569  
Local $331 |
| Manager Name | Nasser Fakih  
**Phone/Fax:** 408-730-7617/408-730-7619  
**E-Mail:** nfakih@sunnyvale.ca.gov |

<table>
<thead>
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<th>Comments</th>
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<td>Design in progress. SC Water District will advertise for construction after obtaining permits and E76.</td>
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<td>Last Invoice (sub/app)</td>
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### Sunnyvale SRTS Ped Infrastructure Improvements

**Sponsor:** City of Sunnyvale  
**Project No:** SCL130032  
**Project Description:** In Sunnyvale: Construct sidewalks, bulb-outs, and curb ramps; install in-pavement crosswalk lights, signs, and pavement markings; upgrade (reduce) corner radius.

| Fund Source | CMAQ $1569  
Local $331 |
|-------------|---------------|
| Manager Name | Nasser Fakih  
**Phone/Fax:** 408-730-7617/408-730-7619  
**E-Mail:** nfakih@sunnyvale.ca.gov |
| Fund Source | CMAQ $1569  
Local $331 |
| Manager Name | Nasser Fakih  
**Phone/Fax:** 408-730-7617/408-730-7619  
**E-Mail:** nfakih@sunnyvale.ca.gov |

<table>
<thead>
<tr>
<th>Project Milestone</th>
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<th>Schedule</th>
<th>Comments</th>
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</thead>
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<td>End mm/yyyy</td>
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<td>Field Review</td>
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<tr>
<td>Sponsor:</td>
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<td>Project Title:</td>
<td>Duane Avenue Roadway Preservation</td>
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<td>SCL130033</td>
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<tr>
<td>Local $223</td>
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<td>E-Mail</td>
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<td>Total</td>
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<tr>
<td><a href="mailto:nfakih@sunnyvale.ca.gov">nfakih@sunnyvale.ca.gov</a></td>
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<td>8/2015</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Last Updated</td>
<td>10/29/2014</td>
</tr>
</tbody>
</table>

Moving CON funding to 2016. Consultant proposal review in progress.

Project Description:
In Sunnyvale, rehabilitate Duane Avenue pavement, curb and gutter between San Juan Avenue and Stewart Drive.
## Programmed Projects Quarterly Monitoring Report

**July-September 2014**

### San Tomas Expressway Box Culvert Rehabilitation

- **Project No:** SCL090002
- **Project Description:** Environmental clearance, and construction for rehabilitating the box culvert under San Tomas Expressway.
- **Fund Source:**
  - **Earmark:** $490
  - **Local:** $1,277
  - **STP:** $7,850
- **Manager Name:** Gamini Rajapakse/Dawn Cameron
- **Phone/Fax:** 408-573-2497/408-573-2465
- **E-Mail:** gamini.rajapakse@dawn.cameron@rda.sccgov.org
- **Sponsor:** County of Santa Clara

<table>
<thead>
<tr>
<th>Milestone</th>
<th>Funds ($000)</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Programmed Year</strong></td>
<td><strong>Schedule</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Field Review</strong></td>
<td><strong>ENV</strong> $25,000</td>
<td>2009</td>
<td>complete</td>
<td></td>
</tr>
<tr>
<td><strong>Design</strong></td>
<td>$725,000</td>
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<tr>
<td><strong>Construction</strong></td>
<td>$8,867,000</td>
<td>2013</td>
<td>5/2013</td>
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<td><strong>Total</strong></td>
<td><strong>$9,617,000</strong></td>
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</table>

**Last Updated:** 10/30/2014

### East San Jose Pedestrian Improvements

- **Project No:** SCL110121
- **Project Description:** Fill in sidewalk gaps and provide ADA enhancements within existing rights-of-way on various roads.
- **Manager Name:** Sadegh Sadeghi/Dawn Cameron
- **Phone/Fax:** 408-494-1335/408-573-2465
- **E-Mail:** sadegh.sadeghi@dawn.cameron@rda.sccgov.org
- **Sponsor:** County of Santa Clara

<table>
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<tr>
<th>Milestone</th>
<th>Funds ($000)</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
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</tr>
</thead>
<tbody>
<tr>
<td><strong>Programmed Year</strong></td>
<td><strong>Schedule</strong></td>
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<tr>
<td><strong>Field Review</strong></td>
<td><strong>ENV</strong> $0</td>
<td>5/2014</td>
<td>12/2014</td>
<td></td>
</tr>
<tr>
<td><strong>Design</strong></td>
<td>$210</td>
<td>2013</td>
<td>5/2013</td>
<td>2/2015</td>
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<td><strong>Construction</strong></td>
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<td>3/2015</td>
<td>7/2015</td>
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<td><strong>$2,550</strong></td>
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</table>

**Last Updated:** 10/30/2014

**Funds Expire awarded**

At 95% design level and will easily make Feb. 1 E76 submission deadline.
## Programmed Projects Quarterly Monitoring Report
July-September 2014

### Santa Clara County Non Infrastructure SRTS Program

**Project No**: SCL130021  
**Project Title**: Non-infrastructure SRTS education and encouragement services for schools.  
**Obligated**: 8/21/2014.  

<table>
<thead>
<tr>
<th>Project Milestone</th>
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<th>Schedule</th>
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</thead>
<tbody>
<tr>
<td><strong>Field Review</strong></td>
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<tr>
<td><strong>ENV</strong></td>
<td>$0</td>
<td></td>
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</tr>
<tr>
<td><strong>Design</strong></td>
<td>$0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Fund Source**:  
- CMAQ $838  
- Local $08  

**Manager Name**: Bonnie Broderick  
**Phone/Fax**: (408) 793-2700  
**E-Mail**: Bonnie.Broderick@phd.sccgov.org  

**Total**: $946  
**Fund Source**:  
- E-76 Const (sub/app) $4,994  
- Last Invoice (sub/app)  

**Last Updated**: 10/17/2014

### San Tomas Aquino Spur Trail Multi-Use Trail Phase 2

**Project No**: SCL130022  
**Project Title**: Construct an extension of the San Tomas Aquino Spur Trail (a Class I bicycle/pedestrian trail) on the west side of San Tomas Expressway from SR 82 (El Camino Real) to Homestead Road.  

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
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</tr>
</thead>
<tbody>
<tr>
<td><strong>Field Review</strong></td>
<td></td>
<td>9/2013</td>
<td></td>
</tr>
<tr>
<td><strong>ENV</strong></td>
<td>$400</td>
<td>8/2013</td>
<td>5/2014</td>
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<tr>
<td><strong>Design</strong></td>
<td>$0</td>
<td>1/2012</td>
<td>3/2014</td>
</tr>
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**Fund Source**:  
- CMAQ $1,884  
- Local $1,760  
- TAP $1,350  

**Manager Name**: Dawn Cameron/Craig Petersen  
**Phone/Fax**: 408-573-2465/408-573-2490  
**E-Mail**: dawn.cameron/craig.petersen@rd.sccgov.org  

**Total**: $5,394  
**Fund Source**:  
- E-76 Const (sub/app) $4,994  
- Last Invoice (sub/app)  

**Last Updated**: 10/30/2014

Working on finishing NEPA clearance, ROW certification and submitting the E-76 package by Feb. 1.
# Programmed Projects Quarterly Monitoring Report
## July-September 2014

### Project: Capitol Expressway ITS and Bike/Ped Improvements
**Project No:** SCL130037  
**Capitol Expressway ITS and Bike/Ped Improvements**

- **Consultant contract for PE phase awarded August 2014. Preparing 35% plans & specs.**

<table>
<thead>
<tr>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Field Review</td>
<td></td>
<td>9/2013</td>
<td>12/2013</td>
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<tr>
<td>ENV</td>
<td>$0</td>
<td>5/2014</td>
<td>11/2014</td>
</tr>
<tr>
<td>Design</td>
<td>$1,434</td>
<td>2014</td>
<td>6/2015</td>
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<td>Field Review</td>
<td></td>
<td>9/2013</td>
<td>12/2013</td>
</tr>
<tr>
<td>ENV</td>
<td>$0</td>
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<td>11/2014</td>
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<tr>
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<td>$1,434</td>
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</tr>
<tr>
<td>Construction</td>
<td>$8,700</td>
<td>2016</td>
<td>12/2017</td>
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<tr>
<td>Total</td>
<td>$10,134</td>
<td>E-76 Const (sub/app)</td>
<td>2/2016</td>
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<tr>
<td>Last Invoice (sub/app)</td>
<td></td>
<td>10/17/2014</td>
<td>Last Updated</td>
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</tbody>
</table>

**Fund Source**
- CMAQ $6,085  
- Local $4,049  
- E-76 Const (sub/app) $6,085  
- Local $4,049

**Manager Name**
- Dawn Cameron/Bill Yeung

**Phone/Fax**
- 408-573-2465/408-494-1309

**E-Mail**
- dawn.cameron/bill.yeung@rda.scgov.org

**Fund Source**
- CMAQ $6,085  
- Local $4,049

**Funds Expire**
- 4/30/2016

**Last Updated**
- 11/5/2014

**Comments**

---

**Project Description**

In San Jose: Install Intelligent Transportation System infrastructure, fill in sidewalk gaps, install pedestrian sensors and bike detection at all intersections and implement traffic responsive and adaptive signal timing.
<table>
<thead>
<tr>
<th>Sponsor: Town of Los Altos Hills</th>
<th>Project Title: El Monte Road Preservation</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Project No</strong></td>
<td><strong>Project Description</strong></td>
</tr>
<tr>
<td>SCL130013</td>
<td>Rehabilitate El Monte Road Pavement.</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Manager Name</td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td></td>
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**Fund Source**

Local S164
STP S186

**Manager Name**

John Chau

**Funds Expire**

4/30/2015

**Last Updated**

10/20/2014
<table>
<thead>
<tr>
<th>Sponsor:</th>
<th><strong>Town of Los Gatos</strong></th>
<th>Project Title:</th>
<th><strong>Hillside Road Preservation</strong></th>
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<tbody>
<tr>
<td><strong>1 of 1</strong></td>
<td><strong>SCL130014</strong></td>
<td><strong>Project No</strong></td>
<td>Fund Source</td>
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<tr>
<td><strong>Project Description</strong></td>
<td><strong>Project Milestone</strong></td>
<td><strong>Funds ($000)</strong></td>
<td><strong>Schedule</strong></td>
</tr>
<tr>
<td>Base repairs and resurfacing on Shannon Road from Los Gatos Blvd to Hicks Road.</td>
<td>Field Review</td>
<td>2013</td>
<td>Start mm/yyyy</td>
</tr>
<tr>
<td></td>
<td>ENV</td>
<td>2013</td>
<td>7/2014</td>
</tr>
<tr>
<td></td>
<td>Design</td>
<td>$0</td>
<td>2013</td>
</tr>
<tr>
<td><strong>Manager Name</strong></td>
<td>Lisa Petersen</td>
<td><strong>ROW</strong></td>
<td>$0</td>
</tr>
<tr>
<td><strong>Phone/Fax</strong></td>
<td>408.399-5773/408.354-8529</td>
<td><strong>Construction</strong></td>
<td>$139</td>
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<tr>
<td><strong>E-Mail</strong></td>
<td><a href="mailto:lpetersen@losgatosca.gov">lpetersen@losgatosca.gov</a></td>
<td><strong>Total</strong></td>
<td>$157</td>
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<td></td>
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</tbody>
</table>

Town of Los Gatos
# Programmed Projects Quarterly Monitoring Report
## July-September 2014

### I-880/Stevens Creek Interchange Improvements

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Fund Source</th>
<th>Manager Name</th>
<th>Phone/Fax</th>
<th>E-Mail</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL070002</td>
<td>Interchange improvements at the I-280/I-880/Stevens Creek Blvd interchange.</td>
<td>CMIA $41,275</td>
<td>Ven Prasad</td>
<td>408-321-5647</td>
<td><a href="mailto:ven.prasad@vta.org">ven.prasad@vta.org</a></td>
<td>2012</td>
<td>7/2012</td>
<td>12/2014</td>
<td>Under construction.</td>
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#### Field Review

<table>
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<tbody>
<tr>
<td>ENV</td>
<td></td>
<td>$1,200</td>
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<td>complete</td>
</tr>
<tr>
<td>Design</td>
<td></td>
<td>$7,700</td>
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<td>complete</td>
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</tbody>
</table>

#### Total Funds ($000)

- **ENV**: $62,720
- **Construction**: $49,740
- **Total**: $112,460

Last Updated: 8/16/2013

### Route 152 new alignment

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Fund Source</th>
<th>Manager Name</th>
<th>Phone/Fax</th>
<th>E-Mail</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
<th>End mm/yyyy</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL090016</td>
<td>Route 152 new alignment from Rte 101 to Rte 156. Realign highway and evaluate route management strategies, including potential roadway pricing. Also includes SR152 “trade corridor” study from 101 to I-6.</td>
<td>BP $52</td>
<td>Gene Gonzalo</td>
<td>408-952-4236</td>
<td><a href="mailto:gene.gonzalo@vta.org">gene.gonzalo@vta.org</a></td>
<td>2012</td>
<td>5/2008</td>
<td>3/2018</td>
<td>VTA is requesting additional funding from CTC to continue project efforts, including PA/ED. An additional $20 million is needed to complete the environmental clearance.</td>
</tr>
</tbody>
</table>

#### Field Review

<table>
<thead>
<tr>
<th>Milestone</th>
<th>Programmed Year</th>
<th>Start mm/yyyy</th>
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<tbody>
<tr>
<td>ENV</td>
<td></td>
<td>$13</td>
<td>08/09</td>
<td>3/2018</td>
</tr>
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</table>

#### Total Funds ($000)

- **ENV**: $18

Last Updated: 10/28/2014
<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>VTA</th>
<th>Project Title:</th>
<th>SR 85 Express Lanes</th>
</tr>
</thead>
<tbody>
<tr>
<td>3 of 7</td>
<td>Project No</td>
<td>SCL090030</td>
<td>Project Description</td>
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<tr>
<td>Fund Source</td>
<td>ARRA $3,300,000</td>
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<td>Earmark $1,500,000</td>
</tr>
<tr>
<td>Manager Name</td>
<td>Maren Schram</td>
<td></td>
<td>ROW</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-952-4214</td>
<td></td>
<td>Construction</td>
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<td>E-Mail</td>
<td><a href="mailto:maren.schram@vta.org">maren.schram@vta.org</a></td>
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<td>Total</td>
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</table>

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>VTA</th>
<th>Project Title:</th>
<th>Santa Clara Caltrain Station Bike/Ped Tunnel</th>
</tr>
</thead>
<tbody>
<tr>
<td>4 of 7</td>
<td>Project No</td>
<td>SCL090031</td>
<td>Project Description</td>
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<tr>
<td>Fund Source</td>
<td>CMAQ $2,719</td>
<td></td>
<td>Local $11,049</td>
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<tr>
<td>Manager Name</td>
<td>Ken Ronsse</td>
<td></td>
<td>ROW</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>(408) 952-4129</td>
<td></td>
<td>Construction</td>
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<tr>
<td>E-Mail</td>
<td><a href="mailto:ken.ronsse@vta.org">ken.ronsse@vta.org</a></td>
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<td>Total</td>
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</table>
### Regional Planning Activities and PPM - Santa Clara

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Milestone</th>
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<th>Schedule</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>SCL090035</td>
<td>Santa Clara: Regional Planning Activities and Planning, Programming and Monitoring</td>
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</tr>
</tbody>
</table>

**Fund Source**

- STIP $3,478
- STP $4,000

**Manager Name**

Amin Surani

**Phone/Fax**

(408) 546-7989

**E-Mail**

amin.surani@vta.org

**Fund Source**

- STIP $3,478
- STP $4,000

**Manager Name**

Lam Trinh

**Phone/Fax**

408-952-4217

**E-Mail**

lam.trinh@vta.org

---

### US 101 Express Lanes

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>SCL110002</td>
<td>Implement roadway pricing on US 101 carpool lanes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Fund Source**

- VTA LPR $8,480

**Manager Name**

Lam Trinh

**Phone/Fax**

408-952-4217

**E-Mail**

lam.trinh@vta.org

**Project Title:**

- E-76 Const (sub/app)
- VTA LPR $8,480

**Schedule**

- Programmed Year
  - Start mm/yyyy: 2010
  - End mm/yyyy: 5/2015

**Comments**

- PSR-PDS for Project Initiation Documents (PID) Phase approved in August 2012. Project continues PA/ED Phase.

---

**Last Updated**

2/2/2010

---

**Last Updated**

11/12/2014
## Programmed Projects Quarterly Monitoring Report

### July-September 2014

**Project Title:** SR 237 Express Lanes: Zanker Rd to Mathilda Ave

<table>
<thead>
<tr>
<th>Sponsor: VTA</th>
<th>Project Milestone</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>SR 237 Express Lanes: Zanker Rd to Mathilda Ave</strong></td>
<td><strong>Programmed Year</strong></td>
<td><strong>Start mm/yyyy</strong></td>
<td><strong>End mm/yyyy</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Field Review</strong></td>
<td><strong>2013</strong></td>
<td><strong>1/2016</strong></td>
<td><strong>3/2015</strong></td>
<td></td>
</tr>
<tr>
<td><strong>ENV</strong></td>
<td><strong>$3,500</strong></td>
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<td>3/2015</td>
</tr>
<tr>
<td><strong>Design</strong></td>
<td><strong>$2,664</strong></td>
<td>2013</td>
<td>7/2014</td>
<td>12/2015</td>
</tr>
</tbody>
</table>

**Manager Name:** Lam Trinh  
**Phone/Fax:** (408) 952-4217  
**E-Mail:** lam.trinh@vta.org

**Project Description:** Implement roadway pricing on SR 237 carpool lane; extending the Express Lanes on SR 237 to Mathilda Avenue.

**Fund Source:**
- Local $4,564
- RTP-LRP $13,903
- VPPP $1,600

**Funds (Local, RTP-LRP, VPPP) ($000):**
- ENV Local $4,564  
- ENV RTP-LRP $13,903  
- ENV VPPP $1,600

**Total Funds ($000):** $20,067

**Last Updated:** 11/12/2014

**Last Invoice (sub/app):**
- E-76 Const (sub/app)

**Last Updated:** 11/12/2014
Programmed Projects Quarterly Monitoring Report

Attachment C

List of Acronyms

ABAG - Association of Bay Area Governments
ABCD - Across Barrier Connections
AC - Asphalt Concrete
ACE - Altamont Commuter Express
ADA - Americans with Disabilities Act
ARRA - American Recovery and Reinvestment Act
BART - Bay Area Rapid Transit
BEP - Bicycle Expenditure Program
BRT - Bus Rapid Transit
BDT - VTA Bicycle Technical Guidelines
CDT - VTA Community Design & Transportation
CEQA - California Environmental Quality Act
CIP - Capital Improvement Program
CMAQ - Congestion Mitigation and Air Quality Improvement Program
CMIA - Corridor Mobility Improvement Account
CMP - Congestion Management Program
CTC - California Transportation Commission
CUP - Conditional Use Permit
CWC - Citizen Watchdog Committee
DASH - San Jose Downtown Area Shuttle
DEIR - Draft Environmental Impact Report
DU/AC - Dwelling Units Per Acre
E76 - Formally called "Authorization to Proceed"
EIR - Environmental Impact Report
EIS - Environmental Impact Statement
ER - Environmental Review
FAR - Floor Area Ratio
FEIR - Final Environmental Impact Report
GPA - General Plan Amendment
HBRR - Highway Bridge Replacement and Rehabilitation
HOV - High Occupancy Vehicle
HPP - High Priority Project
HSR - High-Speed Rail
IS - Initial Study
ITS - Intelligent Transportation System
LPR - Local Program Reserve
LRT - Light Rail Transit
LU/ TD - Land Use / Transportation Diagram
MND - Mitigated Negative Declaration
MTC - Metropolitan Transportation Commission
ND - Negative Declaration
NEPA - National Environmental Policy Act
NOI - Notice of Intent
NOP - Notice of Preparation
NPDES - National Pollution Discharge Elimination System
PCC - Portland Concrete Cement
PDR - Planned Development Rezoning
PE - Preliminary Engineering
PTG - VTA Pedestrian Technical Guidelines
PUC - Public Utilities Commission
PUD - Planned Urban Development
R&D - Research & Development
RFP - Request for Proposals
ROW - Right-Of-Way
RTP/LRP - Long Range Undefined Funds
SCVWD - Santa Clara Valley Water District
SF - Square Foot
SHOPP - State Highway Operation and Protection Program
SPA - Specific Plan Amendment
STIP - State Transportation Improvement Program
STP - Surface Transportation Program
SVRT - Silicon Valley Rapid Transit
SVRRC - Silicon Valley Rapid Transit Corridor
SWPPP - Storm Water Pollution Prevention Program
TDM - Transportation Demand Management
TE - Transportation Enhancements
TFCA - Transportation Fund for Clean Air
TIA - Transportation Impact Analysis
TOD - Transit-Oriented Development
UPRR - Union Pacific Railroad
VPPP - Value Pricing Pilot Program
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Director of Engr. & Trans. Infrastructure Dev., Carolyn M. Gonot


FOR INFORMATION ONLY

BACKGROUND:

Please find attached the Semi-Annual Report for the Transit Capital Projects ending September 30, 2014. Highlights for this reporting period (summarized in Exhibit A) include the following accomplishments:

- FY13 Bus Stop Improvements contract was awarded to the lowest responsible bidder at the June 2014 Board meeting. Construction is expected to be completed by October 2014.

- Transit Center Park & Ride contract was awarded at the August 2014 Board meeting. Field construction is expected to start in early October and will be completed by January 2015.

- The construction contract for Structural Repair to Light Rail Bridges and Structures was awarded at the April 2014 Board meeting. Construction started in June and is expected to be completed by December 2014.

- Rail Rehabilitation work is ongoing and construction is expected to be completed by July 2015.

- The Phase 1 (TPSS-3, 4, new 15A) of the Traction Power Substation Replacement (TPSS) project is in progress. TPSS #3 has been installed; TPSS#15 will be delivered in October 2014 and TPSS #04 in December 2014. TPSS Replacement Phase 2 (TPSS-1, TPSS-5 and TPSS-14) is also in progress. TPSS #1 is in service as of August 2014. TPSS #14 is expected to be delivered in December 2014 and TPSS #5 by January 2015.

- The construction contract for the Reconfiguration of the Building B lobby and Training Rooms was advertised for bids in September 2014. Construction will start in November
2014 and is planned for completion by January 2015.

- CCTV Surveillance Equipment FY14 contract was awarded at the June 2014 Board meeting. Construction started in June and is expected to be completed by November 2014.

- Construction for the Phase 1 of the CCTV Surveillance Equipment FY13 started in October 2013 and will be completed by October 2014. Phase 2 was advertised for bids in June 2014 and awarded at the October 2014 Board meeting. Construction will start in late October 2014 and will be completed by January 2015.

- Passenger Safety Improvements contract to install fencing and barriers was awarded to Granite Rock Company for $1,170,202 at the August 2014 VTA Board meeting. Construction is expected to start in November 2014.

The goal of this report is to communicate overall progress in a simple yet informative manner. We look forward to your continued feedback on this report as VTA’s capital program moves forward.

**STANDING COMMITTEE ACTION/RECOMMENDATION:**

The Transit Planning & Operations Committee did not consider this item at its December 18, 2014 meeting as the meeting was cancelled.

Prepared By: Suja Prasad, Sr. Cost & Schedule Coordinator
Memo No. 4760
Semi-Annual Report
September 2014
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SECTION 1.0
EXECUTIVE SUMMARY AND
PROJECT COSTS
SECTION 1.0
EXECUTIVE SUMMARY AND PROJECT COSTS

A. EXECUTIVE SUMMARY

The Transit Capital Projects are comprised of diverse efforts that include upgrades to passenger facilities, maintenance of public-facing light rail and bus infrastructure, upgrades and improvements of fueling facilities, improvements to system-wide security, and energy efficiency initiatives. The prioritization of projects and the allocation of funding have always focused on advancing the most needed upgrades and repairs, and this Semi-Annual report was conceived to better communicate the scope and progress of these projects.

VTA is maintaining the required capital infrastructure investment while creatively leveraging federal and state revenue sources. This includes using State Proposition 1B funds to provide matching funding for federal rail grants that will pay for rail, substation, and overhead catenary rehabilitation and replacement. In addition, federal and state security funding is utilized to pay for a series of security improvements including closed-circuit television and facility perimeter fencing.

Project activities during the six-month period covered by this progress report include:

- **FY13 Bus Stop Improvements** contract was awarded to the lowest responsible bidder JJR Construction Inc. in the amount of $266,699 at the June 2014 VTA Board meeting. Construction is expected to be completed by October 2014.

- **Transit Center Park & Ride** contract was awarded to QLM Inc. for $356,181 at the August 2014 VTA Board meeting. Field construction is expected to start in early October and will be completed by January 2015.

- The construction contract for **Structural Repair to Light Rail Bridges and Structures** was awarded to George Bianchi Construction for $753,774 at the April 2014 VTA Board meeting. Construction started in June and is expected to be completed by December 2014.

- **Rail Rehabilitation** work is ongoing under the contract awarded to Shimmick Construction Company in January 2014. Construction is expected to be completed by July 2015.

- The **Phase 1** (TPSS-03, 04, new 15A) of the **Traction Power Substation Replacement (TPSS)** project is in progress. TPSS #3 has been installed and is expected to be in service in October 2014. TPSS#15 will be delivered in October 2014 and TPSS #04 in December 2014. **TPSS Replacement Phase 2** (TPSS-01, TPSS-05 and TPSS-14) is also in progress. TPSS #1 has been installed and is in service as of August 2014. TPSS #14 is expected to be delivered in December 2014 and TPSS #5 by January 2015.
- The construction contract for the **Reconfiguration of the Building B lobby and Training Rooms** was advertised for bids in September 2014. Construction will start in November 2014 and is planned for completion by January 2015.

- **CCTV Surveillance Equipment FY14** contract was awarded to Cal Coast Telecom for $1,099,858 at the June 2014 VTA Board meeting. Construction started in June and is expected to be completed by November 2014.

- Construction for the Phase 1 of the **CCTV Surveillance Equipment FY13** started in October 2013 and will be completed by October 2014. Phase 2 was advertised for bids in June 2014 and awarded at the October 2014 VTA Board meeting. Construction will start in late October 2014 and will be completed by January 2015.

- **Passenger Safety Improvements** contract to install fencing and barriers was awarded to Granite Rock Company for $1,170,202 at the August 2014 VTA Board meeting. Construction is expected to start in November 2014.
B. PROJECT APPROPRIATIONS

Figure 1.1 on Page 1-5 shows the prior and current period appropriations for each group of Facilities Projects. During this period, facilities project appropriations had a net increase of $5.6 million to a new total of $127.3 million. The net change in appropriations does not include projects closed during the last 6 months. Changes in appropriations during the report period are discussed below:

Changes in Appropriations

1. Passenger Facilities Projects
   The appropriation increased by $1.0 million to a new amount of $3.2 million due to the following:

   a. New project Bus Stop Improvements FY14 (P-0835) was added when $0.5 million FY14 funds were secured. FY15 budget of $0.5 million is yet to be secured.

2. Maintenance of Way Projects
   The appropriation increased by $0.2 million to a new amount of $97.6 million due to the following:

   a. The authorized budget for Traction Power Substation (P-0689) project increased by $0.2 million to a total of $20.3 million as remaining funds in P-0641 Upgrade LR Station Public Address System was transferred to P-0689 prior to closing out the project.

3. LRV/Bus Facilities Projects
   The appropriation increased by a total of $1.9 million to a new amount of $14.5 million due to the following:

   a. The authorized budget for the LRV Maintenance Shop Hoist (P-0777) project increased by $1.17 million to a total of $4.6 million. The initial assessment of this project included a project estimate of $5,000,000 which presented a budget shortfall of $1.6 million. $1.2 million (same grant) was transferred from P-0707 Guadalupe OCS Rehab/Replacement project. The remaining shortfall will be requested in the FY16/17 budget cycle.

   b. Additional $0.7 million was added to the program with the transfer of Pavement Management Program-FY09 (P-0675) from Operations.

4. Security Projects
   The appropriation increased by $2.4 million to a new amount of $12 million due to the following:

   a. CCTV Projects – The authorized budget for CCTV Surveillance Equipment FY 13 (P-0816) increased by $0.3 million. Under run from another CCTV related project (P-0815) under Technology Division was transferred to P-0816. A new construction contract is under construction using these funds. In addition, new project CCTV Surveillance Equipment (P-0892) was added to the program when $2.1 million of Prop 1B funds were secured for new CCTV installation.
### Figure 1.1
Facilities Projects Appropriations

<table>
<thead>
<tr>
<th>Project/Category</th>
<th>a Previous Appropriation Through FY14 Mar-14</th>
<th>b Current Appropriation Through FY15 Sep-14</th>
<th>c = (b - a) Changes This Period</th>
<th>d Text Reference</th>
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<td><strong>Passenger Facilities Projects</strong></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Bus Stop/Transit Center/Utility Improvements</td>
<td>$2.2</td>
<td>$3.2</td>
<td>$1.0</td>
<td>1.a</td>
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<tr>
<td>Total</td>
<td>$2.2</td>
<td>$3.2</td>
<td>$1.0</td>
<td></td>
</tr>
<tr>
<td><strong>Maintenance of Way Projects</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bridge Repairs/Hamilton Structure Stabilization</td>
<td>$1.7</td>
<td>$1.7</td>
<td>$0.0</td>
<td></td>
</tr>
<tr>
<td>Lt. Rail Signal/Communications Improvements</td>
<td>$5.7</td>
<td>$5.7</td>
<td>$0.0</td>
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<tr>
<td>Guadalupe Platforms Retrofit</td>
<td>$26.9</td>
<td>$26.9</td>
<td>$0.0</td>
<td></td>
</tr>
<tr>
<td>Rail Rehabilitation</td>
<td>$24.1</td>
<td>$24.1</td>
<td>$0.0</td>
<td></td>
</tr>
<tr>
<td>Green Facility Improvements</td>
<td>$5.2</td>
<td>$5.2</td>
<td>$0.0</td>
<td></td>
</tr>
<tr>
<td>Track Intrusion Abatement/Prevention</td>
<td>$3.5</td>
<td>$3.5</td>
<td>$0.0</td>
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<td>Traction Power/OCS Improvements</td>
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<td>$30.5</td>
<td>$0.2</td>
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<tr>
<td>Total</td>
<td>$97.4</td>
<td>$97.6</td>
<td>$0.2</td>
<td></td>
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<td><strong>LRV/Bus Facilities Projects</strong></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Light Rail Maintenance Facility Upgrades</td>
<td>$6.6</td>
<td>$7.7</td>
<td>$1.2</td>
<td>3.a</td>
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<td>Bus Maintenance Facility Upgrades</td>
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<td>$5.2</td>
<td>$0.7</td>
<td>3.b</td>
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<td>Other Facilities Upgrades</td>
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<td>$1.6</td>
<td>$0.0</td>
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<tr>
<td>Total</td>
<td>$12.7</td>
<td>$14.5</td>
<td>$1.9</td>
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<tr>
<td>CCTV Projects</td>
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<td>$6.0</td>
<td>$2.4</td>
<td>4.a</td>
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<td>LR Signal/Communications Improvements</td>
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<tr>
<td>Passenger Safety Improvements</td>
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<td>$1.7</td>
<td>$0.0</td>
<td></td>
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<tr>
<td>Total</td>
<td>$9.5</td>
<td>$12.0</td>
<td>$2.4</td>
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</tbody>
</table>

**GRAND TOTAL** 1 $121.8 $127.3 $5.6

---

1 Appropriation for previous period does not include project closed during this period (P-0641)
## C. INCURRED COSTS

Figure 1.2 below shows incurred costs for the Facilities Projects at the beginning and end of the period as well as the percent of the project appropriation incurred as of September 30, 2014.

### Figure 1.2

Facilities Projects Incurred Costs

<table>
<thead>
<tr>
<th>Project/Category</th>
<th>a  Incurred Costs Through Mar-14</th>
<th>b  Incurred Costs Through Sep-14</th>
<th>c  (b - a) Incurred Costs This Period</th>
<th>d  Percent of Appropriation Incurred Through Sep-14</th>
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</thead>
<tbody>
<tr>
<td><strong>Passenger Facilities Projects</strong></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Bus Stop Improvements</td>
<td>$0.9</td>
<td>$1.3</td>
<td>$0.4</td>
<td>41%</td>
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<tr>
<td>Total</td>
<td>$0.9</td>
<td>$1.3</td>
<td>$0.4</td>
<td>41%</td>
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<tr>
<td><strong>Maintenance of Way Projects</strong></td>
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<td>Bridge Repairs/Hamilton Structure Stabilization</td>
<td>$0.3</td>
<td>$0.8</td>
<td>$0.5</td>
<td>47.1%</td>
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<tr>
<td>Lt. Rail Signal/Communications Improvements</td>
<td>$0.2</td>
<td>$0.7</td>
<td>$0.5</td>
<td>12.3%</td>
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<td>Guadalupe Platforms Retrofit</td>
<td>$26.7</td>
<td>$26.7</td>
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<td>99.3%</td>
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<tr>
<td>Rail Rehabilitation</td>
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<td>$1.7</td>
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<td>Green Facility Improvements</td>
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<td>Total</td>
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<td>$53.8</td>
<td>$6.6</td>
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<tr>
<td>Light Rail Maintenance Facility Upgrades</td>
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<td>$0.1</td>
<td>3.9%</td>
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<tr>
<td>CCTV Projects</td>
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<td>41.7%</td>
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<td>$3.6</td>
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<td>53%</td>
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<td><strong>GRAND TOTAL</strong></td>
<td>$56.0</td>
<td>$64.7</td>
<td>$8.7</td>
<td>50.8%</td>
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1. Incurred cost through Mar-14 does not include project closed during this period (P-0641)
SECTION 2.0

PROJECT SUMMARY REPORTS
TRANSIT CAPITAL PROJECTS SUMMARY REPORTS

A. PASSENGER FACILITIES PROJECTS
   1. Bus Stop/Transit Center Improvements

B. MAINTENANCE OF WAY PROJECTS
   1. Bridge Repairs and Hamilton Structure Stabilization
   2. LR Signal/Communications Improvements
   3. Guadalupe Platforms Retrofit – South Line
   4. Rail Rehabilitation
   5. Green Facility Improvements
   6. Track Intrusion Abatement/Prevention
   7. Traction Power Improvements

C. LRV/BUS FACILITIES PROJECTS
   1. Light Rail Maintenance Facilities Upgrades
   2. Bus Maintenance Facilities Upgrades
   3. Other Facilities Upgrades

D. SECURITY PROJECTS
   1. CCTV Projects
   2. LR Systems Security Improvements
   3. Passenger Safety Improvements
Bus Stop/Transit Center Improvements

**Estimated Cost:** $3.23 million

**Approved Budget:** $3.23 million

**Year of Completion:** 2016

**Project Managers:** Jing Quan, Sal Lanzo

**Designers:** VTA

**Contractors:**
- FY12 Bus Stop – Rosas Brothers Construction
- FY 13 Bus Stop - JJR Construction
- Transit Centers, P&R’s Ph 1 - George Bianchi Construction; Ph 2 QLM Inc.
- Middlefield Utility Relocation- Cratus Inc.

**Project Description:**
This is part of an annual program to identify, repair and upgrade bus stops and transit centers. The scope of the upgrades includes concrete bus pads along roadways, pedestrian access improvements and repair of elements of transit center/park and ride lots. In addition, accessibility improvements will be made to enable wheelchair use of the bus stops and to provide appropriate access clearances.

**Bus Stop Improvements** (P-0781) FY12 covered the cities of Mountain View, Cupertino, Santa Clara, Milpitas and San Jose. **FY13 improvements** cover additional bus stops in Mountain View, Santa Clara, San Jose and Gilroy. Locations for **FY14 improvements** (P-0835) are currently being identified based on condition and need. The **Transit Center Park & Ride Upgrades** (P-0764) Phase 1 project provided refurbishment/repair of elements of Blossom Hill Transit Center and Roeder Road/Grey Ghost Ave. bus stop. Phase 2 will cover Palo Alto, Great Mall and Tamien Transit Centers. The **Middlefield Utility Relocation** (P-0820) involves relocating two utility lines along the pedestrian path from Logue Avenue to Middlefield LRT Station in Mountain View.

**Project Status:**
**Bus Stop Improvements FY 12** improvements were completed in June 2013. Design for **FY13** Bus Stop improvements was completed in December 2013. Construction started in June and will be completed by October 2014. Design for **FY14** is expected to start in October 2014 and is planned for advertisement in spring 2015.

The **Transit Center Park & Ride Upgrades** phase 1 construction package was completed in November 2013. Design for phase 2 was completed in March 2014 and construction started in August 2014 and is expected to be completed by January 2015.

The **Middlefield Utility Relocation** contract was awarded at the February 2014 Board meeting. Construction started in March 2014 and was completed in May 2014 at the original contract value of $71,000.

**Project Schedule:**

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<th>2013</th>
<th>2014</th>
<th>2015</th>
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<td>Oct-13</td>
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<td>Dec-14</td>
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<td>P-0835 FY14 Bus Stop Imp.</td>
<td>Oct-14</td>
<td>Sep-15</td>
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<td></td>
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<td></td>
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<tr>
<td>P-0764 Ph1 Transit Ctr Upgrades</td>
<td>Oct-12</td>
<td>Mar-14</td>
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<td></td>
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<tr>
<td>P-0764 Ph2 Transit Ctr Upgrades</td>
<td>Sep-13</td>
<td>Mar-15</td>
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<td>P-0820 Middlefiled Utility Reloc.</td>
<td>Nov-12</td>
<td>Jul-14</td>
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**P-0764, P-0781, P-0820, P-0835**

[Design/Bid, Construction, Closeout]
Approved Budget:

<table>
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<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance</th>
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<tr>
<td>Construction and Major Procurement</td>
<td>1,410</td>
<td>1,079</td>
<td>647</td>
<td>762</td>
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<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
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<tr>
<td>Labor, Services and Support</td>
<td>1,135</td>
<td>700</td>
<td>683</td>
<td>453</td>
</tr>
<tr>
<td>Contingency</td>
<td>86</td>
<td>-</td>
<td>-</td>
<td>86</td>
</tr>
<tr>
<td>To be secured/categorized</td>
<td>597</td>
<td>-</td>
<td>-</td>
<td>597</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>3,228</strong></td>
<td><strong>1,779</strong></td>
<td><strong>1,330</strong></td>
<td><strong>1,898</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred: 41%
Approved Budget Committed: 55%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0781</th>
<th>P-0764</th>
<th>P-0820</th>
<th>P-0835</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal</td>
<td>$0.84</td>
<td>$0.00</td>
<td>$0.00</td>
<td>$0.84</td>
<td>$1.67 million</td>
</tr>
<tr>
<td>Local</td>
<td>$0.21</td>
<td>$0.99</td>
<td>$0.15</td>
<td>$0.21</td>
<td>$1.55 million</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>$1.05</strong></td>
<td><strong>$0.99</strong></td>
<td><strong>$0.15</strong></td>
<td><strong>$1.05</strong></td>
<td><strong>$3.23 million</strong></td>
</tr>
</tbody>
</table>

Local: 48%
Federal: 52%

Bus Stop Improvements at Keyes and Second St. in San Jose
Placing Concrete for Bus Stop Pads at Goodyear and First St. in San Jose
Bridge Repairs and Hamilton Structure Stabilization

Estimated Cost: $1.7 million
Approved Budget: $1.7 million
Year of Completion: 2016
Project Manager: Sal Lanzo
Designer: Nolte Associates Inc.
Contractor: George Bianchi Construction

Project Description:
In accordance with California Public Utilities Commission (CPUC) requirements, VTA completed an inspection of all light rail bridges and structures. The inspection findings indicate that a number of structures show defects that either need further investigation or require corrective actions.

This project funds a consultant to address further detailed investigation for the selected structures and take corrective actions for those items that have an immediate need to be addressed. This project also includes additional stabilization measures for the Hamilton structure and repair of cracks in various other structures.

Project Status:
The construction contract for structural repair to light rail bridges and structures was advertised for bids in January 2014 and awarded at the April VTA 2014 Board meeting. Construction work started in April 2014 and will be completed end December 2014. The design scope for the Hamilton structure is dependent on the engineers assessment of the mechanically stabilized earth (MSE) walls that was done to address previously identified issues. This is currently planned for April 2015 after exposure to rain in winter.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design</td>
<td>Jan-13</td>
<td>Sep-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td>Apr-14</td>
<td>Apr-16</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Closeout</td>
<td>May-16</td>
<td>Jul-16</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Design/Bid  Construction  Closeout
**Approved Budget:**

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget (a)</th>
<th>Sep-14 Committed Costs (b)</th>
<th>Sep-14 Incurred Costs (c)</th>
<th>Budget Balance (d = (a-c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>971</td>
<td>801</td>
<td>308</td>
<td>663</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>728</td>
<td>648</td>
<td>512</td>
<td>216</td>
</tr>
<tr>
<td>Contingency</td>
<td>0</td>
<td>-</td>
<td>-</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,700</strong></td>
<td><strong>1,449</strong></td>
<td><strong>821</strong></td>
<td><strong>879</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 48%
Approved Budget Committed 85%

NOTE: All amounts are Year Of Expenditure dollars in $1,000’s

**Approved Funding:**

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal</td>
<td>$1.36 million</td>
</tr>
<tr>
<td>Local</td>
<td>$0.34 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$1.70 million</strong></td>
</tr>
</tbody>
</table>

**Local** 20%
**Federal** 80%

Epoxy grout ports installed at the Diridon Pedestrian tunnel to fix cracks in the ceiling

Waterproofing the Miyuki tunnel to stop leaks into the LRT tunnel below
LR Signal/Communications Improvements

Estimated Cost: $5.7 million
Approved Budget: $5.7 million
Year of Completion: 2015
Project Manager: Ramesh Dhingra
Designer: PGH Wong
Contractor: Harris Electric; Shimmick

Project Description:
The Light Rail Signal Assessments/SCADA project (P-0762) will provide an assessment of the condition of the overall VTA Light Rail Signal System and its ability to accommodate future planned light rail operating scenarios, and to develop life-cycle replacement guidelines and cost estimates for the rehabilitation of the Guadalupe Corridor signalization system. In addition, this project will also provide initial engineering of the signal rehabilitation and light rail Supervisory Control And Data Acquisition (SCADA) system replacement planned for 2014. Approved budget will cover assessment and preliminary engineering. Additional funds required for final engineering and construction will be requested after preliminary engineering.

The Santa Teresa Interlock project (P-0771) includes the rehabilitation and updating of the Santa Teresa Interlock System from the current relay system to an advanced Vital Logic Controller system with associated advanced monitoring and diagnostics.

Project Status:
Preliminary assessment/design for the Light Rail Signal Assessments/SCADA project is anticipated to begin in late 2014. Implementation will depend on assessment, recommendations adopted and budget availability. The Santa Teresa Interlock work was included in the rail rehabilitation construction contract that was awarded at the January 2014 VTA Board meeting. Construction began in summer 2014 and is expected to be complete by mid-2015.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>P-0762 LR Signal/SCADA</td>
<td>TBD</td>
<td>TBD</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>P-0771 Santa Teresa Interlock</td>
<td>Nov-12</td>
<td>Dec-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Legend: Design/Bid, Construction, Closeout
### Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget $a$</th>
<th>Sep-14 Committed Costs $b$</th>
<th>Sep-14 Incurred Costs $c$</th>
<th>Budget Balance $d = (a-c)$</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>3,956</td>
<td>1,615</td>
<td>468</td>
<td>3,488</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>1,588</td>
<td>300</td>
<td>253</td>
<td>1,335</td>
</tr>
<tr>
<td>Contingency</td>
<td>116</td>
<td>-</td>
<td>-</td>
<td>116</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>5,660</strong></td>
<td><strong>1,915</strong></td>
<td><strong>721</strong></td>
<td><strong>4,939</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 13%
Approved Budget Committed 34%

**NOTE:** All amounts are Year Of Expenditure dollars in $1,000's

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0762</th>
<th>P-0771</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal</td>
<td>$2.80</td>
<td>$1.73</td>
<td>$4.53 million</td>
</tr>
<tr>
<td>Local</td>
<td>$0.70</td>
<td>$0.43</td>
<td>$1.13 million</td>
</tr>
</tbody>
</table>

**Totals** $3.50 $2.16 $5.66 million

![Upgrading the panel at Santa Teresa](image1.png)

![Signal Head Upgrades at Santa Teresa](image2.png)
Guadalupe Platforms Retrofit – South Line

**Estimated Cost:** $26.9 million

**Approved Budget:** $26.9 million

**Year of Completion:**
Platforms: 2009
Elevators/Escalators: 2014

**Project Managers:**
Ehsan Ilyas, John O’Brien

**Designer:** Nolte Associates

**Contractor:**
Platforms: Robert A. Bothman
Elevators/Escalators: KONE Elevator and Escalator

**Project Description:**
The South Line Platforms Retrofit project retrofitted station platforms located on the Guadalupe line from Children’s Discovery Museum south to Santa Teresa and Almaden Stations. This project also provided upgrades to the public address system, shelter lighting, furnishings and landscaping.

The second phase of the Platform Retrofit program involved retrofitting and rehabilitating all elevators and escalators located on the South Line stations and Snell Park and Ride. Elevators and escalators have reached the end of their useful life, and require major retrofit and code upgrades. The South Line Elevator and Escalator Project provided all elevator cabs with new stainless steel walls, ceiling and sill, lighting, flooring, controls, speakers and emergency communications, and closed circuit television for increased passenger safety and security. The scope of work for the escalators included updating the step chains, handrails, skirt panels, and replacing emergency shutdown switches and controllers. This project provides full compliance with ADA requirements.

**Project Status:**
With the completion of the South Line Platforms Retrofit project, VTA’s 42-mile light rail system and 62 stations are fully accessible with level boarding at all doors for all passengers. All South Line stations were returned to service in November 2008, with contract closeout completed in June 2009. The construction contract cost at close-out was $14,210,909, 6% over the bid amount.

The Elevator and Escalator construction contract was closed out in March 2014. The construction contract cost at close-out was $4,427,821, 4.3% over the bid amount.

Project is expected to be closed in October 2014.

**Project Schedule:**

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design - Elevator/Escalator</td>
<td>May-09</td>
<td>Jun-11</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction - Elevator/Escalator</td>
<td>Jun-11</td>
<td>Mar-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Closeout</td>
<td>Mar-14</td>
<td>Sep-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>21,098</td>
<td>21,098</td>
<td>21,098</td>
<td>-</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>5,628</td>
<td>5,617</td>
<td>5,617</td>
<td>11</td>
</tr>
<tr>
<td>Contingency</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>26,725</strong></td>
<td><strong>26,715</strong></td>
<td><strong>26,715</strong></td>
<td><strong>11</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 100%
Approved Budget Committed 100%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Federal</td>
<td>$18.42 million</td>
</tr>
<tr>
<td>Local</td>
<td>$8.47 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$26.89 million</strong></td>
</tr>
</tbody>
</table>

Federal 69%
Local 31%

Skirt Replacement Work in progress
Virginia Station Elevator Retrofit
Maintenance of Way Projects

Rail Rehabilitation

Estimated Cost: $24.1 million
Approved Budget: $24.1 million
Year of Completion: 2017
Project Manager: Mohamed Basma
Designers: Rail Surveyors & Engineers, HMH, VTA
Contractors: Stacy & Witbeck, Inc./Con-Quest J.V., H&H Engineering; Shimmick Construction

Project Description:
The Rail Rehabilitation project addresses various track issues throughout the VTA Light Rail System. Work includes rehabilitation or replacement of existing embedded or ballasted track and crossovers, rail destressing, tie replacement, and track signal improvements. Rail rehabilitation scope and priorities are based on the Track Assessment Study and VTA Operations input.

Project Status:
Work Completed: Four construction contracts have been completed under this project: Almaden/Market Rail Rehabilitation, Hardwood Spur Removal, Rio Robles Destressing and Tasman/Lick Mill Track Rehabilitation.

Work in Progress: The following scope is being executed under one contract that was awarded at the January 2014 VTA Board meeting and is expected to be completed by July 2015:
- Broken Rail and Concrete at various locations on First St (P-0670)
- Broken Panels at various locations (P-0670)
- Clayton Crossover replacement (P-0670)
- Turnouts 59 and 61 repair (P-0670)
- Santa Teresa interlocking (P-0771)

Upcoming Work: Crossovers for Younger Half Grand (P-0670) - Design services for Younger Half-Grand & two new Crossovers on the Guadalupe Line was awarded to Rail Surveyors Inc in August 2014. This design service contract also covers the design scope of P-0757, LRT Crossovers and Switches. P-0757 includes the design and construction of additional crossovers and associated power switches along the Guadalupe Corridor (located near the Karina and Tasman light rail stations). Design is anticipated to start by end of 2014 and construction contract will be advertised for bids in the summer of 2015 but is contingent on funding.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>P-0670 Rail Rehabilitation</td>
<td>Jan-09</td>
<td>Dec-17</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>P-0757 LRT Crossovers/ Switches</td>
<td>Apr-14</td>
<td>Dec-17</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Design/Bid:  Construction: Closeout
### Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance</th>
<th>d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>13,637</td>
<td>5,933</td>
<td>3,424</td>
<td>10,213</td>
<td></td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>7,291</td>
<td>4,955</td>
<td>3,348</td>
<td>3,942</td>
<td></td>
</tr>
<tr>
<td>Contingency</td>
<td>229</td>
<td>-</td>
<td>-</td>
<td>229</td>
<td></td>
</tr>
<tr>
<td>To be secured/categorized</td>
<td>2,965</td>
<td>-</td>
<td>-</td>
<td>2,965</td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>24,122</strong></td>
<td><strong>10,888</strong></td>
<td><strong>6,773</strong></td>
<td><strong>14,385</strong></td>
<td></td>
</tr>
</tbody>
</table>

**NOTE:** All amounts are Year Of Expenditure dollars in $1,000’s. Approved budget includes $2.96 mil of unsecured budget.

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0670</th>
<th>P-0757</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal</td>
<td>$16.03</td>
<td>$2.76</td>
<td>$18.79 million</td>
</tr>
<tr>
<td>State</td>
<td>$1.47</td>
<td>$0.00</td>
<td>$1.47 million</td>
</tr>
<tr>
<td>Local</td>
<td>$3.18</td>
<td>$0.69</td>
<td>$3.87 million</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>$20.67</strong></td>
<td><strong>$3.45</strong></td>
<td><strong>$24.12 million</strong></td>
</tr>
</tbody>
</table>

* includes $0.24 million Federal and local match that is yet to be awarded
+ includes $2.72 million Federal and local match that is yet to be awarded

![Broken Rail Replacement at First St and Younger St](image1)

![Switch Upgrade at Woz Way](image2)
Green Facility Improvements

Estimated Cost:
$5.2 million

Approved Budget:
$5.2 million

Year of Completion:
2015

Project Manager:
Tom Fitzwater
Mark Mahaffey

Designers / Contractors:
Various

Project Description
The VTA Board of Directors created the Green Facility Improvement Program to proactively reduce the consumption of natural resources, the creation of greenhouse gases, and the generation of pollution in the provision of public transportation services.

Project Status:
The Environmental Management System (EMS) Core team eliminated the option of purchasing disposable foam cups. The City of San Jose passed a Foam Food Container Ordinance that bans food service ware containers made with expanded polystyrene foam, commonly referred to as Styrofoam™. VTA supports the purpose of the Ordinance which seeks to reduce litter and protect the environment. Last year, VTA purchased 277,000 foam cups. The EMS Core Team has worked with Purchasing to revise supply order forms and is conducting outreach with employee groups to promote the change. An EMS Gap Audit was successfully completed in September 2014.

In July 2014, the utility management system became operational. The purpose of this system is to enable VTA to track utility usage and cost more effectively, and to identify abnormal electrical, natural gas, water, and solid waste usage so corrective actions can be taken. VTA’s Sustainability Program and Accounting department are working together to process utility bills with the new system.

The reclaimed water project at Chaboya Division is almost complete. Recycled water will be used at the Bus Wash Facility. The purple pipes extend from the 10th Street & Burke Street meter location north to the Chaboya Property line and from there directly into the Bus Wash Facility. The project was constructed by San Jose Water Company in partnership with the City of San Jose and South Bay Water Recycling at no cost to VTA.

VTA continues to install LED fixtures at our light rail station platforms and River Oaks as needed.

Project Schedule:
VTA’s Sustainability Program Team continues to meet on a bi-monthly basis to discuss initiatives. The following milestones are anticipated for the projects described above:

EMS Final Audit in January 2015
Sustainability Program Annual Report April 2015

P-0646
### Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>1,184</td>
<td>895</td>
<td>895</td>
<td>289</td>
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<tr>
<td>Real Estate</td>
<td>1,448</td>
<td>1,435</td>
<td>1,215</td>
<td>233</td>
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<tr>
<td>Labor, Services and Support</td>
<td>2,561</td>
<td>2,296</td>
<td>2,010</td>
<td>551</td>
</tr>
<tr>
<td>Contingency</td>
<td>7</td>
<td>(161)</td>
<td>(161)</td>
<td>168</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>5,200</strong></td>
<td><strong>4,464</strong></td>
<td><strong>3,959</strong></td>
<td><strong>1,241</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 76%
Approved Budget Committed 86%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local</td>
<td>$5.20 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$5.20 million</strong></td>
</tr>
</tbody>
</table>

Local 100%

---

Work instruction for reduction of polystyrene

Recycled water connection to Chaboya Bus Wash
Track Intrusion Abatement/Prevention

Estimated Cost: $3.5 million
Approved Budget: $3.5 million
Year of Completion: 2014
Project Manager: Jagdish Dadhania, Jing Quan
Designer: VTA
Contractor: George Bianchi Construction Inc. (P-0681; P-0797); Giron Construction (P-0819)

Project Description:
This project implements various safety measures and strategies to reduce left-hand turn and track intrusion incidents on the existing Light Rail System. Various contracts are programmed that will include replacement of existing train approaching signs with new active no left turn/train approaching alternating signs, reconstructing existing traffic loops and striping and replacing existing pedestrian gates with new safer and reliable gates. Contracts will also include fencing, installing warning signs, pavement markings and reflective markers.

Project Status:
Additional Track Intrusion Abatement Between-Car-Barriers (BCB) (P-0681) on the station platform edges at LRT stations are designed to prevent visually impaired passengers from entering the trackway between stopped light rail vehicles. Contract was awarded in January 2013. Construction was completed in September 2013. The construction contract cost at close-out was $1,028,038, 15% over the bid amount. Project has been closed.

Light Rail Safety Enhancements (P-0797) started installation work in July and was completed in October 2013. The construction contract cost at close-out was $154,399.04, 2.5% over the bid amount. Improvements at First St and Gish are currently underway as part of Passenger Safety Improvements contract (P-0802) and is expected to be completed by early 2015.

Pedestrian Swing Gates Replacement (P-0819) This project to replace existing spring-hinge pedestrian swing gates at various locations along VTA's light rail system was advertised for bids in August 2013 and awarded at the November 2013 VTA Board meeting. Construction started in December 2013. Unforeseen site conditions necessitated additional work with cost impact. VTA is in the process of completing this contract with a reduced scope. Additional budget has been requested in FY16/17 budget cycle to complete the remaining work.

Project Schedule:
### Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>1,798</td>
<td>1,772</td>
<td>1,557</td>
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<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
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<tr>
<td>Labor, Services and Support</td>
<td>1,715</td>
<td>1,699</td>
<td>1,691</td>
<td>24</td>
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<tr>
<td>Contingency</td>
<td>0</td>
<td>-</td>
<td>-</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>3,513</strong></td>
<td><strong>3,471</strong></td>
<td><strong>3,248</strong></td>
<td><strong>265</strong></td>
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</tbody>
</table>

Approved Budget Incurred 92%
Approved Budget Committed 99%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0681</th>
<th>P-0797</th>
<th>P-0819</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local</td>
<td>$1.70</td>
<td>$1.24</td>
<td>$0.57</td>
<td>$3.51 million</td>
</tr>
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<td><strong>Totals</strong></td>
<td><strong>$1.70</strong></td>
<td><strong>$1.24</strong></td>
<td><strong>$0.57</strong></td>
<td><strong>$3.51 million</strong></td>
</tr>
</tbody>
</table>

Pedestrian gates being installed at Moffett Park Station

Hamilton Station Between Car Barriers
Traction Power Improvements

Estimated Cost: $30.49 million
Approved Budget: $30.49 million
Year of Completion: 2015
Project Manager: Ramesh Dhingra
Designers: PGH Wong Engineering Inc, Stantec/Elcon, Parsons Transportation Group
Contractor: TPSS Rehab - Bleyco Inc. TPSS and OCS Replacement - Balfour Beatty Rail

Project Description:
A program of phased upgrades and retrofits to the traction power system was identified in the Traction Power and Overhead Contact System assessment report. VTA is implementing the following portions of the recommendations:

- Design rehabilitation for Traction Power Substation (TPSS) components (DC switches, transfer trip, etc.) for all Guadalupe substations
- Procure material for replacement of cable and TPSS components at the Younger yard
- Design replacement of entire substations at priority locations on the Guadalupe line
- Procure and replace a portion of the priority substations
- Rehabilitation/Replacement of worn Overhead Contact System (OCS) components at various locations

Project Status:
TPSS Replacement Phase 1 (P-0689): Phase 1 of this project for the procurement and installation of new substations to replace TPSS-03, 04, and install new 15A, was awarded to Balfour Beatty Rail in January 2013. Procurement and onsite installation and testing is ongoing. TPSS #3 has been installed and is expected to be in service in October 2014. TPSS #15A will be delivered in October 2014 and TPSS #04 will be delivered in December 2014. Testing and commissioning is dependent on SCADA installation and acceptance.

TPSS Replacement Phase 2 (P-0689): which involves procurement and replacement of TPSS-01, TPSS-05 and TPSS-14 was advertised for bids in April 2013 and was awarded to Balfour Beatty Rail at the August 2013 VTA Board meeting. TPSS #1 has been installed and is in service as of August 2014. TPSS #14 is expected to be delivered in December 2014 and TPSS #5 by January 2015.

OCS Rehabilitation/Replacement (P-0707): The contract was advertised for bid in August 2012 and awarded to Balfour Beatty Rail in December 2012. Construction work began in January 2013 and was completed in February 2014. The construction contract cost at close-out was $2,480,633, 9.6% under the bid amount. Phase 2 scope is currently being reviewed by Operations. Schedule will depend on scope.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>TPSS Replacement Phase 1</td>
<td>Mar-10</td>
<td>Dec-14</td>
<td></td>
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<td></td>
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<tr>
<td>TPSS Replacement Phase 2</td>
<td>Dec-12</td>
<td>Feb-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Guadalupe OCS Rehab/Replace</td>
<td>Jul-10</td>
<td>TBD</td>
<td></td>
<td></td>
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<td></td>
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</table>

Design/Bid | Construction | Closeout
Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance $ (a-c)</th>
</tr>
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<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>22,038</td>
<td>12,571</td>
<td>7,127</td>
<td>14,911</td>
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<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>8,340</td>
<td>5,617</td>
<td>4,513</td>
<td>3,827</td>
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<td>Contingency</td>
<td>121</td>
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<td>121</td>
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<tr>
<td>To be secured/categorized</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>30,499</strong></td>
<td><strong>18,188</strong></td>
<td><strong>11,641</strong></td>
<td><strong>18,859</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 38%
Approved Budget Committed 60%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's.

Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0689</th>
<th>P-0707</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal</td>
<td>$13.55</td>
<td>$7.96</td>
<td>$21.51 million</td>
</tr>
<tr>
<td>State</td>
<td>$1.47</td>
<td>$1.15</td>
<td>$2.62 million</td>
</tr>
<tr>
<td>Local</td>
<td>$5.24</td>
<td>$1.13</td>
<td>$6.37 million</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>$20.26</strong></td>
<td><strong>$10.24</strong></td>
<td><strong>$30.50 million</strong></td>
</tr>
</tbody>
</table>

Federal 70%
State 9%
Local 21%

TPSS #1 Installed

Delivery of TPSS #3
Light Rail Maintenance Facilities Upgrades

Estimated Cost: $8.7 million
Approved Budget: $7.75 million
Year of Completion: 2016
Project Managers: John O’Brien
Designer: VTA, URS
Contractor: TBD

Project Description:

This program includes various maintenance and rehabilitation projects for the Guadalupe Light Rail Division.

The LRV Body Shop – Dust Separation Wall project (P-0776) will provide a new wall that separates the body repair and paint preparation bays from surrounding shop spaces at the Guadalupe Division Light Rail Vehicle (LRV) Maintenance Facility (Bldg. “A”). This wall will prevent dust and grit created by sanding and grinding activities from entering adjacent component rebuild spaces.

The LRV Maintenance Shop Hoist project (P-0777) will add a shallow pit in-ground hoist system to Track #5 at the Guadalupe Division Light Rail Vehicle (LRV) Maintenance Facility (Bldg. “A”). The new in-ground hoist will support truck change out, and will supplement the existing in-ground hoist system on Track #8 used for running repairs.

The Replacement Wheel Truing Machine project (P-0839) will replace the existing Hegenscheidt wheel truing machine located on Track #5 at the Guadalupe Division Light Rail Vehicle (LRV) Maintenance Facility (Bldg. “A”). Wheel truing is required to maintain proper wheel profiles on the light rail vehicles. The existing Hegenscheidt was installed in 1989 and has an equipment life of 25 years, thus requiring replacement or overhaul.

Project Status:

LRV Body Shop Dust Separation Wall project requires coordination with the LRV Maintenance Shop Hoist project, as both projects will result in construction occurring along Tracks #4 and #5. A Task Order for assessment services to jointly address both projects was awarded to URS in December 2013. The final Basis of Design report, completed by URS in June 2014, is under management review.

The project program and constraints for the Replacement Wheel Truing Machine are still under review. An RFP for design services is forthcoming.

Project Schedule:

The project program and constraints are still being evaluated and detailed schedules are yet to be developed. The in-ground hoist will require a lead-time of 9 to 12 months for shop drawing preparation, approvals, fabrication and delivery.
### Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
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<td>4,579</td>
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<td>Real Estate</td>
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<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
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<td>346</td>
<td>1,746</td>
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<tr>
<td>Contingency</td>
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<td>-</td>
<td>-</td>
<td>1,075</td>
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<td><strong>Total</strong></td>
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<td><strong>467</strong></td>
<td><strong>346</strong></td>
<td><strong>7,401</strong></td>
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</table>

Approved Budget Incurred 4%
Approved Budget Committed 6%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's. Approved budget includes $950K of unsecured budget.

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0776</th>
<th>P-0777</th>
<th>P-0839</th>
<th>Total</th>
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<tbody>
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<td>$3.68</td>
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<td>$4.12 million</td>
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<tr>
<td>Local</td>
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<td>$0.92</td>
<td>$2.60</td>
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<tr>
<td><strong>Totals</strong></td>
<td><strong>$0.55</strong></td>
<td><strong>$4.60</strong></td>
<td><strong>$2.60</strong></td>
<td><strong>$7.75 million</strong></td>
</tr>
</tbody>
</table>

Local 47%
Federal 53%

---

Location of Proposed LRV Body Shop Separation Wall

Location of Proposed Hoist in LRV Body Shop
Bus Maintenance Facilities Upgrades

**Estimated Cost:** $5.2 million
**Approved Budget:** $5.2 million
**Year of Completion:** 2016
**Project Managers:** Bob Magliocco, Sal Lanzo, John O’Brien
**Designer:** PGH Wong, VTA
**Contractor:** Harris Electric, O’Grady Paving Inc

**Project Description:**

The **Cerone Core Switch Replacement** project (P-0759) replaces the electrical switchgear and sub-panels at the Cerone Bus Operating Division. The existing electrical switchgear and original sub-panel are obsolete, and finding replacement parts or a vendor willing to make repairs has been difficult.

The **Chaboya Paving Rehabilitation** project (P-0809) will provide necessary pavement rehabilitation for bus parking area at Chaboya Division. Scope includes removal of asphalt in areas where existing pavement is deficient.

The **Pavement Management Program** project (P-0675) is part of a continuing program that provides pavement maintenance and repair to all VTA operational and administrative facilities.

The **Cerone Propane Tank Replacement** project (P-0844) will replace the existing 30,000 gallon LPG Aboveground Storage Tank (AST) and vaporizer assembly, and provide safety enhancements consistent with current, regulatory requirements. Existing tank was installed in 1978, and is in need of replacement. Propane is the fuel source for the majority of non-electrical energy needs at Cerone Division.

The **Cerone Boiler Replacement** project (P-0849) will replace existing propane fueled boilers that are approximately 30 years old. Boilers provide hot water heating needs for Cerone Division.

The **Cerone Emergency Generator Replacement** project (P-0852) will replace the existing propane fueled generators with a new diesel generator system. A vaulted tank and piping will be installed to allow tie-in to existing diesel Underground Storage Tanks (UST) serving bus fueling operations.

**Project Status:**

PGH Wong completed the assessment and design for the **Cerone Core Switch** replacement and/or repairs. The Contract was awarded to Harris Electric. Field work was completed in March 2014. The construction contract was completed in March 2014 and closed out at the original contract value of $498,996.

The remaining scope in the **Pavement Management Program** project involves pavement repair at the North Yard. Initial surveys and evaluations for asphalt rehabilitation and striping was completed. Final design work began in July 2014 and is expected to complete in Spring 2015.

The **Chaboya Paving Rehabilitation** contract was awarded at the August 2013 VTA Board meeting and construction started in October 2013 and was completed in January 2014. The construction contract cost at closeout was $1,159,842, 5.7% over the bid amount.

For the work at Cerone, **Propane Tank Replacement, Boiler Replacement and Emergency Generator Replacement**, selection of design consultants and initiation of engineering work to begin in fall 2014. Construction to begin in mid 2015.

**Project Schedule:**

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>P-0759 Cerone Switch Replacement</td>
<td>Mar-12</td>
<td>May-14</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>P-0809 Chaboya Paving Rehabilitation</td>
<td>Jul-12</td>
<td>Mar-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>P-0844 Cerone Propane Tank Replacement</td>
<td>Apr-14</td>
<td>Dec-16</td>
<td></td>
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<td></td>
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<tr>
<td>P-0849 Cerone Boiler Replacement</td>
<td></td>
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<td></td>
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<tr>
<td>P-0852 Cerone Emergency Replacement</td>
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P-0675, P-0759, P-0809, P-0844, P-0849, P-0852

Design/Bid Construction Closeout
### Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget $</th>
<th>Sep-14 Committed Costs $</th>
<th>Sep-14 Incurred Costs $</th>
<th>Budget Balance $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
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<td>1,644</td>
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<tr>
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<td>200</td>
<td>348</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
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<td>1,020</td>
<td>864</td>
<td>837</td>
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<tr>
<td>Contingency</td>
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<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
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<td><strong>2,876</strong></td>
<td><strong>2,708</strong></td>
<td><strong>2,496</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 52%
Approved Budget Committed 55%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0759</th>
<th>P-0844</th>
<th>P-0849</th>
<th>P-0809</th>
<th>P-0852</th>
<th>P-0675</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local</td>
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<td>$0.35</td>
<td>$0.30</td>
<td>$1.78</td>
<td>$1.20</td>
<td>$0.72</td>
<td>$5.20 million</td>
</tr>
</tbody>
</table>

**Totals**

| $0.85 | $0.35 | $0.30 | $1.78 | $1.20 | $0.72 | $5.20 million |

| Local 100% |

Energy Building Boiler Flues at Cerone Division
Estimated Cost: $1.6 million
Approved Budget: $1.6 million
Year of Completion: 2015
Project Manager: John O’Brien, Bob Magliocco
Designer: FMG Architects, VTA
Contractor: CCS Presentation Systems

Project Description:
The GFCI (switchgear) Testing & Replacement project (P-0750) will test and replace all major circuit breakers and ground fault circuits for switch gear under simulated operating conditions to assure safe and reliable operation at North, Cerone, Chaboya, Guadalupe and River Oaks.

The River Oaks Auditorium & Lobby Reconfiguration project (P-0780) This project includes modifications to the auditorium at the River Oaks administrative campus to facilitate its use for meetings of the Board of Directors. The scope also includes reconfiguration of the Building B lobby and training rooms.

The LED (Light Emitting Diode) Exterior Lighting Replacement project (P-0840) will provide new LED light fixtures to replace aging exterior fixtures at all operating Divisions. All wall mounted, parking lot and spot lights will be replaced including fixtures at all fueling facilities.

Project Status:
The Auditorium Improvements project consisting of infrastructure and audio /video equipment installation as well as wall, flooring and ceiling replacement, is complete. The construction contract for the reconfiguration of the Building B lobby and training rooms was advertised for bids in September 2014. Construction will start in December 2014 and is planned for completion by February 2015.

Request for Proposal for the GFCI (switchgear) Testing & Replacement electrical specialist designer is expected to be issued in December 2014. Replacement is expected to start in June 2015.

Request for Proposal for design services for LED Exterior Lighting Replacement is expected to be issued in December 2014. Design is planned to start in 2015 and complete construction by end 2015.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>P-0750 GFCI (switchgear) Testing &amp; Replace</td>
<td>May-13</td>
<td>Jul-14</td>
<td>Blue</td>
<td>Red</td>
<td>Pink</td>
</tr>
<tr>
<td>P-0780 Auditorium Conversion &amp; Lobby Reconfig</td>
<td>Mar-13</td>
<td>Jul-15</td>
<td>Blue</td>
<td>Red</td>
<td>Pink</td>
</tr>
<tr>
<td>P-0840 LED Exterior Lighting Replacement</td>
<td>TBD</td>
<td>TBD</td>
<td>Blue</td>
<td>Red</td>
<td>Pink</td>
</tr>
</tbody>
</table>

Design/Bid | Construction | Closeout
**Approved Budget:**

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget (a)</th>
<th>Sep-14 Committed Costs (b)</th>
<th>Sep-14 Incurred Costs (c)</th>
<th>Budget Balance (d = (a-c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
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<td>243</td>
<td>859</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>478</td>
<td>292</td>
<td>13</td>
<td>465</td>
</tr>
<tr>
<td>Contingency</td>
<td>32</td>
<td>-</td>
<td>-</td>
<td>32</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,612</strong></td>
<td><strong>530</strong></td>
<td><strong>256</strong></td>
<td><strong>1,356</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 16%
Approved Budget Committed 33%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

**Approved Funding:**

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0780</th>
<th>P-0750</th>
<th>P-0840</th>
<th>Total</th>
<th>Local 100%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local</td>
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<td>$0.21</td>
<td>$0.90</td>
<td>$1.61 million</td>
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</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>$0.50</strong></td>
<td><strong>$0.21</strong></td>
<td><strong>$0.90</strong></td>
<td><strong>$1.61 million</strong></td>
<td></td>
</tr>
</tbody>
</table>

River Oaks Auditorium Improvements in Progress
CCTV Projects

Estimated Cost: $6.05 million
Approved Budget: $6.05 million
Year of Completion: 2016
Project Manager: Bob Magliocco
Designer: VTA
Contractors: Cal Coast Telecom

Project Description:
Install video surveillance and recording equipment including Closed-Circuit Television (CCTV) cameras, video recorders, and associated hardware at these VTA facilities:

Project P-0803 includes the St. James, Great America, Old Ironsides, Tasman, Capitol, and Metro Airport LRT Stations, and the Alum Rock Transit Center.

Project P-0816 Phase 1 covered the Civic Center, Fair Oaks, Bascom, River Oaks, and Fruitdale LRT Stations. It also includes CCTV installation at River Oaks Facility and Great Mall Transit Center. Phase 2 will cover two additional locations, Bayshore/NASA and San Jose Diridon Light Rail Stations.

Project P-0892 will purchase and install closed circuit television (CCTV) system at various locations including North Bus Operating Division, Japantown/Ayer, Berryessa, and Hostetter Light Rail Stations.

Project Status:
P-0803 – Final Design was completed in March 2014 and VTA Board awarded the construction contract in June 2014. Field work is ongoing and is planned for completion by November 2014.
P-0816 – Phase 1 construction contract was advertised in July 2013 and awarded at the October 2013 VTA Board meeting. Construction started in October 2013 and will be completed by October 2014. Phase 2 was advertised for bids in June 2014 and is expected to be awarded at the October 2014 VTA Board meeting. Construction will start in late October 2014 and will be completed by January 2015.
P-0892 – Design started in July 2014 and advertisement for construction bids is expected in April 2015.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
</tr>
</thead>
<tbody>
<tr>
<td>P-0803 CCTV Surveillance Equipment</td>
<td>Aug-13</td>
<td>Jan-15</td>
</tr>
<tr>
<td>P-0816 CCTV Surveillance Eqpt FY13</td>
<td>Apr-13</td>
<td>Mar-15</td>
</tr>
<tr>
<td>P-0892 CCTV Surveillance Equipment</td>
<td>Jul-14</td>
<td>Mar-16</td>
</tr>
</tbody>
</table>
### Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget $</th>
<th>Sep-14 Committed Costs $</th>
<th>Sep-14 Incurred Costs $</th>
<th>Budget Balance $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>4,299</td>
<td>2,749</td>
<td>1,712</td>
<td>2,587</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>1,513</td>
<td>836</td>
<td>787</td>
<td>726</td>
</tr>
<tr>
<td>Contingency</td>
<td>237</td>
<td>-</td>
<td>-</td>
<td>237</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>6,049</strong></td>
<td><strong>3,585</strong></td>
<td><strong>2,499</strong></td>
<td><strong>3,551</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred: 41%
Approved Budget Committed: 59%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>P-0803</th>
<th>P-0816</th>
<th>P-0892</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>State</td>
<td>$1.61</td>
<td>$2.29</td>
<td>$2.14</td>
<td>$6.05 million</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>$1.61</strong></td>
<td><strong>$2.29</strong></td>
<td><strong>$2.14</strong></td>
<td><strong>$6.05 million</strong></td>
</tr>
</tbody>
</table>

State 100%

Camera installation in progress at the Civic Center Station

Cameras installed at Bascom Station
LR Systems Security Improvements

Estimated Cost: $3.9 million
Approved Budget: $4.23 million
Year of Completion: 2014
Project Manager: Ramesh Dhingra
Contractor: General Electric; Advance Digital Solutions

Project Description:
The SCADA (Supervisory Control and Data Acquisition) System Hardening project (P-0741) will install new software, servers, networks, firewalls, global positioning system, and supporting SCADA equipment that will replace important outdated software and hardware used by SCADA. Additional local funds obtained will be used for network upgrades.

Project Status:
The contract was awarded in April 2013. The contractor, General Electric completed software development, testing and validation in March 2014. VTA Operations is currently working on SCADA room reconfiguration, SCADA Network Configuration for Ring 1, network support for the PA controllers, and network support for RTU (Remote Terminal Unit) replacement, to be completed in October 2014.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design</td>
<td>Aug-11</td>
<td>Feb-12</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td>Feb-12</td>
<td>Mar-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SCADA Room Reconfiguration</td>
<td>Feb-14</td>
<td>Oct-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Closeout</td>
<td>Oct-14</td>
<td>Dec-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Approved Budget:

| Project Cost Element                       | Approved Project Budget | Sep-14 Committed Costs | Sep-14 Incurred Costs | Budget Balance  
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>1,014</td>
<td>1,014</td>
<td>915</td>
<td>99</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>2,874</td>
<td>2,725</td>
<td>2,689</td>
<td>185</td>
</tr>
<tr>
<td>Contingency</td>
<td>14</td>
<td>-</td>
<td>-</td>
<td>14</td>
</tr>
<tr>
<td>To be categorized (Expired Federal Funds)</td>
<td>330</td>
<td>-</td>
<td>-</td>
<td>330</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>4,232</strong></td>
<td><strong>3,739</strong></td>
<td><strong>3,604</strong></td>
<td><strong>628</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Approved Budget Incurred</th>
<th>Approved Budget Committed</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total</strong></td>
<td><strong>85.2%</strong></td>
<td><strong>88.3%</strong></td>
</tr>
</tbody>
</table>

**NOTE:** All amounts are Year Of Expenditure dollars in $1,000's

### Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal*</td>
<td>$1.09 million</td>
</tr>
<tr>
<td>State</td>
<td>$2.57 million</td>
</tr>
<tr>
<td>Local</td>
<td>$0.58 million</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>$4.23 million</strong></td>
</tr>
</tbody>
</table>

* includes $0.33 million of expired funds
Passenger Safety Improvements

**Estimated Cost:** $1.7 million  
**Approved Budget:** $1.7 million  
**Year of Completion:** 2015  
**Project Manager:** Sal Lanzo  
**Designer:** VTA  
**Contractor:** Granite Rock Company

**Project Description:**

The **Passenger Safety Improvements** project (P-0802) will provide fencing and barriers at the Civic Center Station and Convention Center Station that will prevent LRT passengers from unsafe mid-block crossing of the LRT trackway. The proposed fencing will discourage pedestrians from illegally and unsafely crossing the light rail tracks at random locations, and direct them to signalized crosswalks.

Fencing along North First Street between Sonora Avenue and Gish Road will discourage pedestrians from illegally and unsafely crossing the light rail tracks and direct them to signalized crosswalks at Sonora Avenue and Gish Road. Similarly, fencing between Karina Court and Brokaw Road will direct pedestrians to signalized crosswalks at Karina Court and Brokaw Road.

**Project Status:**

Project was advertised for bids in June 2014 and awarded at the August 2014 VTA Board meeting. Contractor is mobilizing for construction and is expected to start field construction in November 2014 and finish by January 2015.

**Project Schedule:**

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design</td>
<td>Mar-13</td>
<td>Aug-14</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td>Aug-14</td>
<td>Jan-15</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Closeout</td>
<td>Jan-15</td>
<td>Apr-15</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Design/Bid | Construction | Closeout
Approved Budget:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Approved Project Budget</th>
<th>Sep-14 Committed Costs</th>
<th>Sep-14 Incurred Costs</th>
<th>Budget Balance $d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>1,252</td>
<td>1,252</td>
<td>-</td>
<td>1,252</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>418</td>
<td>218</td>
<td>194</td>
<td>224</td>
</tr>
<tr>
<td>Contingency</td>
<td>60</td>
<td>-</td>
<td>-</td>
<td>60</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,730</strong></td>
<td><strong>1,471</strong></td>
<td><strong>194</strong></td>
<td><strong>1,536</strong></td>
</tr>
</tbody>
</table>

Approved Budget Incurred 11.2%
Approved Budget Committed 85.0%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

Approved Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>State</td>
<td>$1.73 million</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>$1.73 million</strong></td>
</tr>
</tbody>
</table>

Local 100%

Proposed location of fencing at Convention Center – West San Carlos St.

Proposed location of fencing at Gish and N. First St.
### TRANSIT CAPITAL PROJECTS SEMI-ANNUAL REPORT (APRIL 2014 - SEPTEMBER 2014) - SUMMARY OF ACCOMPLISHMENTS

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost</th>
<th>Schedule</th>
<th>Key Accomplishment</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>P-0781: Bus Stop Improvements</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>P-0764: Transit Center Park and Ride Upgrades</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>P-0761: Bridge Repairs &amp; Hamilton Structure Stabilization</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractor: George Bianchi Construction Designer: Nolte Associates Inc.</td>
<td>Approved Budget: $1.70M Estimated Cost: $1.70M Fund Source: Federal/Local</td>
<td>Construction Completion: Dec 2014</td>
<td>The construction contract for structural repair to light rail bridges and structures was awarded at the April 2014 Board. Repairs are ongoing and expected to be completed by December 2014.</td>
</tr>
<tr>
<td><strong>P-0670: Rail Replacement &amp; Rehabilitation</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractors: Stacy &amp; Witbeck Inc./Con-Quest J.V; Shimmick Construction * Designer: Rail Surveyors &amp; Engineers, HMH, VTA</td>
<td>Approved Budget: $20.67M Estimated Cost: $20.67M Fund Source: Federal/Local</td>
<td>Construction Completion: December 2017</td>
<td>The Rail Rehabilitation that includes signal and track improvements is ongoing and is expected to be completed by July 2015. Design for the Younger Half Grand and crossovers was awarded to RSE in August 2014, construction contract is planned for advertisement in summer of 2015.</td>
</tr>
<tr>
<td><strong>P-0689: Traction Power Substation (TPSS)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractor: Balfour Beatty Rail Designer: Stantec/Elcon; PGH Wong</td>
<td>Approved Budget: $20.26M Estimated Cost: $20.26M Fund Source: Federal; State; Local</td>
<td>Construction Completion (Ph1): Jan 2015 Construction Completion (Ph2): Feb 2015</td>
<td>Phase 1: TPSS #3 was installed in October 2014; TPSS #15 will be delivered in October 2014 and TPSS #4 in December. Installation and testing is expected to be completed by January 2015. Phase 2: TPSS #1 is in service as of August 2014; TPSS #14 will be delivered in December 2014 and TPSS #5 in January 2015. Installation and testing is expected to be completed by February 2015.</td>
</tr>
<tr>
<td><strong>P-0780: River Oaks Auditorium &amp; Lobby Configuration</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractor: Alex Kushner GC Designer: VTA</td>
<td>Approved Budget: $0.5M Estimated Cost: $0.5M Fund Source: Local</td>
<td>Auditorium: Feb 2015</td>
<td>The construction contract for the lobby reconfiguration was advertised for bids in September 2014. Construction will start in December and is expected to be completed by February 2015.</td>
</tr>
<tr>
<td><strong>P-0816: Closed-Circuit Television at LR Stations /Tail Tracks</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractor: Cal Coast Telecom; I-Tech Solutions Designer: VTA</td>
<td>Approved Budget: $2.29M Estimated Cost: $2.29M Fund Source: State Prop 1B</td>
<td>Construction Completion (Ph1): Oct 2014 Construction Completion (Ph2): Jan 2015</td>
<td>Phase 1 Construction started in November 2013 and was completed October 2014. Phase 2 was advertised for bids in June 2014. Construction started in October and will be completed by January 2015.</td>
</tr>
<tr>
<td><strong>P-0803: CCTV Surveillance Equipment</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractors: Cal Coast Telecom Designer: VTA</td>
<td>Approved Budget: $1.61M Estimated Cost: $1.61M Fund Source: State Prop 1B</td>
<td>Construction Completion: Nov 2014</td>
<td>Construction started in July 2014 and was completed in November 2014.</td>
</tr>
<tr>
<td><strong>P-0802: Passenger Safety Improvements</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractors: Granite Rock Company Designer: VTA</td>
<td>Approved Budget: $1.7M Estimated Cost: $1.7M Fund Source: State Prop 1B</td>
<td>Construction Completion: January 2015</td>
<td>Contract was awarded in August. Field construction started in November and will be completed by January 2015.</td>
</tr>
</tbody>
</table>
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Chief Operating Officer, Michael A. Hursh

SUBJECT: Transit Service Changes - January 2015

FOR INFORMATION ONLY

BACKGROUND:

VTA implements transit service changes on a quarterly basis in January, April, July and October. Major changes are typically planned for January and July, while minor changes are implemented in April and October. Proposed “major” service changes must be submitted to the VTA Board of Directors for review and approval. For Title VI compliance purposes, all “major” service changes also require that VTA staff perform a Service Equity Analysis.

The following modifications are considered “major” service changes as adopted by the VTA Board of Directors on October 3, 2013.

- Establishment of a new transit line or service.
- Elimination of a transit line or service.
- Route change that impacts 25 percent or more of a line’s route miles.
- Span of service or frequency changes affecting 25 percent or more of a line’s revenue vehicle hours.
- Series of changes on a single route which are included in the two-year Transit Service Plan and cumulatively meet any of the above criteria.
- Proposed changes that are anticipated to be controversial with a particular community or interested parties based on public feedback.
- System-wide change concurrently affecting five percent or more of the total system revenue hours.

Service change proposals that do not meet the criteria for “major” service changes are handled at the staff level and are still subject to an appropriate level of public and community review and comment.
DISCUSSION:

The following transit service changes will take effect on Monday, January 5, 2015, and were approved by the VTA Board of Directors in May 2013 as part of the two year FY14-FY15 Transit Service Plan. The Transit Service Plan also included the required Title VI Service Equity Analysis.

MAJOR CHANGES

Community Bus Line 17 (Gilroy Transit Center - Monterey & Las Animas): The routing will terminate at the Social Services office on Tomkins Ct. and no longer serve Monterey & Las Animas due to very low ridership and safety concerns regarding the freight rail crossing here.

Line 77 (Eastridge-Great Mall): The schedule will be adjusted to allow for a routing change due to BART construction on Lundy near Sierra for approximately 9 months. The exact effective date of the reroute is not known at this time, although it is expected to start in later January. Buses will operate on Lundy, Hostetter, Flickinger and Berryessa back to Lundy during this time. As a result, minor weekday and weekend schedule changes will be made.

Limited Stop Line 323 (De Anza College-Downtown San Jose): New weekday evening service will be operated every 30 minutes until 10:30 p.m. Saturday service will begin at 8 a.m., operating every 30 minutes until 9 a.m., and new Saturday evening service will be operated every 30 minutes until 10 p.m. New Sunday service will operate every 20 minutes from 9 a.m. to 6 p.m. Other weekday and Saturday schedule changes will be made. New stops will be added at 1st & Julian in the eastbound direction and 2nd & Bassett in the westbound direction.

OTHER CHANGES

Community Bus Line 13 (Almaden Expressway & McKean-Ohlone/Chynoweth LRT Station): Minor schedule changes will be made in coordination with school hours.

Line 25 (De Anza College-Alum Rock Transit Center): Major weekend schedule changes will be made. An additional bus will be added on Sundays to improve layovers.

Line 27 (Good Samaritan Hospital-Kaiser San Jose): Major weekday schedule changes will be made to better coordinate with Leigh High School bell times. Minor weekend schedule changes will also be made.

Line 55 (De Anza College-Great America): Minor weekday and weekend schedule changes will be made. An additional bus will be added on Saturdays to improve layovers.

Express Line 168 (Gilroy-San Jose Diridon Station): The 6:05 a.m. northbound trip will be moved 7 minutes earlier. In addition, an extra service bus will operate in front of the regular 7:36 a.m. northbound bus from Morgan Hill on Mondays and Wednesdays when San Jose State University is in session.
Rapid Line 522 (Eastridge-Palo Alto): Major weekday and minor weekend schedule changes will be made.

Minor Schedule Changes:
Line 22 (Palo Alto-Eastridge): weekday
Line 23 (De Anza College-Alum Rock Transit Center): eastbound schedule
Line 26 (Eastridge-Lockheed Martin): weekday
Line 35 (Mountain View-Stanford Shopping Center): weekday and weekend
Community Bus Line 42 (Kaiser San Jose-Evergreen Valley College): weekday and Saturday
Line 47 (Great Mall-McCarthy Ranch): weekday and weekend
Line 54 (De Anza College-Sunnyvale/Lockheed Martin): weekday and weekend
Line 70 (Capitol LRT Station-Great Mall): weekday and weekend
Line 72 (Senter & Monterey-Downtown San Jose): weekday and weekend
Line 73 (Snell & Capitol-Downtown San Jose): weekday and weekend
Express Line 102 (South San Jose-Palo Alto): weekday afternoon trips
Express Line 104 (Penitencia Creek Transit Center-Palo Alto): weekday
Express Line 120 (Fremont BART-Lockheed Martin/Moffett Park-Shoreline): weekday
Express Line 121 (Gilroy-Lockheed Martin/Moffett Park): weekday
Express Line 122 (South San Jose-Lockheed Martin/Moffett Park): afternoon trip

Prepared By: Jim Unites
Memo No. 4336
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Chief Financial Officer, Raj Srinath

SUBJECT: Amended and Restated Ordinance 98.1, Vehicles and Facilities – Second Reading and Adoption

Policy-Related Action: Yes  Government Code Section 84308 Applies: Yes

ACTION ITEM

RECOMMENDATION:

Consider and adopt the Amended and Restated Ordinance 98.1, Vehicles and Facilities, in the form attached hereto as Attachment A, which updates references to relevant California statutes, adds restrictions that align with current issues faced by the VTA, updates references to the Santa Clara Valley Transportation Authority’s name, updates provisions regulating the conduct of passengers on transit vehicles and facilities, and clarifies the conditions by which third parties may enter and use parking lots, stations and other VTA facilities.

BACKGROUND:

The Board of Directors introduced the proposed Amended and Restated Ordinance 98.1, Vehicles and Facilities, for a first reading on December 11, 2014. Today, VTA staff is submitting the proposed Amended and Restated Ordinance 98.1 for consideration and proposed adoption by this Board.

Originally adopted on October 1, 1998, Ordinance 98.1 served to repeal a number of prior ordinances relating to transit security and replaced them with a single, comprehensive ordinance regulating conduct on transit vehicles and facilities. Concurrently, the Board adopted Resolution 98.10.23 regulating vehicles operated or parked on VTA property. These were supplemented on November 10, 1998, when the General Manager approved Regulation No. 98.11.1 (Entry Upon and Use of VTA Administrative Facilities), Regulation No. 98.11.2 (Traffic and Vehicles Operated or Parked on VTA Facilities), and Regulation No. 98.11.3 (Bicycles Onboard VTA Buses, Light Rail Vehicles and Transit Facilities). The regulations were amended on April 30,
1999 to correct the regulation titles by changing the word “ordinance” to “regulation.” Collectively, these documents serve as the legal foundation for regulating use and conduct on VTA’s transit vehicles, transit facilities and administrative facilities.

VTA staff is proposing the Amended and Restated Ordinance 98.1 (“Ordinance”) for a number of reasons. First, there has been a gradual increase in permitted and unpermitted third party uses of VTA properties, including private commuter shuttle operations on VTA lots and transit centers. While the current ordinance could be interpreted as covering these uses, a clearer statement relating to third party uses would be helpful. Second, certain revisions made to the California Penal Code relating to fare evasion and enforcement necessitate a corresponding update to the Ordinance. Third, System Safety and Security requires the Ordinance to align with current issues faced by VTA and to highlight certain applicable California statutes through their express addition to the Ordinance’s enforcement sections. Lastly, the Ordinance needs to reflect current System Safety and Security operating policies regarding persons with disabilities, charter vehicles and other similar categories.

The Amended and Restated Ordinance was first submitted to the Board of Directors on October 2, 2014 for a first reading, where it was introduced as Item 7.1 of the regular agenda. Prior to that, the Ordinance was reviewed and approval was recommended at the September meeting of the Citizen Advisory Committee, Policy Advisory Committee, and Administration and Finance Committee. The Ordinance was again reviewed and approval was recommended at the October meeting of the Administration and Finance Committee and the Transit Planning and Operations Committee.

The current draft of the Ordinance remains largely unchanged from the version introduced by the Board of Directors on October 2, 2014, with the exception of the sections highlighted in yellow in Attachment B. The changes reflect public comment since October 2, 2014, and can be summarized as follows:

- Section 2(a)(4) - clarifies that contracted vehicles means vehicles for the purpose of providing paratransit services to disabled members of the public.
- Section 4(b)(11) - prohibition on baby strollers and utility carts remains unchanged from the 1998 version of the Ordinance (version approved on October 2, 2014 deleted “baby strollers” from prohibition).
- Section 6 - clarifies inspectors and supervisors are those employed by VTA, whereas law enforcement officers and security officers are contracted by VTA.
- The changes also include corrections to minor typographical errors.

Because of these proposed changes, the Amended and Restated Ordinance was re-introduced at the December 11, 2014 Board meeting, and is proposed for adoption at this meeting. There were no changes to the Ordinance resulting from the December 11, 2014 Board of Directors meeting.

**DISCUSSION:**

The proposed Ordinance is enclosed as Attachment A, and a redlined version showing the proposed changes is enclosed as Attachment B.
The following is a summary of the key provisions included in the proposed Ordinance:

Section 2. General. This section sets forth the definitions which apply to the Ordinance:

- (a)(1) defines “District.” The definition has been updated to refer to “District” as “VTA,” and to “Santa Clara County Transit District” as “Santa Clara Valley Transportation Authority.”

- (a)(3) defines “Transit facility.” The definition has been clarified by including bus, trolley and rail vehicle facilities, as well as operating facilities. Reason for update: This is intended to cover the broadest category of vehicle facilities which VTA currently uses, or may use in the future. In addition, adding the term “operating facilities” more clearly captures all of the current uses than did the definitions of “transit facility” or “administrative facility”.

- (a)(4) defines “Transit vehicle.” The definition has been clarified by including rail cars and any vehicles under contract with VTA for the purpose of providing paratransit services. Reason for update: This is intended to cover the broadest category of vehicles which VTA currently operates, or may operate in the future.

- (a)(5) defines “Administrative facility.” The definition has been broadened to include property legally controlled by VTA. Reason for update: VTA leases, licenses and controls a number of properties under various real estate or operating agreements, and this new language clarifies the previous language to reflect that fact.

Section 3. Conditional Permission to Use: Revocation. This section conditions permission to use transit vehicles, transit facilities and administrative facilities upon compliance with this Ordinance and applicable laws. The section has been clarified to specify that the requirement applies to both permission to enter upon and permission to use. In addition, the conditions now specifically include compliance with VTA’s rules, regulations and policies. Reason for update: If a third party does not satisfy VTA requirements, then that party should not have permission to enter upon VTA property, let alone use a property. It also makes clear that a third party must follow any VTA-specific rules, regulations and policies, since those are common mechanisms by which VTA establishes requirements.

Section 4. Conditions for Passage on Transit Vehicles and Entry Upon and Use of Transit Facilities. This section lists the specific conditions for use of transit vehicles and transit facilities. The section has been updated to specify that the requirement applies to both permission to enter upon and permission to use. In addition, the following conditions have been updated and/or clarified:

- (b)(7) prohibits eating or drinking or possessing open food or drink containers where such acts are prohibited by sign or written notice. The subsection has been updated to provide an exception for medical conditions. Reason for update: Federal guidance was issued allowing passengers to eat and drink while using transit services and facilities, when in response to a medical need.
• (b)(8) prohibits the consumption of alcoholic beverages on transit vehicles and transit facilities, except in a chartered transit vehicle when authorized by VTA regulations. The subsection has been updated to prohibit the possession of open containers of alcoholic beverages as well. Furthermore, the exception for chartered transit vehicles has been deleted. **Reason for update:** Open containers and consumption of alcoholic beverages often occur together, and the change to the language clarifies that the aim of the ordinance is to prevent both. Also, VTA no longer permits alcohol on chartered transit vehicles, and this update reflects current practice.

• (b)(15) prohibits the transport of any animal on a transit vehicle, except for certain categories of animals. The subsection has been updated to exclude service animals in training from this prohibition. **Reason for update:** California Civil Code Section 54.2 states that service animals in training have a right to accompany their trainers on public transit.

• (b)(17) is a new subsection which prohibits urination or defecation at a transit facility or on a transit vehicle, except in a lavatory, unless the incident is a result of disability, age or medical condition. **Reason for update:** This provision exists in Penal Code Sec. 604(d)(3), and inclusion in this Ordinance is intended to clarify and highlight its applicability to VTA transit vehicles and facilities.

• (b)(18) is a new subsection which prohibits smoking, vaping or using e-cigarettes, or carrying a lit cigar, pipe or cigarette of any type. **Reason for update:** The Penal Code contains a prohibition on smoking which applies to public transit, and inclusion in this Ordinance is intended to clarify and highlight its applicability to VTA transit vehicles and facilities. While vaping or using e-cigarettes are not currently prohibited by law on public transit, it is a growing public concern and VTA is pro-actively addressing the issue of passenger comfort through this Ordinance.

• (b)(19) is a new subsection which explicitly prohibits line-jumping to ensure that this problem can be addressed at special events where VTA passengers must wait in long lines to access transit vehicles.

• (b)(20) [currently (b)(17)] prohibits violation of any VTA notice, prohibition, instruction or direction set forth on “any District sign” which is intended to provide for the safety or convenience of transit passengers, or the efficient operation of the transit system. The subsection has been clarified to prohibit the violation of notice, prohibition, instruction or direction set forth on VTA notices or signs. In addition, the prohibition applies to violations of VTA notices or signs intended to provide for the management of VTA’s transit vehicles and transit facilities. **Reason for update:** This more clearly states VTA may not only post signs, but also provide other forms of notices regarding its requirements, so that such requirements reach the largest audience possible. The update also more clearly states that VTA may post signs or notices which are intended to maintain and secure VTA’s rights as a property owner and manager.
• (d) is a new subsection which states that no person shall knowingly give false identification to a VTA fare inspector, security officer or law enforcement officer engaged in the enforcement of any applicable federal, state or local ordinances, rules or regulations, or any applicable VTA rules, regulations or policies. Furthermore no person shall obstruct the enforcement of or citation for any violation described in this subsection. **Reason for update:** VTA fare inspectors routinely come across passengers with false identification, and currently have little recourse for this practice. This update provides fare inspectors a tool to deter such false identifications.

• (e) [currently (d)] states that transit facilities are provided solely for VTA patrons to access transit vehicles, and that no one shall obstruct or interfere with this purpose, or otherwise impede the safe boarding and alighting of passengers. The subsection has been clarified to explicitly state that third parties may not otherwise enter upon or use any transit facilities without VTA’s express permission. **Reason for update:** The new language more clearly states that third parties, including any category of vehicles (such as private commuter shuttles), may not enter upon or use VTA property without express permission.

• (f) is a new subsection which directs the General Manager to promulgate rules, regulations and policies that govern the conditions under which persons, entities or vehicles may enter upon and use transit facilities. **Reason for update:** This makes clear that VTA may establish requirements which are intended to maintain and secure VTA’s rights as a property owner and manager, in particular to address commuter shuttles and illegal parking on VTA property.

Section 5. **Conditions for Entry Upon and Use of Administrative Facilities.** This section directs the General Manager to promulgate rules and regulations that govern the use of administrative facilities. It also conditions permission to enter upon, or use, administrative facilities upon compliance with such rules and regulations. This section has been updated to include promulgation of **policies**, and related compliance with **policies**. **Reason for update:** VTA requirements are often established via VTA policy. In addition, the following conditions have been updated:

• (e) this new subsection directs the General Manager, where applicable, to promulgate rules, regulations and policies that govern the conditions under which persons, entities or vehicles may enter upon and use administrative facilities. This mirrors subsection 4(f) of the Ordinance.

• (f) this new subsection prohibits the violation of any notice, prohibition, instruction or direction, on any VTA notice or sign that is intended to provide for the safety or convenience of transit passengers, the efficient operation of the transit system, or management of VTA’s administrative facilities. This mirrors subsection 4(b)(18) of the Ordinance.

Section 6. **Delegation of Enforcement Authority.** This section delegates enforcement authority for the Ordinance to persons regularly employed as inspectors or supervisors, or contracted as
law enforcement officers or security officers by VTA, and provides an updated list of applicable California statutes to be enforced. The applicable California statutes are:

- Penal Code Sections 602 and 602.1 (trespass), 640 (transit offenses), 640.5 (graffiti), 647 (disorderly conduct), and 853.5 (fingerprinting)
- Public Utilities Code Section 99170 (passenger safety and conduct)
- Vehicle Code Sections 21113 (traffic and parking), 22519 (local authority), 22521 and 22656 (parking near light rail), 22500 (prohibited stopping, standing or parking), and 22651 (vehicle towing)

Section 10. Minor Modifications. This new section states that for efficiency, the General Manager, in consultation with General Counsel, is authorized to make minor corrections and adjustments to this Ordinance, including changes to reflect legislative updates and amendments. Reason for update: Makes process for making minor changes more efficient, since such changes will not require a full ordinance amendment process.

This Ordinance is submitted for consideration and proposed adoption at today’s Board meeting. Provided the Ordinance is approved, an Amended and Restated Regulation 98.11.2 will be submitted to the Board of Directors for approval on the same date, or thereafter. The regulation is included as Attachment C and was presented to the Board as an informational item on December 11, 2014.

ALTERNATIVES:

The VTA Board of Directors could decide not to amend the Ordinance, or request staff to provide additional information or re-evaluate certain aspects of the Ordinance.

FISCAL IMPACT:

There is no direct fiscal impact that will result from the adoption of the proposed Ordinance.

ADVISORY COMMITTEE DISCUSSION/RECOMMENDATION:

The Ordinance was brought to the September 2014 meetings of the Citizens Advisory Committee (CAC) and Policy Advisory Committee (PAC). The Committees asked questions regarding the commuter shuttle problems and staff discussed how VTA plans to address those issues. The item was approved by unanimous vote by both the CAC and PAC.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

This item was approved with recommendations at the September meeting of the Administration and Finance Committee. Chairperson Chavez, Member Carr and Member Esteves recommended VTA examine ways to address loitering at VTA bus stops, via a legal framework, memorandum of understanding with the Sheriff’s Office, coordination with local jurisdictions, or other methods. VTA staff will research the options and, in consultation with System Security & Safety and General Counsel, implement the recommended option.

Chairperson Chavez and Member Carr also made recommendations regarding the draft Policy
for Third Party Use of VTA Property, on the subject of commuter shuttles. Chairperson Chavez suggested an evaluation of a commuter shuttle bus company’s safety record, as well as a review of the company’s driver training methods. These conditions were incorporated into the commuter shuttle permitting provisions in the Policy for Third Party Use of VTA Property. Lastly, Member Carr requested that there be an evaluation of the commuter shuttle permitting program after a period of implementation. VTA staff will monitor the progress and success of VTA’s commuter shuttle permitting program on an ongoing basis.

**BOARD OF DIRECTORS’ DISCUSSION:**

The Ordinance was initially submitted to the Board of Directors in October 2014. In November 2014, the Board decided to defer adoption of the ordinance to a future meeting.

Staff resubmitted the ordinance and reviewed the changes from the previous version at the December 11, 2014 Board of Directors meeting. During the meeting, one public comment was received from a member of the Amalgamated Transit Union (“ATU”), who expressed concern about the safety of private vehicles using public bus stops. Chairperson Kalra agreed that safety was a primary VTA concern which would continue to be addressed as VTA implemented the Ordinance. Member Chavez delved further into the issue of safety with Deputy Director Patel, and summarized that the safety concerns were either (1) already addressed within existing VTA contracts for paratransit services, or (2) will be addressed as part of a forthcoming Policy on Third Party Use of VTA Property (“Policy”). Member Herrera then asked if the Ordinance explicitly required third parties to obtain permission before using VTA property, to which Deputy Director Patel replied yes. Deputy Director Patel then reiterated that further details on third party use would be forthcoming in the Policy. The Board of Directors then voted to introduce the Ordinance for a first reading, and to place the Ordinance on the agenda of the next regularly scheduled Board of Directors meeting.

Prepared by: Kathy Bradley
Memo No. 4814

**ATTACHMENTS:**

- Ordinance 98 1 Revisions 12 1 14 ATT A Clean (PDF)
- Ordinance 98 1 Revisions 12 1 14 ATT B Redline (PDF)
- Amended and Restated Regulation 98 11 2 Traffic and Vehicles Operated or Parked on VTA Facilities 12 1 14 ATT C redlined (PDF)
ATTACHMENT A
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
AMENDED AND RESTATED ORDINANCE NO. 98.1
VEHICLES AND FACILITIES

Summary
This amended and restated ordinance updates references to relevant California statutes, adds restrictions that align with current issues faced by the Santa Clara Valley Transportation Authority, updates references to the Santa Clara Valley Transportation Authority’s name, updates provisions regulating the conduct of passengers on transit vehicles and facilities, and clarifies the conditions by which third parties may enter and use parking lots, stations and other VTA facilities.

The Board of Directors of the Santa Clara Valley Transportation Authority ordains as follows:

Section 1. Amendment and Restatement
Ordinance 98.1 is hereby amended and restated in its entirety as hereinafter set forth.

Section 2. General
(a) The following definitions apply to this ordinance:

(1) “VTA” means the Santa Clara Valley Transportation Authority;
(2) “Operator” means the person who drives or is in actual physical control of a transit vehicle;
(3) “Transit facility” means any and all bus, trolley, rail and light rail operating facilities, transit centers, stations, platforms, parking lots, and areas used for transit system access;
(4) “Transit vehicle” means a bus, trolley, rail car, light rail car, or other vehicle owned by VTA or otherwise operated by VTA for the purpose of providing transportation services to the public. “Transit Vehicle” also includes vehicles under contract with VTA for the purposes of providing paratransit services to disabled members of the public who cannot otherwise use public transportation services;
(5) “Administrative facility” means all buildings, structures, parking lots, and property, owned, operated, contracted by or controlled by VTA, except transit facilities;
(6) “Violate” or “violation” includes failure to comply.

(b) Any provision of this ordinance prohibiting an act shall include causing, procuring, aiding, abetting, directly or indirectly, the prohibited act, and shall include permitting a minor in the custody of any person to perform such act.
(c) For purposes of this ordinance, the singular number includes the plural and the plural
includes the singular.

Section 3. Conditional Permission to Use; Revocation

(a) Permission to enter upon or use transit vehicles, transit facilities or administrative facilities, is conditioned upon compliance with this ordinance, all applicable federal, state and local laws, ordinances, rules and regulations, and all applicable VTA rules, regulations and policies.

(b) All rights and privileges express or implied, for the use of transit vehicles, transit facilities and administrative facilities are revocable and cancelable by violation of this ordinance or violation of any applicable federal, state or local laws, ordinances, rules or regulations, or any applicable VTA rules, regulations or policies.

Section 4. Conditions for Passage on Transit Vehicles and and Entry Upon and Use of Transit Facilities

Permission to enter upon or use a transit vehicle or transit facility is conditioned upon compliance with the following rules and regulations, the violation of which shall be cause for removal of a passenger from the transit vehicle or transit facility, in addition to any other penalty imposed by law:

(a) All fare media issued by VTA provide passage upon a transit vehicle in revenue service from a boarding point to the final scheduled stop at the end of the transit vehicle’s route. No passenger shall remain on a transit vehicle beyond such final scheduled stop without the Operator’s express consent.

(b) No passenger on a transit vehicle, or person or entity in or on a transit facility shall:

1. Interfere with the Operator or operation of a transit vehicle.
2. Ride upon the outside or roof of any transit vehicle.
3. Throw any object from a transit vehicle.
4. Extend a hand, arm, foot, leg or other portion of the body through any window opening of a transit vehicle.
5. Place a foot on any seat of a transit vehicle.
6. Commit any act or engage in behavior that could, with reasonable foreseeability, cause harm or injury to any person or property.
7. Eat or drink or possess an open food or drink container where eating or drinking or possessing open food or drink containers is prohibited by sign or written notice, unless necessitated by a medical condition.
8. Consume an alcoholic beverage or possess an open container of alcoholic beverage.
9. Discard litter, except in receptacles provided for that purpose.
10. Take an unfolded wheelchair on a bus with an inoperable wheelchair lift.
11. Take an unfolded baby stroller or utility cart on a transit vehicle, unless the Operator determines space is available.
12. Take a bicycle on a transit vehicle, except as permitted under VTA rules and regulations.
13. Ride a bicycle in or on a transit facility, except when bicycling in or out of a parking lot.
14. Skateboard or roller-skate in or on a transit facility.
15. Transport any animal on a transit vehicle unless: (a) the animal is a guide, service or signal animal (or a service animal in training) that has been specially trained to assist persons with disabilities and is on a leash; or (b) the animal is in a completely enclosed and secured cage or carrying case which is small enough to fit on the passenger’s lap and the animal does not otherwise endanger or annoy other person.
16. Transport any package, bundle, object, or baggage whose contents, size, bulk, shape or nature may be dangerous, or interfere with the safe operation of the transit vehicle.
17. Urinate or defecate at a transit facility or on a transit vehicle, except in a lavatory, unless the incident is a direct result of disability, age or medical condition.
18. Smoke, vape or use an e-cigarette, or carry a lit cigar, pipe or cigarette of any type.
19. Step, jump or push into lines ahead of others who are waiting, or to evade payment of fare.
20. Violate a notice, prohibition, instruction, or direction on any VTA notice or sign that is intended to provide for the safety or convenience of transit passengers, the efficient operation of the transit system, or management of VTA’s transit vehicles and transit facilities.

(c) Transit vehicles are provided solely to transport VTA patrons, and the following activities are prohibited in or on vehicles because they interfere with passengers’ privacy or the safe, pleasant, convenient, or efficient provision of transit services:

1. Posting or distributing notices, flyers, brochures or other materials, without VTA authorization.
2. Exhibiting or displaying any merchandise or object for sale or lease or other transaction.
3. Holding meetings, performing ceremonies, or making speeches or orations.

(d) No person shall knowingly give false identification to a VTA fare inspector, security officer or law enforcement officer engaged in the enforcement of any applicable federal, state or local laws, ordinances, rules or regulations, or any applicable VTA rules, regulations or policies. Furthermore, no person shall obstruct the enforcement of or citation for any violation described hereunder.

(e) Transit facilities are provided solely for VTA patrons to access transit vehicles, and parties who are not accessing transit vehicles may not otherwise enter upon or use any transit facilities without VTA’s express permission. No one shall obstruct or interfere with this purpose, or otherwise impede the safe boarding and alighting of passengers.

(f) Where applicable, the General Manager shall promulgate rules, regulations and policies that govern the conditions under which persons, entities or vehicles may enter upon and use transit facilities.

Section 5. Conditions for Entry upon and Use of Administrative Facilities

The General Manager shall promulgate rules, regulations and policies that govern the use of administrative facilities. Permission to enter upon, or use, administrative facilities is conditioned upon compliance with such rules, regulations and policies. The rules, regulations and policies shall:
(a) Specify persons or entities authorized to enter or use an administrative facility;
(b) If appropriate, limit the purpose for which the administrative facility may be entered or used;
(c) Establish the hours of service for the administrative facilities.
(d) If appropriate, set equipment or attire that persons entering or using the administrative facility shall have;
(e) Where applicable, promulgate rules, regulations and policies that govern the conditions under which persons, entities or vehicles may enter upon and use administrative facilities; and
(f) Prohibit violation of any notice, prohibition, instruction, or direction on any VTA notice or sign that is intended to provide for the safety or convenience of transit passengers, the efficient operation of the transit system, or management of VTA’s administrative facilities.

Section 6. Delegation of Enforcement Authority

Subject to Penal Code section 830.7(e), persons regularly employed as inspectors or supervisors, or contracted as law enforcement officers or security officers by VTA shall have the duty and authority to apply and enforce this ordinance as well as applicable sections of the Penal Code, Public Utilities Code, and Vehicle Code in and around VTA’s transit vehicles, transit facilities and administrative facilities. Penal Code provisions to be enforced include, but are not limited to, Sections 602 and 602.1 (trespass), 640 (transit offenses), 640.5 (graffiti), 647 (disorderly conduct), and 853.5 (fingerprinting). Public Utilities Code provision to be enforced, include but is not limited to, Section 99170 (passenger safety and conduct). Vehicle Code provisions to be enforced include, but are not limited to, Sections 21113 (traffic and parking), 22519 (local authority), 22521 and 22656 (parking near light rail), 22500 (prohibited stopping, standing or parking), and 22651 (vehicle towing). Where permitted by law, persons regularly employed as inspectors or supervisors for VTA or employed or contracted as security officers for VTA are authorized to arrest persons and/or tow vehicles (as applicable) for violations of these statutes.

Section 7. Enforcement Procedures

The General Manager shall establish procedures for the enforcement of this ordinance consistent with the provisions contained herein.

Section 8. Severability

The provisions of this ordinance are severable. If any provision or portion thereof is held invalid, it shall be deemed an independent provision or part, so that its invalidity shall not affect the remaining portions of this ordinance.

Section 9. Effective Date

This ordinance shall become effective 30 days after the date of its passage.

Section 10. Minor Corrections
For efficiency, the General Manager, in consultation with the General Counsel, is authorized to make minor, non-substantive corrections and adjustments to this ordinance, including changes to reflect legislative updates and amendments.
ATTACHMENT B

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

AMENDED AND RESTATED ORDINANCE NO. 98.1

VEHICLES AND FACILITIES

AN ORDINANCE OF THE SANTA CLARA COUNTY TRANSIT DISTRICT.
REPEALING ORDINANCES TD-4, TD-4.1, TD-5, TD-6, TD-6.1, TD-6.2, TD-6.3,
TD-6.4, TD-6.5, TD-6.6, TD-6.7, TD-7, AND TD07.1, RELATING TO TRANSIT
SECURITY, AND ADOPTING NEW RULES AND REGULATIONS PROVIDING
STANDARDS AND ENFORCEMENTS OF CONDUCT ON TRANSIT VEHICLES
AND FACILITIES

Summary

This amended and restated ordinance updates references to relevant California statutes, adds restrictions that align with current issues faced by the Santa Clara Valley Transportation Authority, updates references to the Santa Clara Valley Transportation Authority’s name, updates provisions regulating the conduct of passengers on transit vehicles and facilities, and clarifies the conditions by which third parties may enter and use parking lots, stations and other VTA facilities. It repeals ordinances TD-4, TD-4.1, TD-5, TD-6, TD-6.1, TD-6.2, TD-6.3, TD-6.4, TD-6.5, TD-6.6, TD-6.7, and TD7.1, which provide for transit security, and replaces them with a single, comprehensive ordinance regulating conduct on transit vehicles and facilities.

The Board of Directors of the Santa Clara County Transit District Valley Transportation Authority ordains as follows:

Section 1. Repeal of Prior Ordinances Amendment and Restatement

Ordinances TD-4, TD-4.1, TD-5, TD-6, TD-6.1, TD-6.2, TD-6.3, TD-6.4, TD-6.5, TD-6.6, TD-6.7, TD-7, and TD-7.1 are hereby repealed. 98.1 is hereby amended and restated in its entirety as hereinafter set forth.

Section 2. General

(a) The following definitions apply to this ordinance:

(1) “District VTA” means the Santa Clara County Transit District Valley Transportation Authority;

(2) “Operator” means the person who drives or is in actual physical control of a transit vehicle;

(3) “Transit facility” means any and all bus, trolley, rail and light rail operating facilities, transit centers, light rail stations, light rail platforms, and parking lots, and
areas used for transit system access;

(4) “Transit vehicle” means a bus, trolley, or rail car, light rail car, or other vehicle owned by VTA or otherwise operated by, or under contract with, the District VTA and which is used for the purpose of providing transportation services to the public. “Transit Vehicle” also includes vehicles under contract with VTA for the purposes of providing paratransit services to disabled members of the public who cannot otherwise use public transportation services;

(5) “Administrative facility” means all buildings, structures, parking lots, and property, owned, or operated, contracted by or controlled by the District VTA, except transit facilities;

(6) “Violate” or “violation” includes failure to comply.

(b) Any provision of this ordinance prohibiting an act shall include causing, procuring, aiding, abetting, directly or indirectly, the prohibited act, and shall include permitting an minor in the custody of any person to perform such act.

(c) The singular number includes the plural and the plural includes the singular.

Section 3. Conditional Permission to Use; Revocation

(a) Permission to enter upon or use transit vehicles, and transit facilities, and to enter upon or use administrative facilities, is conditioned upon compliance with this ordinance, all applicable federal, state and local laws, ordinances, rules and regulations, and all applicable VTA rules and regulations of the District.

(b) All rights and privileges express or implied, for the use of transit vehicles, and transit facilities and administrative facilities are revocable and cancelable by violation of this ordinance or violation of any applicable federal, state or local laws, ordinances, rules or regulations, or any applicable VTA rules and regulations of the District, while in or upon said vehicles or facilities.

Section 4. Conditions for Passage on District Transit Vehicles and Entry Upon and Use of Transit Facilities

Permission to enter upon or use a transit vehicle or transit facility is conditioned upon compliance with the following rules and regulations, the violation of which shall be cause for removal of a passenger from the transit vehicle or transit facility, in addition to any other penalty imposed by law:

(a) All fare media issued by the District VTA provide passage upon a transit vehicle in revenue service from a boarding point to a point not beyond the final scheduled stop at the end of the transit vehicle’s route. No passenger shall remain on a transit vehicle beyond such final scheduled stop without the Operator’s express consent.

(b) No passenger on a transit vehicle, or person or entity in or on a transit facility shall:

1. Interfere with the Operator or operation of a transit vehicle.
2. Ride upon the outside or roof of any transit vehicle.
3. Throw any object from a transit vehicle.
4. Extend a hand, arm, foot, leg or other portion of the body through any window opening of a transit vehicle.
5. Place a foot on any seat of a transit vehicle.
6. Commit any act or engage in behavior that could, with reasonable foreseeability, cause harm or injury to any person or property.
7. Eat or drink or possess an open food or drink container where eating or drinking or possessing of open food or drink containers is prohibited by sign or written notice, unless necessitated by a medical condition.
8. Consume an alcoholic beverage or possess an open container of alcoholic beverages, except in a chartered transit vehicle when authorized by District regulations.
9. Discard litter, except in receptacles provided for that purpose.
10. Take an unfolded wheelchair on a bus with an inoperable wheelchair lift.
11. Take an unfolded baby stroller or utility cart on a transit vehicle, unless the operator determines space is available.
12. Take a bicycle on a transit vehicle, except as permitted under District-VTA rules and regulations.
13. Ride a bicycle in or on a transit facility, except when bicycling in or out of a parking lot.
14. Skateboard or roller-skate in or on a transit facility.
15. Transport any animal on a transit vehicle unless: (a) the animal is a guide, service, service animal in training, or signal animal (or a service animal in training) that has been specially trained to assist persons with disabilities and is on a leash; or (b) the animal is in a completely enclosed and secured cage or carrying case which is small enough to fit on the passenger’s lap and the animal does not otherwise endanger or annoy other person.
16. Transport any package, bundle, object, or baggage whose contents, size, bulk, shape or nature may be dangerous, or interfere with the safe operation of the transit vehicle.
17. Urinate or defecate at a transit facility or on a transit vehicle, except in a lavatory, unless the incident is a direct result of disability, age or medical condition.
18. Smoke, vape or use an e-cigarette, or carry a lit cigar, pipe or cigarette of any type.
19. Step, jump or push into lines ahead of others who are waiting, or to evade payment of fare.
20. Violate a notice, prohibition, instruction, or direction on any District-VTA notice or sign that is intended to provide for the safety or convenience of transit passengers, or the efficient operation of the transit system, or management of VTA’s transit vehicles and transit facilities.

(c) Transit vehicles are provided solely to transport District-VTA patrons, and the following activities are prohibited in or on vehicles because they interfere with passengers’ privacy or the safe, pleasant, convenient, or efficient provision of transit services:

1. Posting or distributing notices, flyers, brochures or other materials, without District-VTA authorization.
2. Exhibiting or displaying any merchandise or object for sale or lease or other transaction.
3. Holding meetings, performing ceremonies, or making speeches or orations.

(d) No person shall knowingly give false identification to a VTA fare inspector, security officer or law enforcement officer engaged in the enforcement of any applicable federal, state or local laws, ordinances, rules or regulations, or any applicable VTA rules, regulations or policies. Furthermore, no person shall obstruct the enforcement of or citation for any violation described hereunder.

(ed) Transit facilities are provided solely for District VTA patrons to access transit vehicles, and third parties who are not accessing transit vehicles may not otherwise enter upon or use any transit facilities without VTA’s express permission. No one shall obstruct or interfere with this purpose, or otherwise impede the safe boarding and alighting of passengers.

(f) Where applicable, the General Manager shall promulgate rules, regulations and policies that govern the conditions under which persons, entities or vehicles may enter upon and use transit facilities.

Section 5. Conditions for Entry Upon and Use of Administrative Facilities

The General Manager shall promulgate rules and regulations that govern the use of administrative facilities. Permission to enter upon, or use, administrative facilities is conditioned upon compliance with such rules and regulations. The rules and regulations shall:

(a) Specify persons or entities authorized to enter or use an administrative facility;
(b) If appropriate, limit the purpose for which the administrative facility may be entered or used;
(c) Establish the hours of service for the administrative facilities.
(d) If appropriate, set equipment or attire that persons entering or using the administrative facility shall have;
(e) Where applicable, promulgate rules, regulations and policies that govern the conditions under which persons, entities or motor vehicles may enter upon and use or remain upon parking lots and administrative facilities;
(f) Prohibit violation of any notice, prohibition, instruction, or direction on any VTA notice or sign that is intended to provide for the safety or convenience of transit passengers, the efficient operation of the transit system, or management of VTA’s administrative facilities.

Section 6. Delegation of Enforcement Authority

Subject to Penal Code section 830.7(e), persons regularly employed or contracted as inspectors or supervisors, or contracted as law enforcement officers or security officers for VTA shall have the duty and authority to apply and enforce this ordinance as well as applicable sections of the Penal Code, Public Utilities Code, and Vehicle Code in and around VTA’s transit vehicles, transit facilities and administrative facilities. Penal Code provisions to be enforced include, but are not limited to, Sections 602 and 602.1 (trespass), 640 (transit offenses), 640.5 (graffiti), 647 (disorderly conduct), and 853.5 (fingerprinting). Public Utilities Code provision to be enforced, include but is not limited to, Section 99170 (passenger safety and conduct). Vehicle Code provisions to be enforced include, but are
not limited to, Sections 21113 (traffic and parking), 22519 (local authority), 22521 and 22656 (parking near light rail), 22500 (prohibited stopping, standing or parking), and 22651 (vehicle towing). Where permitted by law, persons regularly employed as inspectors or supervisors for VTA or employed or contracted as security officers for VTA are authorized to arrest persons and/or tow vehicles (as applicable) for violations of these statutes.

(a) Each operator and transit operations supervisor shall be responsible for informing his
or her passengers of the consequences of violating these rules and regulations.

(b) The Chief of Security shall have the duty and authority to enforce these rules and regulations as well as Penal Code Sections 602 and 602.1 (trespass), 640 (transit offenses), 640.5 (graffiti) and 647 (disorderly conduct) and Vehicle Code Sections 21113 (traffic and parking), 22521 and 22656 (parking near light rail). The Chief of Security is authorized to arrest persons for violations of these statutes.

(c) If the General Manager contracts on behalf of the district with a vendor to provide protective service for the District through persons regularly employed as security officers, those security officers shall have the duty and authority to protect the District’s interests by enforcing Penal Code section 640 and 640.5. The General Manager may conclude a memorandum of understanding with the sheriff, a chief of police, or the California Highway Patrol to provide these security officers with arrest powers under Penal Code section 830.7.

(d) Fare Inspectors shall have the duty and authority to protect the District’s interests by enforcing and Penal Code Sections 640(b)(1), 640(b)(2), and 640(b)(11), relating to the payment of fares. Fare Inspectors are authorized to arrest persons for violations of the foregoing Penal Code provisions.

Section 7. Enforcement Procedures

The General Manager shall establish procedures for the enforcement of this ordinance consistent with the provisions contained herein.

Section 8. Severability

The provisions of this ordinance are severable. If any provision or portion thereof is held invalid, it shall be deemed an independent provision or part, so that its invalidity shall not affect the remaining portions of this ordinance.

Section 9. Effective Date

This ordinance shall become effective 30 days after the date of its passage.

Section 10. Minor Corrections

For efficiency, the General Manager, in consultation with the General Counsel, is authorized to make minor, non-substantive corrections and adjustments to this ordinance, including changes to reflect legislative updates and amendments.
1.0 Purpose: 
To establish rules and regulations for use, traffic and vehicles operated or parked at all property owned, leased or administered controlled by VTA, including but not limited to transit facilities and administrative facilities as defined in VTA Ordinance 98.1.

These rules and regulations are established in the interest of passenger and VTA employee convenience and safety.

2.0 Scope: 
These rules and regulations govern use, traffic and vehicles operated or parked on all property owned, leased or administered controlled by VTA, including but not limited to transit facilities and administrative facilities as defined in VTA Ordinance 98.1.

3.0 Responsibilities: 
3.1 The Chief of Security Director of System Safety and Security or designee shall be responsible for informing people of the consequences of violating these rules and regulations.

3.2 The Chief of Security Director of System Safety and Security or designee shall be responsible for posting and maintaining appropriate signs informing people of use, traffic and parking restrictions.

3.3 The Chief of Security Director of System Safety and Security or designee shall be responsible for enforcing these rules and regulations.

3.4 Copies of these rules and regulations pertaining to use, parking and traffic regulations shall be available at the VTA Board Secretary’s office located at 3331 North First Street, San Jose, California, 95134-1906 or by calling (408) 321-5680.

4.0 Rules and Regulations:
4.1 General Provisions

4.1.1 Persons and vehicles using facilities owned, leased or operated by VTA shall comply with the State of California Vehicle Code.

4.1.2 VTA is not responsible for loss or damage to vehicles or personal property left in vehicles or on facilities.

4.1.3 Vehicles, which include motorcycles and motor-powered bicycles, shall be parked within designated spaces.

4.2 Speed Limit

4.2.1 The maximum speed limit of any vehicle operating at any facility is 15 miles per hour.

4.3 Parking and Use Limitations

4.3.1 Parking is limited to 72 hours unless otherwise posted or authorized in writing by the General Manager or Chief of Security (or designee).

4.3.2 Entry upon and use of parking facilities and other VTA properties is limited to parties accessing VTA transit services and/or obtaining information about VTA’s transit services, unless authorized in writing by the General Manager (or designee). This limitation does not apply to parties entering and using VTA property for the purpose of meeting with VTA staff, performing work on behalf of VTA pursuant to a contract, or attending a public meeting or other event hosted by VTA. VTA passengers, other transit system passengers, carpools, vanpools, members of the public conducting business with VTA and VTA employees unless authorized in writing by General Manager (or designee).

4.4 Parking Prohibitions

4.4.1 Parking so as to obstruct traffic is prohibited.
4.4.2 Parking in posted Disabled Parking areas is prohibited unless a person with a disability displays a valid license plate or placard.

4.4.3 Parking in posted No Parking areas or where the top and face of the curb is painted red is prohibited.

4.4.4 Parking in posted Limited Parking areas in excess of time indicated is prohibited.

4.4.5 Parking in Reserved Parking areas is prohibited unless authorized in writing by the General Manager (or designee).

4.4.6 Parking in posted Loading areas is prohibited unless loading or unloading passengers or materials.

4.4.7 Parking in posted Visitor areas Monday through Friday, 8:00 a.m. to 5:00 p.m., excluding holidays, is prohibited unless a member of the public is conducting business with VTA.

4.4.8 Parking in posted carpool or vanpool areas is prohibited unless authorized in writing by the General Manager (or designee).

4.4.9 Parking within fenced-in areas designated for revenue and non-revenue vehicles (Exempt or E Plates) at all VTA Administrative and Operating Divisions is prohibited.

4.4.10 Parking of vehicles over 20 feet long is prohibited unless authorized in writing by the General Manager (or designee).

4.4.11 Parking and/or use in more than one parking space or outside of a designated parking space is prohibited unless authorized in writing by the General Manager (or designee).

4.4.12 Parking for the purpose of boarding on/off a private commuter shuttle or similar vehicle is prohibited unless authorized in writing by the General Manager (or designee).
4.4.123 Stopping by a private commuter shuttle or similar vehicle to load or unload passengers is prohibited unless authorized in writing by the General Manager - (or designee).

4.4.134 Parking on special event days, when in violation of signage establishing conditions and/or payment for special event parking, is prohibited.

4.4.145 Parking or use in violation of a posted VTA sign which sets restrictions on parking and/or use of a parking facility or VTA property is prohibited.

4.4.16 Tailgating is prohibited. This includes no open container, alcohol consumption, kegs, open flame, or grilling of food, and/or playing loud music.

4.7.17 Soliciting or advertising for employment is prohibited.

4.4.18 Engaging in sales is prohibited unless authorized in writing by the General Manager (or designee).

4.5 Penalty

4.5.1 Violation of these rules and regulations shall be cause for removal from any transit facility, in addition to any other penalty imposed by law.

4.5.2 Noncompliance with these rules and regulations is a violation of Vehicle Code Section 21113 (traffic and parking), or 22521 and 22656 (parking near light rail) and is punishable as provided by Vehicle Code Section 42001.

4.5.3 Vehicles improperly parked may be removed or towed away at the owner’s expense, as provided by Vehicle Code Sections 22519 and 22651.
5.0 Summary of Changes:

Version 3: On 1/8/2015 the definition of a VTA property was amended to incorporate definitions in Ordinance 98.1. In addition:

4.3.2 was amended to state the conditions for use of parking facilities and other VTA properties.

- 4.4.8 was amended to designate the General Manager (or designee) for authorizing parking in posted carpool or vanpool areas.
- 4.4.11 was added to restrict parking and use to no more than one parking space.
- 4.4.112 was added to restrict parking by users of private commuter shuttles.
- 4.4.123 was added to restrict stopping by private commuter shuttles to load/unload passengers.
- 4.4.134 was added to restrict parking on special event days.
- 4.4.145 was added to restrict parking or use in violation of a posted sign.
- 4.4.16 was added to prohibit tailgating in park and ride lots/facilities.
- 4.4.17 was added to prohibit solicitation in park and ride lots/facilities.
- 4.4.18 was added to restrict unauthorized sales in park and ride lots/facilities.

Version 2: On 4/30/99 the header of this document was changed from “Ordinance Number” to “Regulation Number.” In addition, a regulation numbering system was implemented referencing the year and month the regulation was adopted and a number indicating the order in which the regulation was adopted that year. In section 4.5.2, the words “Penalty for” were deleted.

6.0 Authority:
Resolution Number 98.10.23, (October 1, 1998).

Amended and Restated Ordinance 98.1, January 8, 2015.
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Director of Planning and Program Development, John Ristow

SUBJECT: Tamien Negative Declaration

Policy-Related Action: No  Government Code Section 84308 Applies: No

ACTION ITEM

RECOMMENDATION:

1. Approve the Initial Study/Mitigated Negative Declaration (IS/MND) for the Tamien Station Parking Structure Project;
2. Adopt the Mitigation Monitoring and Reporting Program; and
3. Adopt the Recommended Project Description.

BACKGROUND:

The proposed Tamien Station Parking Structure Project is located within VTA’s existing 269-space Tamien Station Light Rail Transit (LRT) surface parking lot in the City of San Jose. The purpose of the Project is to accommodate future parking demand due to LRT and Caltrain operations. The Project would consist of a four- or five-level parking structure with all levels above-grade. The parking structure would provide up to 900 parking spaces. The Project would also include a bus transit area with three bus bays. A passenger drop off/pick up location would be located either in the bus transit area or in a turnout along Lelong Street. Lighting would be provided within the parking structure, on the top deck of the parking structure, and elsewhere on the Project site for safety and security purposes. Several electric vehicle charging stations would also be provided in the parking structure. Bioinfiltration facilities would be located on the site to capture storm water runoff. Landscaping would include native and/or drought-tolerant plants.

DISCUSSION:

Initial Study/Mitigated Negative Declaration
VTA prepared an IS/MND as the Lead Agency under the California Environmental Quality Act (CEQA). The IS/MND evaluates the environmental impacts of the Project and proposes mitigation measures to reduce any potential significant impacts. The Final IS/MND is included as Attachment A.

The Draft IS/Proposed MND was available for public review and comment from November 4, 2014 to December 4, 2014, with a community meeting held at the San Jose Elks Lodge No. 522, directly across the street from the Project site, on November 18, 2014. During the public review period, written submissions were received from the California Department of Transportation (Caltrans) and Caltrain, as well as comments from the public. Subsequent to close of the comment period, additional written submissions were received from the Santa Clara Valley Water District and the public.

Many of the comments focused on traffic and congestion, safety and security of the parking structure and adjacent pedestrian walkway, bicycle access and storage, and site design related to pedestrian access. Master Responses were written to respond to these concerns (Attachment B). VTA responded to all comments in the Final IS/MND and distributed the final document to those who submitted comments on the Draft IS/MND, as well as other interested stakeholders.

The proposed Project would not result in any significant unavoidable impacts.

**Recommended Project Description**

The Project includes two options for site design. Under both designs, the parking structure would consist of four- or five-levels and provide up to 900 parking spaces. However, placement of the parking structure on the Project site would affect the location of the bus transit area and bioinfiltration facilities.

The original design of the parking structure included in the Draft IS/MND and circulated for public review required that VTA’s existing bus transit area be relocated south of the new structure. Bioinfiltration facilities to treat storm water runoff would be located within the new bus transit loop and on the west side of the structure (Attachment C). A number of comments on the Draft IS/MND expressed concern that relocating the bus transit area to the south affected pedestrian access, impacted the ability to meet transfer connections, and created potential safety issues due to the added distance to the pedestrian walkway that leads to the Caltrain Station.

Based on these comments, VTA developed an alternate site design for the Project (Attachment D). In the alternate design, the structure is reconfigured so that the bus transit area is now located on the east side of the structure. This new location shortens the distance to the pedestrian walkway and reduces associated pedestrian travel time. The bioinfiltration facilities would be located to the north and south of the structure.

**Staff recommendation.** Staff recommends the alternate design for the Project because members of the public expressed concern over the original design. The alternative design meets the
purpose and need for the project and does not result in any new environmental impacts not already identified and mitigated for under the original design.

Mitigation Monitoring and Reporting Program

CEQA requires a Mitigation Monitoring and Reporting Program be developed and implemented for the Project to track compliance with the mitigation measures in the Final IS/MND. The MMRP is included as Attachment E.

ALTERNATIVES:

The VTA Board could choose not to approve the Final IS/MND and approve the Project. In this case, the Project would not go forward. If the Board chooses to approve the Final IS/MND, concurrence is being requested on the staff recommendations for the site design of the Project. The VTA Board of Directors could adopt none, one, or both of the designs.

FISCAL IMPACT:

Currently, there is no funding identified to finalize design and construct the project, which totals approximately $17 million. A Board action to approve the Final IS/MND and the project does not make any commitment of future funding or result in any additional cost or fiscal impact to the project.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

The Transit Planning and Operations Committee did not review this item as their meeting scheduled for December 18, 2014 meeting was cancelled due to lack of quorum.

Prepared by: Ann Calnan
Memo No. 4622

ATTACHMENTS:

- IS.MND-AttachmentA (PDF)
- Tamien.Master.Responses-AttachmentB (PDF)
- Tamien.Original.Design-AttachmentC (PDF)
- Tamien.Alternate.Design-AttachmentD (PDF)
- Tamien.MMRP-AttachmentE (PDF)
Tamien Station Parking Structure Project

Initial Study/Mitigated Negative Declaration

January 8, 2015
Project Purpose and Description

- Accommodate existing and future LRT and Caltrain parking demand
- Replace parking due to anticipated development of the Caltrain lot
Project View

Existing view from west Alma Avenue at Lelong Street looking north

Visual Simulation of Proposed Project
Public Comments on IS/MND

- Traffic and congestion
- Safety and security for transit riders
- Bicycle access and facilities
- Alternative design to facilitate pedestrian access

Mitigation
Install
Signal

Parking
Garage
Bicycle Access and Facilities

- Access to the station
- Bicycle storage
Alternative Design

- Bus transit loop relocated to facilitate pedestrian access
- Alternate design is staff recommendation

Diagram showing:
- Caltrain Station
- VTA Tamien Station
- Parking Garage
- Bus Turn Around
- Staging Area
- Ped access to Caltrain
- Ped access to Light Rail
- Bus Pull Out
- Auto Exit
- Auto Entrance

Legend:
- VTA Tamien Station
- Parking Garage
- Conceptual for discussion purposes only (not to scale)
Questions?
Tamien Station Development

• Future residential development on the Caltrain parking lot
Tamien Station Parking Structure Project
Final Initial Study/Mitigated Negative Declaration

This document is available by compact disk or hard copy. It is also available electronically at:
Master Response No. 1: Traffic and Congestion

Several comments were received regarding traffic and congestion, particularly along Lelong Street. These comments expressed concern regarding traffic signal operations at the Lelong Street/Alma Avenue intersection, traffic congestion along Lelong Street, and potential roadway improvements to be included as part of the Project. Master Response No. 1 addresses the various issues from individual comments.

Traffic Signal Operations at the Lelong Street/Alma Avenue Intersection. The City of San Jose is the agency responsible for local roadway improvements in the Project area. As implementation of the Project does not result in an impact to the Lelong Street/Alma Avenue intersection, no modifications/improvements to this intersection are proposed as part of the Project. However, VTA contacted the City of San Jose to determine if any improvements were planned for the intersection. According to the City of San Jose, there are no roadway improvements currently planned at the intersection or in the project area. However, the City of San Jose will monitor traffic conditions in the project area to determine if signal timing modifications are warranted at the intersection of Lelong Street and Alma Avenue.

Traffic Congestion Along Lelong Street. The approximate 670-foot long segment of Lelong Street between Alma Avenue and the SR-87 on-/off-ramps experiences long queues under existing conditions. These queues are primarily in the northbound direction (i.e., for vehicles traveling from Alma Avenue toward the SR-87 ramps intersection). Northbound queues can often extend 300 to 400 feet during various times of day, with the AM peak period queue extending the entire length of Lelong Street from the SR-87 ramps to Alma Avenue. This long queue results in a situation whereby drivers often cannot turn from Alma Avenue, whether travelling eastbound or westbound, onto Lelong Street. Regardless of time of day, the northbound queues result from the number of vehicles accessing the all-way, stop controlled intersection at the SR-87 ramps. During the AM peak period, 690 vehicles access the northbound approach, with 670 of those vehicles making a right-turn onto the SR-87 on-ramp. During the AM peak period, the ramp metering is on, which limits the number of vehicles that can turn onto the on-ramp, thereby exacerbating the queue.

As noted in the IS/MND, the Lelong Street/SR-87 ramps intersection meets the “Manual on Uniform Traffic Control Devices” peak-hour volume warrant under Existing Conditions (No Project) and Existing Plus Project Conditions during both the AM and PM peak periods; therefore, a signal is required to mitigate the Project’s impact on this intersection. With the installation of a signal, not all vehicles would be required to make a stop, as with the existing all-way, stop controlled configuration. During both peak periods, the signal would noticeably improve operations at this intersection from LOS F/LOS E (AM/PM) under Existing Conditions to LOS D/LOS C (AM/PM) under Cumulative Plus Project conditions, as shown in Appendix C and the TIA. In addition to improving overall intersection operations, the signal would also improve queuing along northbound Lelong Street during the mid-day and PM peak period. However, since the ramp metering at the SR-87 on-ramp limits the throughput onto the ramp, the installation of the signal would have minimal impact on queuing along northbound Lelong Street during the AM peak period.
Similar to the Lelong Street/Alma Avenue intersection operations, the queuing due to the ramp meter is an existing condition and not a result of implementation of the Project. The combined number of trips due to the Project, which includes 1) the net increase in parking spaces in the new structure compared to existing parking spaces in the VTA and Caltrain lots and 2) the rerouting of traffic from the Caltrain parking lot, is estimated to be an additional 25 AM peak-hour trips accessing the SR-87 northbound on-ramp. Therefore, the Project would not substantially increase the number of trips that access this ramp during the AM peak hour. Note that VTA contacted Caltrans to determine the feasibility of widening the SR-87 on-ramp to allow for more vehicular storage. While it may be possible, such widening would be constrained due to the existing column supports for the SR-87 structure. Therefore, widening at the on-ramp entrance would likely provide minimal additional storage. Nonetheless, VTA would work with Caltrans in the future to determine the feasibility and value of widening or restriping the on-ramp. This may or may not occur as part of the Project, as the Project does not result in an impact related to the operation of the ramp.

As part of the Project, VTA, in coordination with Caltrans, will work with the City of San Jose to coordinate the timing of the new signal with the existing signal at Alma Avenue to facilitate progression along Lelong Street as best as possible.

**Lelong Street/Willow Street Intersection.** The Lelong Street/Willow Street intersection was evaluated as part of TIA (refer to Appendix H) under all three analysis scenarios (refer to Intersection #2 in Section XVI, Transportation/Traffic, in the IS/MND.) The intersection is projected to operate at LOS C with the Project under all three analysis scenarios. This is a side-street, stop controlled intersection (i.e., only vehicles on Lelong Street are required to stop, while traffic on Willow Street is uncontrolled). The LOS for side-street, stop controlled intersections is presented for the stop controlled approach, which in this case is for vehicles traveling north on Lelong Street and turning left or right onto Willow Street. As discussed in the IS/MND, based on the City of San Jose’s LOS standards and impact criteria, the intersection is projected to operate at acceptable levels with implementation of the Project. Therefore mitigation, including signalization of this intersection, is not required.

**Widening of Lelong Street.** As stated above, the City of San Jose is the agency responsible for local roadway improvements in the Project area. Lelong Street is a City-owned street; therefore, any improvements to Lelong Street, such as widening the street, would need to be proposed and funded by the City of San Jose and analyzed as a separate project. According to the City of San Jose Department of Transportation, there are no roadway improvements currently planned in the project area by the City of San Jose. Additionally, without acquiring land from the Santa Clara Valley Water District, Lelong Street cannot be widened, since the property line for the District is adjacent to the western edge of Lelong Street. In addition, any widening of Lelong Street would need to account for the Upper Guadalupe Flood Protection Project (Reach 7) along Lelong Street, which is currently being designed by the U.S. Army Corps of Engineers. Construction of this project is scheduled to commence in 2016 pending available funding.

**Master Response No. 2: Alternate Design to Facilitate Pedestrian Access**

Several comments were received regarding the location of the Bus Transit Loop as it relates to pedestrian access, ability to meet transfer connections, and safety and security. In response to these comments, VTA developed an alternate design for the site, as shown in Figure 13.1.

Similar to the original design, the alternate design would consist of a four- or five-level parking structure with all levels above-grade. The parking structure would provide approximately 700 to 900
parking spaces. The location of the parking structure would be shifted to the west, allowing for the bus transit loop to be located on the east side of the structure and closer to both LRT and the pedestrian walkway leading to the Caltrain Station, which would reduce associated pedestrian travel time. This shift would require that the bioinfiltration facilities, which are needed to capture storm water runoff, be moved to the north and south sides of the structure. Unlike the original design, there would be only one ingress point for both buses and automobiles, with automobiles entering the structure and buses entering the bus transit loop. There would also be only one egress point. Three bus bays would be provided within the bus transit loop. A passenger drop off/pick up location would be located either in the bus transit loop or in a turnout along Lelong Street. All other Project features, including features related to safety and security as described in the IS/MND and Master Response No. 3, would be included with the alternate design.

Unlike the original design, the alternate design cannot be phased, meaning construction of the bus transit loop cannot occur prior to construction of the structure. Regardless, temporary parking would be provided in the same manner as for the original design. The description of temporary parking has been updated, and is included in Project Description of the IS/MND.

VTA staff will be recommending the alternate design to the VTA Board of Directors for their consideration and approval, as the alternate design meets the purpose and need for the Project, address concerns raised by the public, and does not result in any new environmental impacts not already identified and mitigated for under the original design. Regardless of which of the two designs moves forward, additional analysis will be conducted as subsequent engineering phases progress to determine the optimal layout of the parking structure, bus transit loop, and access to the station. Updates to the site design will be shared with the community. If required, additional environmental review will be conducted to ensure no significant impacts, including any related to traffic, will result from any potential changes to the Project.

**Master Response No. 3: Safety and Security**

Several comments were received regarding the safety and security of the parking structure site, the walkway under SR-87 that connects the west and east sides of the Tamien Station area, and the pedestrian crossing at the intersection of Lelong Street and the SR-87 on-/off ramps. Master Response No. 3 addresses the various issues on these topics from individual comments.

The proposed parking structure and overall site include several features that address safety and security in relation to criminal activity. As mentioned in the IS/MND, the parking structure would include lighting designed to provide appropriate illumination per required standards to ensure proper visibility of the structure’s interior and exterior areas. Lighting is widely considered to be the most important security feature in a parking structure. Closed circuit television would be installed with signage indicating the area is under surveillance. Clear, directional signage for transit users to find their way quickly and easily within the parking structure, whether in their vehicle or on foot, would be provided. Emergency phones/call boxes would be installed throughout the structure and site. The station area would be patrolled by the Santa Clara County Sheriff’s Department Transit Patrol Division. These aforementioned features, as well as others, fall under the principles and practices of “Crime Prevention Through Environmental Design,” defined as a multi-disciplinary approach to deterring criminal behavior through environmental design in order to create safer communities and environments. This approach would be applied during subsequent engineering phases of the parking structure to evaluate a variety of security features. Examples of other features include locating elevators and stairs on the perimeter of the structure to permit natural surveillance from exterior areas, ensuring that as much natural light enters the structure as possible, designing to avoid nooks and
crannies, providing open stairwells, installing glass-backed elevators, and purposefully locating walls to ensure high visibility into the parking structure.

As a result of public comments regarding the pedestrian walkway that connects the east and west sides of the Tamien Station area, the Project would include additional features to enhance security along this walkway. Lighting would be upgraded as necessary to provide appropriate illumination for pedestrians and bicyclists using this facility. This would include overhead and pathway lighting. Closed circuit television would be installed with signage indicating the area is under surveillance. In addition, the general housekeeping of the area would be addressed with California Department of Transportation (Caltrans), as litter and graffiti can create an environment in which criminal behavior is tolerated. Upon completion of the Project, the walkway would be more heavily utilized, as the majority of parking plus the Bus Transit Loop would be located on the west side or SR-87 (also see Master Response No. 2 regarding the location of the Bus Transit Loop). If the Caltrain parking lot is developed in the future, then parking and bus access would no longer be available on the east side of SR-87, and the walkway would be increasingly utilized. Greater use of the walkway by transit users would help deter non-transit activity.

Another safety concern is the existing intersection at Lelong Street and the SR-87 on-off-ramps. As the Project results in an impact to this intersection, a traffic signal would be installed, as specified in Mitigation Measure TRANS-1. A new traffic signal would also include a signalized pedestrian crosswalk. In addition, the sidewalks and curbs at the intersection would be reconstructed in accordance with Americans with Disabilities Act (ADA) standards. Note that Caltrans requests that VTA consider decreasing the crossing distance across the SR-87 on-/off-ramps (see Comment CC-1). VTA will coordinate with Caltrans during subsequent engineering phases to determine the practicality of implementing such a design modification to the SR-87 on-/off-ramps.

**Master Response No. 4: Bicycle Access and Facilities**

**On- And Off-Street Bicycle Facilities**

On-street and off-street bicycle facilities are located in and around the Tamien Station and the surrounding areas. While several facilities exist today, several additional facilities will be implemented over the next few years (Figure 13.2). The City of San Jose implements these on-street and off-street facilities.

Currently, there are no on-street bicycle facilities on Lelong Street, and there are no plans for such facilities in the foreseeable future. The primary designated access to Tamien Station is the Highway 87 Bikeway, which currently has a direct connection to on-street bicycle facilities on Willow Street and will have a connection, potentially a ramp, to future facilities on Alma Avenue. Long-term plans also include a pedestrian/bike bridge over Willow Street to connect the Highway 87 Bikeway to the Guadalupe River Trail segment (Reach 6).

The “Three Creeks Trail Master Plan (Western Alignment: From Lonus Street to Future Guadalupe River Trail) – Trail and Park Development Plan” was approved by the San Jose City Council in November 2014. The Plan is available on the City’s website at http://www.sanjoseca.gov/index.aspx?nid=2883. The western trail alignment is within the former railroad right-of-way between Lonus Street and the Guadalupe River on land owned by the City of San Jose. Design work is anticipated to begin in early 2015, with construction anticipated to begin 18 months later. Independent of this Master Plan, the City of San Jose is actively seeking to acquire lands east of the Project site to develop the eastern reach of the Three Creeks Trail system. This reach would include, if feasible, an undercrossing or overcrossing of SR-87, the existing railroad tracks, and future high
Figure 13.2

Tamien Station Parking Structure

Bicycle Facilities

Los Gatos Creek Trail

Three Creeks Trail

Guadalupe River Trail

Highway 87 Bikeway (provides direct access to Tamien Station)
speed rail alignment. The Three Creeks Trail eastern alignment is intended to link the future Guadalupe River Trail to the Highway 87 Bikeway and Coyote Creek Trail.

The Guadalupe River Trail is undeveloped between Downtown (Virginia Street) and south San Jose (Chynoweth Avenue). Planned flood control has prevented development up to this point. The San Jose City Council appropriated $500,000 in the Fiscal Year 2014-2015 budget to develop a master plan for this approximately 5-mile undeveloped reach of the trail system. The master plan would consider future plans for flood control by the Santa Clara Valley Water District and United States Army Corps of Engineers. Community outreach for this project is anticipated to begin in the spring 2015. The master plan for the Guadalupe River Trail will ensure interconnection to the Three Creeks Trail and include signage to reinforce the proximity and parallel nature of the nearby Highway 87 Bikeway.

The VTA will work with the City of San Jose to support the development of these improvements, as requested by the City of San Jose, through processes outside of the CEQA review process for the Tamien Station Parking Structure Project.

**Bicycle Storage**

The VTA’s existing Tamien Station includes one bike rack and 10 electronic bike lockers, with 18 additional mechanical bike lockers at the adjacent Caltrain Station. The Draft IS/MND stated that “No change to these facilities is proposed as part of the Project.” However, after public comments were received regarding the need for additional bicycle storage, the Project has been revised to include the installation of additional bike racks, lockers, or other secure bicycle parking near or within the parking structure. The type and exact number of bicycle parking spaces will be determined during subsequent engineering phases and based on bicycle parking supply recommendations presented in VTA’s Bicycle Technical Guidelines.

Note that VTA’s Bicycle Technical Guidelines suggest that transit centers should provide bike parking spaces for 2 percent of the daily transit boardings. This is based on the Santa Clara County average of 2 percent of people who bike to work. If more than 2 percent of people in a community bike to work, more spaces may be warranted. Spaces should be divided as 75 percent long term secure (bike station/e-lockers/keyed lockers) and 25 percent racks.

It is possible that the Tamien Station can be added to the Bay Area Bike Share Program; however, at this time, the station is not identified for the next phase expansion, which aims to connect the Downtown San Jose area to BART Silicon Valley, specifically the new BART Berryessa Station.

The discussion of bicycle facilities has been revised in the project description on page 13 and in Section XVI, Transportation/Traffic, on page 114 in the Final IS/MND.
Tamien Station Parking Structure
Conceptual Site Plan

SOURCE: Watry Design, Inc.

FIGURE 2
MITIGATION MONITORING AND REPORTING PROGRAM

Tamien Station Parking Structure Project

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

December 2014
Introduction
The Santa Clara Valley Transportation Authority, as lead agency for the Tamien Station Parking Structure Project (Project), is responsible for compliance with Section 21081.6 of the California Environmental Quality Act (CEQA), which requires a lead agency to adopt a Mitigation Monitoring and Reporting Program (MMRP) “for the changes made to the project or conditions of project approval adopted in order to mitigate or avoid significant effects on the environment.” The Project Initial Study/Mitigated Negative Declaration (December 2014) identifies the environmental impacts of the project and discusses mitigation measures to reduce the effects.

Program Management
The MMRP includes the following elements:

- Identification of mitigation measures, as they appear in the Initial Study/Mitigated Negative Declaration;
- Identification of the time frame during which each measure is to be implemented and monitored;
- Identification of the party(ies) responsible for implementing and monitoring each mitigation measure; and
- Documentation of compliance activities in an MMRP Summary Report.

Actions to be performed under the MMRP typically include:

- Actions to be taken prior to construction;
- Actions to be taken during construction; and
- Actions that require monitoring following construction (operations phase).

Designated Monitor
VTA’s Environmental Programs and Resources Management Manager is the Designated Monitor responsible for implementation and enforcement of the mitigation measures for the Project. The Designated Monitor will assign monitoring tasks to field monitors, who are responsible for verifying compliance with specific mitigation measures.

Monitoring Procedures
Mitigation measures will be monitored, as specified in the attached table. Mitigation measures applicable prior to construction will be discussed with the design engineer(s) and other responsible parties or interested stakeholders. Mitigation measures applicable during construction will be discussed with appropriate VTA personnel, construction contractors, and other responsible parties. Mitigation measures applicable following construction will be discussed with appropriate VTA personnel and other responsible parties. All measures will be monitored as conditions dictate and all parties will be kept informed, as necessary, of compliance status and any corrective action.
**Reporting Requirements**

The Designated Monitor will submit an MMRP Summary Report to VTA management and appropriate staff, and to any individuals and agencies that request monitoring reports, following completion of construction. Copies of reports may be obtained by contacting the VTA Environmental Programs and Resources Management Department, 3331 North First Street, San Jose, CA 95134, (408) 321-5789.

**Non-compliance**

If noncompliance with any mitigation measure is determined, the Designated Monitor will recommend appropriate corrective action to the party(ies) responsible for implementation. Noncompliance and corrective action information will be included in the report.

**Refinement or Addition of Mitigation Measures**

During the Final Design phase, circumstances may arise that require the revision or addition of a mitigation measure. The Designated Monitor will make appropriate recommendations and ensure the implementation and enforcement of any revised MMRP requirements.
## TAMIEN STATION PARKING STRUCTURE PROJECT
### MITIGATION MONITORING AND REPORTING PROGRAM

#### Air Quality

<table>
<thead>
<tr>
<th>Air Quality Issue</th>
<th>Measure #</th>
<th>Mitigation Measure</th>
<th>Timeframe for Implementation</th>
<th>Responsibility for Implementation</th>
<th>Oversight for Implementation</th>
</tr>
</thead>
</table>
| Air Quality During Construction | AIR-1 | **BAAQMD Best Management Practices.** Consistent with the Best Management Practices required by the Bay Area Air Quality Management District (BAAQMD), VTA will ensure that the following actions are incorporated into construction contracts and specifications for the Project:  
- All exposed surfaces (e.g., parking areas, staging areas, soil piles, graded areas, and unpaved access roads) will be watered two times per day.  
- All haul trucks transporting soil, sand, or other loose material off-site will be covered.  
- All visible mud or dirt tracked-out onto adjacent public roads will be removed using wet power vacuum street sweepers at least once per day. The use of dry power sweeping is prohibited.  
- All vehicle speeds on unpaved roads will be limited to 15 miles per hour.  
- All roadways, driveways, and sidewalks to be paved will be completed as soon as possible.  
- Building pads will be laid as soon as possible after grading unless seeding or soil binders are used.  
- Idling times will be minimized either by shutting equipment off when not in use or during construction. | During construction | VTA, Construction Contractor | VTA Environmental Programs and Resources Management |
### Air Quality Issue

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<th>Measure #</th>
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<th>Oversight for Implementation</th>
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<td>reducing the maximum idling time to 5 minutes (as required by the California Airborne Toxics Control Measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage will be provided for construction workers at all access points. All construction equipment will be maintained and properly tuned in accordance with manufacturers’ specifications. All equipment will be checked by a certified mechanic and determined to be running in proper condition prior to operation. The BAAQMD’s phone number will be posted at the construction site and readily visible to ensure compliance with applicable regulations. Also see Mitigation Measure NOI-3, Public Notification.</td>
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### Biological Resources

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<tr>
<td>Nesting Birds</td>
<td>BIO-1</td>
<td>If construction is scheduled to occur during nesting season (February 1 through August 31), prior to ground-disturbing activities, a qualified biologist will be retained by VTA to conduct preconstruction nesting surveys to identify any active nests that may be impacted by construction or tree removal activities.</td>
<td>Prior to and during construction</td>
<td>VTA</td>
<td>VTA Environmental Programs and Resources Management</td>
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<tr>
<td>Tree Replacement</td>
<td>BIO-2</td>
<td>Prior to construction, a certified arborist will be retained by VTA to conduct a tree survey to</td>
<td>Prior to and during construction</td>
<td>VTA, Construction Contractor</td>
<td>VTA Environmental Programs and Resources Management</td>
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| determine the number and size of trees that would be removed by the Project. The Project will include replacement landscaping consisting of native and/or drought-tolerant plants, in accordance with VTA’s Sustainable Landscaping Policy, and low-biogenic VOC-emitting trees and shrubs where appropriate. Tree replacement ratios will be implemented as specified below:  
- Native trees with a diameter of less than 12 inches will be replaced at a 2:1 ratio.  
- If urban trees (nonnatives and ornamentals) are replaced with native trees, a reduced mitigation ratio will be utilized of 1:1 for all trees smaller than 12 inches in diameter, and 2:1 for all trees with a diameter of 12 inches or more.  
- If VTA cannot replace the trees at the stated ratios within the Project corridor, VTA will pay in-lieu fees to a nonprofit organization, such as Our City Forest, for off-site tree planting and tree maintenance within the City of San Jose. |

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<tr>
<td>Cultural Resources Issue</td>
<td>Measure #</td>
<td>Mitigation Measure</td>
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<tr>
<td>Preconstruction Archaeological Testing</td>
<td>CULT-1</td>
<td>Prior to the commencement of construction activities in the Project area, preconstruction archaeological testing will be conducted by a qualified archaeologist, defined here as meeting the Secretary of the Interior’s Professional Qualifications Standards for Archeology (36 Code of Federal Regulations Part 61), to identify buried</td>
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archaeological deposits potentially subject to impact. The methods and significance thresholds for this testing will generally follow the recommended testing approach in the Far Western Constraints Assessment (2014), including the involvement of descendant community representatives who may have tradition- or culture-based concerns about such deposits. The archaeologist implementing the testing will have the authority to modify the field methods and analytical approach as dictated by field observations, subsurface conditions, or other factors that change the material potential for the presence of intact archaeological deposits, in consultation with descendant community representatives.

If prehistoric or historical archaeological deposits are identified during the testing, project-related impacts to such resources will be avoided, if feasible. The feasibility of such avoidance will be determined through consultation among the consulting archaeologist, descendant community representatives, and VTA. If avoidance is not feasible, the deposits will be evaluated for their California Register of Historical Resources (CRHR) eligibility. If the deposits are not eligible, a determination will be made as to whether they qualify as a “unique archaeological resource” under requirements and definitions of California Environmental Quality Act (CEQA) Guidelines Section 15064.5(c) and Public Resource Code (PRC) Section 21083.2. If the evaluation determines that the deposit is neither a historical nor unique archaeological resource, the avoidance of potential impacts to the deposit is not necessary. If the deposit is eligible, impacts to the resource will be mitigated. Mitigation may consist of excavating the archaeological deposit in accordance with a data
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<tr>
<td>Paleontological Resources</td>
<td>CULT-2</td>
<td>Should paleontological resources be encountered during Project subsurface construction activities, all ground-disturbing activities within 25 feet will be redirected and VTA will contact a qualified paleontologist to assess the situation and make recommendations for the treatment of the discovery. If the find is determined to be significant, and Project activities cannot avoid impacting the resource, the impact to the resource will be mitigated in accordance with the recommendations of the consulting paleontologist. Mitigation may include monitoring, recording the fossil locality, data recovery and analysis, a final report, and accessioning the fossil material and technical report to a paleontological repository. Public educational outreach may also be appropriate. Upon completion of the assessment, a report documenting methods, findings, and recommendations of the investigation will be prepared and submitted to VTA, and, if paleontological materials are recovered, submitted to a paleontological repository, such as the</td>
<td>During and following construction, as applicable</td>
<td>VTA, Construction Contractor</td>
<td>VTA Environmental Programs and Resources Management</td>
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recovery plan (see CEQA Guidelines Sections 15126.4(b)(3)(C)) developed in consultation with descendant community representatives; recording the resource; preparing a report of findings; and accessioning recovered archaeological materials at an appropriate curation facility. Public educational outreach may also be appropriate. Upon completion of the evaluation and, if necessary, mitigation, the archaeologist will prepare a draft report to document the methods and results of the investigation(s). The draft report will be submitted to VTA, the descendant community involved in the investigation(s), and the Northwest Information Center.
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<tr>
<td>Discovery of Human Remains</td>
<td>CULT-3</td>
<td>If human remains are encountered during Project construction, work within 25 feet of the discovery will be redirected and VTA will notify the Santa Clara County Coroner immediately. At the same time, the archaeologist who served as principal investigator during the implementation of Mitigation Measure CULT-1 will be contacted to assess the situation, in consultation with the descendant community also involved with the preconstruction testing, as well as the Coroner’s representative. Project personnel will not collect or move any human remains and associated materials. If the human remains are of Native American origin, the Coroner will notify the Native American Heritage Commission within 24 hours of this identification. The Native American Heritage Commission will identify a Most Likely Descendant (MLD), who will likely be the representative of the descendant community already involved, to inspect the site and provide recommendations for the proper treatment of the remains and associated grave goods. Upon completion of the assessment, the archaeologist will prepare a report documenting the investigation’s methods and results, and provide recommendations for the treatment of the human remains and any associated cultural materials, as appropriate and in coordination with the recommendations of the MLD. The draft report will be submitted to VTA, the descendant community involved in the treatment of the resources, and the Northwest Information Center.</td>
<td>Prior to, during, and following construction, as applicable</td>
<td>VTA, Construction Contractor</td>
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## Geology and Soils

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<tbody>
<tr>
<td>Seismic Design Standards</td>
<td>GEO-1</td>
<td>Appropriate seismic design provisions will be implemented during Project design and during construction of the Project in accordance with governing building codes. Seismic design provisions will be approved by VTA prior to construction. Design standards will comply with all State, County of Santa Clara, and/or local standards as applicable.</td>
<td>Prior to construction</td>
<td>VTA, Project Engineer/Design Team</td>
<td>VTA Environmental Programs and Resources Management, Design Team</td>
</tr>
<tr>
<td>Recommendations of the Geotechnical Memorandum</td>
<td>GEO-2</td>
<td>Additional investigations and design recommendations outlined in the Preliminary Geotechnical Memorandum, Tamien Parking Structure (Parikh, August 2014) will be implemented by VTA. This will include recommendations for site-specific field geotechnical exploration during the design phase, evaluation of liquefaction potential, and foundation design.</td>
<td>Prior to construction</td>
<td>VTA, Project Engineer/Design Team</td>
<td>VTA Environmental Programs and Resources Management, Design Team</td>
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## Hazards and Hazardous Materials

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<tr>
<td>Preconstruction Soil Sampling</td>
<td>HAZ-1</td>
<td>Prior to construction, VTA will develop and implement a sampling and analytical program to address potential exposure concerns to construction workers and identify soil disposal options. The sampling will address concerns including, but not limited to, organochlorine pesticides, arsenic, and lead that may be present on site due to previous</td>
<td>Prior to construction</td>
<td>VTA, Project Engineer/Design Team</td>
<td>VTA Environmental Programs and Resources Management, Design Team</td>
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<tr>
<td>Hazardous Material Transport, Use, and Storage</td>
<td>HAZ-2</td>
<td>VTA and the construction contractor will ensure that transport, use, and storage of hazardous materials during construction of the Project is conducted in accordance with all applicable State and federal laws, including, but not limited to, the Hazardous Materials Transportation Act, the Resource Conservation and Recovery Act, the California Hazardous Material Management Act, and Title 22 of the California Code of Regulations.</td>
<td>During construction</td>
<td>VTA, Construction Contractor</td>
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### Hydrology and Water Quality

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<tr>
<td>Floodplain Report</td>
<td>HYD-1</td>
<td>During final design, the Project engineer will prepare and submit a floodplain/hydrology report to VTA to address any potential impacts to the floodplain and, if required, reduce those impacts. The report will comply with local and Federal Emergency Management Agency (FEMA) regulations and will not increase the base flood elevation by more than 1 foot. Detailed analysis will be conducted to inform the Project design so that the Project complies with local and FEMA regulations on floodplains.</td>
<td>Prior to construction</td>
<td>VTA, Project Engineer/Design Team</td>
<td>VTA Environmental Programs and Resources Management</td>
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## Noise

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<tr>
<td>Construction Hours</td>
<td>NOI-1</td>
<td>Construction will be limited to the hours of 7:00 am to 7:00 pm, Monday through Friday. If necessary, Saturday construction hours will be limited to the hours of 9:00 am to 5:00 pm. There will be no construction activity on Sundays or national holidays except such work as is necessary for the proper care and protection of work already performed and only with prior written permission from VTA, or except in case of an emergency.</td>
<td>During construction</td>
<td>VTA, Construction Contractor</td>
<td>VTA Environmental Programs and Resources Management</td>
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</table>
| Construction Noise Impacts | NOI-2 | The following measures will be implemented to reduce potential construction noise impacts on nearby sensitive receptors:  
  - During all site excavation and grading, the construction contractor will equip all construction equipment, fixed or mobile, with properly operating and maintained mufflers consistent with manufacturers’ standards.  
  - The contractor will prevent excessive noise by shutting down idling vehicles or equipment.  
  - The contractor will place all stationary construction equipment so that emitted noise is directed away from sensitive receptors nearest the Project site.  
  - The construction contractor will locate stationary equipment (e.g., generators, compressors, rock crushers, cement mixers, and idling trucks) as far as possible from noise-sensitive receptors.  
  - Construction-related truck traffic will be routed | During construction         | VTA, Construction Contractor     | VTA Environmental Programs and Resources Management |
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<tr>
<td>Public Notification</td>
<td>NOI-3</td>
<td>Prior to construction, a public notification program will be implemented by VTA Community Outreach to alert residents, businesses, and Caltrain in advance of construction activities. VTA will include a telephone number for VTA’s Community Outreach at the construction site and include it in notices sent to neighbors, businesses, and Caltrain regarding the anticipated scope of work and construction schedule. Community Outreach will be responsible for receiving, documenting, and responding to general construction concerns (i.e., noise, air quality [dust], and other potential issues) from neighboring properties. Community Outreach will consult with the contractor to identify the source of the concerns and determine if proper notification and protocol were issued and followed and if not, implement reasonable measures to correct the problem. The Contractor will respond and take corrective action within 48 hours. A publicly visible sign will be posted with the telephone number and contact information for the designated on-site construction manager available to receive and respond to dust complaints. This person will report all complaints to VTA’s Community Outreach and take immediate corrective action as soon as practical but not more than 48 hours after the complaint is received. The BAAQMD’s phone number will also be visible to ensure compliance with applicable regulations.</td>
<td>During construction</td>
<td>VTA Community Outreach, Construction Contractor</td>
<td>VTA Environmental Programs and Resources Management</td>
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## Transportation and Traffic

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<tr>
<td>Traffic Signal Installation</td>
<td>TRANS-1</td>
<td>VTA, in coordination with the California Department of Transportation (Caltrans), will ensure that a traffic signal is installed at the intersection of Lelong Street and the SR-87 ramps. The signal will include a protected southbound left-turn phase from Lelong Street to the SR-87 northbound on-ramp. The new traffic signal would also include a signalized pedestrian crosswalk. Sidewalks and curbs at the intersection would be reconstructed in accordance with Americans with Disabilities Act (ADA) standards.</td>
<td>During construction</td>
<td>VTA, Construction Contractor</td>
<td>VTA Environmental Programs and Resources Management (in coordination with Caltrans and the City of San Jose)</td>
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</table>
| Construction Management Plan   | TRANS-2   | VTA will develop a Construction Management Plan that will provide provisions for managing construction-related traffic to and from the Project site, including but not limited to the following provisions:  
  - To the greatest extent feasible, during construction, inbound and outbound construction-related traffic from Alma Avenue will be instructed to access the Project site at the southern parking lot entrance.  
  - To the greatest extent feasible, construction truck access to the Project site shall be reduced during peak commute times (7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.).  
  - Project construction will occur in phases to allow for minimal disruption to transit operations. The first phase will include reconfiguration of the bus transit loop slightly south of its existing location. During the first phase, bus operations may be relocated to the | Prior to and during construction | VTA, Project Engineer/Design Team, Construction Contractor | VTA Environmental Programs and Resources Management |

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<tr>
<td>Caltrain parking lot, east of SR-87, until the bus transit loop is reconstructed. The second phase will include construction of the parking structure, bioinfiltration facilities, and other Project features.</td>
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<td>· During construction, parking will be limited to a small portion of the northern lot located north of the SR-87 southbound off-ramp and riders will be redirected to other temporary parking locations including the following:</td>
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<td>o The existing, paved Caltrain parking lot would be open during construction of the parking structure; this lot includes 267 spaces.</td>
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<td>o The dirt lot adjacent to the Caltrain lot could be used for additional parking. This lot includes approximately 130 unofficial spaces as it is currently used today. However, there is a portion of the lot that is leased to a third party. During construction of the parking structure, it may be possible to use the entire dirt lot, extending to Lick Avenue. If any portion of the dirt lot were utilized, it would be improved temporarily to provide for safer parking, such as adding minor pavement, gravel overlay, signage, and lighting.</td>
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<td>o There is a possibility that the dirt lot may be developed before or concurrently with the parking structure. The timing of development of this site is unknown, as there is not an approved project located on this site. Assuming a worst case scenario that the dirt lot is unavailable, VTA would</td>
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<td>work with property owners in the project area to identify temporary parking areas.</td>
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<td>o Some transit riders may choose to go to other VTA light rail stations with park-and-ride lots to park during the construction period. This includes the Curtner Station, which is approximately 2.5 miles away and has over 450 parking spaces that are underutilized today. In a recent parking survey conducted on December 3, 2014, 131 spaces were occupied after the AM peak period, leaving over 300 available.</td>
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BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Chief Financial Officer, Raj Srinath

SUBJECT: 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A

Policy-Related Action: Yes      Government Code Section 84308 Applies: No

ACTION ITEM

RECOMMENDATION:

Adopt a resolution (Attachment A) that approves the transaction documents (on file with the Board Secretary) and authorizes the General Manager and Chief Financial Officer to take all necessary actions to issue the 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (the “2015 Bonds”), in order to effect an advance refunding of up to all the outstanding 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A Bonds (the “2007 Bonds”) and to pay the costs of issuance.

BACKGROUND:

In 2007, VTA issued $120,095,000 of its 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A (the “2007 Bonds”), which are outstanding in the amount $109,755,000 and have a final maturity of April 1, 2036. The interest rate on the outstanding 2007 Bonds averages slightly less than 5% per year. The bonds are not subject to redemption until April 1, 2017.

The 2007 Bonds were issued to refund, on a current basis, VTA’s 2000 Measure A Sales Tax Revenue Refunding Bonds, 2006 Series F and G (the “2006 Bonds”). The 2006 Bonds represented a portion of the take-out financing for interim financing obligations issued in 2003 and 2004 to fund certain preliminary engineering costs associated with the BART Silicon Valley Project.
DISCUSSION:

Current interest rates are significantly lower than the rates of the 2007 Bonds, providing an opportunity to achieve substantial savings by advance refunding the 2007 Bonds. The 2007 Bonds are not subject to early redemption until April 1, 2017, requiring use of an advance refunding with an approximately 25 month escrow period prior to redemption of the 2007 Bonds. Staff has concluded that the significant savings warrant action now to lock-in the savings while interest rates are low. As of December 1, 2014, savings over the remaining life of the bonds are projected to be as much as $10 million on a present value basis and close to $13 million on a cash basis. The projected $10 million of present value savings equate to 9% of the refunded par amount, substantially exceeding the VTA Debt Policy minimum threshold of 3%.

The 2015 Bonds will be issued as fixed rate sales tax revenue refunding bonds and will be secured by the 2000 Measure A ½ cent sales tax. The 2015 Bonds will be issued on parity with the VTA’s other senior lien bonds. The proceeds of the 2015 Bonds will be used to: (a) fund an escrow (the “refunding escrow”) that will defease the 2007 Bonds by pre-funding all the required payments through the first redemption date (April 1, 2017) and (b) pay transaction costs. Staff anticipates that the 2015 Bonds will have long-term credit ratings of “AA+” from Standard & Poor’s and “Aa2” from Moody’s -consistent with outstanding long-term bonds that are also secured by a senior lien on VTA’s 2000 Measure A ½ cent sales tax.

Manner of Sale

Staff recommends that the 2015 Bonds be sold on a negotiated basis to a team of underwriting firms. A negotiated financing is recommended to maximize VTA’s flexibility in timing the issuance of the 2015 Bonds and to enable the underwriting team to pre-market the 2015 Bonds to investors. The bond underwriting firms for the 2015 Bonds will be selected based on responses to a Request for Proposal that VTA’s Financial Advisor, Ross Financial, distributed to firms that comprise VTA’s Investment Banking Firm Pool approved by the VTA Board in June 2010. Proposals from underwriters are due on December 4, 2014, with the evaluation to be completed within a week thereafter.

Financing Team

Staff issued task orders to Ross Financial to serve as Financial Advisor and Norton Rose Fulbright LLP to serve as Bond Counsel and Disclosure Counsel, respectively, for issuance of the 2015 Bonds. US Bank National Association, the bond trustee on the 2007 Bonds, will serve as Trustee for the 2015 Bonds.

Expected Timing

Staff anticipates the sale of the 2015 Bonds in mid to late January 2015, with a closing in late February 2015.
**Documentation**

Forms of the following documents will be approved with adoption of the authorizing resolution (Attachment A) and are on file with the Board Secretary.

- Continuing Disclosure Certificate
- Escrow Agreement
- Fifth Supplemental Indenture
- Preliminary Official Statement
- Purchase Contract

A brief description of each document is provided below.

**Continuing Disclosure Certificate.** This is VTA’s agreement to provide certain financial information and other data to the market on a continuing basis. In addition, the continuing disclosure certificate lists certain material events, such as a rating change, which must be disclosed to the marketplace. Information to be disclosed on a continuing basis includes VTA’s audited financial reports and updated information relative to sales tax revenue collections.

**Escrow Agreement.** This agreement (the “Escrow Agreement”) is entered into between VTA and US Bank National Association as Escrow Agent. The Escrow Agreement instructs the Escrow Agent to purchase special-issue US Treasury Obligations, known as “SLGS, which will satisfy, or defease, all the requirements to pay the 2007 Bonds in full on the first redemption date (April 1, 2017).

**Fifth Supplemental Indenture.** This document (the “Supplemental Indenture”) supplements the related existing master bond indenture and other supplemental indentures entered into by VTA in connection with prior series of sales tax revenue bonds secured by a senior lien on the 2000 Measure A sales tax. The Supplemental Indenture establishes the terms and provisions of the 2015 Bonds. The Supplemental Indenture, together with the related master bond indenture and prior supplemental indentures, is a legal contract between VTA and our Trustee that establishes the responsibilities of VTA and the rights of bondholders. Collectively, the master and supplemental indentures define the security, flow of funds, bond covenants, and other provisions provided by VTA for the protection of investors.

**Preliminary Official Statement.** The Official Statement is the disclosure document required in connection with issuance of the 2015 Bonds. The Official Statement functions as the municipal market’s version of the “prospectus” or “offering circular” used in corporate markets. The Official Statement discloses pertinent information about VTA, the terms and provisions of the 2015 Bonds, their purpose, security for repayment and bondholder risks. It also contains a discussion of certain legal matters, including the tax status of interest income earned by investors.

**Purchase Contract.** This agreement (The “Purchase Contract”) is entered into between VTA and the senior managing underwriter for the 2015 Bonds. The Purchase Contract sets forth the price to be paid for 2015 Bonds and all closing conditions, including required legal opinions and certifications.
FISCAL IMPACT:

Estimated transaction costs to issue the 2015 Bonds are approximately $500,000 and will be paid from 2015 Bond proceeds. These costs include Bond and Disclosure Counsel, Financial Advisor, Underwriter’s Discount, rating, trustee and other miscellaneous fees. Savings will be net of these costs. Cash flow savings by year are not yet available, but are anticipated to average as much as $600,000 per year for the 21 years remaining, resulting in present value savings of as much as $10 million.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

The item was unanimously approved by the committee to forward to the Board. There was no additional discussion.

Prepared by: Michael Smith
Memo No. 4811

ATTACHMENTS:

- Attachment A - Authorizing Resolution (Draft 2014-12-23) (PDF)
- POS - Preliminary Official Statement - Measure A 2015 Bonds (Draft 2014-12-23) (PDF)
- POS - Appendix A - (Draft 2014-12-23) (PDF)
- POS - Appendix C - (Draft 2014-12-23) (PDF)
- Continuing Disclosure Certificate (Draft 2014-12-16) (PDF)
- Escrow Agreement (Draft 2014-12-16) (PDF)
- Fifth Supplemental Indenture (Draft 2014-12-23) (PDF)
Measure A Sales Tax Revenue Refunding Bonds
Series 2015 – A and B

Board of Directors Meeting
January 8, 2015
Refunding Bonds - Series 2015 – A & B

Recommendation

• Adopt resolution authorizing issuance of the 2015 Bonds to refund the 2007 Bonds

Objective

• Achieve Lower Interest Costs
  ✓ Current Total Interest Rate 4.62%
  ✓ New Total Interest Rate Estimated to be 3.0%
  ✓ Estimated Savings $12,000,000
Comparison of Debt Service

Debt Service Millions per Year

- 2007 Bonds
- 2015 Bonds
Next Steps

- January 8  Post Preliminary Official Statement
- January 9  Begin Premarketing
- January 14 Pre-pricing
- January 15 Bond Pricing
- January 21/28 Post Final Official Statement
- Early March Close Bonds
Resolution No. ____________

RESOLUTION OF THE BOARD OF DIRECTORS OF SANTA CLARA VALLEY TRANSPORTATION AUTHORITY AUTHORIZING THE ISSUANCE OF 2000 MEASURE A SALES TAX REVENUE REFUNDING BONDS, 2015 SERIES AND DELIVERY OF ALL DOCUMENTATION NECESSARY IN CONNECTION THERewith

WHEREAS, the Santa Clara Valley Transportation Authority (the “Authority”) is a public transit district duly organized and existing under the provisions of the Santa Clara Valley Transportation Authority Act, being Part 12 of Division 10 of the Public Utilities Code of the State of California, Sections 100000 et seq. (the “Law”);

WHEREAS, the Board of Directors of the Authority (the “Board”) is authorized to issue bonds or notes payable from the proceeds of retail transactions and use taxes (hereinafter referred to as the “Measure A Sales Tax”), authorized pursuant to a ballot measure ("Measure A") approved on November 7, 2000 by the voters of the County of Santa Clara, which comprises the territory of the Authority, which Measure A Sales Tax was levied by the Authority pursuant to Section 100250 et seq. of the Law and Ordinance No. 01-1, adopted by the Board on March 1, 2001;

WHEREAS, the Authority has heretofore issued $120,095,000 aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A (the “2007 Series A Bonds”), of which $109,755,000 in aggregate principal amount remains outstanding, pursuant to an Indenture, dated as of August 1, 2006, as supplemented and amended, including as supplemented and amended by a Second Supplemental Indenture, dated as of September 1, 2007 (hereinafter collectively referred to as the “Existing Indenture”), between the Authority and U.S. Bank National Association, successor to Deutsche Bank National Trust Company, as trustee (the “Trustee”);

WHEREAS, in order to defease and refund the 2007 Series A Bonds, the Authority now desires to authorize the issuance of one or more additional series of sales tax revenue bonds, in an aggregate principal amount not to exceed one hundred twenty-five million dollars ($125,000,000), such sales tax revenue bonds to be secured by the Measure A Sales Tax and to be issued pursuant to the provisions of the Existing Indenture, as supplemented and amended by a Fifth Supplemental Indenture thereto (the “Fifth Supplemental Indenture,” and together with the Existing Indenture, hereinafter collectively referred to as the “Indenture”) to be entered into between the Authority and Trustee;

WHEREAS, such sales tax revenue bonds shall be entitled “Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series” (hereinafter collectively referred to as the “Bonds”), each such additional series of Bonds to bear such additional letter or number designation or other designation as shall be set forth in the Fifth Supplemental Indenture as finally executed and delivered;
WHEREAS, the proceeds of the Bonds will be applied to refund all or a portion of the 2007 Series A Bonds and to pay costs of issuance of the Bonds, and may be applied to fund a reserve fund for all or a portion of the Bonds;

WHEREAS, to effect the defeasance and refunding of the 2007 Series A Bonds, there has been prepared and distributed to the Board a proposed form of Escrow Agreement (the “Escrow Agreement”), between the Authority and U.S. Bank National Association, as escrow agent (the “Escrow Agent”);

WHEREAS, there has been prepared and distributed to the Board a proposed form of Fifth Supplemental Indenture providing for issuance of Bonds in the form of tax-exempt and/or taxable bonds in one or more series (each a “Series of Bonds”);

WHEREAS, there has been prepared and distributed to the Board a proposed form of bond purchase contract (the “Purchase Contract”) pursuant to which Citigroup Global Markets Inc., Barclays Capital Inc., Goldman, Sachs & Co. and RBC Capital Markets, LLC (hereinafter collectively referred to as the “Underwriters”) propose to purchase the Bonds from the Authority;

WHEREAS, to facilitate the offering and sale of the Bonds, it will be necessary for the Authority to execute and deliver an official statement (the “Official Statement”) describing the Bonds and related matters;

WHEREAS, there has been prepared and distributed to the Board a proposed preliminary form of Official Statement;

WHEREAS, there has been prepared and distributed to the Board a proposed form of continuing disclosure certificate (the “Continuing Disclosure Certificate”), to be executed by the Authority in order to assist the Underwriters to comply with Securities and Exchange Commission Rule 15c2-12;

WHEREAS, the Board now deems it necessary and advisable and in the financial interest of the Authority (i) to authorize the issuance and sale of the Bonds pursuant to the Indenture and the Purchase Contract, (ii) to approve the forms of, and to authorize the execution and delivery of, the Fifth Supplemental Indenture, the Escrow Agreement, the Purchase Contract and the Continuing Disclosure Certificate (such agreements and documents being hereinafter collectively referred to as the “Financing Documents”) and the Official Statement, (iii) to approve the distribution of the Official Statement in preliminary and final form, and (iv) to authorize the taking of various other actions in connection therewith;

WHEREAS, all acts, conditions and things required by the Law and the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing contemplated hereby do exist, have happened and have been performed as required by law, and the Authority is now duly authorized and empowered, pursuant to each requirement of law, to authorize and consummate the financing for the purposes, in the manner and upon the terms provided in this Resolution.
NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Santa Clara Valley Transportation Authority as follows:

Section 1. The foregoing recitals are true and correct and the Board hereby so finds and determines.

Section 2. The issuance by the Authority of not to exceed $125,000,000 aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series, in one or more series and in the form of tax-exempt and/or taxable bonds, as the General Manager of the Authority or the Chief Financial Officer of the Authority or any designee appointed by either in accordance with Section 9 of this Resolution (each, hereinafter referred to as an “Authorized Officer”) with the advice of Ross Financial (the “Authority Financial Advisor”) shall determine is necessary in order to minimize interest expense and maximize economic and other benefits to the Authority, is hereby authorized and approved.

Section 3. The proposed form of the Fifth Supplemental Indenture, between the Authority and the Trustee, provided to the Board, and the terms and provisions thereof, which are hereby incorporated by reference, are hereby approved. The Board Secretary (hereinafter referred to as the “Secretary”) is directed to file a copy of said form of Fifth Supplemental Indenture with the minutes of this meeting. Each Authorized Officer, acting alone, is authorized and directed to execute and deliver the Fifth Supplemental Indenture to the Trustee, in substantially the form of the Fifth Supplemental Indenture provided to the Board, with such additions thereto or changes therein as the Authorized Officer executing the same, with the advice of counsel to the Authority, may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Fifth Supplemental Indenture.

The structure, date, maturity date or dates (not to exceed April 1, 2036), interest rates, interest payment dates, forms, denominations, registration and exchange privileges, place or places of payment, terms of redemption (optional redemption may or may not be provided, as determined by the Authorized Officer executing the Fifth Supplemental Indenture), and all other terms of the Bonds shall be (subject to the foregoing limitations) as provided in the Fifth Supplemental Indenture as finally executed and delivered.

Section 4. The proposed form of the Escrow Agreement, between the Authority and the Escrow Agent, provided to the Board, and the terms and provisions thereof, which are hereby incorporated by reference, are hereby approved. The Secretary is directed to file a copy of said form of Escrow Agreement with the minutes of this meeting. Each Authorized Officer, acting alone, is authorized and directed to execute and deliver the Escrow Agreement, in substantially the form of the Escrow Agreement provided to the Board, with such additions thereto or changes therein as the Authorized Officer executing the same, with the advice of counsel to the Authority, may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Escrow Agreement.

Section 5. The proposed form of Official Statement in preliminary form (the “Preliminary Official Statement”), provided to the Board, describing the Bonds and related
matters, and the terms and provisions thereof, which are hereby incorporated by reference, is hereby approved. The Preliminary Official Statement may be deemed final by either Authorized Officer on behalf of the Authority for purposes of compliance with Securities and Exchange Commission Rule 15c2-12 and the distribution of the Preliminary Official Statement as is deemed final by either Authorized Officer is hereby authorized.

Each Authorized Officer, acting alone, is hereby authorized and directed to execute and deliver a final Official Statement in substantially the form of the Preliminary Official Statement provided to the Board, with such additions thereto or changes therein as such Authorized Officer, with the advice of counsel to the Authority, may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Official Statement. The Underwriters are hereby authorized and directed to distribute copies of the Official Statement to persons purchasing the Bonds.

Section 6. The proposed form of Purchase Contract, between the Authority and the Underwriters, provided to the Board, providing for the sale of the Bonds to the Underwriters and the terms and conditions thereof, which are hereby incorporated by reference, are hereby approved. The Secretary is directed to file a copy of said form of Purchase Contract with the minutes of this meeting. The sale of the Bonds at the principal amount thereof, less an underwriters’ discount of not to exceed 0.30% of such principal amount, less any agreed-upon original issue discount, plus any original issue premium, at prices that will generate debt service savings of not less than 3% of the principal amount of the 2007 Series A Bonds being refunded, in accordance with said form of Purchase Contract, is hereby authorized and approved. Each Authorized Officer is hereby authorized and directed to execute and deliver the Purchase Contract to the Underwriters, in substantially the form of Purchase Contract provided to the Board, with such additions thereto or changes therein, as such Authorized Officer executing the same, with the advice of counsel to the Authority, may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Purchase Contract.

Section 7. The proposed form of the Continuing Disclosure Certificate, provided to the Board, and the terms and conditions thereof, which are hereby incorporated by reference, are hereby approved. The Secretary is directed to file a copy of said form of Continuing Disclosure Certificate with the minutes of this meeting. Each Authorized Officer, acting alone, is hereby authorized to execute and deliver a Continuing Disclosure Certificate, in substantially the form of the Continuing Disclosure Certificate provided to the Board, with such additions thereto or changes therein, as such Authorized Officer executing the same, with the advice of counsel to the Authority, may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Continuing Disclosure Certificate.

Section 8. All approvals, consents, directions, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, including, without limitation, any of the foregoing which may be necessary in connection with any amendment of any documents executed in connection with the issuance of the Bonds, including, without limitation, the redemption, purchase in lieu of redemption, refunding or defeasance of any Bonds, may be given by either Authorized Officer without further authorization or direction by the Board, and each Authorized Officer acting alone, is hereby authorized and directed to
give any such approval, consent, direction, notice, order or request and to take any such action which such Authorized Officer may deem necessary or desirable to further the purposes of this Resolution.

Section 9. Each Authorized Officer and each other appropriate officer of the Authority, are authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver any and all agreements, certificates, documents and instruments, including, without limitation, signature certificates, no-litigation certificates, disclosure certificates, tax certificates, letters of representation relating to book-entry registration, escrow instructions, insurance agreements, certificates concerning Purchase Contract representations, certificates concerning the contents of the Official Statement, contracts for rebate compliance services and agreements relating to debt service reserve fund sureties, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Authority has approved in this Resolution, including, without limitation, any of the foregoing which may be necessary, and to carry out, consummate and perform the duties of the Authority set forth in the Financing Documents and all other documents executed in connection with the issuance of the Bonds.

The General Manager or the Chief Financial Officer of the Authority may appoint in writing a designee to perform any of the actions which such officer of the Authority may take under this Resolution.

Section 10. The General Counsel of the Authority is authorized and directed to provide such opinions, on behalf of the Authority, as are required under the terms of the Financing Documents and as are required to consummate any of the financing, conversion or purchase transactions authorized by this Resolution.

Section 11. All actions heretofore taken by the members of the Board, each Authorized Officer, the General Counsel of the Authority or any other officers, agents or employees of the Authority, with respect to the issuance of the Bonds and the other transactions contemplated hereby, by the Financing Documents and by the Official Statement, are hereby ratified, confirmed and approved.

Section 12. If any section, paragraph clause or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph or clause or provision shall not affect any of the remaining provisions of this Resolution.

PASSED AND ADOPTED by the Board of Directors of the Santa Clara Valley Transportation Authority this 8th day of January, 2015, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAINING:
ATTEST:

__________________________
Perry Woodward, Chairperson
Santa Clara Valley Transportation Authority

ATTEST:

__________________________
Elaine Baltao, Board Secretary

Approved as to Form:

__________________________
Robert Fabela, General Counsel

Resolution No. ________________
PRELIMINARY OFFICIAL STATEMENT DATED JANUARY __, 2015

NEW ISSUE—BOOK-ENTRY ONLY

Ratings:

S&P: “—”
Moody’s: “—”
Fitch: “—”

See “RATINGS” herein

In the opinion of Fulbright & Jaworski LLP, a member of Norton Rose Fullbright, Los Angeles, California, Bond Counsel, under existing law interest on the 2015 Series Bonds is exempt from personal income taxes of the State of California and assuming compliance with the tax covenants described herein, interest on the 2015 Series A Bonds is excluded pursuant to section 103(a) of the Internal Revenue Code of 1986 from the gross income of the owners thereof for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax. The Authority has taken no action to cause, and does not intend, interest on the 2015 Series B Bonds to be excluded pursuant to section 103(a) of the Internal Revenue Code of 1986 from gross income of the owners thereof for federal income tax purposes. See, however, “TAX MATTERS” herein.

$[Par Amount]*

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

2000 MEASURE A SALES TAX REVENUE REFUNDING BONDS

2015 Series A (Tax-Exempt) 2015 Series B (Taxable)

Dated: Date of Delivery
Due: April 1, as set forth on the inside cover page

The $[Par Amount]* Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) (the “2015 Series A Bonds”) and the $[Par Amount]* Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable) (the “2015 Series B Bonds” and, together with the 2015 Series A Bonds, the “2015 Series Bonds”) are being issued by the Santa Clara Valley Transportation Authority (the “Authority”) pursuant to an Indenture, dated as of August 1, 2006 (as supplemented, the “Indenture”), between the Authority and U.S. Bank National Association, as successor trustee (the “Trustee”), to refund the Authority’s 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A (the “2007 Series A Bonds”) maturing in the years 2018 through 2036, inclusive (the “Refunded Bonds”), and to pay certain costs of issuing the 2015 Series Bonds. See “PLAN OF REFUNDING” and “ESTIMATED SOURCES AND USES OF FUNDS” herein.

Interest on the 2015 Series Bonds will be payable on April 1 and October 1 of each year, commencing April 1, 2015. The Bonds will be issued as fully registered bonds, without coupons, in the denomination of $5,000 or any integral multiple thereof. The 2015 Series Bonds will be registered in the name of Cede & Co., as holder of the 2015 Series Bonds and nominee for The Depository Trust Company, New York, New York (“DTC”). Purchasers will not receive physical certificates representing their interest in the 2015 Series Bonds purchased. The principal or redemption price of and interest on the 2015 Series Bonds is payable by wire transfer to DTC which, in turn, will remit such principal, redemption price or interest to the DTC Participants for subsequent disbursement to the beneficial owners of the 2015 Series Bonds. See APPENDIX E – “BOOK-ENTRY SYSTEM” herein.

The 2015 Series A Bonds are subject to optional and mandatory sinking fund redemption prior to maturity as more fully described herein. See “THE 2015 SERIES BONDS – Redemption” herein. The 2015 Series B Bonds are not subject to redemption prior to maturity.

The 2015 Series Bonds are subject to the covenants of the Indenture, which consist of the receipts from the imposition in the County of Santa Clara of a one-half of one percent retail transactions and use tax authorized in 2000 which took effect April 1, 2006 (the “2000 Measure A Sales Tax”), less certain administrative fees paid to the California State Board of Equalization, as described herein, plus amounts held by the Trustee in certain funds and accounts established under the Indenture. The 2000 Measure A Sales Tax was approved by more seventy percent of the electorate of the County of Santa Clara voting on the ballot measure in November 2000 and is scheduled to expire March 31, 2036. The 2015 Series Bonds are being issued on a parity with the 2015 Series Bonds, subject to compliance with the provisions set forth in the Indenture. See “SECURITY AND SOURCES OF PAYMENT FOR THE 2015 SERIES BONDS” herein.


* Preliminary, subject to change.

47313449.6
This cover page contains certain information for general reference only. It is not a summary of the security or terms of this issue. Investors must read the entire Official Statement to obtain information essential to make an informed investment decision with respect to the 2015 Series Bonds.

The 2015 Series Bonds are offered when, as and if issued, subject to the approval as to legality by Fulbright & Jaworski LLP, a member of Norton Rose Fulbright, Los Angeles, California, Bond Counsel to the Authority. Certain legal matters will be passed on for the Authority by the Authority’s General Counsel and by Fulbright & Jaworski LLP, Los Angeles, California, a member of Norton Rose Fulbright, as Disclosure Counsel, and for the Underwriters by their counsel, Nixon Peabody LLP, Los Angeles, California. It is anticipated that the 2015 Series Bonds will be available for delivery through the book-entry facilities of DTC on or about February __, 2015.

Citigroup
Barclays Capital
Goldman, Sachs & Co.
RBC Capital

Dated: January __, 2015
### MATURITY SCHEDULE

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<th>Maturity Date (April 1)</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
<th>Yield</th>
<th>Price</th>
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$__________ ___% Term Bonds Maturing April 1, 20__, Priced to Yield ___% CUSIP No.† _______

### MATURITY SCHEDULE

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<th>Price</th>
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* Preliminary, subject to change.
† CUSIP is a registered trademark of the American Bankers Association. CUSIP data on the cover hereof and herein is provided by CUSIP Global Services, managed by Standard & Poor’s Financial Services LLC on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. None of the Authority, the Trustee, the Underwriters or Ross Financial, the Financial Advisor to the Authority, is responsible for the selection or correctness of the CUSIP numbers set forth herein.

47313449.6
No dealer, salesman or any other person has been authorized by the Santa Clara Valley Transportation Authority (the “Authority”) to give any information or to make any statements or representations, other than those contained in this Official Statement, and, if given or made, such other information, statements or representations must not be relied upon as having been authorized. The information set forth herein has been obtained from the Authority and other sources which are believed to be reliable. This Official Statement does not constitute an offer to sell or solicitation of an offer to buy any of the 2015 Series Bonds in any jurisdiction in which such offer or solicitation is not authorized, or in which any person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

This Official Statement is not to be construed as a contract with the purchasers of the 2015 Series Bonds. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact.

The Underwriters have provided the following sentence for inclusion in the Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

CUSIP is a registered trademark of the American Bankers Association. CUSIP data on the cover hereof and herein is provided by CUSIP Global Services, managed by Standard & Poor’s Financial Services LLC on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. None of the Authority, the Underwriters or Ross Financial, the Financial Advisor, is responsible for the selection or correctness of the CUSIP numbers set forth herein.
FORWARD-LOOKING STATEMENTS

Certain statements included or incorporated by reference in this Official Statement constitute forward-looking statements. Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “project,” “budget” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. No assurance is given that actual results will meet the forecasts of the Authority in any way. The Authority does not plan to issue any updates or revisions to those forward-looking statements if or when any of its expectations, or events, conditions or circumstances on which such statements are based occurs.
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

Board of Directors

Ash Kalra, Chairperson
Donald Rocha
Johnny Khamis
Rose Herrera
Xavier Campos
Gail A. Price

Perry Woodward, Vice Chairperson
Joe Pirzynski
David Whittum
Jose Esteves
Cindy Chavez
Ken Yeager

Sam Liccardo, Ex-Officio

Alternate Board Members

Jason Baker
Larry Carr
Dave Cortese
Rich Larsen
Jamie L. Matthews

Administrative Staff

Nuria Fernandez, General Manager
Robert Fabela, General Counsel
Inez P. Evans, Chief of Staff
Jim Lawson, Director, Government Affairs
John H. Ristow, Director, Planning and Program Development
Carolyn Gonot, Director, Engineering and Transportation Infrastructure Development
Raj Srinath, Chief Financial Officer
Michael A. Hursh, Chief Operations Officer
Bill Lopez, Director, Business Services
Steven P. Keller, Director, System Safety and Security

SPECIAL SERVICES

Financial Advisor
Ross Financial
San Francisco, California

Bond Counsel and Disclosure Counsel

Fulbright & Jaworski LLP
(a member of Norton Rose Fulbright)
Los Angeles, California

Trustee
U.S. Bank National Association
San Francisco, California

Verification Agent
[to come]
MAP OF SERVICE AREA
[GRAPHIC]
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OFFICIAL STATEMENT

$[Par Amount]*
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
2000 MEASURE A SALES TAX REVENUE REFUNDING BONDS

$________* $________
2015 Series A (Tax-Exempt) 2015 Series B (Taxable)

INTRODUCTION

General

This Official Statement, which includes the cover page and the appendices hereto, sets forth certain information in connection with the offering by the Santa Clara Valley Transportation Authority (the “Authority”) of $[Par Amount]* in aggregate principal amount of its 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) (the “2015 Series A Bonds”) and $[Par Amount]” in aggregate principal amount of its 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable) (the “2015 Series B Bonds” and, together with the 2015 Series A Bonds, the “2015 Series Bonds”). A full review should be made of the entire Official Statement, including the cover page and attached appendices. The offering of the 2015 Series Bonds to potential investors is made only by means of the entire Official Statement.

Authority for Issuance

The 2015 Series Bonds are being issued by the Authority under and pursuant to the Santa Clara Valley Transportation Authority Act, being Sections 100000 et seq. of the California Public Utilities Code, and the provisions of the Revenue Bond Law of 1941, being Section 54300 et seq. of the California Government Code as referenced in the Santa Clara Valley Transportation Authority Act (collectively, the “Act”), and the Indenture, dated as of August 1, 2006, between the Authority and U.S. Bank National Association, as successor trustee (the “Trustee”), as supplemented and amended by a First Supplemental Indenture, dated as of August 1, 2006 (the “First Supplemental Indenture”), a Second Supplemental Indenture, dated as of September 1, 2007 (the “Second Supplemental Indenture”), a Third Supplemental Indenture, dated as of June 1, 2008 (the “Third Supplemental Indenture”), a Fourth Supplemental Indenture, dated as of November 1, 2010 (the “Fourth Supplemental Indenture”), and a Fifth Supplemental Indenture, dated as of January 1, 2015 (the “Fifth Supplemental Indenture”), each between the Authority and the Trustee. The Indenture, as so supplemented and amended and as further supplemented and amended from time to time pursuant to its terms is hereinafter referred to as the “Indenture.” All capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE,” or, if not defined therein, shall have the meanings assigned to such terms in the Indenture.

Purpose and Application of Proceeds

The 2015 Series Bonds are being issued to refund the Authority’s 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A (the “2007 Series A Bonds”) maturing in the years 2018 through 2036, inclusive (the “Refunded Bonds”), and to pay certain costs of issuing the 2015 Series Bonds. See “PLAN OF REFUNDING” and “ESTIMATED SOURCES AND USES OF FUNDS” herein.

* Preliminary, subject to change.
Security

The 2015 Series Bonds are limited obligations of the Authority secured by a pledge of sales tax revenues (herein called the “2000 Measure A Sales Tax Revenues”) derived from a one-half of one percent (0.5%) retail transactions and use tax (the “2000 Measure A Sales Tax”), imposed in accordance with the Act and the California Transactions and Use Tax Law (Revenue and Taxation Code Section 7251 et seq.), net of an administrative fee paid to the California State Board of Equalization (the “Board of Equalization”) in connection with the collection and disbursement of the 2000 Measure A Sales Tax. The 2000 Measure A Sales Tax was approved by more than 70% of the electorate of the County of Santa Clara (the “County”) voting on the ballot measure in November 2000 and is scheduled to expire March 31, 2036. The 2015 Series Bonds are further secured by a pledge of certain amounts held by the Trustee under the Indenture. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS – Pledge of 2000 Measure A Sales Tax Revenues and Certain Amounts Held by Trustee” herein.


Additional Bonds and other obligations secured by a pledge of the 2000 Measure A Sales Tax Revenues on a parity with the 2015 Series Bonds, the 2007 Series A Bonds, the 2008 Series Bonds, the 2010 Series Bonds, the regularly scheduled payments on the Swap Agreements (as defined herein) and other bonds and obligations that may hereafter be issued or incurred. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS – Additional Bonds and Parity Obligations” herein. The 2007 Series A Bonds, the 2008 Series Bonds, the 2010 Series Bonds, the 2015 Series Bonds and any additional bonds hereafter authorized by, and at any time Outstanding under, the Indenture are referred to collectively herein as the “Bonds.”

Limited Obligations


References

The descriptions and summaries of the Act and the Indenture and other documents hereinafter set forth do not purport to be comprehensive or definitive, and reference is made to each such document for the complete details of all terms and conditions. All statements herein are qualified in their entirety by reference to each such document, copies of which are available for inspection at the offices of the

* Preliminary, subject to change.
Authority. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Indenture. See APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE.”

THE AUTHORITY

The Authority is an independent public agency responsible for bus and light rail operations in the County, regional commuter and inter-city rail service, ADA paratransit service, congestion management, specific highway improvement and other transportation projects, and countywide transportation planning and funding. A map showing the Authority’s bus and rail transit service area is set forth on the page prior to the table of contents of this Official Statement. The Authority (then known as the Santa Clara County Transit District) was created in 1972 pursuant to the Santa Clara County Transit District Act. Prior to January 1, 1995, the County Board of Supervisors served as the Board of Directors of the Authority. Effective January 1, 1995, pursuant to State legislation, the Authority has operated under a separate Board of Directors composed of representatives of the County and cities within the County. On January 1, 2000, pursuant to State legislation, the Authority’s name was officially changed from the Santa Clara County Transit District.

For a more complete description of the Authority and its operations see APPENDIX A – “SANTA CLARA VALLEY TRANSPORTATION AUTHORITY.”

THE 2015 SERIES BONDS

General

The 2015 Series Bonds will be dated their date of delivery, will bear interest at the rates and will mature on the dates set forth on the inside cover of this Official Statement. Interest on each 2015 Series Bond shall be computed on the basis of a 360-day year, consisting of twelve 30-day months and shall be payable commencing on April 1, 2015 and semiannually thereafter on each April 1 and October 1 (each, an “Interest Payment Date”). The 2015 Series Bonds will be issued in fully registered form without coupons and will initially be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”), as the securities depository for the 2015 Series Bonds. The term “Owner” as used herein shall refer to DTC as the registered owner of the Bonds. Purchases of the 2015 Series Bonds are to be made in book-entry only form in the principal amount of $5,000 or any integral multiple thereof. See APPENDIX F – “BOOK-ENTRY SYSTEM.”

Redemption*

Optional Redemption of 2015 Series A Bonds. The 2015 Series A Bonds maturing on or before April 1, 20__ shall not be subject to redemption prior to their respective stated maturities. The 2015 Series A Bonds maturing on or after April 1, 20__ shall be subject to redemption prior to their respective stated maturities, at the option of the Authority, from any source of available funds, as a whole or in part, in Authorized Denominations, on any date or after April 1, 20__ at a Redemption Price equal to 100% of the principal amount of 2015 Series A Bonds called for redemption, plus accrued interest to the date fixed for redemption, without premium.

Mandatory Sinking Fund Redemption of 2015 Series A Bonds. The 2015 Series A Bonds maturing on April 1, 20__ shall be redeemed by mandatory sinking fund redemption, in part, on each April 1 in the mandatory sinking fund redemption amount set forth below at a Redemption Price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption, without premium.

* Preliminary, subject to change.
No Redemption of 2015 Series B Bonds. The 2015 Series B Bonds are not subject to redemption prior to maturity.

Selection of Bonds for Redemption. Whenever less than all of the Outstanding 2015 Series A Bonds are to be redeemed on any one date pursuant to the optional redemption provisions of the Indenture, the Trustee shall select the 2015 Series A Bonds to be redeemed among different maturity dates as directed in a Request of the Authority delivered to the Trustee. Whenever less than all of the Outstanding 2015 Series A Bonds of the same maturity (and interest rate) are to be redeemed on any one date pursuant to the optional redemption provisions of the Indenture, the Trustee shall select the 2015 Series A Bonds to be redeemed in minimum denominations of $5,000, by lot in any manner which the Trustee in its sole discretion shall deem appropriate and fair.

Notice of Redemption. Each notice of redemption with respect to the 2015 Series A Bonds shall be mailed by the Trustee, not less than twenty (20) nor more than sixty (60) days prior to the redemption date, to (i) each Holder, (ii) the Repository and (iii) to the MSRB’s Electronic Municipal Market Access system. Any such notice of redemption may be rescinded by written notice delivered to the Trustee by the Authority. Upon receipt of such written notice of rescission from the Authority, the Trustee shall give notice of such rescission as soon thereafter as practicable in the same manner, and to the same parties, as notice of redemption was given pursuant to the Indenture.

Partial Redemption of Bonds. Upon surrender of any 2015 Series A Bond redeemed in part only, the Authority shall execute and the Trustee shall authenticate and deliver to the Owner thereof, at the expense of the Authority, a new 2015 Series A Bond of authorized denominations, and of the same maturity and interest rate, equal in aggregate principal amount to the unredeemed portion of the 2015 Series A Bond surrendered.

Effect of Redemption. Notice of redemption having been duly given as aforesaid, and moneys for payment of the Redemption Price of, together with interest accrued to the redemption date on, the 2015 Series A Bonds (or portions thereof) so called for redemption being held by the Trustee, on the redemption date designated in such notice, the 2015 Series A Bonds (or portions thereof) so called for redemption shall become due and payable at the Redemption Price specified in such notice together with interest accrued thereon to the date fixed for redemption, interest on the 2015 Series A Bonds so called for redemption shall cease to accrue, said 2015 Series A Bonds (or portions thereof) shall cease to be entitled to any benefit or security under this Indenture, and the Owners of said 2015 Series A Bonds shall have no rights in respect thereof except to receive payment of said Redemption Price and accrued interest to the redemption date.

Mandatory Purchase in Lieu of Redemption. Each Holder, by purchase and acceptance of any 2015 Series A Bond, irrevocably grants to the Authority the option to purchase such 2015 Series A Bond, on any date such 2015 Series A Bond is subject to optional redemption provided in the Indenture for the 2015 Series A Bonds at a purchase price equal to the Redemption Price then applicable to such 2015 Series A Bond, plus accrued interest thereon to the date of purchase. In order to exercise such option, the Authority shall deliver to the Trustee a Favorable Opinion of Bond Counsel and shall direct the Trustee to provide notice of mandatory purchase in lieu of redemption, such notice to be provided, as and to the
extent applicable, in accordance with the provisions set forth in the Indenture for the 2015 Series A Bonds, the Authority shall pay the purchase price of such 2015 Series A Bond to the Trustee in immediately available funds and the Trustee shall pay the same to the Holders of 2015 Series A Bonds being purchased against delivery thereof. Following such purchase, the Trustee shall register such 2015 Series A Bonds in accordance with the written instructions of the Authority. No purchase of any 2015 Series A Bond shall operate to extinguish the indebtedness evidenced by such 2015 Series A Bond. No Holder may elect to retain a 2015 Series A Bond subject to mandatory purchase.

If the Authority lacks sufficient funds to pay the purchase price of any 2015 Series A Bond subject to mandatory purchase in lieu of redemption pursuant to the Indenture on the date fixed for such purchase, the Authority shall cancel such mandatory purchase in lieu of redemption and shall return each such 2015 Series A Bond to the Holder who shall have tendered such 2015 Series A Bond for mandatory purchase in lieu of redemption pursuant to the Indenture. The Trustee shall give notice that such mandatory purchase was not effected promptly following the date fixed for such purchase. Any failure to pay the purchase price of any 2015 Series A Bond subject to mandatory purchase shall not constitute an Event of Default under the Indenture.

PLAN OF REFUNDING

A portion of the proceeds of the 2015 Series Bonds, together with other available amounts, will be used to refund the Refunded Bonds. Pursuant to the terms of an Escrow Agreement, dated as of January 1, 2015 (the “Escrow Agreement”), by and between the Authority and U.S. Bank National Association, as escrow agent (the “Escrow Agent”), a portion of the proceeds of the 2015 Series Bonds, together with other available moneys (collectively, the “Escrow Deposit”), will be deposited into the Escrow Fund established under the Escrow Agreement. The Escrow Deposit will be sufficient to purchase investment securities (the “Escrowed Securities”), the principal and interest on which when due will provide moneys that, together with uninvested moneys deposited with the Escrow Agent, will be sufficient to pay the interest on the Refunded Bonds to and including April 1, 2017 (the “Redemption Date”) and to pay the Refunded Bonds at a price of 100% of the principal amount thereof, without premium, plus accrued interest (the “Redemption Price”), on the Redemption Date.

________, certified public accountants (the “Verification Agent”), will deliver a report stating that the firm has verified the accuracy of mathematical computations concerning the adequacy of the Escrow Deposit made pursuant to the Escrow Agreement. See “VERIFICATION OF MATHEMATICAL COMPUTATIONS” herein.
ESTIMATED SOURCES AND USES OF FUNDS

The estimated proceeds of the 2015 Series Bonds and certain other available amounts are expected to be applied as follows:

<table>
<thead>
<tr>
<th>Sources of Funds</th>
<th>2015 Series A Bonds</th>
<th>2015 Series B Bonds</th>
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<tbody>
<tr>
<td>Principal Amount</td>
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<tr>
<td>Plus Net Premium</td>
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<tr>
<td>Funds Released from Refunded Bonds</td>
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<tr>
<td>Total Sources:</td>
<td>$</td>
<td>$</td>
</tr>
</tbody>
</table>

| Uses of Funds:                            |                     |                     |
| Deposit to Escrow Fund                    |                     |                     |
| Costs of Issuance\(^{(1)}\)              |                     |                     |
| Total Uses:                               | $                   | $                   |

\(^{(1)}\) Includes underwriters’ discount, rating agency fees, trustee fees, printing costs, bond counsel, disclosure counsel, verification agent and financial advisor fees and expenses and other miscellaneous expenses.

[Remainder of page intentionally left blank.]
## DEBT SERVICE SCHEDULE

The following table shows the annual debt service requirements on the 2015 Series A Bonds (with principal and interest shown separately), the 2007 Series A Bonds, the 2008 Series Bonds and the 2010 Series Bonds.

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(1) Includes mandatory sinking fund payments.

(2) A portion of the 2007 Series A Bonds will be refunded with a portion of the proceeds of the 2015 Series Bonds. See “PLAN OF REFUNDING” herein.

(3) Debt service on the 2008 Series Bonds is calculated based on the per annum rate established pursuant to the Swap Agreements, 3.765%. See “OUTSTANDING 2000 MEASURE A SALES TAX OBLIGATIONS – Swap Agreements.”

(4) Does not reflect the Authority’s receipt of any Subsidy Payments with respect to the 2010 Series A Bonds, which are Build America Bonds.
SECURITY AND SOURCES OF PAYMENT FOR THE 2015 SERIES BONDS

Limited Obligations

The Bonds are limited obligations of the Authority secured by a pledge of 2000 Measure A Sales Tax Revenues and certain amounts held by the Trustee in the funds and accounts established under the Indenture. The Authority shall not be required to advance any moneys derived from any source other than Revenues, which include all 2000 Measure A Sales Tax Revenues, and amounts held by the Trustee in the funds and accounts established under the Indenture, excluding amounts in the Rebate Fund and any Purchase Fund for Bonds subject to purchase, and pledged under the Indenture, including interest earnings on such amounts, whether for the payment of the principal or Redemption Price of or interest on the Bonds or for any other purpose of the Indenture.


Pledge of 2000 Measure A Sales Tax Revenues and Certain Amounts Held by Trustee

All 2000 Measure A Sales Tax Revenues are irrevocably pledged by the Authority to secure the punctual payment of the principal of, premium, if any, and interest on the Bonds and Parity Obligations, each in accordance with their terms, and the 2000 Measure A Sales Tax Revenues shall not be used for any other purpose while any of the Bonds or Parity Obligations remain Outstanding, except as permitted by the provisions of the Indenture permitting the application thereof for the purposes and on the terms and conditions set forth therein, as described below. Pursuant to the Indenture, the pledge of 2000 Measure A Sales Tax Revenues constitutes a first lien to secure the Bonds and Parity Obligations. The pledge of 2000 Measure A Sales Tax Revenues is irrevocable until all Bonds issued under the Indenture, including the 2015 Series Bonds, and all Parity Obligations are no longer Outstanding.

The 2000 Measure A Sales Tax Revenues pledged to the payment of the Bonds and Parity Obligations shall be applied without priority or distinction of one over the other and the 2000 Measure A Sales Tax Revenues shall constitute a trust fund for the security and payment of the Bonds and Parity Obligations; but nevertheless, out of 2000 Measure A Sales Tax Revenues certain amounts may be applied for other purposes as provided in the Indenture.

For a more detailed description of the 2000 Measure A Sales Tax and projected receipts of 2000 Measure A Sales Tax Revenues, see “THE 2000 MEASURE A SALES TAX” herein.

Additionally, there are pledged to secure the payment of the principal of, redemption premium, if any, and interest on the Bonds in accordance with their terms all amounts held by the Trustee under the Indenture (except for amounts held in the Rebate Fund and any Purchase Fund), subject only to the provisions of the Indenture permitting the application thereof for the purposes and on the terms and conditions set forth therein.
Revenue Fund; Allocation of 2000 Measure A Sales Tax Revenues

As long as any Bonds are Outstanding or any Parity Obligations remain unpaid, the Authority has assigned the 2000 Measure A Sales Tax Revenues to the Trustee and shall cause the Board of Equalization to transmit the same directly to the Trustee each month, less the Board of Equalization administrative fee which is deducted quarterly. The 2000 Measure A Sales Tax Revenues shall be received and held in trust by the Trustee for the benefit of the Owners of the Bonds and Parity Obligations. The Trustee shall forthwith deposit all 2000 Measure A Sales Tax Revenues in the Revenue Fund, maintained and held in trust by the Trustee, when and as such 2000 Measure A Sales Tax Revenues are received by the Trustee. See APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE – Allocation of 2000 Measure A Sales Tax Revenues.” Investment income on amounts held by the Trustee (other than amounts held in the Rebate Fund or any Purchase Fund or for which particular instructions are provided) shall also be deposited in the Revenue Fund.

So long as any Bonds remain Outstanding, following receipt and deposit of the 2000 Measure A Sales Tax Revenues in the Revenue Fund in each month, the Trustee is required to set aside such Measure A Sales Tax Revenues in the following respective funds, amounts and order of priority (provided that deficiencies in any previously required deposit may be made up prior to the deposit to a fund subsequent in priority and further provided that set asides or transfers required with respect to outstanding Parity Obligations shall be made on a parity basis each month, as provided in the Indenture):

1. **Interest Fund.** The Indenture requires the Trustee to make monthly deposits in the Interest Fund in an amount equal to (a) one-sixth of the aggregate half-yearly amount of interest becoming due and payable on Outstanding fixed interest rate bonds during the ensuing six-month period, plus (b) the aggregate amount of interest to accrue during that month on Outstanding variable rate bonds calculated, if the actual rate of interest is not known, at the interest rate specified by the Authority, or if the Authority has not specified an interest rate, at the maximum interest rate borne by such variable rate bonds during the month prior to the date of deposit plus one hundred (100) basis points; subject to such adjustments as are provided pursuant to the provisions of the Indenture. See APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE – Allocation of 2000 Measure A Sales Tax Revenues.”

2. **Principal Fund; Sinking Accounts.** The Indenture also requires the Trustee to make monthly deposits in the Principal Fund in an amount equal to at least (a) one-sixth of the aggregate semiannual amount of Bond Obligation becoming due and payable on the Outstanding Serial Bonds of all Series having semiannual maturity dates within the next six (6) months, plus (b) one-twelfth of the aggregate yearly amount of Bond Obligation becoming due and payable on the Outstanding Serial Bonds of all Series having annual maturity dates within the next twelve (12) months, plus (c) one-sixth of the aggregate of the Mandatory Sinking Account Payments to be paid during the next six-month period into the respective Sinking Accounts for the Term Bonds of all Series for which Sinking Accounts have been created and for which semiannual mandatory redemption is required from said Sinking Accounts, plus (d) one-twelfth of the aggregate of the Mandatory Sinking Account Payments to be paid during the next 12-month period into the respective Sinking Accounts for the Term Bonds of all Series for which Sinking Accounts shall have been created and for which annual mandatory redemption is required from such Sinking Accounts; provided that if the Authority certifies to the Trustee that any principal payments are expected to be refunded on or prior to their respective due dates or paid from amounts on deposit in a Bond Reserve Fund that would be in excess of the Bond Reserve Requirement applicable to such Bond Reserve Fund upon such payment, no amounts need be set aside towards such principal to be so refunded or paid.
No deposit need be made into the Principal Fund so long as there shall be in such fund (i) moneys sufficient to pay the Bond Obligations of all Serial Bonds then Outstanding and maturing by their terms within the next twelve (12) months, plus (ii) the aggregate of all Mandatory Sinking Account Payments required to be made in such 12-month period, but less any amounts deposited into the Principal Fund during such 12-month period and theretofore paid from the Principal Fund to redeem or purchase Term Bonds during such 12-month period; provided that if the Authority certifies to the Trustee that any principal payments are expected to be refunded on or prior to their respective clue dates or paid from amounts on deposit in a Bond Reserve Fund that would be in excess of the Bond Reserve Requirement applicable to such Bond Reserve Fund upon such payment, no amounts need be on deposit with respect to such principal payments. See APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE – Allocation of 2000 Measure A Sales Tax Revenues.”

3. Bond Reserve Funds. The Indenture also requires the Trustee to make deposits to any of the Bond Reserve Funds established pursuant to the provisions of the Indenture. See APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE – Allocation of 2000 Measure A Sales Tax Revenues.”

4. Subordinate Obligations Fund. In the event the Authority issues subordinate obligations, the Authority may direct the Trustee to establish a Subordinate Obligations Fund. The Trustee shall deposit in the Subordinate Obligations Fund in each month such amount as the Authority shall specify in writing is necessary to pay principal of and interest due and payable during the following month with respect to Subordinate Obligations then outstanding.

5. Fees and Expenses Fund. After the transfers described above have been made, the Trustee shall deposit as soon as practicable in each month in the Fees and Expenses Fund amounts necessary for payment of fees, expenses and similar charges owing in such month or the following month by the Authority in connection with the Bonds or any Parity Obligation (excluding termination payments on Interest Rate Swap Agreements).


After making the foregoing allocations, all remaining 2000 Measure A Sales Tax Revenues shall be transferred to the Authority and may be applied by the Authority for all lawful Authority purposes.

No Bond Reserve Fund

No bond reserve fund is established for the 2015 Series Bonds. Bond Reserve Funds established for any other Series of Bonds of the Authority are not available to pay debt service on the 2015 Series Bonds.

Additional Bonds and Parity Obligations

The Authority may issue additional Bonds and may issue or incur other obligations secured in whole or in part by a pledge of 2000 Measure A Sales Tax Revenues on a parity with the 2015 Series Bonds, the 2007 Series A Bonds, the 2008 Series Bonds, the 2010 Series Bonds and the regularly scheduled payments on the Swap Agreements, subject to compliance with the terms and provisions set forth in the Indenture. See APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE – Issuance of Additional Bonds and Other Obligations.”
Issuance of Additional Series of Bonds. Subsequent to the issuance of the 2015 Series Bonds, the Authority may by Supplemental Indenture establish one or more Series of Bonds payable from 2000 Measure A Sales Tax Revenues and secured by the pledge made under the Indenture equally and ratably with Bonds previously issued, but only upon compliance by the Authority with the provisions of the Indenture. Certain of the applicable provisions of the Indenture are described below:

(a) No Event of Default shall have occurred and then be continuing.

(b) If a Bond Reserve Fund is required in connection with the issuance of an additional Series of Bonds, the Supplemental Indenture providing for the issuance of such Series of additional Bonds may require either (i) the establishment of a Bond Reserve Fund for such Series of Bonds or (ii) that the balance in an existing Bond Reserve Fund, forthwith upon the receipt of the proceeds of the sale of Bonds of such Series, be increased to an amount at least equal to the Bond Reserve Requirement with respect to such Series of Bonds and all other Bonds secured by such Bond Reserve Fund to be considered Outstanding upon the issuance of such additional Series of Bonds. Said deposit may be made from the proceeds of the sale of Bonds of such Series or from other funds of the Authority or from both such sources or in the form of a letter of credit or surety bond or insurance policy as described under APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE – Establishment and Application of Funds and Accounts – Funding and Application of Bond Reserve Funds.”

(c) The Authority shall have placed on file with the Trustee a certificate of the Authority, certifying that the lesser of (i) the amounts of 2000 Measure A Sales Tax Revenues for a period of twelve (12) consecutive months (selected by the Authority) during the eighteen (18) months immediately preceding the date on which such Bonds will become Outstanding; or (ii) the estimated 2000 Measure A Sales Tax Revenues for the Fiscal Year in which the Bonds are to be issued, shall have, or will, as applicable, equal at least one and three-tenths (1.3) times Maximum Annual Debt Service on all Series of Bonds and Parity Obligations then Outstanding and the additional Series of Bonds then proposed to be issued.

Nothing in the Indenture shall prevent or be construed to prevent the Supplemental Indenture providing for the issuance of an additional Series of Bonds from pledging or otherwise providing, in addition to the security given or intended to be given by the Indenture, additional security for the benefit of such additional Series of Bonds or any portion thereof.

Issuance of Refunding Bonds. Refunding Bonds may be authorized and issued by the Authority without compliance with the provisions of the Indenture summarized above under the caption “Issuance of Additional Series of Bonds”; provided, that Maximum Annual Debt Service on all Bonds and Parity Obligations Outstanding following the issuance of such Refunding Bonds is less than or equal to Maximum Annual Debt Service on all Bonds and Parity Obligations Outstanding prior to the issuance of such Refunding Bonds. The 2015 Series Bonds are Refunding Bonds.

Parity Obligations. As defined in the Indenture, “Parity Obligations” means any indebtedness, installment sale obligation, lease obligation or other obligation of the Authority for borrowed money or any Interest Rate Swap Agreement (excluding fees and expenses and termination payments on Interest Rate Swap Agreements which fees and expenses and termination payments shall be secured by a lien and charge on the 2000 Measure A Sales Tax Revenues subordinate to the lien and charge upon the 2000 Measure A Sales Tax Revenues which secures the Bonds, Parity Obligations and payment of principal and interest on Subordinate Obligations) entered into in connection with a Series of Bonds, in each case incurred in accordance with the provisions of the Indenture described herein and having an equal lien and charge upon the 2000 Measure A Sales Tax Revenues and therefore payable on a parity with the Bonds.
(whether or not any Bonds are Outstanding). See “OUTSTANDING 2000 MEASURE A SALES TAX OBLIGATIONS” herein. The Authority may issue or incur additional Parity Obligations which will have, when issued, an equal lien and charge upon the 2000 Measure A Sales Tax Revenues; provided, that the conditions to the issuance of such Parity Obligations set forth in the Indenture are satisfied, including satisfaction of the coverage test described in subsection (c) above under the caption “Issuance of Additional Series of Bonds,” unless such Parity Obligations are being issued for refunding purposes, in which case the coverage test shall not apply.

Subordinate Obligations

The Authority may also issue obligations which are payable as to principal, premium, interest and reserve fund requirements, if any, only out of 2000 Measure A Sales Tax Revenues after the prior payment of all amounts then required to be paid from 2000 Measure A Sales Tax Revenues for principal, premium, interest and reserve fund requirements for the Bonds and all Parity Obligations, as the same become due and payable. Currently, there are no Subordinate Obligations outstanding.

OUTSTANDING 2000 MEASURE A SALES TAX OBLIGATIONS

Parity Bonds; Liquidity Facility


After the defeasance of the 2007 Series A Bonds that constitute Refunded Bonds, $_______∗ of 2007 Series A Bonds will remain outstanding.

The 2008 Series Bonds are currently subject to optional tender by the holders thereof. The payment of the purchase price of tendered 2008 Series Bonds is payable from the proceeds of remarketing the 2008 Series Bonds and, to the extent remarketing proceeds are insufficient, from amounts available from an Standby Letter of Credit and Reimbursement Agreement, dated as of June 1, 2013 (the “Liquidity Facility”), between the Authority and Sumitomo Mitsui Banking Corporation, acting through its New York Branch (the “Liquidity Provider”), and from any Alternate Liquidity Facility that may be obtained by the Authority. The Liquidity Facility expires on June 3, 2016, unless extended by the parties thereto.

The obligation of the Authority to reimburse the Liquidity Provider or make any other payments under the Liquidity Facility is secured by a pledge of Measure A Sales Tax Revenues on a parity with the pledge securing the Bonds, including the 2015 Series Bonds. Under certain circumstances, 2008 Series Bonds purchased by the Liquidity Provider and not remarkeated may become Liquidity Facility Bonds. The Liquidity Facility Bonds shall bear interest as provided in the relevant Liquidity Facility and may be subject to mandatory payment upon the occurrence of certain events of default described in the Liquidity Facility.

∗ Preliminary, subject to change.
Swap Agreements

There are currently four separate interest rate swap agreements outstanding in connection with the 2008 Series Bonds (each, a “Swap Agreement” and collectively referred to herein as the “Swap Agreements”) with Bank of America, N.A., Citibank, N.A., Goldman Sachs Mitsui Marine Derivative Products, L.P. and Morgan Stanley Capital Services, Inc. (each, a “Counterparty” and collectively referred to herein as the “Counterparties”). Each Swap Agreement is scheduled to terminate on April 1, 2036.

The Authority has agreed to pay to the Counterparties under the Swap Agreements a fixed rate of interest and the Counterparties have agreed to pay the Authority a floating rate of interest. The Authority’s obligation to make regularly scheduled payments to the counterparties under the Swap Agreements is payable from and secured by 2000 Measure A Sales Tax Revenues on a parity with all 2008 Series Bonds issued under the Indenture. The fixed interest rate paid by the Authority pursuant to each of the Swap Agreements has been used in computing debt service on the 2008 Series Bonds.

The Swap Agreement with Bank of America, N.A. (“BofA”) has an initial notional amount of $50,000,000. Pursuant to this agreement, BofA has agreed to pay the Authority a floating rate equal to 65% of the three-month London Interbank Offered Rate (“LIBOR”) and the Authority has agreed to pay BofA a fixed rate equal to 3.765% per annum.

The Swap Agreement with Citibank, N.A. (“Citibank”) has an initial notional amount of $85,875,000. Pursuant to this agreement, Citibank has agreed to pay the Authority a floating rate equal to 65% of three-month LIBOR and the Authority has agreed to pay Citibank a fixed rate equal to 3.765% per annum.

The Swap Agreement with Goldman Sachs Mitsui Marine Derivative Products, L.P. (“Goldman”) has an initial notional amount of $50,000,000. Pursuant to this agreement, Goldman has agreed to pay the Authority a floating rate equal to 65% of three-month LIBOR and the Authority has agreed to pay Goldman a fixed rate equal to 3.765% per annum.

The Swap Agreement with Morgan Stanley Capital Services, Inc. (“Morgan Stanley”) has an initial notional amount of $50,000,000. Pursuant to this agreement, Morgan Stanley has agreed to pay the Authority a floating rate equal to 65% of three-month LIBOR and the Authority has agreed to pay Morgan Stanley a fixed rate equal to 3.765% per annum.

The terms of the Swap Agreements do not alter or affect any of the obligations of the Authority with respect to the payment of principal of or interest on the 2008 Series Bonds. Neither the Owners nor the Beneficial Owners of the 2008 Series Bonds have any rights under the Swap Agreements or against the Counterparties. Payments due to the Authority from the Counterparties are not pledged to the payment of principal of or interest on the 2008 Series Bonds.

Under certain circumstances, one or more of the Swap Agreements may be terminated, at which time the Authority may be required to make a termination payment to the applicable Counterparty. If the Swap Agreements were terminated as of December 1, 2014, the Authority would owe the respective Counterparties an aggregate amount of approximately $72,199,479. Any termination payments made pursuant to the Swap Agreements are secured by a lien on 2000 Measure A Sales Tax Revenues subordinate to the lien which secures the Bonds, Parity Obligations and Subordinate Obligations. The Authority is unable to predict what the specific amount of termination payments owed by the Authority in the future would be if any of the Swap Agreements actually were terminated; however, such termination payments could be substantial. To the extent that the Authority has insufficient funds on hand to make...
any such payment, the Authority may be required to borrow such amounts through the issuance of additional Bonds or otherwise.

In addition, the Swap Agreements all contain provisions that require the Authority to post collateral at specific fair value amounts based on the Authority’s unenhanced long-term credit ratings on the 2008 Series Bonds. Collateral generally consists of cash, U.S. government securities and U.S. agency securities. The Authority currently has posted $6.6 million of collateral pursuant to the Swap Agreements. For a further discussion regarding the Authority’s existing swaps and potential risks in connection therewith, see APPENDIX B – “AUTHORITY AUDITED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED JUNE 30, 2014,” Note 7(c), 7(d) and 7(e).

THE 2000 MEASURE A SALES TAX

2000 Measure A Sales Tax

In November of 2000, more than 70% of the electorate of the County voting on the ballot measure approved Measure A (“2000 Measure A”) implementing a 30-year half-cent sales tax that became effective on April 1, 2006 and is scheduled to expire on March 31, 2036. The 2000 Measure A Sales Tax is a special retail transactions and use tax of one-half of one percent (0.5%) of the gross receipts of retailers from the sale of all tangible personal property sold at retail in the County and a use tax at the same rate upon the storage, use or other consumption in the County of such property purchased from any retailer for storage, use or other consumption in the County, subject to certain exceptions. Revenues from the 2000 Measure A Sales Tax may be used to finance the transit projects and operations listed in 2000 Measure A, the ordinance which imposed the 2000 Measure A Sales Tax (the “2000 Measure A Ordinance”) and in the Authority’s Valley Transportation Plan, which was formulated to provide a balanced transportation system consisting of transit, roadway, bicycle and pedestrian improvements. See “THE 2000 MEASURE A PROGRAM” herein.

Collection of the 2000 Measure A Sales Tax is administered by the Board of Equalization. The Authority has authorized the Board of Equalization to make payment of 2000 Measure A Sales Tax Revenues directly to the Trustee. Pursuant to its procedures, the Board of Equalization projects receipts of the 2000 Measure A Sales Tax on a quarterly basis and remits an advance of such receipts to the Trustee on a monthly basis based on such projection. During the last month of each quarter, the Board of Equalization adjusts the amount remitted to reflect the actual receipts of the 2000 Measure A Sales Tax for the prior quarter and to deduct the full amount of the administrative fee for the prior quarter. Upon receipt of the 2000 Measure A Sales Tax Revenues, the Trustee retains an amount necessary to meet debt service requirements and make the other deposits required by the Indenture and the balance is then forwarded to the Authority.

The 2000 Measure A Sales Tax is generally imposed upon the same transactions and items subject to the sales and use tax levied statewide by the State (hereinafter collectively referred to as the “State Sales Tax”), with generally the same exceptions. Proposition 30, approved by the voters of the State in the November 2012 election, increased the State Sales Tax by one-quarter of one percent, from 7.25% to 7.5%, for a period of four years from January 1, 2013 to but excluding January 1, 2017. In general, the State Sales Tax applies to the gross receipts of retailers from the sale of tangible personal property. The State use tax is imposed on the storage, use or other consumption in the State of property purchased from a retailer for such storage, use or other consumption. Since the use tax does not apply to cases where the sale of the property is subject to the sales tax, the application of the use tax generally is to purchases made outside of the State for use within the State.
Many categories of transactions are exempt from the State Sales Tax and the 2000 Measure A Sales Tax. The most important of these exemptions are: sales of food products for home consumption, prescription medicine, edible livestock and their feed, seed and fertilizer used in raising food for human consumption, and gas, electricity and water when delivered to consumers through mains, lines and pipes. In addition, “Occasional Sales” (i.e., sales of property not held or used by a seller in the course of activities for which he or she is required to hold a seller’s permit) are generally exempt from the State Sales Tax and from the 2000 Measure A Sales Tax; however, the “Occasional Sales” exemption does not apply to the sale of an entire business or other sales of machinery and equipment used in a business. Sales of property to be used outside the county which are shipped to a point outside the county, pursuant to the contract of sale, by delivery to such point by the retailer, or by delivery by the retailer to a carrier for shipment to a consignee, at such point, are exempt from the State Sales Tax and from the 2000 Measure A Sales Tax.

Action by the State Legislature or by voter initiative or judicial interpretation of state law could change the transactions and items upon which the State Sales Tax and the 2000 Measure A Sales Tax are imposed. Such changes or amendments could have either an adverse or beneficial effect on 2000 Measure A Sales Tax Revenues. The Authority is not currently aware of any proposed legislative change which would have a material adverse effect on 2000 Measure A Sales Tax Revenues.

1976 Sales Tax

In addition to the 2000 Measure A Sales Tax, the Authority levies another retail transactions and use tax of one-half of one percent (0.5%) for transportation purposes (the “1976 Sales Tax”). The 1976 Sales Tax, also approved by the voters, is levied against the same sales tax base as the 2000 Measure A Sales Tax. Collection of the 1976 Sales Tax is also administered by the Board of Equalization and is remitted to the trustee for the senior lien obligations secured by the 1976 Sales Tax pursuant to a separate agreement between the Authority and the Board of Equalization in the same manner and subject to payment of a separate administrative charge in the same manner as the 2000 Measure A Sales Tax. The 1976 Sales Tax Revenues do not secure the 2015 Series Bonds.

2008 Measure B Sales Tax

In November of 2008, over two-thirds of the voters in Santa Clara County approved Measure B, implementing a one-eighth of one percent (0.125%) sales tax that became effective July 1, 2012 and continues for 30 years (the “2008 Measure B Sales Tax”). The 2008 Measure B Sales Tax is levied against the same sales tax base as the 2000 Measure A Sales Tax, and is dedicated to support the operation and maintenance of the BART to Silicon Valley Project. Collection of the 2008 Measure B Sales Tax is administered by the Board of Equalization in virtually the same manner as the 2000 Measure A Sales Tax. The 2008 Measure B Sales Tax Revenues do not secure the 2015 Series Bonds.

State Sales Tax and Other Sales Taxes Levied within the County

In addition to the sales taxes described above, in November 2012, over two-thirds of the voters in Santa Clara County approved a one-eighth of one percent (0.125%) sales tax for general purposes that became effective April 1, 2013 and continues for ten years. In addition, the City of Campbell (“Campbell”), located within Santa Clara County, approved a one-quarter of one percent (0.25%) sales tax in April 2009 for vital city services, maintenance and protection. The Campbell sales tax does not expire.

In addition to these sales taxes levied at the county and city level, the State also imposes a general 7.50% sales tax. Combined with the various sales taxes described above, this results in transactions in the
County of Santa Clara currently being taxed at an effective rate of 8.75% outside of Campbell and 9.00% within Campbell.

**Historical Sales Tax Revenues**

The following table shows sales tax revenues reported by the Authority during the Fiscal Years shown below.

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>2000 Measure A Sales Tax Revenues(^{(2)})</th>
<th>Rate of Change</th>
<th>1976 Sales Tax Revenues(^{(2)})</th>
<th>Rate of Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>1998</td>
<td>-</td>
<td>-</td>
<td>$138,428,805</td>
<td>-</td>
</tr>
<tr>
<td>1999</td>
<td>-</td>
<td>-</td>
<td>143,711,721</td>
<td>3.8%</td>
</tr>
<tr>
<td>2000</td>
<td>-</td>
<td>-</td>
<td>166,764,390</td>
<td>16.0</td>
</tr>
<tr>
<td>2001</td>
<td>-</td>
<td>-</td>
<td>183,540,308</td>
<td>10.1</td>
</tr>
<tr>
<td>2002</td>
<td>-</td>
<td>-</td>
<td>144,217,679</td>
<td>(21.4)</td>
</tr>
<tr>
<td>2003</td>
<td>-</td>
<td>-</td>
<td>132,632,377</td>
<td>(8.0)</td>
</tr>
<tr>
<td>2004</td>
<td>-</td>
<td>-</td>
<td>138,917,173</td>
<td>4.7</td>
</tr>
<tr>
<td>2005</td>
<td>-</td>
<td>-</td>
<td>145,008,106</td>
<td>4.4</td>
</tr>
<tr>
<td>2006</td>
<td>$38,169,934(^{(1)})</td>
<td>-</td>
<td>157,283,101</td>
<td>8.5</td>
</tr>
<tr>
<td>2007</td>
<td>161,360,552</td>
<td>-</td>
<td>163,675,750</td>
<td>8.5</td>
</tr>
<tr>
<td>2008</td>
<td>160,536,904 (0.5%)</td>
<td>-</td>
<td>163,037,594</td>
<td>(0.4)</td>
</tr>
<tr>
<td>2009</td>
<td>137,260,570 (14.5%)</td>
<td>1.5</td>
<td>137,641,999</td>
<td>(15.6)</td>
</tr>
<tr>
<td>2010</td>
<td>139,305,038</td>
<td>1.5</td>
<td>140,036,709</td>
<td>1.7</td>
</tr>
<tr>
<td>2011</td>
<td>152,855,102</td>
<td>9.7</td>
<td>153,601,839</td>
<td>9.7</td>
</tr>
<tr>
<td>2012</td>
<td>166,279,983</td>
<td>8.8</td>
<td>166,567,320</td>
<td>8.4</td>
</tr>
<tr>
<td>2013</td>
<td>176,533,671</td>
<td>6.2</td>
<td>176,715,771</td>
<td>6.1</td>
</tr>
<tr>
<td>2014</td>
<td>186,301,711</td>
<td>5.5</td>
<td>186,431,256</td>
<td>5.5</td>
</tr>
</tbody>
</table>

Source: The Authority.

\(^{(1)}\) Collection of the 2000 Measure A Sales Tax began on April 1, 2006.

\(^{(2)}\) Differences in amount the 1976 Sales Tax and 2000 Measure A Sales Tax are due to adjustments from prior periods resulting from either Authority or Board of Equalization audits of taxpayer records.

For a summary of historical taxable retail sales within the County see the table entitled “County of Santa Clara, Taxable Transactions by Sector” in APPENDIX C – “COUNTY OF SANTA CLARA DEMOGRAPHIC AND ECONOMIC INFORMATION.”

**2000 Measure A Sales Tax Revenues**

For the Fiscal Year ended June 30, 2014, the Authority received $186.3 million in 2000 Measure A Sales Tax Revenues, the highest in the Authority’s history. For the first two quarters of the Fiscal Year ending June 30, 2015, the Authority has received approximately $97,764,452 of 2000 Measure A Sales Tax Revenues (on a cash basis). This compares to $91,900,574 of 2000 Measure A Sales Tax Revenues (on a cash basis) received by the Authority during the first two quarters of the Fiscal Year ended June 30, 2014. The amount of 2000 Measure A Sales Tax received in the first two quarters of Fiscal Year 2015 represents a 6.38% increase from the same period of Fiscal Year 2014. For a discussion regarding the procedures related to the collection of the 2000 Measure A Sales Tax, see APPENDIX A – “THE
Based on 2000 Measure A Sales Tax Revenues for Fiscal Year ended June 30, 2014, which amounted to $186,301,711, 2000 Measure A Sales Tax Revenues are anticipated to equal at least 2.51 times Maximum Annual Debt Service on the Bonds through April 1, 2036, the final maturity of the 2015 Series Bonds, assuming such debt service amounts as are shown in the table “DEBT SERVICE SCHEDULE” herein.

THE 2000 MEASURE A PROGRAM

General

Revenues from the 2000 Measure A Sales Tax may be used to finance the transit projects and the increased cost of operations as described in the 2000 Measure A Ordinance and the Authority’s Valley Transportation Plan (see APPENDIX A – “SANTA CLARA VALLEY TRANSPORTATION AUTHORITY – Authority Capital Improvement Programs” and “– Valley Transportation Plan”), which was formulated to provide a balanced transportation system consisting of transit, roadway, bicycle and pedestrian improvements.

The 2000 Measure A Transit Improvement Program

The 2000 Measure A Transit Improvement Program, which represents the transit portion of the Authority’s Valley Transportation Plan and is funded primarily by 2000 Measure A Sales Tax Revenues, consists of those projects and increased operations included in the 2000 Measure A Ordinance, as noted below.

- Extend San Francisco Bay Area Rapid Transit District service (“BART”) from Fremont through Milpitas to Downtown San Jose and the Santa Clara Caltrain Station (the “Silicon Valley Rapid Transit Project” or “SVRT”);
- Provide connections from the San Jose International Airport to BART, Caltrain commuter rail service (“Caltrain”) and the Authority’s light rail system;
- Extend the Authority’s light rail system from Downtown San Jose to the East Valley portion of the County (“DTEV Extension”);
- Purchase low floor light rail vehicles to better serve the disabled, senior and other segments of the ridership;
- Improve Caltrain by extending the system’s double track to Gilroy and providing funds to electrify the system;
- Increase Caltrain service;
- Construct a new Palo Alto Intermodal Transit Center;
- Improve bus service in major bus corridors;
- Upgrade the Altamont Commuter Express (“ACE”) service;
- Improve the Highway 17 express bus service;

* Preliminary, subject to change.
• Connect Caltrain with the Dumbarton Rail Corridor (serving Alameda and San Mateo County);
• Purchase zero emission buses and construct service facilities;
• Provide funds to develop new light rail corridors;
• Fund operating and maintenance costs associated with increased bus, rail and paratransit service.

The Authority intends to implement as many of the projects included in the 2000 Measure A Ordinance as feasible within a framework of projected revenues, including 2000 Measure A Sales Tax Revenues. Projects that have been identified for advancement during the next ten years are included in the Authority’s Measure A Capital Improvement Programs (see APPENDIX A – “SANTA CLARA VALLEY TRANSPORTATION AUTHORITY – Authority Capital Improvement Programs – Short Range Transportation Plan”). The Authority publishes a semi-annual status report as a periodic update regarding the implementation of the 2000 Measure A Transit Improvement Program (the most current copy of which may be requested through the Authority).

Future Financing Plans

The 2000 Measure A Transit Improvement Program anticipates total capital expenditures of approximately $2.54 billion to be incurred over the next approximately ten Fiscal Years. The Authority expects to fund these projects through a combination of monies under a Full Funding Grant Agreement (“FFGA”), State transportation grant funds and 2000 Measure A Sales Tax Revenues. The Authority currently does not have any plans to issue additional bonds to finance these projects.

RISK FACTORS

Economy of the County and the State

The 2015 Series Bonds are secured by a pledge of 2000 Measure A Sales Tax Revenues, which consist of the 2000 Measure A Sales Tax less an administrative fee paid to the Board of Equalization. The level of 2000 Measure A Sales Tax Revenues collected at any time is dependent upon the level of retail sales within the County, which is, in turn, dependent upon the level of economic activity in the County and in the State generally. As a result, any substantial deterioration in the level of economic activity within the County or in the State could have a material adverse impact upon the level of 2000 Measure A Sales Tax Revenues and therefore upon the ability of the Authority to pay principal of and interest on the 2015 Series Bonds.

For information relating to economic conditions within the County and the State, see APPENDIX C – “COUNTY OF SANTA CLARA DEMOGRAPHIC AND ECONOMIC INFORMATION.”

The 2000 Measure A Sales Tax

With limited exceptions, the 2000 Measure A Sales Tax is imposed upon the same transactions and items subject to the sales tax levied statewide by the State. The State Legislature or the voters within the State, through the initiative process, or judicial decisions interpreting State law, could change or limit the transactions and items upon which the State Sales Tax and the 2000 Measure A Sales Tax are imposed. Any such change or limitation could have an adverse impact on the 2000 Measure A Sales Tax Revenues collected. For a further description of the 2000 Measure A Sales Tax, see “THE 2000 MEASURE A SALES TAX” herein.
Proposition 218

On November 5, 1996, voters in the State approved an initiative known as the Right to Vote on Taxes Act (“Proposition 218”). Proposition 218 added Articles XIIIC and XIIID to the California Constitution. Article XIIIC requires majority voter approval for the imposition, extension or increase of general taxes and two-thirds voter approval for the imposition, extension or increase of special taxes by a local government, which is defined to include local or regional governmental agencies such as the Authority. The 2000 Measure A Sales Tax received the approval of more than two-thirds of the voters as required by Article XIIIC. However, Article XIIIC also removes limitations that may have applied to the voter initiative power with regard to reducing or repealing previously authorized taxes. In the opinion of the Authority, however, any attempt by the voters to use the initiative provisions under Proposition 218 to rescind or reduce the levy and collection of the 2000 Measure A Sales Tax in a manner which would prevent the payment of debt service on the 2015 Series Bonds or the other Bonds would violate the Impairment Clause of the United States Constitution and, accordingly, would be precluded. However, it is likely that the interpretation and application of Proposition 218 will ultimately be determined by the courts.

Further Initiatives

Proposition 218 was adopted as measures that qualified for the ballot pursuant to California’s initiative process. From time to time other initiative measures could be adopted, which may affect the Authority’s ability to levy and collect the 2000 Measure A Sales Tax.

No Acceleration Provision

The Indenture does not contain a provision allowing for the acceleration of the 2015 Series Bonds in the event of a default in the payment of principal and interest on the 2015 Series Bonds when due. If any 2008 Series Bonds become liquidity facility bonds, however, such Bonds will be subject to mandatory prepayment as set forth in the related liquidity facility supporting such 2008 Series Bonds.

In the event of a default by the Authority, each Owner of a 2015 Series Bonds will have the rights to exercise the remedies, subject to the limitations thereon, set forth in the Indenture. See APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE.”

Impact of Bankruptcy of the Authority

The Authority may be authorized to file for Chapter 9 municipal bankruptcy under certain circumstances. Should the Authority file for bankruptcy, there could be adverse effects on the holders of the 2015 Series Bonds.

If the 2000 Measure A Sales Tax Revenues are “special revenues” under the Bankruptcy Code, then 2000 Measure A Sales Tax Revenues collected after the date of the bankruptcy filing should be subject to the lien of the Indenture. “Special revenues” are defined to include taxes specifically levied to finance one or more projects or systems, excluding receipts from general property, sales, or income taxes levied to finance the general purposes of the governmental entity. The 2000 Measure A Sales Tax was levied to finance the Expenditure Plan, which includes a number of projects (collectively, the “Expenditure Plan Projects”), and some of these projects are described in broad terms. If a court determined that the 2000 Measure A Sales Tax was levied to finance the general purposes of the Authority, rather than specific Expenditure Plan Projects, then 2000 Measure A Sales Tax Revenues would not be special revenues. No assurance can be given that a court would not hold that the 2000 Measure A Sales Tax Revenues are not special revenues or are not subject to the lien of the Indenture.
Were the 2000 Measure A Sales Tax Revenues determined not to be “special revenues,” then 2000 Measure A Sales Tax Revenues collected after the commencement of a bankruptcy case would likely not be subject to the lien of the Indenture. The holders of the 2015 Series Bonds may not be able to assert a claim against any property of the Authority other than the 2000 Measure A Sales Tax Revenues, and were these amounts no longer subject to the lien of the Indenture following commencement of a bankruptcy case, then there could thereafter be no amounts from which the holders of the 2015 Series Bonds are entitled to be paid.

The Bankruptcy Code provides that special revenues can be applied to necessary operating expenses of the project or system from which the special revenues are derived, before they are applied to other obligations. This rule applies regardless of the provisions of the transaction documents. The law is not clear as to whether, or to what extent, 2000 Measure A Sales Tax Revenues would be considered to be “derived” from the Expenditure Plan Projects. To the extent that 2000 Measure A Sales Tax Revenues are determined to be derived from the Expenditure Plan Projects, the Authority may be able to use 2000 Measure A Sales Tax Revenues to pay necessary operating expenses of the Expenditure Plan Projects, before the remaining 2000 Measure A Sales Tax Revenues are turned over to the Trustee to pay amounts owed to the holders of the 2015 Series Bonds. It is not clear precisely which expenses would constitute necessary operating expenses.

If the Authority is in bankruptcy, the parties (including the holders of the 2015 Series Bonds) may be prohibited from taking any action to collect any amount from the Authority or to enforce any obligation of the Authority, unless the permission of the bankruptcy court is obtained. These restrictions may also prevent the Trustee from making payments to the holders of the 2015 Series Bonds from funds in the trustee’s possession. The procedure pursuant to which 2000 Measure A Sales Tax Revenues are paid directly by the Board of Equalization to the Trustee may no longer be enforceable, and the Authority may be able to require the Board of Equalization to pay 2000 Measure A Sales Tax Revenues directly to the Authority.

The Authority as a debtor in bankruptcy may be able to borrow additional money that is secured by a lien on any of its property (including 2000 Measure A Sales Tax Revenues), which lien could have priority over the lien of the Indenture, or to cause some 2000 Measure A Sales Tax Revenues to be released to it, free and clear of lien of the Indenture, in each case provided that the bankruptcy court determines that the rights of the Trustee and the holders of the 2015 Series Bonds will be adequately protected. The Authority may also be able, without the consent and over the objection of the Trustee and the holders of the 2015 Series Bonds, to alter the priority, interest rate, payment terms, collateral, maturity dates, payment sources, covenants (including tax-related covenants), and other terms or provisions of the Indenture and the 2015 Series Bonds, provided that the bankruptcy court determines that the alterations are “fair and equitable.”

There may be delays in payments on the 2015 Series Bonds while the court considers any of these issues. There may be other possible effects of a bankruptcy of the Authority that could result in delays or reductions in payments on the 2015 Series Bonds, or result in losses to the holders of the 2015 Series Bonds. Regardless of any specific adverse determinations in an Authority bankruptcy proceeding, the fact of an Authority bankruptcy proceeding could have an adverse effect on the liquidity and value of the 2015 Series Bonds.

**Loss of Tax Exemption**

As discussed under “TAX MATTERS,” interest on the 2015 Series A Bonds could become includable in federal gross income, possibly from the date of issuance of the 2015 Series A Bonds, as a result of acts or omissions of the Authority subsequent to the issuance of the 2015 Series A Bonds.
Loss of Subsidy Payment

The 2010 Series A Bonds were issued as Build America Bonds. The amount of any Subsidy Payments to be received in connection with the 2010 Series A Bonds is subject to legislative changes by the United States Congress. “Subsidy Payments” mean payments to be made by the United States Department of the Treasury to the Trustee pursuant to Section 54AA of the Internal Revenue Code of 1986 (the “Code”) or Section 6431 of the Code or any successor to either of such provisions of the Code and with respect to the interest due on a taxable bonds that has been accorded Build America Bonds status under the provisions of the American Recovery and Reinvestment Act of 2009 or any successor thereto or replacement thereof. On March 1, 2013, the federal government announced the implementation of certain automatic spending cuts known as the sequester. As a result of the sequester, Subsidy Payments were reduced by 8.7% and by 7.2% for the federal fiscal years ended September 30, 2013 and September 30, 2014, respectively. According to the Internal Revenue Service, Subsidy Payments will be reduced by 7.3% for the federal fiscal year ending September 30, 2015. Further, Subsidy Payments will only be paid if the 2010 Series A Bonds continue to qualify as Build America Bonds. For the 2010 Series A Bonds to be and remain Build America Bonds, the Authority must comply with certain covenants and establish certain facts and expectations with respect to the 2010 Series A Bonds, the use and investment of proceeds thereof and the use of property financed thereby. Thus, it is possible that the Authority may not receive the Subsidy Payments. Subsidy Payments are also subject to offset against amounts that may, for unrelated reasons, be owed by the Authority to any agency of the United States of America. The Authority does not believe that failure to receive the Subsidy Payments or any offset to the Subsidy Payments will materially and adversely impact the Authority’s ability to pay interest on the 2010 Series A Bonds or the 2015 Series Bonds.

Investment Considerations Related to Variable Rate Bonds and Interest Rate Swaps

The 2008 Series Bonds are variable rate bonds. Each Series of 2008 Series Bonds may be converted to fixed rate bonds. However, the Authority’s protection against rising interest rates is limited because the Authority would be required to continue to pay interest at variable rates until such time as the Authority is permitted to convert 2008 Series Bonds to fixed rate bonds pursuant to the provisions of the Indenture.

As described above under the caption “OUTSTANDING 2000 MEASURE A SALES TAX OBLIGATIONS – Swap Agreements,” the Authority has entered into the Swap Agreements to manage its interest rate exposure with respect to the 2008 Series Bonds. The total notional amount of the Swap Agreements is equal to the aggregate principal amount of the 2008 Series Bonds, excluding the amount of 2008 Series A Bonds that were subject to mandatory sinking fund redemption on April 1, 2009. In accordance with the provisions of the Swap Agreements, the Authority will pay a fixed rate to the Counterparties and will receive a variable rate from the Counterparties, the effect of which is intended to achieve a synthetic fixed interest rate with respect to the 2008 Series Bonds.

The variable rate received by the Authority on the Swap Agreements may be less than the variable rate of interest on the 2008 Series Bonds, which would effectively increase the borrowing costs of the Authority. Debt service on the 2008 Series Bonds shown in the debt service schedule set forth above under the caption “DEBT SERVICE SCHEDULE” has been calculated based on the fixed rate payable by the Authority to the Counterparties established pursuant to the Swap Agreements. Actual debt service on the 2008 Series Bonds may be higher or lower than the debt service shown in the Debt Service Schedule. In addition, if one or more of the Swap Agreements were to be terminated for any reason, the Authority would have variable interest rate exposure. For a discussion of additional investment considerations relating to the Swap Agreements, see also “OUTSTANDING 2000 MEASURE A SALES TAX OBLIGATIONS – Swap Agreements.”
FINANCIAL STATEMENTS

The financial statements of the Authority for the Fiscal Year ended June 30, 2014, included in APPENDIX B of this Official Statement have been audited by Vavrinek, Trine, Day & Co., LLP, independent auditors, as stated in their report therein. Vavrinek, Trine, Day & Co., LLP was not requested to consent to the inclusion of its report in APPENDIX B, nor has it undertaken to update its report or to take any action intended or likely to elicit information concerning the accuracy, completeness or fairness of the statements made in this Official Statement, and no opinion is expressed by Vavrinek, Trine, Day & Co., LLP with respect to any event subsequent to the date of its report.

LITIGATION

There is not now pending or, to the knowledge of the Authority, threatened, any litigation concerning or affecting the validity or the original issuance of the 2015 Series Bonds. Neither the creation, organization or existence of the Authority, nor the title of the present members of the Authority to their respective offices is being contested. See APPENDIX A – “THE SANTA CLARA VALLEY TRANSPORTATION AUTHORITY – Litigation.”

TAX MATTERS

2015 Series A Bonds

Tax Exemption. The Code imposes certain requirements that must be met subsequent to the issuance and delivery of the 2015 Series A Bonds for interest thereon to be and remain excluded pursuant to section 103(a) of the Code from the gross income of the owners thereof for federal income tax purposes. Noncompliance with such requirements could cause the interest on the 2015 Series A Bonds to be included in the gross income of the owners thereof for federal income tax purposes retroactive to the date of issuance of the 2015 Series A Bonds. The Authority has covenanted to maintain the exclusion of the interest on the 2015 Series A Bonds from the gross income of the owners thereof for federal income tax purposes.

In the opinion of Fulbright & Jaworski LLP, Los Angeles, California, Bond Counsel, under existing statutes, regulations, rulings and court decisions, interest on the 2015 Series A Bonds is exempt from personal income taxes of the State of California and, assuming compliance with the covenants mentioned herein, interest on the 2015 Series A Bonds is excluded pursuant to section 103(a) of the Code from the gross income of the owners thereof for federal income tax purposes. It is the further opinion of Bond Counsel that, under existing statutes, regulations, rulings and court decisions, the 2015 Series A Bonds are not “specified private activity bonds” within the meaning of section 57(a)(5) of the Code and, therefore, that interest on the 2015 Series A Bonds will not be treated as an item of tax preference for purposes of computing the alternative minimum tax imposed by section 55 of the Code. Receipt or accrual of interest on 2015 Series A Bonds owned by a corporation may affect the computation of the alternative minimum taxable income. A corporation’s alternative minimum taxable income is the basis on which the alternative minimum tax imposed by section 55 of the Code will be computed.

Pursuant to the Indenture and in the Tax Certificate Pertaining to Arbitrage and Other Matters under Sections 103 and 141-150 of the Internal Revenue Code of 1986, to be delivered by the Authority in connection with the issuance of the 2015 Series A Bonds, the Authority will make representations relevant to the determination of, and will make certain covenants regarding or affecting, the exclusion of pursuant to section 103(a) of the Code interest on the 2015 Series A Bonds from the gross income of the owners thereof for federal income tax purposes. In reaching its opinions described in the immediately
preceding paragraph, Bond Counsel will assume the accuracy of such representations and the present and future compliance by the Authority with its covenants.

Except as stated in this section above, Bond Counsel will express no opinion as to any federal or state tax consequence of the receipt of interest on, or the ownership or disposition of, the 2015 Series A Bonds. Furthermore, Bond Counsel will express no opinion as to any federal, state or local tax law consequence with respect to the 2015 Series A Bonds, or the interest thereon, if any action is taken with respect to the 2015 Series A Bonds or the proceeds thereof predicated or permitted upon the advice or approval of other counsel. Bond Counsel has not undertaken to advise in the future whether any events after the date of issuance of the 2015 Series A Bonds may affect the tax status of interest on the 2015 Series A Bonds or the tax consequences of the ownership of the 2015 Series A Bonds.

Bond Counsel’s opinion is not a guarantee of a result, but represents its legal judgment based upon its review of existing statutes, regulations, published rulings and court decisions and the representations and covenants of the Authority described above. No ruling has been sought from the Internal Revenue Service (the “Service”) with respect to the matters addressed in the opinion of Bond Counsel, and Bond Counsel’s opinion is not binding on the Service. The Service has an ongoing program of examining the tax-exempt status of the interest on municipal obligations. If an audit of the 2015 Series A Bonds is commenced, it is likely that under current procedures the Service would treat the Authority as the “taxpayer” and that the owners would have no right to participate in the examination process. In responding to or defending an examination of the tax-exempt status of the interest on the 2015 Series A Bonds, the Authority may have different or conflicting interests from the owners. Public awareness of any such examination of the 2015 Series A Bonds could adversely affect the value and liquidity of the 2015 Series A Bonds during the pendency of the audit, regardless of its ultimate outcome.

No assurance can be given that future legislation, if enacted into law, will not contain provisions that could directly or indirectly reduce the benefit of the exemption of interest on the 2015 Series A Bonds from personal income taxation by the State of California or of the exclusion of the interest on the 2015 Series A Bonds from the gross income of the owners thereof for federal income tax purposes.

A copy of the proposed form of opinion of Bond Counsel relating to the Bonds is attached hereto as Appendix G.

**Tax Accounting Treatment of Bond Premium and Original Issue Discount on Bonds.** To the extent that a purchaser of a 2015 Series A Bond acquires that 2015 Series A Bond at a price in excess of its “stated redemption price at maturity” (within the meaning of section 1273(a)(2) of the Code), such excess will constitute “bond premium” under the Code. Section 171 of the Code, and the Treasury Regulations promulgated thereunder, provide generally that bond premium on a tax-exempt obligation must be amortized over the remaining term of the obligation (or a shorter period in the case of certain callable obligations); the amount of premium so amortized will reduce the owner’s basis in such obligation for federal income tax purposes, but such amortized premium will not be deductible for federal income tax purposes. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of the obligation. The amount of premium that is amortizable each year by a purchaser is determined by using such purchaser's yield to maturity. The rate and timing of the amortization of the bond premium and the corresponding basis reduction may result in an owner realizing a taxable gain when its 2015 Series A Bond is sold or disposed of for an amount equal to or in some circumstances even less than the original cost of the 2015 Series A Bond to the owner.

The excess, if any, of the stated redemption price at maturity of 2015 Series A Bonds of a maturity over the initial offering price to the public of the 2015 Series A Bonds of that maturity is
“original issue discount.” Original issue discount accruing on a 2015 Series A Bond is treated as interest excluded from the gross income of the owner thereof for federal income tax purposes and is exempt from California personal income tax to the same extent as would be stated interest on that 2015 Series A Bond. Original issue discount on any 2015 Series A Bond purchased at such initial offering price and pursuant to such initial offering will accrue on a semiannual basis over the term of the 2015 Series A Bond on the basis of a constant yield method and, within each semiannual period, will accrue on a ratable daily basis. The amount of original issue discount on such a 2015 Series A Bond accruing during each period is added to the adjusted basis of such 2015 Series A Bond to determine taxable gain upon disposition (including sale, redemption or payment on maturity) of such 2015 Series A Bond. The Code includes certain provisions relating to the accrual of original issue discount in the case of purchasers of 2015 Series A Bonds who purchase such 2015 Series A Bonds other than at the initial offering price and pursuant to the initial offering.

Persons considering the purchase of 2015 Series A Bonds with original issue discount or initial bond premium should consult with their own tax advisors with respect to the determination of original issue discount or amortizable bond premium on such 2015 Series A Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of such 2015 Series A Bonds. Bond Counsel will express no opinion regarding any such tax consequence.

Other Tax Consequences. Although interest on the 2015 Series A Bonds may be exempt from California personal income tax and excluded from the gross income of the owners thereof for federal income tax purposes, an owner’s federal, state or local tax liability may be otherwise affected by the ownership or disposition of the 2015 Series A Bonds. The nature and extent of these other tax consequences will depend upon the owner’s other items of income or deduction. Without limiting the generality of the foregoing, prospective purchasers of the 2015 Series A Bonds should be aware that (i) section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry the 2015 Series A Bonds and the Code contains additional limitations on interest deductions applicable to financial institutions that own tax-exempt obligations (such as the 2015 Series A Bonds), (ii) with respect to insurance companies subject to the tax imposed by section 831 of the Code, section 832(b)(5)(B)(i) reduces the deduction for loss reserves by 15% of the sum of certain items, including interest on the 2015 Series A Bonds, (iii) interest on the 2015 Series A Bonds earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by section 884 of the Code, (iv) passive investment income, including interest on the 2015 Series A Bonds, may be subject to federal income taxation under section 1375 of the Code for Subchapter S corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S corporation is passive investment income, (v) section 86 of the Code requires recipients of certain Social Security and certain Railroad Retirement benefits to take into account, in determining the taxability of such benefits, receipts or accruals of interest on the 2015 Series A Bonds and (vi) under section 32(i) of the Code, receipt of investment income, including interest on the 2015 Series A Bonds, may disqualify the recipient thereof from obtaining the earned income credit. Bond Counsel will express no opinion regarding any such other tax consequence.

2015 Series B Bonds

State Tax Exemption. In the opinion of Bond Counsel, under existing law interest on the 2015 Series B Bonds is exempt from personal income taxes of the State of California. Except as stated in the immediately preceding sentence, Bond Counsel will express no opinion as to any federal or state tax consequence of the receipt of interest on, or the ownership or disposition of, the 2015 Series B Bonds. A copy of the form of opinion of Bond Counsel relating to the 2015 Series B Bonds is included in Appendix G.
**Federal Income Tax Considerations.** The following is a general summary of certain United States federal income tax consequences of the purchase and ownership of the 2015 Series B Bonds. The discussion is based upon the Code, United States Treasury Regulations, rulings and decisions now in effect, all of which are subject to change (possibly, with retroactive effect) or possibly differing interpretations. No assurances can be given that future changes in the law will not alter the conclusions reached herein.

The discussion below does not purport to deal with United States federal income tax consequences applicable to all categories of investors and generally does not address consequences relating to the disposition of a 2015 Series B Bond by the owner thereof for federal income tax purposes. Further, the discussion below does not discuss all aspects of federal income taxation that may be relevant to a particular investor in the 2015 Series B Bonds in light of the investor’s particular circumstances or to certain types of investors subject to special treatment under the federal income tax laws (including insurance companies, tax exempt organizations and other entities, financial institutions, broker-dealers, persons who have hedged the risk of owning the 2015 Series B Bonds, traders in securities that elect to use a mark to market method of accounting, thrifts, regulated investment companies, pension and other employee benefit plans, partnerships and other pass through entities, certain hybrid entities and owners of interests therein, persons who acquire 2015 Series B Bonds in connection with the performance of services, or persons deemed to sell 2015 Series B Bonds under the constructive sale provisions of the Code). The discussion below also does not discuss any aspect of state, local, or foreign law or United States federal tax laws other than United States federal income tax law. The discussion below is limited to certain issues relating to initial investors who will hold the 2015 Series B Bonds as “capital assets” within the meaning of section 1221 of the Code, and acquire such 2015 Series B Bonds for investment and not as a dealer or for resale. The discussion below addresses certain federal income tax consequences applicable to owners of the 2015 Series B Bonds who are United States persons within the meaning of section 7701(a)(30) of the Code (“United States persons”) and, except as discussed below, does not address any consequence to persons other than United States persons. Prospective investors should note that no rulings have been or will be sought from the Service with respect to any of the United States federal income tax consequences discussed below, and no assurance can be given that the Service will not take contrary positions.

ALL PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE FEDERAL, STATE, LOCAL, FOREIGN AND ANY OTHER TAX CONSEQUENCE TO THEM FROM THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE 2015 SERIES B BONDS.

Interest on the 2015 Series B Bonds. Bond Counsel has rendered no opinion regarding the exclusion pursuant to section 103(a) of the Code of interest on the 2015 Series B Bonds from gross income for federal income tax purposes. The Authority has taken no action to cause, and does not intend, interest on the 2015 Series B Bonds to be excluded pursuant to section 103(a) of the Code from the gross income of the owners thereof for federal income tax purposes. The Authority intends to treat the 2015 Series B Bonds as debt instruments for all federal income tax purposes, including any applicable reporting requirements under the Code. THE AUTHORITY EXPECTS THAT THE INTEREST PAID ON A 2015 SERIES B BOND GENERALLY WILL BE INCLUDED IN THE GROSS INCOME OF THE OWNER THEREOF FOR FEDERAL INCOME TAX PURPOSES WHEN RECEIVED OR ACCRUED, DEPENDING UPON THE TAX ACCOUNTING METHOD OF THAT OWNER.

Disposition of 2015 Series B Bonds, Inclusion of Acquisition Discount and Treatment of Market Discount. An owner of 2015 Series B Bonds will generally recognize gain or loss on the sale or exchange of the 2015 Series B Bonds equal to the difference between the sales price (exclusive of the amount paid for accrued interest) and the owner’s adjusted tax basis in the 2015 Series B Bonds.
Generally, the owner’s adjusted tax basis in the 2015 Series B Bonds will be the owner’s initial cost, increased by original issue discount (if any) previously included in the owner’s income to the date of disposition. Any gain or loss generally will be capital gain or loss and will be long-term or short-term, depending on the owner’s holding period for the 2015 Series B Bonds.

Under current law, a purchaser of a 2015 Series B Bond who did not purchase that 2015 Series B Bond in the initial public offering (a “subsequent purchaser”) generally will be required, on the disposition (or earlier partial principal payment) of such 2015 Series B Bond, to recognize as ordinary income a portion of the gain (or partial principal payment), if any, to the extent of the accrued “market discount.” In general, market discount is the amount by which the price paid for such 2015 Series B Bond by such a subsequent purchaser is less than the stated redemption price at maturity of that 2015 Series B Bond (or, in the case of a 2015 Series B Bond bearing original issue discount, is less than the “revised issue price” of that 2015 Series B Bond (as defined below) upon such purchase), except that market discount is considered to be zero if it is less than one quarter of one percent of the principal amount times the number of complete remaining years to maturity. The Code also limits the deductibility of interest incurred by a subsequent purchaser on funds borrowed to acquire 2015 Series B Bonds with market discount. As an alternative to the inclusion of market discount in income upon disposition, a subsequent purchaser may elect to include market discount in income currently as it accrues on all market discount instruments acquired by the subsequent purchaser in that taxable year or thereafter, in which case the interest deferral rule will not apply. The recharacterization of gain as ordinary income on a subsequent disposition of such 2015 Series B Bonds could have a material effect on the market value of such 2015 Series B Bonds.

**Stated Interest and Reporting of Interest Payments.** The stated interest on the 2015 Series B Bonds will be included in the gross income, as defined in section 61 of the Code, of the owners thereof as ordinary income for federal income tax purposes at the time it is paid or accrued, depending on the tax accounting method applicable to the owners thereof. Subject to certain exceptions, the stated interest on the 2015 Series B Bonds will be reported to the Service. Such information will be filed each year with the Service on Form 1099-INT (or other appropriate reporting form) which will reflect the name, address, and taxpayer identification number of the owner. A copy of such Form 1099-INT will be sent to each owner of a 2015 Series B Bond for federal income tax purposes.

**Original Issue Discount.** If the first price at which a substantial amount of the 2015 Series B Bonds of any stated maturity is sold (the “Issue Price”) is less than the face amount of those 2015 Series B Bonds, the excess of the face amount of each 2015 Series B Bond of that maturity over the Issue Price of that maturity is “original issue discount”. If the original issue discount on a 2015 Series B Bond is less than the product of one quarter of one percent of its face amount times the number of complete years to its maturity, the original issue discount on that 2015 Series B Bond will be treated as zero. Original issue discount on a 2015 Series B Bond will be amortized over the life of the 2015 Series B Bond using the “constant yield method” provided in the Treasury Regulations. As the original issue discount on a 2015 Series B Bond accrues under the constant yield method, the owner of that 2015 Series B Bond, regardless of its regular method of accounting, will be required to include such accrued amount in its gross income as interest. This can result in taxable income to the owners of the 2015 Series B Bonds that exceeds actual cash distributions to the owners in a taxable year. To the extent that a 2015 Series B Bond is purchased at a price that exceeds the sum of the Issue Price of that 2015 Series B Bond and all original issue discount previously includible by any holder in gross income (the “revised issue price” of that 2015 Series B Bond), the subsequent accrual of original issue discount to that purchaser must be reduced to reflect that premium.

The amount of the original issue discount that accrues on the 2015 Series B Bonds each taxable year will be reported annually to the Service and to the owners. The portion of the original issue discount
included in each owner’s gross income while the owner holds the 2015 Series B Bonds will increase the adjusted tax basis of the 2015 Series B Bonds in the hands of such owner.

**Amortizable Bond Premium.** An owner that purchases a 2015 Series B Bond for an amount that is greater than its stated redemption price at maturity will be considered to have purchased the 2015 Series B Bond with “amortizable bond premium” equal in amount to such excess. The owner may elect to amortize such premium using a constant yield method over the remaining term of the 2015 Series B Bond and may offset interest otherwise required to be included in respect of the 2015 Series B Bond during any taxable year by the amortized amount of such excess for the taxable year. Bond premium on a 2015 Series B Bond held by an owner that does not make such an election will decrease the amount of gain or increase the amount of loss otherwise recognized on the sale, exchange, redemption or retirement of a 2015 Series B Bond. However, if the 2015 Series B Bond may be optionally redeemed after the beneficial owner acquires it at a price in excess of its stated redemption price at maturity, special rules would apply under the Treasury Regulations which could result in a deferral of the amortization of some bond premium until later in the term of the 2015 Series B Bond. Any election to amortize bond premium applies to all taxable debt instruments held by the beneficial owner on or after the first day of the first taxable year to which such election applies and may be revoked only with the consent of the IRS.

**Medicare Contribution Tax.** Pursuant to Section 1411 of the Code, as enacted by the Health Care and Education Reconciliation Act of 2010, an additional tax is imposed on individuals beginning January 1, 2013. The additional tax is 3.8% of the lesser of (i) net investment income (defined as gross income from interest, dividends, net gain from disposition of property not used in a trade or business, and certain other listed items of gross income), or (ii) the excess of “modified adjusted gross income” of the individual over $200,000 for unmarried individuals ($250,000 for married couples filing a joint return and a surviving spouse). Owners of the 2015 Series B Bonds should consult with their own tax advisor concerning this additional tax, as it may apply to interest earned on the 2015 Series B Bonds as well as gain on the sale of a 2015 Series B Bond.

**Defeasance.** Persons considering the purchase of a 2015 Series B Bond should be aware that the bond documents permit the Authority under certain circumstances to deposit monies or securities with the Trustee, resulting in the release of the lien of the Indenture (a “defeasance”). A defeasance could result in the realization of gain or loss by the owner of a 2015 Series B Bond for federal income tax purposes, without any corresponding receipt of monies by the owner. Such gain or loss generally would be subject to recognition for the tax year in which such realization occurs, as in the case of a sale or exchange. Owners of 2015 Series B Bonds are advised to consult their own tax advisers with respect to the tax consequences resulting from such events.

**Backup Withholding.** Under section 3406 of the Code, an owner of the 2015 Series B Bonds who is a United States person may, under certain circumstances, be subject to “backup withholding” of current or accrued interest on the 2015 Series B Bonds or with respect to proceeds received from a disposition of the 2015 Series B Bonds. This withholding applies if such owner of 2015 Series B Bonds: (i) fails to furnish to the payor such owner’s social security number or other taxpayer identification number (“TIN”); (ii) furnishes the payor an incorrect TIN; (iii) fails to properly report interest, dividends, or other “reportable payments” as defined in the Code; or (iv) under certain circumstances, fails to provide the payor with a certified statement, signed under penalty of perjury, that the TIN provided to the payor is correct and that such owner is not subject to backup withholding.

Backup withholding will not apply, however, with respect to payments made to certain owners of the 2015 Series B Bonds. Owners of the 2015 Series B Bonds should consult their own tax advisors regarding their qualification for exemption from backup withholding and the procedures for obtaining such exemption.
Withholding on Payments to Nonresident Alien Individuals and Foreign Corporations. Under sections 1441 and 1442 of the Code, nonresident alien individuals and foreign corporations are generally subject to withholding at the current rate of 30% (subject to change) on periodic income items arising from sources within the United States, provided such income is not effectively connected with the conduct of a United States trade or business. Assuming the interest income of such an owner of the 2015 Series B Bonds is not treated as effectively connected income within the meaning of section 864 of the Code, such interest will be subject to 30% withholding, or any lower rate specified in an income tax treaty, unless such income is treated as “portfolio interest.” Interest will be treated as portfolio interest if: (i) the owner provides a statement to the payor certifying, under penalties of perjury, that such owner is not a United States person and providing the name and address of such owner; (ii) such interest is treated as not effectively connected with the owner’s United States trade or business; (iii) interest payments are not made to a person within a foreign country that the Service has included on a list of countries having provisions inadequate to prevent United States tax evasion; (iv) interest payable with respect to the 2015 Series B Bonds is not deemed contingent interest within the meaning of the portfolio debt provision; (v) such owner is not a controlled foreign corporation, within the meaning of section 957 of the Code; and (vi) such owner is not a bank receiving interest on the 2015 Series B Bonds pursuant to a loan agreement entered into in the ordinary course of the bank’s trade or business.

Assuming payments on the 2015 Series B Bonds are treated as portfolio interest within the meaning of sections 871 and 881 of the Code, then no withholding under section 1441 and 1442 of the Code and no backup withholding under section 3406 of the Code is required with respect to owners or intermediaries who have furnished Form W-8 BEN, Form W-8 EXP or Form W-8 IMY, as applicable, provided the payor does not have actual knowledge or reason to know that such person is a United States person.

The preceding discussion of certain United States federal income tax consequences is for general information only and is not tax advice. Accordingly, each investor should consult its own tax advisor as to particular tax consequences to it of purchasing, owning, and disposing of the 2015 Series B Bonds, including the applicability and effect of any state, local, or foreign tax law, and of any proposed change of applicable law.

LEGAL MATTERS

Fulbright & Jaworski LLP, a member of Norton Rose Fulbright, Los Angeles, California, Bond Counsel to the Authority, will render an opinion substantially in the form set forth in APPENDIX G hereto, with respect to the Indenture and the 2015 Series Bonds. Bond Counsel expresses no opinion regarding the accuracy, completeness or fairness of this Official Statement. Certain legal matters will be passed upon for the Authority by the Authority’s General Counsel and by Fulbright & Jaworski LLP, a member of Norton Rose Fulbright, as Disclosure Counsel to the Authority, and for the Underwriters by their counsel, Nixon Peabody LLP, Los Angeles, California. Compensation paid to Bond Counsel and Disclosure Counsel is contingent on the successful issuance of the 2015 Series Bonds.

RATINGS

Standard & Poor’s Financial Services LLC, Moody’s Investors Service, Inc. and [Fitch Ratings] have assigned ratings of “___,” “___” [and “___,”] respectively, to the 2015 Series Bonds. These ratings reflect only the views of the rating agencies, and do not constitute a recommendation to buy, sell or hold securities. The Authority has furnished to the rating agencies certain information respecting the 2015 Series Bonds and the Authority. Generally, rating agencies base their ratings on such information and
materials and their own investigations, studies and assumptions. The ratings are subject to revision or withdrawal at any time by the rating agencies, and there is no assurance that the ratings will continue for any period of time or that they will not be lowered or withdrawn. Any reduction or withdrawal of the ratings may have an adverse effect on the market price of the 2015 Series Bonds.

**UNDERWRITING**

Citigroup Global Markets Inc., as representative of itself and the underwriters listed on the cover page of this Official Statement (the “Underwriters”), have purchased the 2015 Series A Bonds from the Authority for a purchase price of $__________ (representing $__________ aggregate principal amount of 2015 Series A Bonds, plus/less a net premium/discount of $__________, less an Underwriters’ discount of $__________). The Underwriters have purchased the 2015 Series B Bonds from the Authority for a purchase price of $__________ (representing $__________ aggregate principal amount of 2015 Series B Bonds, plus/less a net premium/discount of $__________, less an Underwriters’ discount of $__________). The Underwriters may offer and sell the 2015 Series Bonds to certain dealers and others at prices lower than the offering prices stated on the inside cover page hereof. The offering prices on the 2015 Series Bonds may be changed from time to time by the Underwriters.

Citigroup Global Markets Inc., an Underwriter of the Bonds, has entered into a retail distribution agreement with each of TMC Bonds L.L.C. (“TMC”) and UBS Financial Services Inc. (“UBSFS”). Under these distribution agreements, Citigroup Global Markets Inc. may distribute municipal securities to retail investors through the financial advisor network of UBSFS and the electronic primary offering platform of TMC. As part of this arrangement, Citigroup Global Markets Inc. may compensate TMC (and TMC may compensate its electronic platform member firms) and UBSFS for their selling efforts with respect to the 2015 Series Bonds.

Goldman, Sachs & Co. (“Goldman Sachs”), one of the Underwriters of the 2015 Series Bonds, has entered into a master dealer agreement (the “Master Dealer Agreement”) with Incapital LLC (“Incapital”) for the distribution of certain municipal securities offerings, including the 2015 Series Bonds, to Incapital’s retail distribution network at the initial public offering prices. Pursuant to the Master Dealer Agreement, Incapital will purchase the 2015 Series Bonds from Goldman Sachs at the initial public offering price less a negotiated portion of the selling concession applicable to any the 2015 Series Bonds that Incapital sells.

**FINANCIAL ADVISOR**

The Authority has retained Ross Financial, San Francisco, California, as financial advisor (the “Financial Advisor”) in connection with the issuance and sale of the 2015 Series Bonds. Compensation paid to the Financial Advisor is contingent on the successful issuance of the 2015 Series Bonds.

**CONTINUING DISCLOSURE**

The Authority has covenanted for the benefit of the owners and beneficial owners of the 2015 Series Bonds to provide certain financial information and operating data relating to the Authority by not later than 210 days following the end of the Authority’s Fiscal Year (presently June 30) (the “Annual Report”), commencing with the report for the Fiscal Year ending June 30, 2015, and to provide notices of the occurrence of certain enumerated events. The Annual Report will be filed by Digital Assurance Certification, L.L.C. (the “Dissemination Agent”) on behalf of the Authority with the Municipal Securities Rulemaking Board (the “MSRB”). Any notices of enumerated events will be filed by the Dissemination Agent on behalf of the Authority with the MSRB. The specific nature of the information to be contained in the Annual Report and the notices of enumerated events is set forth under the caption

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APPENDIX E – “FORM OF CONTINUING DISCLOSURE CERTIFICATE.” These covenants have been made in order to assist the Underwriters in complying with Rule 15c2-12, as amended (the “Rule”) of the U.S. Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended. The Authority believes that it has never failed to comply in all material respects with any previous continuing disclosure undertaking pursuant to the Rule to provide annual reports or notices of enumerated events. However, certain rating changes and notices to bondholders regarding redemptions or defeasances either were not filed or could not be verified by the Authority as having been filed.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The Verification Agent will verify the accuracy of (i) mathematical computations concerning the adequacy of the maturing principal amounts of and interest earned on the Escrowed Securities deposited in the Escrow Fund, together with amounts held as cash therein, to provide for payment of the Redemption Price of the Refunded Bonds on the Redemption Date and (ii) certain mathematical computations supporting the conclusion that the Bonds are not “arbitrage bonds” under the Code, which will be used in part by Bond Counsel to be delivered at the closing of the Bonds in concluding that interest on the Bonds is excluded from gross income of the Owners thereof for federal income tax purposes under present laws, including applicable provisions of the Code, existing court rulings, regulations and Internal Revenue Service rulings.

The report of the Verification Agent will include the statement that the scope of its engagement was limited to verifying the mathematical accuracy of the computations contained in such schedules provided to it and that the Verification Agent has no obligation to update its report because of events occurring, or data or information coming to its attention, after the date of its report.

MISCELLANEOUS

The references herein to the Act and the Indenture are brief summaries of certain provisions thereof. Such summaries do not purport to be complete or definitive. For full and complete statements of such provisions reference is made to the Act or such documents, as the case may be. A copy of the Indenture is available for inspection at the Authority and following delivery of the 2015 Series Bonds will be on file at the offices of the Trustee in San Francisco, California.

Any statement in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the Authority and the purchasers or Owners of any of the 2015 Series Bonds.
The execution and delivery of this Official Statement has been duly authorized by the Authority.

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

By: ________________________________
    Chief Financial Officer
[insert Appendix A]
APPENDIX B

AUDITED FINANCIAL STATEMENTS OF THE AUTHORITY
FOR THE FISCAL YEAR ENDED JUNE 30, 2014
[insert Appendix C]
[insert Appendix D]
APPENDIX E

FORM OF CONTINUING DISCLOSURE CERTIFICATE
APPENDIX F

BOOK-ENTRY SYSTEM

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) and the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable) (collectively, the “Bonds”). The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered bond certificate will be issued for each Bond in the aggregate principal amount of such Bond, and will be deposited with DTC. Capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the front portion of this Official Statement or in APPENDIX D – “SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE.”

The following information has been provided by DTC, and neither of the Santa Clara Valley Transportation Authority (the “Authority”) nor the Underwriters makes any representation as to its accuracy or completeness. For further information, beneficial owners should contact DTC in New York, New York.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com. The information set forth on such website is not incorporated herein by reference.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (each a “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on
F-2

behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such Bonds to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority and the Trustee as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments, redemption proceeds, distributions and dividend payments, will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the Trustee, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of the Authority, DTC, or the Trustee, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest, redemption proceeds, distributions and dividends, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Bonds purchased or tendered, through its Participant, to the applicable remarketing agent, and shall effect delivery of such Bonds by causing the Direct Participant to transfer the Participant’s interest in the Bonds, on DTC’s records, to the applicable...
remarketing agent. The requirement for physical delivery of Bonds in connection with an optional tender
or a mandatory purchase will be deemed satisfied when the ownership rights in the Bonds are transferred
by Direct Participants on DTC’s records and followed by a book-entry credit of tendered Bonds to the
applicable remarketing agent’s DTC account.

DTC may discontinue providing its services as depository with respect to the Bonds at any time
by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a
successor depository is not obtained, bond certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC
(or a successor securities depository). In that event, bond certificates will be printed and delivered in
accordance with the provisions of the Indenture.
APPENDIX G

FORM OF BOND COUNSEL OPINION

[Closing Date]

Santa Clara Valley Transportation Authority
3331 North First Street, Building C
San Jose, California 95134

$____________
Santa Clara Valley Transportation Authority
2000 Measure A Sales Tax Revenue Refunding Bonds
2015 Series A (Tax-Exempt)

$____________
Santa Clara Valley Transportation Authority
2000 Measure A Sales Tax Revenue Refunding Bonds
2015 Series B (Taxable)

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance of $_________ aggregate principal amount of 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) (the “2015 Series A Bonds”) and $_________ aggregate principal amount of 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable) (the “2015 Series B Bonds” and, together with the 2015 Series A Bonds, the “2015 Series Bonds”) issued by the Santa Clara Valley Transportation Authority (the “Authority”), a county transit district duly organized and existing under the Santa Clara Valley Transportation Authority Act, being Part 12 of Division 10 of the Public Utilities Code of the State of California (Sections 100000 et seq.) (the “Act”).

The 2015 Series Bonds are being issued by the Authority under and pursuant to the Santa Clara Valley Transportation Authority Act, being Sections 100000 et seq. of the California Public Utilities Code, and the provisions of the Revenue Bond Law of 1941, being Section 54300 et seq. of the California Government Code as referenced in the Santa Clara Valley Transportation Authority Act (collectively, the “Act”), and the Indenture, dated as of August 1, 2006, between the Authority and U.S. Bank National Association, as successor trustee (the “Trustee”), as supplemented and amended by a First Supplemental Indenture, dated as of August 1, 2006 (the “First Supplemental Indenture”), a Second Supplemental Indenture, dated as September 1, 2007 (the “Second Supplemental Indenture”), a Third Supplemental Indenture, dated as of June 1, 2008 (the “Third Supplemental Indenture”), a Fourth Supplemental Indenture, dated as of November 1, 2010 (the “Fourth Supplemental Indenture”), a Fifth Supplemental Indenture, dated as of January 1, 2015 (the “Fifth Supplemental Indenture”), each between the Authority and the Trustee. The Indenture, as so supplemented and amended and as further supplemented and amended from time to time pursuant to its terms is hereinafter referred to as the “Indenture.” The 2015 Series Bonds are being issued to refund a portion of the Authority’s 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A (such portion referred to herein as the “Refunded Bonds”).

The 2015 Series Bonds are limited obligations of the Authority secured by a pledge of sales tax revenues (herein called the “2000 Measure A Sales Tax Revenues”) derived from a one-half of one percent (0.5%) retail transactions and use tax (the “2000 Measure A Sales Tax”), imposed in accordance with the Act and the California Transactions and Use Tax Law (Revenue and Taxation Code Section 7251 et seq.), net of an administrative fee paid to the California State Board of Equalization (the “Board of Equalization”) in connection with the collection and disbursement of the 2000 Measure A Sales Tax. The
2000 Measure A Sales Tax was approved by more than two-thirds of the electorate of the County of Santa Clara (the “County”) voting on the ballot measure in November 2000 and is scheduled to expire March 31, 2036. The 2015 Series Bonds are further secured by a pledge of certain amounts held by the Trustee under the Indenture.

As Bond Counsel, we have examined copies certified to us as being true and complete copies of the proceedings of the Authority in connection with the issuance of the 2015 Series Bonds. We have also examined such certificates of officers of the Authority and others as we have considered necessary for the purposes of this opinion.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

1. The 2015 Series Bonds constitute valid and binding limited obligations of the Authority as provided in the Indenture, and are entitled to the benefits of the Indenture. The 2015 Series Bonds are payable from 2000 Measure A Sales Tax Revenues and the pledge of certain amounts held by the Trustee under the Indenture.

2. The Indenture has been duly and validly authorized, executed and delivered by the Authority and, assuming the enforceability thereof against the Trustee, constitutes the legally valid and binding obligation of the Authority, enforceable against the Authority in accordance with its terms. The Indenture creates a valid pledge, to secure the payment of principal of and interest on the 2015 Series Bonds, of the 2000 Measure A Sales Tax Revenues and other amounts held by the Trustee in certain funds and accounts established pursuant to the Indenture, subject to the provisions of the Indenture permitting the application thereof for other purposes and on the terms and conditions set forth therein.

3. Under existing statutes, regulations, rulings and court decisions, interest on the 2015 Series Bonds is exempt from personal income taxes of the State of California and, assuming compliance with the covenants mentioned herein, interest on the 2015 Series A Bonds is excluded pursuant to section 103(a) of the Code from the gross income of the owners thereof for federal income tax purposes. It is the further opinion of Bond Counsel that, under existing statutes, regulations, rulings and court decisions, the 2015 Series A Bonds are not “specified private activity bonds” within the meaning of section 57(a)(5) of the Code and, therefore, that interest on the 2015 Series A Bonds will not be treated as an item of tax preference for purposes of computing the alternative minimum tax imposed by section 55 of the Code. Receipt or accrual of interest on 2015 Series A Bonds owned by a corporation may affect the computation of the alternative minimum taxable income. A corporation’s alternative minimum taxable income is the basis on which the alternative minimum tax imposed by section 55 of the Code will be computed.

The Code imposes certain requirements that must be met subsequent to the issuance and delivery of the 2015 Series A Bonds for interest thereon to be and remain excluded pursuant to section 103(a) of the Code from the gross income of the owners thereof for federal income tax purposes. Non-compliance with such requirements could cause the interest on the 2015 Series A Bonds to fail to be excluded from the gross income of the owners thereof retroactive to the date of issuance of the 2015 Series A Bonds. Pursuant to the Indenture and in the Tax Certificate Pertaining to Arbitrage and Other Matters under Sections 103 and 141-150 of the Internal Revenue Code of 1986 being delivered by the Authority in connection with the issuance of the 2015 Series A Bonds, the Authority are making representations relevant to the determination of, and is undertaking certain covenants regarding or affecting, the exclusion of interest on the 2015 Series A Bonds from the gross income of the owners thereof for federal income tax purposes.
In reaching our opinions described in the immediately preceding paragraphs, we have assumed the accuracy of such representations and the present and future compliance by the Authority with such covenants. Further, except as stated in the preceding paragraph, we express no opinion as to any federal or state tax consequence of the receipt of interest on, or the ownership or disposition of, the 2015 Series A Bonds. Furthermore, we express no opinion as to any federal, state or local tax law consequence with respect to the 2015 Series Bonds, or the interest thereon, if any action is taken with respect to the 2015 Series Bonds or the proceeds thereof predicated or permitted upon the advice or approval of other counsel.

The opinions expressed in paragraphs 1 and 2 above are qualified to the extent the enforceability of the 2015 Series Bonds and the Indenture may be limited by applicable bankruptcy, insolvency, debt adjustment, reorganization, moratorium or similar laws or equitable principles relating to or limiting creditors’ rights generally or as to the availability of any particular remedy. The enforceability of the 2015 Series Bonds and the Indenture is subject to the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, to the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding in equity or at law, and to the limitations on legal remedies against governmental entities in California.

No opinion is expressed herein on the accuracy, completeness or fairness of the Official Statement or other offering material relating to the 2015 Series Bonds.

Our opinions are based on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service; rather, such opinions represent our legal judgment based upon our review of existing law that we deem relevant to such opinions and in reliance upon the representations and covenants referenced above.

Respectfully submitted,
APPENDIX A

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

All capitalized terms used and not defined in this Appendix A shall have the meanings assigned to such terms in the forepart of the Official Statement to which this Appendix A is attached. Unless otherwise specifically noted herein, source data for tables is provided by the Santa Clara Valley Transportation Authority (the "Authority" or “VTA”).

Administration

VTA is an independent special district governed by its own Board of Directors (the “Board”). Board members are elected governing board officials appointed by the jurisdictions they represent, and all jurisdictions within the County of Santa Clara (the “County”) have representation on the Board. The Board consists of 12 voting members, 6 alternates, and 3 ex-officio members, and membership is roughly based on population as follows:

Group 1 (San Jose) 5 Members, 1 Alternate
Group 2 (Northwest) 1 Member, 1 Alternate from the Cities of Los Altos, Mountain View, Palo Alto, and the Town of Los Altos Hills.
Group 3 (West Valley) 1 Member, 1 Alternate from the Cities of Campbell, Cupertino, Monte Sereno, Saratoga, and the Town of Los Gatos.
Group 4 (South County) 1 Member, 1 Alternate from the Cities of Gilroy and Morgan Hill.
Group 5 (Northeast) 2 Members, 1 Alternate from the Cities of Milpitas, Santa Clara, and Sunnyvale.
Group 6 (County of Santa Clara) 2 Members, 1 Alternate from the County Board of Supervisors

Ex-Officio The County’s 3 representatives to the Metropolitan Transportation Commission (“MTC”): 1 Member representing the County of Santa Clara, 1 Member representing the Cities of Santa Clara County, and one Member representing the City of San Jose. (Note: MTC commissioners serve as an Ex-Officio Member only when not serving as a regular or alternate member of the VTA Board of Directors.)
Current members of the Board and the jurisdictions each Board member represents are set forth below.

Ash Kalra, Chairperson  
Perry Woodward, Vice Chairperson

GROUP 1 (San Jose)  
City of San José  
Xavier Campos  
Rose Herrera  
Ash Kalra  
Johnny Khamis  
Donald Rocha  
TBD, Alternate

GROUP 2 (North West)  
City of Los Altos  
City of Los Altos Hills  
City of Mountain View  
City of Palo Alto  
Rich Larsen, Alternate  
Gail A. Price

GROUP 3 (West Valley)  
City of Campbell  
City of Cupertino  
Town of Los Gatos  
City of Monte Sereno  
City of Saratoga  
Jason Baker, Alternate  
Joe Pirzynski(1)

GROUP 4 (South County)  
City of Gilroy  
City of Morgan Hill  
Perry Woodward  
Larry Carr, Alternate

GROUP 5 (North East)  
City of Milpitas  
City of Santa Clara  
City of Sunnyvale  
Jose Esteves  
Jamie Matthews, Alternate  
David Whittum

GROUP 6 (Santa Clara County)  
County of Santa Clara  
Cindy Chavez  
Ken Yeager  
Dave Cortese,* Alternate

Ex-Officio  
Metropolitan Transportation Commission  
Representing Santa Clara County  
Sam Liccardo

(1) Dave Cortese and Joe Pirzynski also serve on the Metropolitan Transportation Commission.

The Board has established five standing committees, each consisting of four Board members: Administration and Finance Committee, Audit Committee, Congestion Management Program and Planning Committee, Transit Planning and Operations Committee, and Silicon Valley Rapid Transit Program Working Committee. Several advisory committees have also been formed to make recommendations to the Board on technical and policy issues.
Certain key members of the Authority’s administrative staff include the following:

NURIA FERNANDEZ – General Manager since December 2013. Ms. Fernandez is a Senior Executive with over 30 years of experience in the transportation field and a professional career that includes, planning, design and construction of mass transit systems, airport operations and policy development of federal transportation programs. Ms. Fernandez previously served as Chief Operating Officer for the New York State Metropolitan Transportation Authority (“MTA”) where she was responsible for the overall security of the MTA system, development of its capital and environmental sustainability programs, federal and state government affairs and management oversight of the five operating agencies and its capital construction.

ROBERT FABELA – General Counsel since January 2012. Prior to his appointment as General Counsel, Mr. Fabela served as Senior Deputy City Attorney for the City of San José from 1996 through January 2012, and as an Associate with the Palo Alto law firm of Wilson Sonsini Goodrich and Rosati from 1990 through 1996. Mr. Fabela graduated from UCLA School of Law, class of 1990.

INEZ P. EVANS – Chief of Staff since September 2014. Ms. Evans is a Senior Executive with over 20 years of experience in the transportation field that include mass transit operations, design and construction of transit system infrastructure and rail systems and planning. Ms. Evans previously served as Chief Operating Officer for the Southwest Ohio Regional Transit Authority (“SORTA”) where she was responsible for the overall day to day operation of fixed-route and paratransit bus operations, fleet maintenance, facilities maintenance and rail services.

JIM LAWSON – Director, Government Affairs. Mr. Lawson joined the Authority as a staff member nine years ago after serving as a Board Member and Chair of the Board of Directors of the Authority. He served as Board Member and Chair of Caltrain, Board Member of Altamont Commuter Express and Capitol Corridor Commuter Rail. Mr. Lawson has over twenty five years’ experience in transportation and government affairs.

JOHN H. RISTOW – Director, Planning and Program Development since April 2014. Mr. Ristow served as Chief Congestion Management Agency (“CMA”) Officer from October 2007 to April 2014. Prior to his appointment as Chief CMA Officer, Mr. Ristow served as Deputy Director, Programming and Project Development for the Authority, where he was responsible for highway planning, environmental clearance, right of way and preliminary engineering phases for all Authority projects. Prior to joining the Authority, Mr. Ristow worked at the Riverside County Transportation and Land Management Agency where he managed the County’s Road and Bridge Benefit Districts and the countywide National Pollutant Discharge Elimination System program. Since joining the Authority in 1998, Mr. Ristow has managed the completion of the Measure B Highway Program as well as highway projects funded through federal, State and local sources.

CAROLYN GONOT – Director, Engineering and Transportation Infrastructure Development since ______. Ms. Gonot served as Chief Silicon Valley Rapid Transit (“SVRT”) Program Officer from June 2007 to ______. Prior to her appointment as Chief SVRT Program Officer, Ms. Gonot served as Chief Development Officer and as the Deputy Director of the Congestion Management Program. Ms. Gonot has been employed by the Authority since July 1996. Ms. Gonot worked for transportation consulting firms before joining the Authority.

RAJ SRINATH – Chief Financial Officer since October 2014. Prior to joining VTA, Mr. Srinath was the Treasurer of Washington Metropolitan Area Transit Authority (“WMATA”) for six years and was the Associate Treasurer for the District of Columbia before joining WMATA. Mr. Srinath has 25 years of executive experience in finance, mostly in the transportation industry.
Michael A. Hursh – Chief Operations Officer since May 2012. Mr. Hursh joined VTA in 2006 and has served as Deputy Director, Operations for Maintenance and Security. Prior to joining VTA, Mr. Hursh served as Deputy General Manager for Safety, Security and Training in San Francisco Municipal Railway (MUNI). Mr. Hursh has over 20 years’ experience in the communications, electronics and transit industry.

Bill Lopez – Director, Business Services [since April 2006]. Prior to joining the Authority, Mr. Lopez spent 22 years with the City of San Diego, most recently as Director of Risk Management. Prior to that, Mr. Lopez served as the Deputy Director for the Operations and Maintenance Division, Metropolitan Wastewater Department, and the Labor Relations Officer for the City of San Diego City Manager’s Office.

Steven P. Keller – Director, System Safety and Security since September 2014. Mr. Keller came to VTA in 2006 and has more than 25 years’ experience in insurance, claims and safety related to the transportation industry. Prior to his most recent appointment Mr. Keller was the Risk Manager at VTA with responsibility over claims, insurance, environmental, health and safety and system safety.

Employees

The Authority has approximately 1,951 employees of which approximately 94% are represented by unions. The Amalgamated Transit Union, Division 265 (the “ATU”), represents approximately 1,350 employees (68.8% of total Authority employees), including mechanics and maintenance personnel, bus and light rail operators, dispatchers, and customer service representatives. The agreement between VTA and ATU that was scheduled to expire on February 10, 2013 was extended through mutual agreement and is currently scheduled to expire on February 2, 2015. VTA and ATU are currently in negotiations for a successor agreement.

The remaining represented employees consist of members of Service Employees International Union, Local 521 (“SEIU Local 521”), representing approximately 254 employees in technical, paraprofessional and administrative positions; members of American Federation of State, County and Municipal Employees, Local 101 (“AFSCME”), representing approximately 210 employees in managerial, supervisory and other professional level positions; and members of Transit Authority Engineers and Architects (“TAEA”), representing 32 employees in engineering and architect positions. The Authority will begin negotiating the terms of a successor agreement with SEIU Local 521, whose contract expires on May 31, 2015. The contract with AFSCME expires on April 30, 2016. The TAEA contract expires on June 30, 2016.

Since its formation, the Authority has never experienced any strikes by its unionized employees.

The Authority’s Transit System

The Authority’s transit system consists of bus, light rail and other services that are funded from a variety of revenues, but primarily from sales tax revenues (see “Authority Revenues” herein).

Bus Transit Service. The Authority presently operates a bus system providing service to the approximately 346-square-mile urbanized portion of the County, a county of 1,236 square miles with a population of approximately 1.8 million. The Authority currently maintains an active fleet of 460 buses, consisting of 291 diesel-powered, 44 unleaded gasoline-powered, and 125 hybrid-diesel-powered buses. The average age of these buses is 10.48 years and the buses range from one to 17 years old. Buses are operated and maintained from three operating divisions and an Overhaul and Repair (“O&R”) facility: Cerone Operating Division, Don Pedro Chaboya Operating Division, North Operating Division and
Cerone O&R Division. Along the bus routes, there are approximately 3,816 bus stops, 796 of which have bus shelters. The Authority also maintains seven park and ride lots—two owned by the Authority and the rest provided under a lease, permit or joint use agreement with other agencies.

**Light Rail Transit Service.** The Authority currently operates and maintains a 42-mile light rail system (the “LRT System”) connecting areas of Mountain View, Sunnyvale, Santa Clara, North San José and Milpitas to areas in South San José and Campbell. The Authority’s fleet consists of 99 low floor light rail vehicles and four historic trolleys. Currently, the LRT System has 62 stations and 21 park and ride lots, which are fully integrated with the bus system.

**Other Services.** The Authority provides funding for a portion of the operating and capital costs of the Caltrain commuter rail service. This Caltrain commuter rail service is provided by the Peninsula Corridor Joint Powers Board (the “PCJPB”), which is composed of three member agencies: the Authority, the San Mateo County Transit District (“SamTrans”) and the City and County of San Francisco. Ninety-two trains (including 22 express trains) operate between San José Diridon Station and San Francisco each weekday, with 40 of these trains extended to the Tamien Station in San José. Connection to the Authority’s light rail system can be made at the Mountain View, San José Diridon, and Tamien Stations. Six peak-hour weekday trains extend south of Tamien station to Gilroy, three in the a.m. and three in the p.m. Hourly weekend service with four additional Express trains is operated between San José Diridon Station and San Francisco. Funding of net operating costs is apportioned to each member agency of the PCJPB and is based upon morning peak period weekday all day boardings in each county including the Gilroy extension. Currently the Authority is responsible for approximately 42.3% of such operating costs.

The Authority is also a member of the Capitol Corridor Joint Powers Authority (the “Capitol Corridor JPA”), which is composed of the Authority, the Sacramento Regional Transit District, the Placer County Transportation Planning Agency, the congestion management agencies of Solano and Yolo Counties and the San Francisco Bay Area Rapid Transit District (“BART”). The Capitol Corridor JPA provides intercity rail service between Sacramento and San José. Thirty weekday trains run between Oakland and Sacramento, with 14 continuing to San José. Stops are located at stations in Auburn, Rocklin, Roseville, Sacramento, Davis, Suisun/Fairfield, Martinez, Richmond, Berkeley, Emeryville, Oakland (2), Hayward, Fremont, Santa Clara (2) and San José. The Authority currently does not provide any funding for this service. Funding for the operating and capital costs of this service is provided by the State of California (the “State of California” or the “State”), federal grants and passenger fares. Pursuant to a contract with the Capitol Corridor JPA, BART manages the service and Amtrak operates the service on tracks owned by Union Pacific Railroad and the PCJPB.

The Authority provides funding for a portion of the operating costs of the Altamont Corridor Express (“ACE”) pursuant to a cooperative agreement (the “ACE Agreement”) among the Authority, Alameda County Congestion Management Agency and the San Joaquin Regional Rail Commission (“SJRRC”). ACE rail service provides peak hour weekday commuter rail service from the Central Valley to the County. The rail line includes stops located in Stockton, Lathrop/Manteca, Tracy, Livermore (2), Pleasanton, Fremont, Santa Clara (2) and San José. Pursuant to the ACE agreement, funding of operating costs is based on Fiscal Year 2003 contributions, escalated annually by the consumer price index increases. The Authority’s share is approximately 42% of the cost of the service. The Authority also provides eight free shuttles to transport ACE riders from the Great America Station (Santa Clara) to major employment sites. These shuttles are funded by a grant from the Transportation Fund for Clean Air through the Bay Area Air Quality Management District and SJRRC.

The Dumbarton Express is overseen by a consortium comprised of representatives from the Alameda-Contra Costa Transit District (“AC Transit”), BART, the City of Union City, SamTrans, and the
Authority through a Cooperative Agreement. The Authority currently does not provide any funding for the service, a transbay express bus route operating between the Union City BART station and Stanford University/Stanford Research Park in Palo Alto. Currently Regional Measure 2 funds are used to pay for all operating expenses. AC Transit manages the service which is operated by a private contractor.

The Authority provides funding for a portion of the operating costs of the Highway 17 Express, an inter-county bus service, operating between Santa Cruz, Scotts Valley and downtown San José, through a cooperative arrangement between the Authority, the Santa Cruz Metropolitan Transit District (“Santa Cruz Metro”), the Capitol Corridor JPA and the California Department of Transportation (“Caltrans”). The Authority and Santa Cruz Metro share the majority of net operating costs. The Capitol Corridor JPA and Caltrans also provide funding for the service. Santa Cruz Metro manages and operates the service.

The Authority implemented a paratransit brokerage system in 1993, which operates throughout the Authority’s service area. Paratransit service is a specialized form of transportation operated for persons with disabilities who cannot use conventional public transit service. As an operator of bus and light rail service, the Authority is required under the Americans with Disabilities Act (the “ADA”) to ensure that paratransit service is provided to eligible individuals with disabilities. The level of service provided must be comparable, in terms of hours of service and area served, to the service provided by the bus and light rail system. The Authority does not directly provide paratransit service but contracts with Outreach and Escort, Inc. (“Outreach”), a paratransit broker service. Outreach determines and certifies qualified individuals for paratransit eligibility, receives and schedules trip requests, builds vehicle manifests, and contracts for services with taxi, sedan and accessible van service providers.

The Authority, in partnership with the City of San José, provides free Airport Flyer bus service connecting the Norman Y. Mineta San José International Airport terminals with the Authority’s Metro/Airport Light Rail Station and the Santa Clara Caltrain Station. The City of San José contributes approximately 19% to the net operating costs for this service with the Authority funding the remainder.

The Authority, Monterey-Salinas Transit (“MST”) and the Capitol Corridor JPA have entered into a Memorandum of Understanding to provide express bus service operating from Monterey to San José, funded by a federal Jobs Access Reverse Commute grant, the Capitol Corridor JPA and the Authority. The Line 55 Monterey-San José Express is managed and operated by MST and provides daily service with three round trips, covering commute times in the morning, mid-day and evening. The service provides passengers with transfers to and from Capitol Corridor trains that operate between San José-Oakland-Sacramento, Caltrain (including Baby Bullet express trips), and the Authority’s bus and light rail services. The service originates in downtown Monterey with other stops in Monterey County before stopping at the Gilroy Caltrain Station, Morgan Hill Caltrain Station, San José State University, downtown San José and the San José Diridon Station.
Authority Revenues

The Authority’s primary revenue sources consist of (i) the 1976 Sales Tax; (ii) the 2000 Measure A Sales Tax; (iii) the 2008 Measure B Sales Tax; (iv) the one-quarter of one percent (0.25%) sales tax imposed pursuant to the California Transportation Development Act of 1971, as amended, described herein under the caption “Transportation Development Act Revenues”; (v) a portion of the revenues derived from the sales tax on diesel fuel purchases appropriated by the State Legislature to the State Transit Assistance Program (“STA”) for public transportation purposes, described herein under the caption “State Transit Assistance Program”; and (vi) passenger fares charged by the Authority.

1976 Sales Tax Revenues

The 1976 Sales Tax is the Authority’s single largest source of revenue for operations. The 1976 Sales Tax is a special retail transactions and use tax of one-half of one percent (0.5%) of the gross receipts of retailers from the sale of all tangible personal property sold at retail in the County and a use tax at the same rate upon the storage, use or other consumption in the County of such property purchased from any retailer for storage, use or other consumption in the County, subject to certain exceptions. The tax is collected by the California State Board of Equalization (the “SBOE”) and does not expire. Pursuant to an agreement between the Authority and the SBOE, the SBOE remits revenues from the 1976 Sales Tax to the trustee for senior lien obligations secured by the 1976 Sales Tax (the “1976 Sales Tax Bond Trustee”) on a monthly basis. Pursuant to its procedures, the SBOE projects receipts of the 1976 Sales Tax on a quarterly basis and remits an advance of such receipts to the 1976 Sales Tax Bond Trustee each month based on such projection. During the last month of each quarter, the SBOE adjusts the amount remitted to reflect the actual receipts of the 1976 Sales Tax for the previous quarter less administration costs. After application for payment of the senior lien obligations and junior lien obligations (if any) secured by the 1976 Sales Tax (herein referred to as the “1976 Sales Tax Obligations”), 1976 Sales Tax Revenues are remitted to the Authority and are available to pay operating expenses and capital expenditures. The 1976 Sales Tax Revenues do not secure the 2015 Series Bonds.

2000 Measure A Sales Tax Revenues

In November of 2000, more than 70% of the voters in the County voting on such ballot measure approved Measure A (“2000 Measure A”), implementing a 30-year, half-cent sales tax that became effective on April 1, 2006 and is scheduled to expire on March 31, 2036 (the “2000 Measure A Sales Tax”). The 2000 Measure A Sales Tax is similar to the 1976 Sales Tax, both in terms of the tax base (County population) and tax rate (0.5%). Revenues from the 2000 Measure A Sales Tax may be used to finance the transit projects and operations listed in 2000 Measure A, the ordinance which imposed the 2000 Measure A Sales Tax (the “2000 Measure A Ordinance”) and in the Authority’s Valley Transportation Plan, which was formulated to provide a balanced transportation system consisting of transit, roadway, bicycle and pedestrian improvements. See “The 2000 Measure A Program” herein.

Collection of the 2000 Measure A Sales Tax is administered by the SBOE in the same way as is done for the 1976 Sales Tax. The Authority has authorized the SBOE to remit 2000 Measure A Sales Tax Revenues directly to the Trustee. Pursuant to its procedures, the SBOE projects receipts of the 2000 Measure A Sales Tax on a quarterly basis and remits an advance of such receipts to the 2000 Measure A Sales Tax Bond Trustee on a monthly basis based on such projection. During the last month of each quarter, the SBOE adjusts the amount remitted to reflect the actual receipts of the 2000 Measure A Sales Tax for the prior quarter and to deduct the full amount of the administrative fee for the prior quarter. Upon receipt of the 2000 Measure A Sales Tax Revenues, the Trustee retains an amount necessary to meet debt service requirements and make the other deposits required by the Indenture and the balance is then forwarded to the Authority.
The following table shows the total amount of 2000 Measure A Sales Tax and 1976 Sales Tax received during the 15 fiscal years ended June 30, 2014.

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>2000 Measure A Sales Tax Revenues(2)</th>
<th>Rate of Change</th>
<th>1976 Sales Tax Revenues</th>
<th>Rate of Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>-</td>
<td>-</td>
<td>$166,764,390</td>
<td>16.0%</td>
</tr>
<tr>
<td>2001</td>
<td>-</td>
<td>-</td>
<td>183,540,308</td>
<td>10.1%</td>
</tr>
<tr>
<td>2002</td>
<td>-</td>
<td>-</td>
<td>144,217,679</td>
<td>-21.4%</td>
</tr>
<tr>
<td>2003</td>
<td>-</td>
<td>-</td>
<td>132,632,377</td>
<td>-8.0%</td>
</tr>
<tr>
<td>2004</td>
<td>-</td>
<td>-</td>
<td>138,917,173</td>
<td>4.7%</td>
</tr>
<tr>
<td>2005</td>
<td>-</td>
<td>-</td>
<td>145,008,106</td>
<td>4.4%</td>
</tr>
<tr>
<td>2006</td>
<td>$38,169,934</td>
<td>-</td>
<td>157,283,101</td>
<td>8.5%</td>
</tr>
<tr>
<td>2007</td>
<td>161,360,552</td>
<td>-</td>
<td>163,675,750</td>
<td>4.1%</td>
</tr>
<tr>
<td>2008</td>
<td>160,536,904</td>
<td>-0.50%</td>
<td>163,037,594</td>
<td>-0.4%</td>
</tr>
<tr>
<td>2009</td>
<td>137,260,570</td>
<td>-14.5</td>
<td>137,641,999</td>
<td>-15.6%</td>
</tr>
<tr>
<td>2010</td>
<td>139,305,038</td>
<td>1.5</td>
<td>140,036,709</td>
<td>1.7%</td>
</tr>
<tr>
<td>2011</td>
<td>152,855,102</td>
<td>9.7</td>
<td>153,601,839</td>
<td>9.7%</td>
</tr>
<tr>
<td>2012</td>
<td>166,279,983</td>
<td>8.8</td>
<td>166,567,320</td>
<td>8.4%</td>
</tr>
<tr>
<td>2013</td>
<td>176,533,671</td>
<td>6.2</td>
<td>176,715,771</td>
<td>6.1%</td>
</tr>
<tr>
<td>2014</td>
<td>186,301,711</td>
<td>5.5</td>
<td>186,431,256</td>
<td>5.5%</td>
</tr>
</tbody>
</table>

(1) Differences between 1976 Sales Tax and 2000 Measure A Sales Tax revenues are due to prior period adjustments.  
(2) Collection of 2000 Measure A Sales Tax began April 1, 2006.

2008 Measure B Sales Tax

In November of 2008, over two-thirds of the voters in the County approved Measure B, implementing a one-eighth of one percent (0.125%) sales tax that became effective July 1, 2012 and continues for 30 years (the “2008 Measure B Sales Tax”). The 2008 Measure B Sales Tax is levied against the same sales tax base as the 2000 Measure A Sales Tax, and is dedicated to support the operation and maintenance of the BART to Silicon Valley Project. Collection of the 2008 Measure B Sales Tax is administered by the Board of Equalization in the same manner as the 2008 Measure A Sales Tax. The 2008 Measure B Sales Tax Revenues do not secure the 2015 Series Bonds.

Other Revenues

Transportation Development Act Revenues. Transportation Development Act Revenues (“TDA Revenues”) are a State subsidy consisting of an allocation of State sales tax revenue under the California Transportation Development Act of 1971, as amended (the “TDA”), whereby a 0.25% levy of the State’s sales tax (net of collection costs) is made available for public transportation operating and capital expenses in the county in which the sales tax is collected. TDA Revenues are the Authority’s second largest source of revenue for operations and are separate and distinct from revenues derived from the 2000 Measure A Sales Tax, the 1976 Sales Tax, and the 2008 Measure B Sales Tax.
TDA Revenues are apportioned, allocated and paid by MTC, the regional planning organization for the nine-county San Francisco Bay Area. Under TDA regulations, MTC allocates approximately 11% of the TDA Revenues to fund community and paratransit service programs, facilities for the use of pedestrians and bicycles and the transportation planning and programming process. The Authority receives approximately three-fourths of this 11% allocation. The remaining 89% of the TDA Revenues are allocated to operators who provide public transportation services in the County. As the only eligible public transit service provider in the County, the Authority is eligible to receive the entire amount of the 89% allocation of TDA Revenues. TDA Revenues are available to the Authority in an amount up to 50% of the Authority’s operating budget, after deduction of the amount received from federal grants, provided that certain TDA eligibility requirements are met. The Authority, formerly known as the Santa Clara County Transit District, began operations in 1972 and has complied with TDA eligibility requirements since it began receiving TDA funds in 1973. In accordance with procedures and eligibility requirements set forth in the TDA, the Authority submits a request for TDA Revenues to MTC following MTC’s adoption of the next Fiscal Year’s revenue estimate. If MTC approves the request, MTC then directs the Controller of the County (in the case of the County, the County Treasurer) to release the TDA Revenues to the Authority. TDA Revenues are received by the County Treasurer and distributed to the Authority based on direction from MTC as collected and transmitted by the State.

The table set forth below shows the total amount of TDA Revenues for operations available from annual State sales tax collections in the County during the five Fiscal Years ended June 30, 2014.

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>TDA Revenues for Operations Distributed to the Authority</th>
</tr>
</thead>
<tbody>
<tr>
<td>2010</td>
<td>$65,800,680</td>
</tr>
<tr>
<td>2011</td>
<td>74,452,324</td>
</tr>
<tr>
<td>2012</td>
<td>81,928,315</td>
</tr>
<tr>
<td>2013</td>
<td>86,295,600</td>
</tr>
<tr>
<td>2014</td>
<td>89,517,914</td>
</tr>
</tbody>
</table>

Source: Santa Clara Valley Transportation Authority CAFR Fiscal Year 2014.

State Transit Assistance Program; Restructuring of State Transportation Funding. A portion of the revenues derived from the sales tax on diesel fuel purchases is appropriated by the State Legislature to the STA for public transportation purposes. These STA revenues are allocated to public transit agencies throughout the State based on population and operating revenues. STA Revenues must be claimed by the Authority based on actual cash expenditures, normally on a quarterly basis.

The Authority has received STA Revenues each year since Fiscal Year 1980, except for Fiscal Years 2009 and 2010, as explained below. The table below shows STA Revenues received by the Authority for the five Fiscal Years ended June 30, 2014.
Santa Clara Valley Transportation Authority

Historical State Transit Assistance Program Revenues

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>STA Revenues Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>2010</td>
<td>$ -0-</td>
</tr>
<tr>
<td>2011</td>
<td>16,695,427</td>
</tr>
<tr>
<td>2012</td>
<td>14,055,417</td>
</tr>
<tr>
<td>2013</td>
<td>14,906,558</td>
</tr>
<tr>
<td>2014</td>
<td>15,337,987</td>
</tr>
</tbody>
</table>

Source: Santa Clara Valley Transportation Authority CAFR Fiscal Year 2014.

In February 2009, then-Governor Arnold Schwarzenegger and the Legislature approved a package of bills that made a series of mid-year revisions to the State budget for Fiscal Year 2009 and enacted the State budget for Fiscal Year 2010. As part of this package, funding for STA was eliminated for the third and fourth quarters of Fiscal Year 2009, and entirely for Fiscal Year 2010 through Fiscal Year 2013 in order to address significant State General Fund shortfalls.

In March 2010, then-Governor Schwarzenegger signed into law a three-bill package, ABX8 6, ABX8 9 and SB 70, that implemented a complex swapping of state transportation funding sources that was intended to achieve roughly $1 billion in annual budget savings by relieving the State General Fund of the obligation to pay for transportation bond debt service. This restructuring of State transportation funding eliminated the State sales tax on gasoline, the sole revenue source for Proposition 42 (Transportation Congestion Improvement Act) and one of the revenue sources for the Public Transportation Account, and replaced it with a 17.3-cent per gallon increase in the gasoline excise tax. This transportation funding swap took effect on July 1, 2010. Pursuant to this swap, revenues from the gasoline excise tax increase were used to pay highway bond debt service and to provide money for the State Transportation Improvement Program (“STIP”), local streets and roads, and the State Highway Operation and Protection Program (“SHOPP”). The distribution of these revenues was structured to ensure that the STIP and local streets/roads would receive at least the same amount of money as under Proposition 42. Furthermore, the Board of Equalization was required to adjust the gasoline excise tax rate on an annual basis, if necessary, to ensure that the swap did not result in a tax increase for consumers at the pump.

In the case of public transit, the package retained the State sales tax on diesel fuel for the Public Transportation Account. A one-time appropriation of $400 million was made for STA to cover Fiscal Years ending June 30, 2010 and June 30, 2011.

Beginning in the Fiscal Year ending June 30, 2012, the State diesel sales tax rate was increased from 4.75% to 6.75%, in conjunction with a corresponding decline in the per-gallon diesel fuel excise tax at the pump. Revenues from the sales tax are to be allocated first to pay high-speed rail/transit bond debt service, with remaining revenues from the 4.75% base rate split 50% to STA, and 50% to intercity rail and other miscellaneous State transit programs. All revenues above the base rate of 4.75% are dedicated to STA.

The elimination of State sales tax on gasoline does not affect the Authority’s local sales tax collections on gasoline.
In November 2010, California voters approved two ballot measures that affected the transportation funding swap. Proposition 22 prevents the State from taking, diverting or borrowing local government and transportation money to address General Fund deficits. Proposition 26, among other things, prohibits the Legislature from using a simple majority vote to raise one tax while simultaneously reducing another, an approach that was used to enact the transportation funding swap.

In response, Assembly Bill 105 was enacted into law in March 2011 to ensure that all of the goals of the swap, both for the General Fund and for transportation, could be realized. This legislation re-enacted the transportation funding swap’s increases in both the gas tax and the diesel sales tax to prevent Proposition 26 from eliminating billions in revenues for state highways, local streets/roads and public transit. It also made the necessary statutory revisions to ensure that (a) the distribution of revenues from the 17.3-cent per gallon gas tax increase would achieve the same fiscal results that were anticipated for state highways and local streets/roads when the swap was enacted and (b) STA receives, at a minimum $350 million per year, as contemplated by the swap.

In June 2014, Governor Brown signed the Fiscal Year 2015 State budget into law. This budget estimates for the fiscal year ending June 30, 2015 STA funding at $379 million, of which the Authority is projected to receive $13.9 million, slightly above the VTA’s Fiscal Year 2015 budget.

**Ridership and Farebox, Advertising and Other Revenues.** The table set forth below shows the Authority’s ridership, farebox revenues, revenues from advertisements placed on the Authority’s vehicles and bus shelters and other revenues received by the Authority for the five Fiscal Years ended June 30, 2014.

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>Number of Passengers (1)</th>
<th>Farebox, Advertising and Other Revenues Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>2010</td>
<td>41,733,376</td>
<td>$38,830,000</td>
</tr>
<tr>
<td>2011</td>
<td>41,409,630</td>
<td>40,013,572</td>
</tr>
<tr>
<td>2012</td>
<td>42,426,617</td>
<td>40,069,960</td>
</tr>
<tr>
<td>2013</td>
<td>43,146,890</td>
<td>41,821,614</td>
</tr>
<tr>
<td>2014</td>
<td>43,428,492</td>
<td>42,419,160</td>
</tr>
</tbody>
</table>

(1) Directly operated services.
Source: Santa Clara Valley Transportation Authority CAFR Fiscal Year 2014. Revenues include Toll Revenues collected on Express Lanes.

The Authority’s ridership is highly correlated to employment within the County. In Fiscal Year 2010 ridership fell significantly as a result of the economic recession. It then stabilized in 2011 and started to grow again in 2012. In Fiscal Year 2014 ridership increased 0.2% and 1.9% for Bus and Light Rail, respectively, compared to the previous year. In the first three months of Fiscal Year 2015 this trend accelerated, with Bus ridership increasing by 1.8% and Light Rail increasing by 7.6% compared to the same period the year before. Most of the increase is due to special events ridership, notably due to the opening of Levi’s Stadium in the city of Santa Clara, the new home of the San Francisco 49ers NFL football team.
**Other Revenues.** Federal guidelines established pursuant to the Moving Ahead for Progress in the 21st Century Act ("MAP-21"), the successor to the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users ("SAFETEA-LU"), which was the successor to the Transportation Equity Act for the 21st Century, allow the Authority to claim grants under the Section 5307 Urbanized Area Formula Program (which are normally restricted to capital projects) for preventive maintenance costs. The Authority’s principal motivation in programming this source of capital grants for preventive maintenance is to accelerate cash flow, and thus improve its financial position. In addition to the above-described revenues, the Authority, from time to time, receives other State assistance that may be used to pay operating expenses and receives interest on its operating funds.

MAP-21 was set to expire on September 30, 2014. However, the Congress passed the Highway and Transportation Funding Act of 2014, extending MAP-21 through May 2015.

**Authority Budgeted Revenues and Expenditures**

The Authority’s budget is prepared biennially. The Adopted Budget for Fiscal Year ending June 30, 2014 and Fiscal Year ending June 30, 2015 (the “Budget”) was approved by the Board of Directors on June 6, 2013 and includes appropriations for operating expenditures in support of all activities under the jurisdiction of the Authority’s Board, including bus and rail operations in the County, regional commuter and inter-city rail service, ADA Paratransit service, congestion management, specific highway improvement and other transportation projects, and county wide transportation planning and funding. If additional appropriations are necessary, the budget generally is revised in January of each year.

A detailed discussion of the Budget related to the 2000 Measure A Program, congestion management, highway improvements and countywide transportation planning (all of which are funded from sources of revenue other than those discussed herein) is included in the budget document, which is currently available at [http://www.vta.org/about-us/budgets/budget-disclosures-miscellaneous](http://www.vta.org/about-us/budgets/budget-disclosures-miscellaneous). None of the information on such website is incorporated by reference herein. The remaining approved Budget amounts are in support of transit-related transportation projects, bus and rail operations in the County, and regional commuter and inter-city rail service.

The Budget includes no change in the current fare structure, while reflecting a 3.2% increase from Fiscal Year 2013 projected sales tax revenues for Fiscal Year 2014, followed by a 4.6% increase in Fiscal Year 2015. The Budget includes $13.6 million per year in STA funding for Fiscal Year 2014 and Fiscal Year 2015.

The Fiscal Years 2016-2017 budget process is currently underway and a new budget is expected to be adopted by the Board by June 2015.

**Transit System-Operating and Capital Budget.** The following table summarizes the Authority’s Adopted Operating and Capital Budget which supports activities related to the Authority’s Transit System. See “The Authority’s Transit System” herein. Additional information related to capital expenses is included in the Authority’s Short Range Transportation Plan. See “Short Range Transportation Plan” below.
Santa Clara Valley Transportation Authority  
Fiscal Years 2012 through 2014 – Summary of Transit System Revenues and Expenses  
(in Thousands)

<table>
<thead>
<tr>
<th></th>
<th>Actual 2012</th>
<th>Actual 2013</th>
<th>Actual 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Reserve Balance, July 1</td>
<td>$54,595</td>
<td>$56,268</td>
<td>$57,024</td>
</tr>
<tr>
<td>1976 Sales Tax Revenues</td>
<td>166,568</td>
<td>176,716</td>
<td>186,431</td>
</tr>
<tr>
<td>Other Operating and Non-Operating Revenues</td>
<td>225,591</td>
<td>219,146</td>
<td>217,946</td>
</tr>
<tr>
<td>Federal Grants</td>
<td>15,575</td>
<td>5,523</td>
<td>8,855</td>
</tr>
<tr>
<td>Transit Security Grant Program (TSGP)(^{(1)})</td>
<td>1,510</td>
<td>1,258</td>
<td>-</td>
</tr>
<tr>
<td>State Grants – Prop 1B</td>
<td>12,386</td>
<td>9,379</td>
<td>7,895</td>
</tr>
<tr>
<td>Regional Measure 2 (RM2)(^{(2)})</td>
<td>396</td>
<td>444</td>
<td>1,117</td>
</tr>
<tr>
<td>Other</td>
<td>459</td>
<td>257</td>
<td>382</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>422,485</td>
<td>412,723</td>
<td>422,626</td>
</tr>
<tr>
<td><strong>Total Available for Transit System Expenses</strong></td>
<td>477,080</td>
<td>468,991</td>
<td>479,650</td>
</tr>
<tr>
<td>Transit System Operating Expenses:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Directly Operated Transit Service</td>
<td>290,743</td>
<td>296,872</td>
<td>322,144</td>
</tr>
<tr>
<td>Other Expense</td>
<td>56,700</td>
<td>59,566</td>
<td>48,980</td>
</tr>
<tr>
<td><strong>Total Transit System Operating Expense</strong></td>
<td>347,443</td>
<td>356,438</td>
<td>371,124</td>
</tr>
<tr>
<td>Transit System Capital Expenses:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenue Vehicles and Equipment</td>
<td>16,313</td>
<td>2,952</td>
<td>3,398</td>
</tr>
<tr>
<td>Guideway</td>
<td>5,228</td>
<td>7,360</td>
<td>8,679</td>
</tr>
<tr>
<td>Non-Revenue Vehicles</td>
<td>1</td>
<td>2,762</td>
<td>-</td>
</tr>
<tr>
<td>Operations Facilities and Equipment</td>
<td>4,750</td>
<td>618</td>
<td>4,432</td>
</tr>
<tr>
<td>Passenger Facilities</td>
<td>2,701</td>
<td>1,924</td>
<td>120</td>
</tr>
<tr>
<td>Information Systems and Technology</td>
<td>1,332</td>
<td>6,675</td>
<td>8,385</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>-</td>
<td>243</td>
<td>5</td>
</tr>
<tr>
<td><strong>Total Transit Capital Expense</strong></td>
<td>30,325</td>
<td>22,534</td>
<td>25,019</td>
</tr>
<tr>
<td><strong>Total Transit System Operating &amp; Capital Expenses</strong></td>
<td>377,768</td>
<td>378,972</td>
<td>396,143</td>
</tr>
<tr>
<td>Transit Operating Reserves in Excess of 15% transferred to Debt Reduction Fund</td>
<td>(24,044)</td>
<td>(32,995)</td>
<td>(23,680)</td>
</tr>
<tr>
<td>Transfer to Transit Sales Tax Stabilization Fund</td>
<td>(19,000)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Ending Balance – Transit Operating Reserve</strong></td>
<td>$56,268</td>
<td>$57,024</td>
<td>$59,827</td>
</tr>
</tbody>
</table>

\(^{(1)}\) TSGP provides grant funding to the nation’s key high-threat urban areas to enhance security measures for their critical transit infrastructure including bus, rail and ferry systems.

\(^{(2)}\) In March 2004, voters passed RM2, raising the toll on the seven State-owned toll bridges in the San Francisco Bay Area by $1.00. This extra dollar is to fund various transportation projects within the region that have been determined to reduce congestion or to make improvements to travel in the toll bridge corridors, as identified in SB 916 (Chapter 715, Statutes of 2004). Specifically, RM2 establishes the Regional Traffic Relief Plan and identifies specific transit operating assistance and capital projects and programs eligible to receive RM2 funding.
Authority Capital Improvement Programs. The Authority is committed to facilitating and providing enhanced customer focus, improved mobility and access for the community and integrated transportation and land use planning, while maintaining financial stability. Based on these commitments, the Authority has embarked on the extensive capital programs described below under “Valley Transportation Plan” and “Short Range Transportation Plan.”

Valley Transportation Plan. As the designated Congestion Management Agency for the County, the Authority is responsible for preparing the County’s long-range countywide transportation plan. In August 2000, the Authority’s Board of Directors adopted the Valley Transportation Plan 2020 (as revised, from time to time, the “Valley Transportation Plan”) to satisfy this requirement. The Board of Directors adopted the current revision of the Valley Transportation Plan, Valley Transportation Plan 2040 in October 2014. The Valley Transportation Plan is a long-range transportation planning document which does not set priorities or schedules for project completion. The Valley Transportation Plan encompasses a set of investments through 2040 that offers improvements and manages the existing roadway network with local multimodal investments, an expanded high-occupancy vehicle (“HOV”) system, improved interchanges and freeway-to-freeway connector ramps, and freeway upgrades.

The Valley Transportation Plan also includes investments in transit improvements, including the Authority’s BART to Silicon Valley Program, consisting of the extension of the BART system to Milpitas, San José, and Santa Clara, a new light rail line that will serve Capitol Expressway, and a transit improvement (Bus Rapid Transit) on the Santa Clara/Alum Rock Corridor where the Authority’s highest concentration of transit riders live. The primary source of funding for transit improvements included in the Valley Transportation Plan is the 2000 Measure A Sales Tax. VTA expects to update the Valley Transportation Plan in 2017.

Short Range Transportation Plan. As a transit operator, the Authority prepares a complete Short Range Transit Plan (“SRTP”) every four years and a “mini-SRTP” every year as required by MTC and the Federal Transit Administration (“FTA”). The SRTP is used as documentation to support projects included in the Regional Transportation Plan (“RTP”) prepared by MTC. Both the FTA and MTC use the SRTP as the detailed planning justification required for awarding operating and capital grants to the Authority. The Authority’s most recent SRTP for the Fiscal Years 2014-2023 was adopted by the Board of Directors in August 2014.

Two Capital Improvement Programs are included in the SRTP: the Authority’s Core System Capital Improvement Program (“Core CIP”) and the 2000 Measure A Program (“Measure A CIP”). For a discussion on the Measure A CIP, refer to the Authority’s Short Range Transit Plan, which is available at http://www.vta.org/srtp. The information set forth on such website is not incorporated by reference herein. The CIPs are funded by a combination of federal, State and local regional funding as well as bonds secured by the Authority’s sales tax revenues.

The Core CIP includes routine bus replacement needs, facility rehabilitation, bus facilities, technology upgrades, security, rehabilitation needs of the light rail system and system enhancements. The Core CIP includes two tiers of projects. Tier 1 projects are those projects essential to the maintenance of the system, funded by a combination of federal, State and local funding, including bonds secured by the 1976 Sales Tax Revenue. Tier 2 projects are enhancements to the Authority’s existing system for which no additional funding has yet been identified. The following table represents a summary of the Tier 1 Projects included in the Core CIP.
Core Capital Improvement Program Summary  
(In Thousands)

<table>
<thead>
<tr>
<th>Program Area</th>
<th>Fiscal Years 2014-2023</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue Vehicles and Equipment</td>
<td>$410,739</td>
</tr>
<tr>
<td>Operations Facilities and Equipment</td>
<td>45,709</td>
</tr>
<tr>
<td>Light Rail System Maintenance &amp; Enhancement</td>
<td>151,661</td>
</tr>
<tr>
<td>Passenger Facilities</td>
<td>38,777</td>
</tr>
<tr>
<td>Information Systems and Technology</td>
<td>31,300</td>
</tr>
<tr>
<td>Security</td>
<td>14,413</td>
</tr>
<tr>
<td>Miscellaneous Projects</td>
<td>61,734</td>
</tr>
<tr>
<td><strong>Total Program Project Costs</strong></td>
<td><strong>$754,331</strong></td>
</tr>
</tbody>
</table>

Funding for the Core CIP includes grant (federal, State and regional) funding of $523 million with the remaining portion funded from Authority local funds. The 2000 Measure A Sales Tax does not provide funding for the Core CIP.

The most significant capital project not part of the Core CIP is the BART Silicon Valley Project (a 2000 Measure A project) described below.

**Bay Area Rapid Transit (“BART”) Silicon Valley Project.** The BART Silicon Valley Project is a 16-mile extension of the existing BART system to San José, Milpitas, and Santa Clara, which will be delivered through a phased approach. The first phase, the Berryessa Extension, is a 10-mile, two-station extension, beginning in Fremont south of the future BART Warm Springs Station and proceeding via the former Union Pacific Railroad right-of-way through Milpitas, the location of the first station, and then to the Berryessa area of north San José, at the second station. The Authority plans to continue project development activities for the second 6-mile phase of the project that includes a 5.1 mile-long subway tunnel through downtown San José, ending at grade in Santa Clara near the Caltrain Station. Construction on the second phase of the project will commence as additional funding is secured.

The cost of the Berryessa Extension is approximately $2.4 billion. Funding for the Berryessa Extension includes $900 million in federal assistance, $350 million in State funding and $1.171 billion from the 2000 Measure A Sales Tax. In March 2012, the Authority received a $900 million grant commitment from the FTA for the project, along with the first $100 million appropriation, as provided for in a Full Funding Grant Agreement (the “FFGA”). The FFGA is a multi-year contractual agreement with the Federal Transit Administration that formally defines the project scope, cost and schedule, and establishes the terms of the federal financial assistance.

The first major design and construction contract, valued at $772 million for the line, track, systems and stations, was awarded in December 2011 to Skanska-Shimmick-Herzog, a Joint Venture. Construction of the 10-mile, two station project is planned for 2012 to 2016. Initial construction activities include relocating utilities and preparing the future station areas for construction. Other current and near-term work includes construction at major intersections that the BART system will cross. Installing the tracks for BART will be one of the last construction activities.
Significant Accounting Policies

The Authority follows the accrual basis of accounting and the economic resources exchange measurement focus. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place. See APPENDIX B – “AUDITED FINANCIAL STATEMENTS OF THE SANTA CLARA VALLEY TRANSPORTATION AUTHORITY FOR FISCAL YEAR ENDED JUNE 30, 2014 – Note 2 – Summary of Significant Accounting Policies,” which includes a more detailed explanation regarding the Authority’s significant accounting policies.

Financial Results

The table on the following page summarizes the Statement of Revenues, Expenses and Changes in Fund Net Assets for the Enterprise Fund of the Authority for the five Fiscal Years ended June 30, 2014. The summary statements are presented in accordance with generally accepted accounting principles (“GAAP”), are excerpted from the audited financial statements of the Authority and are qualified in their entirety by reference to such statements, including the notes thereto. For the audited financial statements of the Authority for the Fiscal Year ended June 30, 2014, see APPENDIX B – “AUDITED FINANCIAL STATEMENTS OF THE SANTA CLARA VALLEY TRANSPORTATION AUTHORITY FOR FISCAL YEAR ENDED JUNE 30, 2014.” Totals may not add due to independent rounding.

[Remainder of page intentionally left blank.]
### Santa Clara Valley Transportation Authority

**Statements of Revenues and Expenses**

**Fiscal Years Ended June 30, 2010 through 2014**

(In Thousands)

<table>
<thead>
<tr>
<th>Year</th>
<th>Passenger fares</th>
<th>Advertising and other</th>
<th>Total operating revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>2010</td>
<td>$36,857</td>
<td>1,973</td>
<td><strong>38,830</strong></td>
</tr>
<tr>
<td>2011</td>
<td>$38,106</td>
<td>1,908</td>
<td><strong>40,014</strong></td>
</tr>
<tr>
<td>2012</td>
<td>$37,744</td>
<td>2,326</td>
<td><strong>40,070</strong></td>
</tr>
<tr>
<td>2013</td>
<td>$38,331</td>
<td>3,490</td>
<td><strong>41,821</strong></td>
</tr>
<tr>
<td>2014</td>
<td>$38,372</td>
<td>4,048</td>
<td><strong>42,420</strong></td>
</tr>
</tbody>
</table>

#### Operating Expenses:

<table>
<thead>
<tr>
<th>Item</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Labor</td>
<td>129,803</td>
<td>129,291</td>
<td>135,097</td>
<td>139,467</td>
<td>146,315</td>
</tr>
<tr>
<td>Fringe benefits</td>
<td>116,736</td>
<td>119,082</td>
<td>127,459</td>
<td>133,085</td>
<td>134,375</td>
</tr>
<tr>
<td>Materials and supplies</td>
<td>26,216</td>
<td>29,765</td>
<td>30,912</td>
<td>30,677</td>
<td>32,806</td>
</tr>
<tr>
<td>Services</td>
<td>18,345</td>
<td>18,116</td>
<td>20,241</td>
<td>20,202</td>
<td>28,488</td>
</tr>
<tr>
<td>Utilities</td>
<td>6,718</td>
<td>6,787</td>
<td>6,983</td>
<td>7,251</td>
<td>7,585</td>
</tr>
<tr>
<td>Casualty and liability</td>
<td>4,688</td>
<td>4,962</td>
<td>4,862</td>
<td>3,415</td>
<td>13,813</td>
</tr>
<tr>
<td>Purchased transportation</td>
<td>24,245</td>
<td>20,768</td>
<td>18,923</td>
<td>18,179</td>
<td>18,493</td>
</tr>
<tr>
<td>Leases and rentals</td>
<td>2,217</td>
<td>495</td>
<td>552</td>
<td>953</td>
<td>1,334</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>1,461</td>
<td>1,313</td>
<td>1,481</td>
<td>1,451</td>
<td>1,616</td>
</tr>
<tr>
<td>Costs allocated to capital and other programs</td>
<td>(33,989)</td>
<td>(31,827)</td>
<td>(29,452)</td>
<td>(32,879)</td>
<td>(34,864)</td>
</tr>
</tbody>
</table>

**Total operating expenses, excluding depreciation**

<table>
<thead>
<tr>
<th>Year</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>296,440</td>
<td>298,752</td>
<td>317,058</td>
<td>321,801</td>
<td>349,961</td>
</tr>
</tbody>
</table>

#### Depreciation Expense:

<table>
<thead>
<tr>
<th>Item</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total depreciation expense</td>
<td>51,378</td>
<td>55,060</td>
<td>57,886</td>
<td>59,863</td>
<td>59,445</td>
</tr>
<tr>
<td>Operating loss</td>
<td>(257,610)</td>
<td>(258,738)</td>
<td>(276,988)</td>
<td>(281,029)</td>
<td>(307,541)</td>
</tr>
</tbody>
</table>

#### Non-operating revenues (expenses):

<table>
<thead>
<tr>
<th>Item</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>1976 Sales Tax Revenue</td>
<td>140,037</td>
<td>153,602</td>
<td>166,567</td>
<td>176,716</td>
<td>186,431</td>
</tr>
<tr>
<td>Measure A Sales Tax Revenues</td>
<td>139,305</td>
<td>152,855</td>
<td>166,280</td>
<td>176,533</td>
<td>186,302</td>
</tr>
<tr>
<td>BART Operating Fund</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>41,914</td>
<td>44,753</td>
</tr>
<tr>
<td>Federal operating grants and reimbursements</td>
<td>59,101</td>
<td>42,225</td>
<td>42,286</td>
<td>39,364</td>
<td>42,230</td>
</tr>
<tr>
<td>Federal Subsidy for Build America Bonds</td>
<td>-</td>
<td>5,848</td>
<td>9,399</td>
<td>9,126</td>
<td>8,755</td>
</tr>
<tr>
<td>State and local operating grants and</td>
<td>67,833</td>
<td>95,579</td>
<td>98,133</td>
<td>103,213</td>
<td>106,439</td>
</tr>
<tr>
<td>reimbursements</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Caltrain subsidy and Capital</td>
<td>(97,592)</td>
<td>(80,917)</td>
<td>(90,290)</td>
<td>(152,494)</td>
<td>(101,243)</td>
</tr>
<tr>
<td>contributions to other agencies</td>
<td>(2,708)</td>
<td>(2,706)</td>
<td>(2,707)</td>
<td>(2,939)</td>
<td>(3,019)</td>
</tr>
<tr>
<td>Altamont Commuter Express Subsidy</td>
<td>5,764</td>
<td>10,067</td>
<td>18,594</td>
<td>292</td>
<td>9,555</td>
</tr>
<tr>
<td>Investment Earnings</td>
<td>(20,583)</td>
<td>(23,536)</td>
<td>(31,307)</td>
<td>(31,655)</td>
<td>(27,088)</td>
</tr>
<tr>
<td>Interest expense &amp; Other Bond Fees</td>
<td>(4,192)</td>
<td>(8,939)</td>
<td>3,797</td>
<td>751</td>
<td>(4,261)</td>
</tr>
<tr>
<td>Other (expense)/Income, net(2)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total non-operating revenues, net</td>
<td><strong>286,965</strong></td>
<td><strong>344,078</strong></td>
<td><strong>380,752</strong></td>
<td><strong>360,821</strong></td>
<td><strong>448,854</strong></td>
</tr>
</tbody>
</table>

#### Change in net assets, before capital contributions:

<table>
<thead>
<tr>
<th>Item</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Capital Contributions</td>
<td>(22,024)</td>
<td>30,280</td>
<td>45,878</td>
<td>20,819</td>
<td>81,868</td>
</tr>
<tr>
<td>Transfer In/(Out)</td>
<td>-</td>
<td>32,650</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Net income (loss)(3)</td>
<td>$70,570</td>
<td>$211,233</td>
<td>$161,462</td>
<td>$293,769</td>
<td>$275,767</td>
</tr>
</tbody>
</table>

---

(1) Represents a credit for direct and indirect labor and associated fringe benefits, reproduction and mileage costs and other costs that were capitalized as construction in progress. See Note 2(k) to the audited financial statements of the Authority attached hereto as Appendix B.

(2) Includes miscellaneous revenues such as permit fees, parking citations, property rentals and miscellaneous expenses such as costs related to express services, freight shipping and other bond related expenses associated with liquidity and remarketing fees.

(3) Net income (loss) is funded from reserves and presented in accordance with GAAP.
Management’s Discussion of Financial Results

The Authority has experienced 18 consecutive quarters of sales tax growth. Sales tax revenues from the Authority’s 1976 Sales Tax (which subsidize operations) have increased more than 35% since Fiscal Year 2009 and, in Fiscal Year 2014, reached their highest levels, exceeding the revenues of the “dot.com” boom in Fiscal Year 2001. Coupled with VTA’s strategies to address the budgetary impacts from the recent financial crisis, VTA has ended the last five fiscal years with overall revenues exceeding transit operating costs.

The Authority maintains three Board-designated reserve funds designed to promote long-term financial sustainability: its Operating Reserve Fund, its Debt Reduction Fund and its Transit Sales Tax Stabilization Fund. The Transit Sales Tax Stabilization Fund was established in Fiscal Year 2011 as part of the Board’s strategies to address budgetary shortfalls following the Great Recession. Additionally, Authority management designated a SWAP/Lease Collateral Fund as an unrestricted reserve fund.

The purpose of the Operating Reserve Fund is to ensure that sufficient funds are always available in the event of either unanticipated revenue shortfalls (other than sales tax revenues) or unavoidable expenditure needs. The Authority Board policy goal is a funding level equal to 15% of the subsequent year’s final operating budget in the VTA Transit Enterprise Fund. These funds are to remain unappropriated for any operating or capital use except to meet emergency needs that cannot be funded from any other source. As of June 30, 2014, the Operating Reserve Fund was at $59.8 million, 15% of the Fiscal Year 2015 adopted operating budget, as compared to Fiscal Year 2013 funding of $57.0 million.

The Authority’s Debt Reduction Fund provides reserves against unfunded obligations and long-term liabilities and funding for transit-related capital improvements and capital replacement in lieu of financing. As of June 30, 2014, the Debt Reduction Fund was at $101.9 million compared to Fiscal Year 2013 funding of $131.1 million.

The Transit Sales Tax Stabilization Fund serves to mitigate the impact of sales tax receipt volatility on service levels and the VTA Transit Fund Operating Budget. Sales tax-based revenues for the Transit Sales Tax Stabilization Fund include the 1976 Sales Tax, a quarter-cent State sales tax (from the Transportation Development Act or TDA), and 2000 Measure A Sales Tax – Operating Assistance which is derived from 18.5% of 2000 Measure A Sales Tax Revenues. As of June 30, 2014, the Transit Sales Tax Stabilization Fund was funded at $35.0 million, the capped limit authorized by the Board, unchanged from Fiscal Year 2013 funding.

The Authority’s SWAP/Lease Collateral Fund reserves against contingent liabilities arising from the Authority’s interest rate swaps and leveraged lease arrangements. As of June 30, 2013, the SWAP/Lease Collateral Fund was at $76.1 million compared to Fiscal Year 2013 funding of $74.8 million, as a result of the lower Authority’s liabilities associated with the swaps.
Authority Obligations

Obligations Secured by the 1976 Sales Tax. The following table sets forth the senior lien obligations secured by the Authority’s 1976 Sales Tax Revenues.

<table>
<thead>
<tr>
<th>Description</th>
<th>Original Principal Amount</th>
<th>Principal Amount Outstanding as of January 1, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales Tax Revenue Refunding Bonds, 2011 Series A</td>
<td>$ 47,485,000</td>
<td>$ 39,575,000</td>
</tr>
<tr>
<td>Sales Tax Revenue Refunding Bonds, 2008 Series A, Series B and Series C&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>168,585,000</td>
<td>150,895,000</td>
</tr>
<tr>
<td>Sales Tax Revenue Refunding Bonds, 2007 Series A</td>
<td>26,275,000</td>
<td>16,420,000</td>
</tr>
</tbody>
</table>

<sup>(1)</sup> The Authority has entered into interest rate swap agreements in connection with these bonds. A description of the swaps is included in Note 7(c-e) of the Authority’s audited financial statements attached hereto as Appendix B.

Obligations Secured by the 2000 Measure A Sales Tax. The following table sets forth the outstanding obligations secured by the Authority’s 2000 Measure A Sales Tax Revenues.

<table>
<thead>
<tr>
<th>Description</th>
<th>Original Principal Amount</th>
<th>Principal Amount Outstanding as of January 1, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales Tax Revenue Bonds, 2010 Series A and 2010 Series B</td>
<td>$645,890,000</td>
<td>$624,055,000</td>
</tr>
<tr>
<td>Sales Tax Revenue Refunding Bonds, 2008 Series A, Series B, Series C and Series D&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>236,730,000</td>
<td>235,875,000</td>
</tr>
<tr>
<td>Sales Tax Revenue Refunding Bonds, 2007 Series A</td>
<td>120,095,000</td>
<td>109,755,000&lt;sup&gt;(2)&lt;/sup&gt;</td>
</tr>
</tbody>
</table>

<sup>(1)</sup> The Authority has entered into interest rate swap agreements in connection with the 2008 Series Bonds. A description of the swaps is included in Note 7(c-e) of the Authority’s audited financial statements attached hereto as Appendix B.

<sup>(2)</sup> A portion of the 2007 Series A Bonds will be refunded with a portion of the proceeds of the 2015 Series Bonds.

Leveraged Lease Transactions. The Authority has outstanding four tax-advantaged leveraged lease transactions encumbering certain light rail vehicles. These transactions involve a lease of the Authority’s interest in these vehicles to special purpose trusts formed by equity investors and a leaseback to the Authority. One of these transactions involving rail vehicles with an aggregate value of $54.2 million was entered into in 1998 and has a lease expiration date of 2017 (the “1998 Lease”). Three of these transactions involving rail vehicles with an aggregate value of $181.2 million were entered into in 2003 and have lease expiration dates of 2027 and 2034 (the “2003 Leases” and, collectively with the 1998 Lease, the “Leases”).

Under the Leases, the Authority is required to make annual rental payments to the special purpose trusts. The Authority also has a purchase option at the end of each Lease term. The funding for those rental payments and the purchase options, if exercised, derives from various deposits, payment agreements with certain financial institutions (“payment undertakers”) and U.S. Government and Agency securities entered into or purchased at the outset of each Lease, as the case may be. In addition, early termination payments, if any, under the Leases are guaranteed by surety providers.
Under the Leases, the Authority was required to replace the payment undertakers and surety providers if their credit ratings fall below certain thresholds. Failure to replace such undertakers and surety providers within specified time frames could trigger a technical default which, if uncured, could cause an early termination at a substantial penalty to the Authority. This requirement remains in place for the 1998 Lease but was amended for the 2003 Leases.

The 1998 Lease involves Assured Guaranty Municipal Corp. (“AGM”) as surety provider. On January 17, 2013, Moody’s Investors Service downgraded the rating of AGM to “A2”, which is below the required minimum Moody’s minimum rating of “Aa3” under the 1998 Lease documents; Standard & Poor’s Corporation (“S&P”) rates AGM “AA-,” which complies with the required minimum rating. Under the 1998 Lease documents, the Authority is required to replace AGM within 30 days upon demand of the equity investor. The Authority’s failure to replace AGM within 30 days could result in the termination of the 1998 Lease, requiring the Authority to make a payment equal to the scheduled termination value on the termination date. As of November 2, 2014, the scheduled termination value for the 1998 Lease was approximately $24.4 million. The 1998 Lease contains a pledge of U.S. Treasury securities, which mature in amounts that will be sufficient for the Authority to fund its purchase option, if exercised, under the 1998 Lease; as of June 30, 2014, the market value of those U.S. Treasury securities was approximately $24.9 million. The equity investor has not made any demands of the Authority to replace AGM.

The 2003 Leases involve American International Group Inc. (“AIG”) and Ambac Assurance Corp. (“Ambac”) as surety providers, whose ratings have fallen below the required minimum ratings. With respect to the 2003 Lease involving Ambac, the Authority entered into a collateral delivery and pledge agreement with the equity investor and statutory trust whereby the Authority’s obligation to replace Ambac was waived, assuming the Authority continues to post collateral in the form of marketable securities for the benefit of the equity investor and statutory trust in accordance with that agreement. That agreement allows the Authority to hold the collateral on its books and provides for the Authority to receive the income from that collateral. With respect to the 2003 Leases involving AIG, the equity investor has permanently waived the requirement to replace AIG as a surety coverage provider in two of them.

All payments with respect to the Leases have been made in full and on a timely basis.


Litigation

The Authority has reserved amounts that its management believes are adequate to provide for claims and litigation which have arisen during the normal course of business. Other claims and litigation are outstanding for which the Authority cannot determine the ultimate outcome and resulting liability, if any. However, the Authority’s management believes the ultimate outcome of these claims and lawsuits will not significantly impact the Authority’s financial position.
Investments and Investment Policy

The information presented in this section is a general description only and is not intended to be and does not purport to be a complete description of the Authority’s Investment Policy. Reference is made to the full text of the Authority’s Investment Policy for a complete description of the terms thereof, which is available from the Authority upon request.

Amounts held in funds and accounts established pursuant to the Indenture will be invested as provided in the Indenture, and as may be further restricted by the Authority’s Investment Policy (the “Investment Policy”), adopted by the Board of Directors on April 4, 1996, as amended by the Board of Directors on December 14, 2000, February 6, 2003, and reaffirmed on February 5, 2009, and most recently amended on November 1, 2012. The Investment Policy covers all funds (other than any Amalgamated Transit Union Pension Funds and the Authority Retirees’ Other Post Employment Benefits Trust) and investment activities under the direction of the Authority.

The Investment Policy has three primary objectives, listed below in descending order of priority:

1. **Safety.** Safety of principal is the foremost objective of the Investment Policy. The Authority’s investments shall be undertaken in a manner that seeks to ensure the preservation of capital.

2. **Liquidity.** The Authority’s investment portfolio shall remain sufficiently liquid to enable the Authority to meet its cash flow requirements.

3. **Return on Investment.** The Authority’s investment portfolio shall be designed with the objective of attaining a market rate of return on its investments consistent with the constraints imposed by its safety objective and cash flow considerations.

[Remainder of page intentionally left blank.]
Listed below are the investments specifically permitted in the Investment Policy, together with the maximum share of the total Authority portfolio that each type of investment may comprise:

<table>
<thead>
<tr>
<th>Investment</th>
<th>Maximum % of Portfolio</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local Agency Bonds</td>
<td>100%</td>
</tr>
<tr>
<td>U.S. Treasury Obligations</td>
<td>100</td>
</tr>
<tr>
<td>State Obligations – CA and Others</td>
<td>100</td>
</tr>
<tr>
<td>CA Local Agency Obligations</td>
<td>100</td>
</tr>
<tr>
<td>U.S. Agency Obligations</td>
<td>100</td>
</tr>
<tr>
<td>Bankers’ Acceptances</td>
<td>40</td>
</tr>
<tr>
<td>Commercial Paper</td>
<td>25</td>
</tr>
<tr>
<td>Negotiable Certificates of Deposit</td>
<td>30</td>
</tr>
<tr>
<td>Repurchase Agreements</td>
<td>100</td>
</tr>
<tr>
<td>Reverse Purchase Agreements and Securities Lending Agreements</td>
<td>20</td>
</tr>
<tr>
<td>Medium Term Notes</td>
<td>30</td>
</tr>
<tr>
<td>Mutual Funds and Money Market Mutual Funds</td>
<td>20</td>
</tr>
<tr>
<td>Collateralized Bank Deposits</td>
<td>100</td>
</tr>
<tr>
<td>Mortgage Pass-Through Securities</td>
<td>20</td>
</tr>
<tr>
<td>Bank/Time Deposits</td>
<td>100</td>
</tr>
<tr>
<td>County Pooled Investment Funds</td>
<td>100</td>
</tr>
<tr>
<td>Joint Powers Authority Pool</td>
<td>100</td>
</tr>
<tr>
<td>Local Agency Investment Funds (LAIF)</td>
<td>100</td>
</tr>
</tbody>
</table>

Prohibited investments include inverse floaters, range notes, interest-only strips that are derived from a pool of mortgages, any security that could result in zero interest accrual if held to maturity and any security with an unusually high degree of interest rate sensitivity or credit risk.

Pension and Retirement Plans

**Santa Clara Valley Transportation Authority Amalgamated Transit Union, Local 265 Pension Plan.** All ATU employees are covered by the Santa Clara Valley Transportation Authority Amalgamated Transit Union, Local 265 Pension Plan (“ATU Plan”). The ATU Plan is a noncontributory single-employer defined benefit pension plan. The ATU Plan provides retirement, disability, and death benefits based on the employees’ years of service, age, and final compensation. As of January 1, 2013, there were 2,882 members of the ATU Plan. Employees with ten (10) or more years of service are entitled to full annual pension benefits beginning at age 65. Employees with less than ten (10) but at least five (5) years of service are entitled to a reduced annual benefit at age 65 provided that the Pension Board approves such benefit. Employees with fifteen (15) or more years of service are entitled to full annual pension benefits beginning at age 55. The ATU Plan permits early retirement if an employee becomes disabled after ten (10) or more years of service, and deferred vested retirement upon employee termination after ten (10) or more years of service, with benefits payable at age 65. Employees may elect to receive their benefits in the form of a joint or survivor annuity. These benefit provisions and all other requirements are established by State statute and the labor agreement with the ATU. The following actuarial methods and assumptions are based on a report dated January 1, 2014.
Actuarial Methods and Assumptions:

<table>
<thead>
<tr>
<th>Description</th>
<th>Methods/Assumptions</th>
</tr>
</thead>
<tbody>
<tr>
<td>Valuation Date</td>
<td>January 1, 2014</td>
</tr>
<tr>
<td>Actuarial cost method</td>
<td>Individual Entry Age Normal to Final Decrement</td>
</tr>
<tr>
<td>Amortization method</td>
<td>Level dollar open</td>
</tr>
<tr>
<td>Remaining amortization period</td>
<td>20 years</td>
</tr>
<tr>
<td>Asset Valuation Method</td>
<td>Market value adjusted to reflect investment earnings greater than (or less than) the assumed rate over a five-year period.</td>
</tr>
</tbody>
</table>

Actuarial Assumptions

- **Investment Rate of Return**: 7.50%
- **Projected Salary Increases**: 3.51% to 15.64%, depending on service (includes inflation at CPI rate of 3.25%)
- **Consumer Price Index (CPI)**: 3.25% per year
- **Costs of living adjustments**: None

Pursuant to ATU Plan policy, assets are required to be invested in accordance with an investment program which provides for the financial needs of the ATU Plan and allows for such investments to be appropriately diversified and prudently invested to protect the safety of the principal and to maintain a reasonable return. ATU Plan investment guidelines are set forth below:

<table>
<thead>
<tr>
<th>Asset Allocation</th>
<th>Range</th>
<th>Actual(^{(1)})</th>
<th>Target</th>
</tr>
</thead>
<tbody>
<tr>
<td>Domestic Fixed Income</td>
<td>28-38%</td>
<td>33%</td>
<td>33%</td>
</tr>
<tr>
<td>Domestic Large-Cap Value</td>
<td>12-22</td>
<td>17</td>
<td>17</td>
</tr>
<tr>
<td>Domestic Large-Cap Index</td>
<td>8-18</td>
<td>13</td>
<td>13</td>
</tr>
<tr>
<td>Domestic Small-Cap Value</td>
<td>2-12</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>International Equity Developing Markets</td>
<td>9-19</td>
<td>14</td>
<td>14</td>
</tr>
<tr>
<td>International Emerging Markets</td>
<td>2-10</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>US Core Real Estate</td>
<td>5-15</td>
<td>10</td>
<td>10</td>
</tr>
<tr>
<td>Cash</td>
<td>0-5</td>
<td>1</td>
<td>1</td>
</tr>
</tbody>
</table>

\(^{(1)}\) As of October 31, 2014.

The Authority contributes to the ATU Plan at actuarially determined rates applied to eligible payroll sufficient to maintain funding of vested benefits. Actuarial rates are determined on the basis of the previous calendar year data for implementation in the following fiscal year, beginning on July 1 of that year. Such contribution includes an amortized amount of the unfunded accrued actuarial liability (“UAAL”) as well as current year normal costs. Totals of the actual cost and the amortized cost of the UAAL equal the actuarial rate that would liquidate the UAAL over the remaining amortization period (20 years). The actuarial review and analysis as of January 1, 2014 resulted in a decrease in the Authority’s contributions to $25.5 million, or 23.55% as a percentage of covered payroll. The Authority pre-funded its Fiscal Year 2015 contribution to the ATU Pension plan at $25.5 million. The schedules of funding progress using Actuarial Value of Assets (“AVA”) and Market Value of Assets (“MVA”) for the most recent 10 years of available data are as follows:
### Schedule of Funding Progress Using Actuarial Value of Assets

**Santa Clara Valley Transportation Authority Amalgamated Transit Union, Local 265**

**Pension Plan**

<table>
<thead>
<tr>
<th>Actuarial Valuation Date</th>
<th>Actuarial Value of Assets</th>
<th>Actuarial Accrued Liability</th>
<th>UAAL</th>
<th>Funded Ratio</th>
<th>Covered Payroll</th>
<th>UAAL as a Percentage of Covered Payroll</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/04</td>
<td>$268,428,853</td>
<td>$350,895,167</td>
<td>$82,466,314</td>
<td>76%</td>
<td>$88,448,718</td>
<td>93%</td>
</tr>
<tr>
<td>12/31/05</td>
<td>288,829,224</td>
<td>363,114,404</td>
<td>74,285,180</td>
<td>80</td>
<td>92,663,178</td>
<td>80</td>
</tr>
<tr>
<td>12/31/06</td>
<td>314,816,391</td>
<td>397,853,860</td>
<td>83,037,469</td>
<td>79</td>
<td>93,985,560</td>
<td>88</td>
</tr>
<tr>
<td>12/31/07</td>
<td>344,521,552</td>
<td>423,739,213</td>
<td>79,217,661</td>
<td>81</td>
<td>98,722,453</td>
<td>80</td>
</tr>
<tr>
<td>12/31/08</td>
<td>325,247,483</td>
<td>442,830,578</td>
<td>117,583,095</td>
<td>73</td>
<td>100,877,989</td>
<td>117</td>
</tr>
<tr>
<td>12/31/09</td>
<td>354,785,095</td>
<td>462,912,195</td>
<td>108,127,100</td>
<td>77</td>
<td>102,625,557</td>
<td>105</td>
</tr>
<tr>
<td>12/31/10</td>
<td>368,134,113</td>
<td>486,770,538</td>
<td>118,636,425</td>
<td>76</td>
<td>97,569,124</td>
<td>122</td>
</tr>
<tr>
<td>12/31/11</td>
<td>373,170,465</td>
<td>517,200,475</td>
<td>144,030,010</td>
<td>72</td>
<td>100,376,441</td>
<td>143</td>
</tr>
<tr>
<td>12/31/12</td>
<td>386,347,400</td>
<td>543,942,719</td>
<td>157,595,319</td>
<td>71</td>
<td>102,040,657</td>
<td>154</td>
</tr>
<tr>
<td>12/31/13</td>
<td>426,675,205</td>
<td>572,244,808</td>
<td>145,569,603</td>
<td>75</td>
<td>110,682,869</td>
<td>132</td>
</tr>
</tbody>
</table>

Source: The Authority.

### Schedule of Funding Progress Using Market Value of Assets

**Santa Clara Valley Transportation Authority Amalgamated Transit Union, Local 265**

**Pension Plan**

<table>
<thead>
<tr>
<th>Actuarial Valuation Date</th>
<th>Market Value of Assets</th>
<th>Actuarial Accrued Liability</th>
<th>UAAL</th>
<th>Funded Ratio</th>
<th>Covered Payroll</th>
<th>UAAL as a Percentage of Covered Payroll</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/04</td>
<td>$277,537,728</td>
<td>$350,895,167</td>
<td>$73,357,439</td>
<td>79%</td>
<td>$88,448,718</td>
<td>83%</td>
</tr>
<tr>
<td>12/31/05</td>
<td>295,228,426</td>
<td>363,114,404</td>
<td>67,885,978</td>
<td>81</td>
<td>92,663,178</td>
<td>73</td>
</tr>
<tr>
<td>12/31/06</td>
<td>334,890,452</td>
<td>397,853,860</td>
<td>62,963,408</td>
<td>84</td>
<td>93,985,560</td>
<td>67</td>
</tr>
<tr>
<td>12/31/07</td>
<td>347,417,595</td>
<td>423,739,213</td>
<td>76,321,618</td>
<td>82</td>
<td>98,722,453</td>
<td>77</td>
</tr>
<tr>
<td>12/31/08</td>
<td>271,039,569</td>
<td>442,830,578</td>
<td>171,791,009</td>
<td>61</td>
<td>100,877,989</td>
<td>170</td>
</tr>
<tr>
<td>12/31/09</td>
<td>327,447,278</td>
<td>462,912,195</td>
<td>135,464,917</td>
<td>71</td>
<td>102,625,557</td>
<td>132</td>
</tr>
<tr>
<td>12/31/10</td>
<td>361,181,295</td>
<td>474,252,147</td>
<td>113,070,852</td>
<td>76</td>
<td>97,569,124</td>
<td>116</td>
</tr>
<tr>
<td>12/31/11</td>
<td>356,289,950</td>
<td>517,200,475</td>
<td>160,910,525</td>
<td>69</td>
<td>100,376,441</td>
<td>160</td>
</tr>
<tr>
<td>12/31/12</td>
<td>401,661,601</td>
<td>543,942,719</td>
<td>142,281,118</td>
<td>74</td>
<td>102,040,657</td>
<td>139</td>
</tr>
<tr>
<td>12/31/13</td>
<td>459,423,208</td>
<td>572,244,808</td>
<td>112,821,600</td>
<td>80</td>
<td>110,682,869</td>
<td>102</td>
</tr>
</tbody>
</table>

Source: The Authority.
Based on the Authority’s Comprehensive Annual Financial Report, the annual pension costs and contributions for the past ten fiscal years have been as follows:

<table>
<thead>
<tr>
<th>Fiscal Year Ended</th>
<th>Annual Pension Cost (“APC”)</th>
<th>Percentage of APC Contributed</th>
</tr>
</thead>
<tbody>
<tr>
<td>6/30/05</td>
<td>$14,292,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/06</td>
<td>15,278,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/07</td>
<td>14,859,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/08</td>
<td>16,137,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/09</td>
<td>14,843,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/10</td>
<td>17,905,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/11</td>
<td>17,807,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/12</td>
<td>19,148,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/13</td>
<td>24,412,835</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/14</td>
<td>25,787,000</td>
<td>100%</td>
</tr>
</tbody>
</table>

The funding ratio for termination liability, which is an estimate of the obligation the ATU Plan would have to meet if it was terminated as of January 1, 2013, was 83.3%. This estimate is based on pay and years of service of all covered employees and uses the actuarial methods and assumptions above.

**Public Employees’ Retirement Plan.** All eligible non-ATU employees of the Authority participate in the State’s Public Employees Retirement System (“CalPERS”). Prior to separation from the County on January 1, 1995, all eligible Authority non-ATU employees participated in CalPERS through the County. As a result of the separation from the County, certain administrative employees were transferred from the County to the Authority. All of those administrative employees’ service credits earned during the period they worked for the County’s transportation agency were transferred to the Authority’s CalPERS account. The transfer of related assets at a market value totaling approximately $52.3 million was completed by CalPERS in Fiscal Year 1999.

CalPERS is an agent multiple-employer defined benefit retirement plan that acts as a common investment and administrative agent for various local and state governmental agencies within the State. CalPERS provides retirement, disability, and death benefits based on the employees’ years of service, age, and final compensation. Employees vest after five (5) years of service and may receive retirement benefits at age 50. These benefit provisions and all other requirements are established by state statute and Authority resolutions. The Authority contracts with CalPERS to administer these benefits. The actuarial methods and assumptions are based on a report dated October 2014, for data as of June 30, 2013.
Actuarial Methods and Assumptions:

<table>
<thead>
<tr>
<th>Description</th>
<th>Methods/Assumptions</th>
</tr>
</thead>
<tbody>
<tr>
<td>Valuation Date</td>
<td>June 30, 2013</td>
</tr>
<tr>
<td>Actuarial cost method</td>
<td>Entry Age Normal Cost Method</td>
</tr>
<tr>
<td>Amortization method</td>
<td>Level percent of Payroll</td>
</tr>
<tr>
<td>Asset Valuation Method</td>
<td>Market Value</td>
</tr>
<tr>
<td>Actuarial Assumptions:</td>
<td></td>
</tr>
<tr>
<td>Discount Rate</td>
<td>7.50% (net of administrative expense)</td>
</tr>
<tr>
<td>Projected Salary Increases</td>
<td>3.30% to 14.20% depending on Age, Service, and type of employment</td>
</tr>
<tr>
<td>Inflation</td>
<td>2.75%</td>
</tr>
<tr>
<td>Payroll Growth</td>
<td>3.00%</td>
</tr>
<tr>
<td>Individual Salary Growth</td>
<td>A merit scale varying by duration of employment coupled with an assumed annual inflation growth of 2.75% and an annual production growth of 0.25%</td>
</tr>
</tbody>
</table>

The actuarial methods and assumptions used are those adopted by the CalPERS Board of Administration. Annually, CalPERS provides the Authority with a required contribution rate as a percentage of payroll.

Historically, the Authority has paid both the required employer and employee contributions, including payments for the UAAL. The required employer contribution rate is 16.589% of payroll for the Fiscal Year ended June 30, 2016, based on the latest actuarial valuation and projected to be 17.8% for the Fiscal Year ended June 30, 2017. The employee contribution rate for the pension benefit is 7.0%. The Authority has budgeted its contributions at the required rates. For the Fiscal Year ended June 30, 2014, the Authority’s annual CalPERS pension cost was $8,173,000.

On September 1, 2011, the Authority’s Board of Directors approved labor contracts with AFSCME, SEIU Local 521 (“SEIU”) and TAEA. The terms of the contracts call for current employees to pay 1% and 3% toward the employee’s required contribution to CalPERS, effective January 2012 and January 2013, respectively and new employees to pay 6% and 7% toward the employee’s required contribution to CalPERS, also effective January 2012 and January 2013, respectively.

New contracts with AFSCME and TAEA have been recently approved by the Board, call for increase employees’ pension contributions, with an additional 1% in each of January 2014, 2015 and 2016. Contract with SEIU calls for similar additional contributions, but due to the shorter length of the contract, those 1% increments are agreed only for January 2014 and 2015. The Authority implemented the same terms for non-represented employees.
The schedules of funding progress using Actuarial Value of Assets ("AVA") and using Market Value of Assets ("MVA") are as set forth below.

### Schedule of Funding Progress using Actuarial Value of Assets

Santa Clara Valley Transportation Authority CalPERS Plan  
(Unaudited)

<table>
<thead>
<tr>
<th>Actuarial Valuation Date</th>
<th>Actuarial Value of Assets</th>
<th>Actuarial Accrued Liabilities</th>
<th>UAAL Funded Ratio</th>
<th>Annual Covered Payroll</th>
<th>UAAL as a Percentage of Covered Payroll</th>
</tr>
</thead>
<tbody>
<tr>
<td>6/30/04</td>
<td>$119,708,580</td>
<td>$142,662,507</td>
<td>$22,953,927</td>
<td>$50,876,724</td>
<td>45%</td>
</tr>
<tr>
<td>6/30/05</td>
<td>135,508,064</td>
<td>160,103,833</td>
<td>24,595,769</td>
<td>50,193,561</td>
<td>49%</td>
</tr>
<tr>
<td>6/30/06</td>
<td>152,536,031</td>
<td>177,983,295</td>
<td>25,447,264</td>
<td>50,301,722</td>
<td>51%</td>
</tr>
<tr>
<td>6/30/07</td>
<td>170,836,697</td>
<td>195,098,516</td>
<td>24,261,819</td>
<td>49,681,839</td>
<td>49%</td>
</tr>
<tr>
<td>6/30/08</td>
<td>188,897,985</td>
<td>214,450,572</td>
<td>25,552,587</td>
<td>51,043,339</td>
<td>50%</td>
</tr>
<tr>
<td>6/30/09</td>
<td>203,338,247</td>
<td>238,083,095</td>
<td>34,744,848</td>
<td>54,589,177</td>
<td>64%</td>
</tr>
<tr>
<td>6/30/10</td>
<td>217,334,996</td>
<td>252,655,448</td>
<td>35,320,452</td>
<td>53,230,543</td>
<td>66%</td>
</tr>
<tr>
<td>6/30/11</td>
<td>233,515,530</td>
<td>274,924,477</td>
<td>41,408,947</td>
<td>51,626,152</td>
<td>80%</td>
</tr>
<tr>
<td>6/30/12</td>
<td>248,962,798</td>
<td>295,109,856</td>
<td>46,147,058</td>
<td>53,949,689</td>
<td>86%</td>
</tr>
<tr>
<td>6/30/13(^{(1)})</td>
<td>236,908,826</td>
<td>317,711,068</td>
<td>80,802,242</td>
<td>52,712,593</td>
<td>153%</td>
</tr>
</tbody>
</table>

Source: The Authority.  
\(^{(1)}\) Data as of June 30, 2013 from CalPERS Annual Valuation Report dated October 2014.

### Schedule of Funding Progress using Market Value of Assets

Santa Clara Valley Transportation Authority CalPERS Plan  
(Unaudited)

<table>
<thead>
<tr>
<th>Actuarial Valuation Date</th>
<th>Market Value of Assets</th>
<th>Actuarial Value of Liabilities</th>
<th>UAAL Funded Ratio</th>
<th>Annual Covered Payroll</th>
<th>UAAL as a Percentage of Covered Payroll</th>
</tr>
</thead>
<tbody>
<tr>
<td>6/30/04</td>
<td>$117,874,036</td>
<td>$142,662,507</td>
<td>83%</td>
<td>$50,876,724</td>
<td>49%</td>
</tr>
<tr>
<td>6/30/05</td>
<td>139,214,955</td>
<td>160,103,833</td>
<td>87</td>
<td>50,193,561</td>
<td>42%</td>
</tr>
<tr>
<td>6/30/06</td>
<td>161,056,711</td>
<td>177,983,295</td>
<td>90</td>
<td>50,301,722</td>
<td>34%</td>
</tr>
<tr>
<td>6/30/07</td>
<td>196,452,892</td>
<td>195,098,516</td>
<td>101</td>
<td>49,681,839</td>
<td>(3)%</td>
</tr>
<tr>
<td>6/30/08</td>
<td>190,976,832</td>
<td>214,450,572</td>
<td>89</td>
<td>51,043,339</td>
<td>46%</td>
</tr>
<tr>
<td>6/30/09</td>
<td>148,423,875</td>
<td>238,083,095</td>
<td>62</td>
<td>54,589,177</td>
<td>164%</td>
</tr>
<tr>
<td>6/30/10</td>
<td>170,928,494</td>
<td>252,655,448</td>
<td>68</td>
<td>53,230,543</td>
<td>154%</td>
</tr>
<tr>
<td>6/30/11</td>
<td>208,802,014</td>
<td>274,924,477</td>
<td>76</td>
<td>51,626,152</td>
<td>128%</td>
</tr>
<tr>
<td>6/30/12</td>
<td>209,208,442</td>
<td>295,109,856</td>
<td>71</td>
<td>53,949,689</td>
<td>159%</td>
</tr>
<tr>
<td>6/30/13(^{(1)})</td>
<td>236,908,826</td>
<td>317,711,068</td>
<td>75</td>
<td>52,712,593</td>
<td>153%</td>
</tr>
</tbody>
</table>

Source: The Authority.  
\(^{(1)}\) Data as of June 30, 2013 from CalPERS Annual Valuation Report dated October 2014.
Based on the Authority’s Comprehensive Annual Financial Reports, the annual CalPERS pension costs and Authority contributions for the past ten years is as follows:

<table>
<thead>
<tr>
<th>Fiscal Year Ended</th>
<th>Annual Pension Cost (APC)</th>
<th>Percentage of APC Contributed</th>
</tr>
</thead>
<tbody>
<tr>
<td>6/30/05</td>
<td>$5,171,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/06</td>
<td>6,501,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/07</td>
<td>5,929,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/08</td>
<td>6,278,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/09</td>
<td>6,507,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/10</td>
<td>6,167,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/11</td>
<td>6,090,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/12</td>
<td>7,159,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/13</td>
<td>7,497,000</td>
<td>100%</td>
</tr>
<tr>
<td>6/30/14</td>
<td>8,173,000</td>
<td>100%</td>
</tr>
</tbody>
</table>

On April 17, 2013, the CalPERS Board approved changes to the amortization and smoothing policies to spread all gains and losses over a fixed 30-year period from a rolling 30-year period, and to recognize increases or decreases in investment returns over a 5-year period versus a 15-year period. These changes will result in higher employer contribution rates in the near term but lower rates in the long-term. The new policies will be effective for fiscal year 2015-16 and could increase the fiscal year 2015-16 rate by 2.0 percent.

Despite recent investment gains, CalPERS still faces a large accrued unfunded liability. There can be no assurances that the Authority’s contributions to CalPERS will not significantly increase in the future. The actual amount of any increases will depend on a variety of factors, including but not limited to investment returns, actuarial assumptions, experience and retirement benefit adjustments. Recent action by CalPERS to lower the assumed rate of return on investments may cause an increase in the Authority’s contributions to CalPERS. However, the Authority does not believe any such increases would have a material impact on its operations, Sales Tax Revenues, or the Authority’s ability to pay the principal of, premium, if any, and interest on its bonded indebtedness when due.

Additional information concerning CalPERS may be found on its website at [http://www.calpers.ca.gov](http://www.calpers.ca.gov). Such website information is not incorporated into this Remarketing Memorandum.

**California Public Employees’ Pension Reform Act of 2013.** The Governor signed the California Public Employee’s Pension Reform Act of 2013 (the “PEPRA”) into law on September 12, 2012. PEPRA affects CalPERS most substantially as it relates to new employees hired after January 1, 2013. A classic CalPERS member or PEPRA Safety member becomes eligible for service retirement at age 50 with at least 5 years of credited service (total service across all CalPERS employers, and with certain other retirement systems with which CalPERS has reciprocity agreements). For employees hired into a plan with the 1.5% at 65 formula, eligibility for service retirement is age 55 with at least 5 years of service. PEPRA miscellaneous members become eligible for service retirement at age 52 with at least 5 years of service.

Several unions representing certain public transit employees in the State, however, have asserted to the U.S. Department of Labor (“DOL”) that PEPRA is inconsistent with the collective bargaining provisions described under the former Section 13(c), now Section 5333, of the Federal Transit Act. That Section requires that employee protective arrangements must be certified by the DOL as being compliant with Section 13(c) before Federal transit funds can be released to a mass transit provider. In response to
the union assertions, the California Legislature passed Assembly Bill 1222 in September 2013. This Bill temporarily exempts transit workers from PEPRA so California transit agencies may continue to receive federal grants while a federal district court considers the unions’ allegations. Assembly Bill 1783, approved by the Governor on September 28, 2014, which took effect immediately as an urgency statute, extended the PEPRA exemption for transit workers until January 1, 2016.

**Retiree Health Care Program.** Employees who retire directly from the Authority are eligible for retiree health benefits if they meet certain requirements relating to age and service. For ATU retirees, the Authority provides an ATU Retiree Health Care Program (“ATU Program”), in accordance with the agreement between the Authority and the ATU, to all ATU represented employees who retire from the Authority on or after attaining the age of 55 with at least fifteen (15) years of service, or age 65 with ten (10) years of service, age 65 with five (5) years of service upon approval of the Authority/ATU Board of Pensions or if an employee becomes disabled and has completed at least ten (10) years of service. The Authority pays the full cost of employee-only premium for employees who retired before September 1, 2004. ATU employees who retired on or after September 1, 2004 contribute $25 toward the employee only monthly premium. ATU retirees who retire on or after January 1, 2011 will pay the greater of $35 or the amount over the Kaiser Out of Area Medicare Rate. ATU retirees who are eligible for Medicare are reimbursed for the Medicare Part B premium. As of June 30, 2014, 966 retirees met the eligibility requirements for the ATU program.

All non-ATU employees upon retirement with at least five (5) years of service and attaining age 50 are also covered under a Retiree Health Care Program (Non-ATU Program) if hired before specific dates (as described below).

- SEIU represented employees hired on or after May 15, 2006 must have 8 years of service;
- TAEA represented employees hired on or after December 5, 2006 must have 8 years of service;
- AFSCME represented employees hired between August 10, 2007 and December 31, 2009 must have 8 years of service;
- AFSCME represented employees hired on or after January 1, 2010 must have 15 years of service;
- Non-represented employees hired between February 11, 2008 and October 31, 2009 must have 8 years of service;
- Non-represented employees hired on or after November 1, 2009 must have 15 years of service.

The Authority contribution towards retiree health benefits for Non-ATU retirees who retired before January 2, 2006 is limited to the Kaiser single active employee rate. The Authority also reimburses Medicare Part B premiums for retirees eligible for Medicare. Non-ATU employees who retired after January 1, 2006 contribute $25 toward the employee only monthly premium. As of June 30, 2014, 432 retirees met the eligibility requirements for the Non-ATU Program.

The most recent actuarial analysis of Retiree Health Benefits as of July 1, 2013 disclosed that the actuarial accrued liability, which is the present value of benefits attributed to past service, is $280.2 million. The unfunded actuarial accrued liability of the Authority as of July 1, 2013 is $62.6 million.
Authority contributions are, at a minimum, advance funded on an actuarially determined basis. For the Fiscal Year ending June 30, 2014, the Authority made advance contributions to both the ATU and Non-ATU programs of $14.1 million. The Unfunded Accrued Liability (“UAL”) is amortized as a level percent of pay over a closed 20 year period with 15 years remaining. The Authority made a one-time irrevocable contribution of $20.65 million to reduce the unfunded liability in the Fiscal Year ended June 30, 2013.

The actuarial cost method used for determining the benefit obligations is the entry age normal method. The significant economic assumptions used were: (1) a discount rate of 7.00%; (2) a projected salary increase of 3.25% per year plus those due to longevity and promotion; (3) inflation component of 3.25% used for amortization; (4) a healthcare inflation assumption (non-Part B) of 8.0% in 2015, declining gradually to 4.5% in 2028 and remaining at that level thereafter.
APPENDIX C
COUNTY OF SANTA CLARA DEMOGRAPHIC AND ECONOMIC INFORMATION

General Information

The County of Santa Clara (the “County”) lies immediately south of San Francisco Bay and is the sixth most populous county in the State of California (the “State”). It encompasses an area of approximately 1,316 square miles. The County was incorporated in 1850 as one of the original 28 counties of the State and operates under a home rule charter adopted by County voters in 1950 and amended in 1976.

The southern portion of the County has retained the agricultural base which once existed throughout the area and has two cities, separated by roughly 10 miles. The northern portion of the County is densely populated, extensively urbanized and heavily industrialized. The County contains 15 cities, the largest of which is the City of San Jose, the third largest city in the State and the County seat. The uppermost northwestern portion of the County, with its concentration of high-technology, electronics-oriented industry, is popularly referred to as the “Silicon Valley.” Large employers include Google Inc., Apple Inc., Oracle Corporation, Cisco Systems, Inc., Hewlett-Packard Company and Yahoo! Inc.

Neighboring counties include San Mateo in the northwest, Santa Cruz in the southwest, San Benito in the south, Merced and Stanislaus in the east, and Alameda in the northeast. The City of San Jose is approximately 50 miles south of San Francisco and 42 miles south of the City of Oakland. These are the three largest cities of the nine-county San Francisco Bay Area, with the City of San Jose being the largest.

Population

Historical Population Growth. Over the past 60 years, the County’s population growth pattern has exhibited three decades of rapid growth followed by three decades of more sustainable growth rates.

According to U.S. Census figures, the number of County residents grew by 66% between 1940 and 1950, with most of the increase concentrated in the unincorporated areas and in the largest cities of San Jose, Palo Alto and Santa Clara. In the next decade, from 1950 to 1960, population grew by 121% with every major city as well as the unincorporated areas experiencing huge increases. The County also recorded the incorporation of four new cities during the 1950s, raising the total number of cities to its current level of fifteen.

The County’s population growth subsided somewhat during the 1960s, although the 66% growth rate was over four times the 15.4% statewide increase. The population of San Jose doubled for the second decade in a row, while the cities of Mountain View, Santa Clara, and Sunnyvale added at least 23,000 residents each. As a result of the incorporation of four cities, the unincorporated area of the County posted its first decline in the 1960s, setting the stage for further drops in each of the subsequent three decades.

The County population growth rate fell to 21.5% during the 1970s. San Jose continued to add more residents (183,621) than any other city, while two of the larger cities (Palo Alto and Santa Clara) recorded small population declines and residents in the unincorporated area fell by 25,160. The slower growth of the 1970s reflected a slowing urbanization, due in part to policies adopted by the County to preserve agricultural areas.
The data from the 2010 U.S. Census indicate that the County’s population reached 1,781,642, representing a 37.6% overall increase from the population base in 1980, an average rate of 11.2% per Census count. Over the same period, statewide population grew more rapidly at a rate of 16.3%. San Jose surpassed San Francisco as the largest city in the Bay Area, with a population of 957,369. According to the 2010 census data, over one-half of the County’s residents live in San Jose.

The proportion of residents living in cities is currently approximately 95.0%, in contrast to the County’s makeup in 1940 when urban residents made up only 6.5% of the County’s population. Since the 1940s, the increasing maturation of the County’s employment and economic sectors has resulted in the incorporation of new cities as well as the expansion of city boundaries, resulting in a shrinking fraction (currently 5.6%) of residents living in unincorporated areas.

**Recent Annual Population Performance.** Between 2013 and 2014, the County population grew another 1.5%. All of the cities in the County experienced growth during this period, with the Campbell posting the fastest growth (4.0%). Currently, approximately 5.0% of the County residents live in unincorporated areas, a percentage which has steadily decreased over time as the population continues to migrate toward the cities.

By the year 2025, the State Department of Finance predicts that the County’s population will grow by approximately 67,828 residents, a 3.6% increase from 2014. (Source: State of California, Department of Finance, Demographic Research Unit (Report P-1)). The following table provides a historical summary of population in the County and its incorporated cities.

[Remainder of page intentionally left blank.]
County of Santa Clara Population

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Campbell</td>
<td>24,731</td>
<td>26,843</td>
<td>36,088</td>
<td>38,138</td>
<td>39,349</td>
<td>39,610</td>
<td>39,820</td>
<td>40,373</td>
<td>41,993</td>
</tr>
<tr>
<td>Cupertino</td>
<td>18,216</td>
<td>34,297</td>
<td>39,967</td>
<td>50,602</td>
<td>58,302</td>
<td>58,665</td>
<td>58,931</td>
<td>59,575</td>
<td>59,946</td>
</tr>
<tr>
<td>Gilroy</td>
<td>12,665</td>
<td>21,641</td>
<td>31,487</td>
<td>41,464</td>
<td>48,821</td>
<td>49,316</td>
<td>50,081</td>
<td>51,505</td>
<td>52,413</td>
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<tr>
<td>Los Altos</td>
<td>24,872</td>
<td>25,769</td>
<td>26,599</td>
<td>27,693</td>
<td>28,976</td>
<td>29,136</td>
<td>29,414</td>
<td>29,769</td>
<td>29,969</td>
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<tr>
<td>Los Altos Hills</td>
<td>6,862</td>
<td>7,421</td>
<td>7,514</td>
<td>8,025</td>
<td>7,922</td>
<td>7,969</td>
<td>8,015</td>
<td>8,258</td>
<td>8,354</td>
</tr>
<tr>
<td>Los Gatos</td>
<td>23,466</td>
<td>26,906</td>
<td>27,357</td>
<td>28,592</td>
<td>29,413</td>
<td>29,613</td>
<td>29,808</td>
<td>30,225</td>
<td>30,532</td>
</tr>
<tr>
<td>Milpitas</td>
<td>27,149</td>
<td>37,820</td>
<td>50,690</td>
<td>62,698</td>
<td>66,790</td>
<td>66,637</td>
<td>66,865</td>
<td>67,845</td>
<td>70,092</td>
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<tr>
<td>Monte Sereno</td>
<td>3,074</td>
<td>3,434</td>
<td>3,287</td>
<td>3,483</td>
<td>3,341</td>
<td>3,360</td>
<td>3,368</td>
<td>3,417</td>
<td>3,450</td>
</tr>
<tr>
<td>Morgan Hill</td>
<td>6,485</td>
<td>17,060</td>
<td>23,928</td>
<td>33,586</td>
<td>37,882</td>
<td>38,255</td>
<td>39,067</td>
<td>40,049</td>
<td>41,197</td>
</tr>
<tr>
<td>Mountain View</td>
<td>54,206</td>
<td>58,655</td>
<td>67,365</td>
<td>70,708</td>
<td>74,066</td>
<td>74,618</td>
<td>75,158</td>
<td>76,204</td>
<td>76,781</td>
</tr>
<tr>
<td>Palo Alto</td>
<td>55,999</td>
<td>55,225</td>
<td>55,900</td>
<td>58,598</td>
<td>64,403</td>
<td>64,853</td>
<td>65,443</td>
<td>66,318</td>
<td>66,861</td>
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<tr>
<td>San Jose</td>
<td>445,779</td>
<td>629,400</td>
<td>782,224</td>
<td>895,131</td>
<td>945,942</td>
<td>957,369</td>
<td>969,880</td>
<td>983,574</td>
<td>1,000,536</td>
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<td>Santa Clara</td>
<td>87,717</td>
<td>87,700</td>
<td>93,613</td>
<td>102,361</td>
<td>116,468</td>
<td>117,998</td>
<td>118,632</td>
<td>120,196</td>
<td>121,229</td>
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<td>Saratoga</td>
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<td>29,261</td>
<td>28,061</td>
<td>29,849</td>
<td>29,926</td>
<td>30,153</td>
<td>30,316</td>
<td>30,683</td>
<td>30,887</td>
</tr>
<tr>
<td>Sunnyvale</td>
<td>95,408</td>
<td>106,618</td>
<td>117,324</td>
<td>131,844</td>
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<td>140,898</td>
<td>142,674</td>
<td>145,864</td>
<td>147,055</td>
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<tr>
<td>Unincorporated</td>
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<td>127,021</td>
<td>106,173</td>
<td>99,813</td>
<td>89,960</td>
<td>85,887</td>
<td>86,230</td>
<td>87,040</td>
<td>87,263</td>
</tr>
<tr>
<td><strong>County Total(2)</strong></td>
<td><strong>1,066,009</strong></td>
<td><strong>1,295,071</strong></td>
<td><strong>1,497,577</strong></td>
<td><strong>1,682,585</strong></td>
<td><strong>1,781,642</strong></td>
<td><strong>1,794,337</strong></td>
<td><strong>1,813,702</strong></td>
<td><strong>1,840,895</strong></td>
<td><strong>1,868,558</strong></td>
</tr>
<tr>
<td>California</td>
<td>18,136,045</td>
<td>23,668,145</td>
<td>29,760,021</td>
<td>33,873,086</td>
<td>37,253,956</td>
<td>37,427,946</td>
<td>37,668,804</td>
<td>37,984,138</td>
<td>38,340,074</td>
</tr>
</tbody>
</table>

(1) As of January 1. Annual or later monthly figures for 2014 not available.
(2) Totals may not be precise due to independent rounding.


Employment and Industry

The County is home to a highly skilled and diverse workforce, a situation that has traditionally translated into lower unemployment rates in the County when compared to State and national average unemployment rates. Three major industry sectors comprise approximately 56% of the County’s employment: Goods Producing – 190,300, Professional & Business Activities – 190,200 and Manufacturing – 153,300.

Development of high technology has been enhanced by the presence of Stanford University, Santa Clara University, San Jose State University, other institutions of higher education, and research and development facilities, such as SRI International, the Stanford Linear Accelerator Center, and Ames Research Center (NASA) within the County. In addition, the Rincon de los Esteros Redevelopment Area in northern San Jose has been the site of industrial/research and development submarkets in Silicon Valley.
The following tables list employment details in the County for 2009 through 2013, as well as average employment figures and unemployment rates for October 2014. Annual average employment figures and unemployment rates for calendar year 2014 are unavailable. Industry employment data for 2014 is also unavailable.

**County of Santa Clara**

**Average Annual Employment**

<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014&lt;sup&gt;(1)&lt;/sup&gt;</th>
</tr>
</thead>
<tbody>
<tr>
<td>Civilian Labor Force</td>
<td>875,700</td>
<td>879,600</td>
<td>891,500</td>
<td>910,400</td>
<td>923,200</td>
<td>951,000</td>
</tr>
<tr>
<td>Employment</td>
<td>781,000</td>
<td>782,600</td>
<td>804,200</td>
<td>833,700</td>
<td>860,100</td>
<td>902,300</td>
</tr>
<tr>
<td>County Unemployment</td>
<td>94,800</td>
<td>97,000</td>
<td>87,400</td>
<td>76,700</td>
<td>63,200</td>
<td>48,700</td>
</tr>
</tbody>
</table>

<sup>(1)</sup> As of October 2014.

Source: Employment Development Department.

**County of Santa Clara**

**Unemployment Rate**

<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014&lt;sup&gt;(1)&lt;/sup&gt;</th>
</tr>
</thead>
<tbody>
<tr>
<td>County</td>
<td>10.8%</td>
<td>11.0%</td>
<td>9.8%</td>
<td>8.4%</td>
<td>6.8%</td>
<td>5.1%</td>
</tr>
<tr>
<td>State of California</td>
<td>11.3%</td>
<td>12.4%</td>
<td>11.8%</td>
<td>10.4%</td>
<td>8.9%</td>
<td>7.0%</td>
</tr>
<tr>
<td>United States</td>
<td>9.3%</td>
<td>9.6%</td>
<td>8.9%</td>
<td>7.9%</td>
<td>7.0%</td>
<td>5.5%</td>
</tr>
</tbody>
</table>

<sup>(1)</sup> As of October 2014.

Source: Employment Development Department.

**County of Santa Clara**

**Industry Employment**

<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total, All Industries</td>
<td>859,100</td>
<td>856,600</td>
<td>876,900</td>
<td>911,500</td>
<td>951,600</td>
</tr>
<tr>
<td>Total Farm</td>
<td>3,500</td>
<td>3,500</td>
<td>3,400</td>
<td>3,300</td>
<td>3,400</td>
</tr>
<tr>
<td>Total Nonfarm</td>
<td>855,600</td>
<td>853,100</td>
<td>873,500</td>
<td>908,200</td>
<td>948,200</td>
</tr>
<tr>
<td>Goods Producing</td>
<td>184,900</td>
<td>180,500</td>
<td>183,600</td>
<td>187,300</td>
<td>190,300</td>
</tr>
<tr>
<td>Mining and Logging</td>
<td>200</td>
<td>200</td>
<td>200</td>
<td>200</td>
<td>300</td>
</tr>
<tr>
<td>Construction</td>
<td>33,400</td>
<td>31,400</td>
<td>30,900</td>
<td>33,900</td>
<td>36,700</td>
</tr>
<tr>
<td>Manufacturing</td>
<td>151,300</td>
<td>148,900</td>
<td>152,600</td>
<td>153,200</td>
<td>153,300</td>
</tr>
<tr>
<td>Service Providing</td>
<td>670,700</td>
<td>672,600</td>
<td>689,800</td>
<td>720,900</td>
<td>757,900</td>
</tr>
<tr>
<td>Trade, Transportation &amp; Utilities</td>
<td>124,200</td>
<td>123,100</td>
<td>125,000</td>
<td>129,000</td>
<td>132,500</td>
</tr>
<tr>
<td>Information</td>
<td>43,800</td>
<td>46,300</td>
<td>51,200</td>
<td>54,100</td>
<td>58,600</td>
</tr>
<tr>
<td>Financial Activities</td>
<td>31,200</td>
<td>30,700</td>
<td>32,000</td>
<td>33,000</td>
<td>33,200</td>
</tr>
<tr>
<td>Professional &amp; Business Services</td>
<td>160,400</td>
<td>160,800</td>
<td>166,600</td>
<td>177,700</td>
<td>190,200</td>
</tr>
<tr>
<td>Educational &amp; Health Services</td>
<td>120,200</td>
<td>122,500</td>
<td>124,800</td>
<td>132,700</td>
<td>143,400</td>
</tr>
<tr>
<td>Leisure &amp; Hospitality</td>
<td>73,500</td>
<td>73,800</td>
<td>76,300</td>
<td>81,300</td>
<td>86,100</td>
</tr>
<tr>
<td>Other Services</td>
<td>24,100</td>
<td>23,900</td>
<td>24,100</td>
<td>24,300</td>
<td>25,000</td>
</tr>
<tr>
<td>Government</td>
<td>93,500</td>
<td>91,500</td>
<td>89,900</td>
<td>88,700</td>
<td>89,100</td>
</tr>
</tbody>
</table>

Source: Employment Development Department.
Major Employers

The County, which is centered in the heart of Silicon Valley, is home to numerous high technology and computer software and hardware manufacturing companies. According to the Silicon Valley Business Journal, as of May 15, 2013, Cisco, a technology company, was the largest employer of the Silicon Valley with 16,461 employees. Second on the list was the County of Santa Clara who employed 15,465. The State of California, Kaiser Permanente and Apple topped off the top five employers in the County respectively. The uppermost northwestern portion of the County, with its concentration of high-technology, electronics-oriented industry, is popularly referred to as the “Silicon Valley.” Major employers in Silicon Valley include Google Inc., Apple Inc., Oracle Corporation, Hewlett-Packard Company, Yahoo! Inc., as well as Cisco Systems, Inc.

The table below lists the largest employers in the County as of June 30, 2013. [June 30, 2014 figures to come from County Audit]

<table>
<thead>
<tr>
<th>Employer</th>
<th>Number of Employee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cisco Technology</td>
<td>16,494</td>
</tr>
<tr>
<td>Santa Clara County</td>
<td>15,564</td>
</tr>
<tr>
<td>Stanford University</td>
<td>14,369</td>
</tr>
<tr>
<td>Kaiser Permanente</td>
<td>13,500</td>
</tr>
<tr>
<td>Apple Computer, Inc.</td>
<td>12,000</td>
</tr>
<tr>
<td>Google Inc.</td>
<td>11,000</td>
</tr>
<tr>
<td>Stanford Hospital &amp; Clinics</td>
<td>7,936</td>
</tr>
<tr>
<td>Lockheed Martin Space Systems Co.</td>
<td>6,800</td>
</tr>
<tr>
<td>City of San Jose</td>
<td>5,495</td>
</tr>
<tr>
<td>Intel Corporation</td>
<td>5,400</td>
</tr>
<tr>
<td>Hewlett-Packard Co.</td>
<td>5,000</td>
</tr>
<tr>
<td>IBM Corp.</td>
<td>4,000</td>
</tr>
</tbody>
</table>


Income

The American Community Survey, a nationwide survey conducted by the U.S. Census Bureau, reported that in 2013 the County had a median household income of $92,014 whereas the state average was $60,190.

Commercial Activity

The County is an important center of commercial activity. Taxable sales activity at business and personal service outlets, as well as at other non-retail commercial establishments, is a significant component of the County’s commercial activity. The following table sets forth the amount of taxable transactions from 2008 through 2012. Annual figures for 2013 are not yet available.
## County of Santa Clara
### Taxable Transactions by Sector
#### 2008 through 2012
##### (In thousands)\(^1\)

<table>
<thead>
<tr>
<th>Sector</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Motor Vehicle and Parts Dealers</td>
<td>2,709,927</td>
<td>2,284,032</td>
<td>2,538,029</td>
<td>2,894,898</td>
<td>3,480,485</td>
</tr>
<tr>
<td>Furniture and Home Furnishings Stores</td>
<td>566,530</td>
<td>427,418</td>
<td>474,002</td>
<td>523,999</td>
<td>573,328</td>
</tr>
<tr>
<td>Electronics and Appliance Stores</td>
<td>501,989</td>
<td>1,195,466</td>
<td>1,355,839</td>
<td>1,459,039</td>
<td>1,487,911</td>
</tr>
<tr>
<td>Bldg. Matrl. and Garden Equipment and Supplies</td>
<td>1,356,505</td>
<td>1,164,960</td>
<td>1,245,941</td>
<td>1,316,953</td>
<td>1,406,177</td>
</tr>
<tr>
<td>Food and Beverage Stores</td>
<td>868,612</td>
<td>975,086</td>
<td>984,824</td>
<td>1,022,790</td>
<td>1,066,463</td>
</tr>
<tr>
<td>Health and Personal Care Stores</td>
<td>-</td>
<td>494,462</td>
<td>523,221</td>
<td>564,261</td>
<td>591,347</td>
</tr>
<tr>
<td>Gasoline Stations</td>
<td>2,526,073</td>
<td>1,800,162</td>
<td>2,104,764</td>
<td>2,559,500</td>
<td>2,679,491</td>
</tr>
<tr>
<td>Clothing and Clothing</td>
<td>1,422,687</td>
<td>1,690,211</td>
<td>1,824,590</td>
<td>1,997,291</td>
<td>2,189,462</td>
</tr>
<tr>
<td>Accessories Stores</td>
<td>-</td>
<td>625,799</td>
<td>644,612</td>
<td>676,571</td>
<td>714,368</td>
</tr>
<tr>
<td>Sporting Goods, Hobby, Book and Music Stores</td>
<td>2,946,466</td>
<td>2,272,162</td>
<td>2,368,820</td>
<td>2,448,046</td>
<td>2,532,297</td>
</tr>
<tr>
<td>Miscellaneous Store Retailers</td>
<td>3,537,686</td>
<td>621,409</td>
<td>635,019</td>
<td>675,873</td>
<td>744,431</td>
</tr>
<tr>
<td>Nonstore Retailers</td>
<td>-</td>
<td>128,928</td>
<td>147,373</td>
<td>182,963</td>
<td>295,853</td>
</tr>
<tr>
<td>Business and Personal Services</td>
<td>1,111,792</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Food Services and Drinking Places</td>
<td>2,876,837</td>
<td>2,705,143</td>
<td>2,848,824</td>
<td>3,097,359</td>
<td>3,355,097</td>
</tr>
<tr>
<td>Total Retail and Food Services</td>
<td>20,425,104</td>
<td>16,385,238</td>
<td>17,695,858</td>
<td>19,419,542</td>
<td>21,116,708</td>
</tr>
<tr>
<td>All Other Outlets</td>
<td>11,849,202</td>
<td>11,042,471</td>
<td>12,827,464</td>
<td>14,011,675</td>
<td>15,103,737</td>
</tr>
<tr>
<td>Total All Outlets</td>
<td>32,274,306</td>
<td>27,427,709</td>
<td>30,523,322</td>
<td>33,431,217</td>
<td>36,220,445</td>
</tr>
</tbody>
</table>

\(^1\) Totals may not add due to independent rounding.

Source: State Board of Equalization ("SBOE"), Taxable Sales in California (Sales and Use Tax). Data between years 2008 and 2009 do not align as SBOE updated their standard reporting sections.
## County of Santa Clara
### Taxable Transactions by Sector
#### 2012 by Calendar Quarter
##### (In thousands)

<table>
<thead>
<tr>
<th>Sector</th>
<th>First Quarter</th>
<th>Second Quarter</th>
<th>Third Quarter</th>
<th>Fourth Quarter</th>
</tr>
</thead>
<tbody>
<tr>
<td>Motor Vehicle and Parts Dealers</td>
<td>$ 772,237</td>
<td>$ 850,600</td>
<td>$ 878,962</td>
<td>$ 978,686</td>
</tr>
<tr>
<td>Furniture and Home Furnishings Stores</td>
<td>124,534</td>
<td>148,311</td>
<td>146,637</td>
<td>153,846</td>
</tr>
<tr>
<td>Electronics and Appliance Stores</td>
<td>348,065</td>
<td>390,798</td>
<td>336,396</td>
<td>412,652</td>
</tr>
<tr>
<td>Bldg. Matri. and Garden Equip. and Supplies</td>
<td>315,156</td>
<td>384,471</td>
<td>364,108</td>
<td>342,442</td>
</tr>
<tr>
<td>Food and Beverage Stores</td>
<td>238,815</td>
<td>261,482</td>
<td>271,691</td>
<td>294,475</td>
</tr>
<tr>
<td>Health and Personal Care Stores</td>
<td>138,125</td>
<td>150,481</td>
<td>143,326</td>
<td>159,415</td>
</tr>
<tr>
<td>Gasoline Stations</td>
<td>648,325</td>
<td>701,009</td>
<td>684,467</td>
<td>645,689</td>
</tr>
<tr>
<td>Clothing and Clothing Accessories Stores</td>
<td>444,201</td>
<td>533,322</td>
<td>543,503</td>
<td>668,437</td>
</tr>
<tr>
<td>Sporting Goods, Hobby, Book, and Music Stores</td>
<td>151,229</td>
<td>161,561</td>
<td>173,165</td>
<td>228,413</td>
</tr>
<tr>
<td>General Merchandise Stores</td>
<td>535,799</td>
<td>588,885</td>
<td>602,101</td>
<td>805,511</td>
</tr>
<tr>
<td>Miscellaneous Store Retailers</td>
<td>205,354</td>
<td>179,714</td>
<td>169,635</td>
<td>189,728</td>
</tr>
<tr>
<td>Nonstore Retailers</td>
<td>40,193</td>
<td>50,688</td>
<td>61,489</td>
<td>143,483</td>
</tr>
<tr>
<td>Food Services and Drinking Places</td>
<td>803,740</td>
<td>849,406</td>
<td>842,206</td>
<td>859,745</td>
</tr>
<tr>
<td>Total Retail and Food Services</td>
<td>4,765,773</td>
<td>5,250,728</td>
<td>5,217,687</td>
<td>5,882,520</td>
</tr>
<tr>
<td>All Other Outlets</td>
<td>3,442,615</td>
<td>3,714,882</td>
<td>3,825,917</td>
<td>4,120,323</td>
</tr>
<tr>
<td>Total All Outlets</td>
<td>$8,208,388</td>
<td>$8,965,610</td>
<td>$9,043,604</td>
<td>$10,002,843</td>
</tr>
</tbody>
</table>

(1) Totals may not add due to independent rounding.

Source: State Board of Equalization, Taxable Sales in California (Sales and Use Tax).
## County of Santa Clara
### Taxable Transactions by Sector
#### 2013 First and Second Calendar Quarters
##### (In thousands)

<table>
<thead>
<tr>
<th>Sector</th>
<th>First Quarter</th>
<th>Second Quarter</th>
</tr>
</thead>
<tbody>
<tr>
<td>Motor Vehicle and Parts Dealers</td>
<td>$1,011,073</td>
<td>$1,078,924</td>
</tr>
<tr>
<td>Furniture and Home Furnishings Stores</td>
<td>142,344</td>
<td>144,991</td>
</tr>
<tr>
<td>Electronics and Appliance Stores</td>
<td>308,551</td>
<td>358,931</td>
</tr>
<tr>
<td>Bldg. Matri. and Garden Equip. and Supplies</td>
<td>351,453</td>
<td>418,997</td>
</tr>
<tr>
<td>Food and Beverage Stores</td>
<td>248,599</td>
<td>273,800</td>
</tr>
<tr>
<td>Health and Personal Care Stores</td>
<td>146,376</td>
<td>158,492</td>
</tr>
<tr>
<td>Gasoline Stations</td>
<td>635,380</td>
<td>672,254</td>
</tr>
<tr>
<td>Clothing and Clothing Accessories Stores</td>
<td>492,821</td>
<td>556,705</td>
</tr>
<tr>
<td>Sporting Goods, Hobby, Book, and Music Stores</td>
<td>162,903</td>
<td>166,019</td>
</tr>
<tr>
<td>General Merchandise Stores</td>
<td>564,619</td>
<td>595,417</td>
</tr>
<tr>
<td>Miscellaneous Store Retailers</td>
<td>161,459</td>
<td>167,279</td>
</tr>
<tr>
<td>Nonstore Retailers</td>
<td>113,684</td>
<td>133,606</td>
</tr>
<tr>
<td>Food Services and Drinking Places</td>
<td>866,406</td>
<td>930,065</td>
</tr>
<tr>
<td>Total Retail and Food Services</td>
<td>5,205,667</td>
<td>5,655,481</td>
</tr>
<tr>
<td>All Other Outlets</td>
<td>3,385,442</td>
<td>3,718,810</td>
</tr>
<tr>
<td>Total All Outlets</td>
<td>$8,591,109</td>
<td>$9,374,291</td>
</tr>
</tbody>
</table>

Third and Fourth Quarter for 2013 and 2014 figures are unavailable. Totals may not add due to independent rounding.

Source: State Board of Equalization, Taxable Sales in California (Sales and Use Tax).
Construction Activity and Home Sales

The following tables provide a summary of building permit valuations and the number of new dwelling units authorized in the County since 2004.

### County of Santa Clara

#### Building Permit Valuations

**2004 through 2013**

(In Millions of Dollars)

<table>
<thead>
<tr>
<th>Year</th>
<th>New Residential</th>
<th>New Non-Residential</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>$1,406.20</td>
<td>$915.80</td>
<td>$2,322.00</td>
</tr>
<tr>
<td>2005</td>
<td>1,537.30</td>
<td>1,287.80</td>
<td>2,825.10</td>
</tr>
<tr>
<td>2006</td>
<td>1,652.90</td>
<td>1,534.20</td>
<td>3,187.10</td>
</tr>
<tr>
<td>2007</td>
<td>1,378.20</td>
<td>1,986.20</td>
<td>3,361.30</td>
</tr>
<tr>
<td>2008</td>
<td>1,051.10</td>
<td>1,914.50</td>
<td>2,965.70</td>
</tr>
<tr>
<td>2009</td>
<td>578.70</td>
<td>1,187.80</td>
<td>1,766.50</td>
</tr>
<tr>
<td>2010</td>
<td>1,085.90</td>
<td>1,155.60</td>
<td>2,241.50</td>
</tr>
<tr>
<td>2011</td>
<td>333.70</td>
<td>627.70</td>
<td>961.40</td>
</tr>
<tr>
<td>2012</td>
<td>1,088.40</td>
<td>660.10</td>
<td>1,748.50</td>
</tr>
<tr>
<td>2013</td>
<td>2,060.04</td>
<td>4,183.20</td>
<td>6,243.25</td>
</tr>
</tbody>
</table>

Source: Construction Industry Research Board (CIH/CIRB).

### County of Santa Clara

#### Number of New Dwelling Units

**2004 through 2013**

<table>
<thead>
<tr>
<th>Year</th>
<th>Single Family</th>
<th>Multiple Family</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>2,688</td>
<td>2,816</td>
<td>5,504</td>
</tr>
<tr>
<td>2005</td>
<td>2,577</td>
<td>3,295</td>
<td>5,872</td>
</tr>
<tr>
<td>2006</td>
<td>2,257</td>
<td>3,928</td>
<td>6,185</td>
</tr>
<tr>
<td>2007</td>
<td>2,063</td>
<td>2,520</td>
<td>4,583</td>
</tr>
<tr>
<td>2008</td>
<td>1,254</td>
<td>2,417</td>
<td>3,671</td>
</tr>
<tr>
<td>2009</td>
<td>667</td>
<td>450</td>
<td>1,117</td>
</tr>
<tr>
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<td>3627</td>
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<td>2011</td>
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<td>1,859</td>
<td>6,009</td>
<td>7,868</td>
</tr>
</tbody>
</table>

Source: Construction Industry Research Board (CIH/CIRB).
CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (this “Disclosure Certificate”) is executed and delivered by the Santa Clara Valley Transportation Authority (the “Authority”) in connection with the issuance of the Authority’s $________ 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) and $________ 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable) (collectively, the “Bonds”). The Bonds are being issued pursuant an Indenture, dated as of August 1, 2006, as supplemented and amended, including as supplemented and amended by the Fifth Supplemental Indenture, dated as of January 1, 2015 (collectively, the “Indenture”), between the Authority and U.S. Bank National Association, successor to Deutsche Bank National Trust Company, as trustee (the “Trustee”). The Bonds are special limited obligations of the Authority payable solely from and secured solely by the Revenues (as defined in the Indenture), consisting primarily of revenues from a sales tax imposed pursuant to the California Transactions and Use Tax Law, being Sections 7251 et seq. of the California Revenue and Taxation Code. The Authority covenants and agrees as follows:

SECTION 1. Purpose of this Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Authority for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriters in complying with the Rule.

SECTION 2. Definitions. In addition to the definitions set forth in the Indenture, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the Authority pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Beneficial Owner” shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“Dissemination Agent” shall mean an entity selected and retained by the Authority, or any successor thereto selected by the Authority. The initial Dissemination Agent shall be Digital Assurance Certification LLC.

“EMMA” shall mean the Electronic Municipal Market Access system, maintained on the internet at [http://emma.msrb.org](http://emma.msrb.org) by the MSRB.

“Fiscal Year” shall mean the period beginning on July 1 of each year and ending on the next succeeding June 30, or any twelve-month or fifty-two week period hereafter selected by the Authority, with notice of such selection or change in fiscal year to be provided as set forth herein.
“Listed Events” shall mean any of the events listed in Section 5 of this Disclosure Certificate and any other event legally required to be reported pursuant to the Rule.

“MSRB” shall mean the Municipal Securities Rulemaking Board established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934 or any other entity designated or authorized by the SEC to receive reports pursuant to the Rule. Until otherwise designated by the MSRB or the SEC, filings with the MSRB are to be made through EMMA.

“Official Statement” shall mean the Official Statement, dated January __, 2015, relating to the Bonds.

“Participating Underwriters” shall mean any of the original underwriter or underwriters of the Bonds required to comply with the Rule in connection with the offering of the Bonds.

“Repository” shall mean, until otherwise designated by the SEC, EMMA.

“Rule” shall mean Rule 15c2-12 adopted by the SEC pursuant to the Securities Exchange Act of 1934, as amended.

“SEC” shall mean the United States Securities and Exchange Commission.

SECTION 3. Provision of Annual Reports.

(a) The Authority shall provide, or shall cause the Dissemination Agent to provide, to MSRB, through EMMA, not later than 210 days after the end of the Authority’s fiscal year, commencing with the Fiscal Year ending June 30, 2015, an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report must be submitted in electronic format, accompanied by such identifying information as provided by the MSRB. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by reference other information as provided in Section 4 of this Disclosure Certificate. Not later than 15 Business Days prior to such date, the Authority shall provide the Annual Report to the Dissemination Agent. If the Fiscal Year changes for the Authority, the Authority shall give notice of such change in the manner provided under Section 5(e) hereof.

(b) If by 15 Business Days prior to the date specified in subsection (a) for providing the Annual Report to the MSRB, through EMMA, the Dissemination Agent has not received a copy of the Annual Report the Dissemination Agent shall contact the Authority to determine if the Authority is in compliance with subsection (a). The Authority shall provide a written certification with each Annual Report furnished to the Dissemination Agent to the effect that such Annual Report constitutes the Annual Report required to be furnished by it hereunder. The Dissemination Agent may conclusively rely upon such certification of the Authority and shall have no duty or obligation to review such Annual Report.

(c) If the Dissemination Agent is unable to verify that an Annual Report has been provided to the MSRB by the date required in subsection (a), the Dissemination Agent shall send a notice to the MSRB in substantially the form attached as Exhibit A.
(d) The Dissemination Agent shall:

(i) determine the electronic filing address of, and then-current procedures for submitting Annual Reports to, the MSRB each year prior to the date for providing the Annual Report; and

(ii) (if the Dissemination Agent is other than the Authority), to the extent appropriate information is available to it, file a report with the Authority certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided.

SECTION 4. Content of Annual Reports. The Authority's Annual Report shall contain or include by reference the following:

(a) The audited financial statements of the Authority for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the Authority’s audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement relating to the Bonds, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.

(b) The amount of 2000 Measure A Sales Tax Revenues (as such term is defined in the Official Statement) received as of the most recently ended fiscal year of the Authority.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues with respect to which the Authority is an “obligated person” (as defined by the Rule), which are available to the public on EMMA or filed with the SEC. The Authority shall clearly identify each such document to included by reference.

SECTION 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, in a timely manner not more than ten (10) Business Days after the event:

(1) principal and interest payment delinquencies;

(2) defeasances;

(3) tender offers;

(4) rating changes;

(5) adverse tax opinions or the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed
Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-status of the Bonds;

   (6) unscheduled draws on the debt service reserves reflecting financial difficulties;

   (7) unscheduled draws on credit enhancements reflecting financial difficulties;

   (8) substitution of credit or liquidity providers or their failure to perform; or

   (9) bankruptcy, insolvency, receivership or similar proceedings.

For these purposes, any event described in the immediately preceding paragraph (9) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the Authority in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Authority, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Authority.

(b) Pursuant to the provisions of this Section 5, the Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, if material:

   (1) mergers, consolidations, acquisitions, the sale of all or substantially all of the assets of the obligated persons or their termination;

   (2) appointment of a successor or additional Trustee or the change of the name of a Trustee;

   (3) nonpayment related defaults;

   (4) modifications to the rights of Owners;

   (5) a notices of prepayment; or

   (6) release, substitution or sale of property securing repayment of the Bonds.

(c) Whenever the Authority obtains knowledge of the occurrence of a Listed Event, described in subsection (b) of this Section 5, the Authority shall as soon as possible determine if such event would be material under applicable federal securities law.
(d) If the Authority determines that knowledge of the occurrence of a Listed Event described in subsection (b) of this Section 5 would be material under applicable federal securities law, the Authority shall promptly notify the Dissemination Agent in writing and instruct the Dissemination Agent to report the occurrence to the Repository in a timely manner not more than ten (10) Business Days after the event.

(e) If the Dissemination Agent has been instructed by the Authority to report the occurrence of a Listed Event, the Dissemination Agent shall file a notice of such occurrence with the MSRB.

(f) Any information received by the Dissemination Agent before 6:00 p.m. Eastern time on any business day that it is required to file with the MSRB pursuant to the terms of this Disclosure Certificate and that is accompanied by a Certification and all other information required by the terms of this Disclosure Agreement will be filed by the Dissemination Agent with the MSRB no later than 11:59 p.m. Eastern time on the same business day; provided, however, the Dissemination Agent shall have no liability for any delay in filing with the MSRB if such delay is caused by a force majeure event provided that the Dissemination Agent uses reasonable efforts to make any such filing as soon as possible.

SECTION 6. Filings with the MSRB. All information, operating data, financial statements, notices and other documents provided to the MSRB in accordance with this Disclosure Certificate shall be provided in an electronic format prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB.

SECTION 7. Termination of Reporting Obligation. The obligations of the Authority and the Dissemination Agent under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the Authority shall give notice of such termination in the same manner as for a Listed Event under Section 5.

SECTION 8. Dissemination Agent. The Authority may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent may resign at any time by providing at least 30 days’ notice in writing to the Authority. The Authority hereby appoints Digital Assurance Certification LLC as initial Dissemination Agent hereunder. Notwithstanding any other provision to this Disclosure Certificate to the contrary, the Authority may provide any Annual Report to Beneficial Owners by means of posting such Annual Report on an internet site that provides open access to Beneficial Owners.

SECTION 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Authority may amend this Disclosure Certificate, provided no amendment increasing or affecting the obligations or duties of the Dissemination Agent shall be made without the consent of such party, and any provision of this Disclosure Certificate may be waived if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws acceptable to the Authority and the Dissemination Agent to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the
Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

SECTION 10. **Additional Information.** Nothing in this Disclosure Certificate shall be deemed to prevent the Authority from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Authority chooses to include any information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is specifically required by this Disclosure Certificate, the Authority shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. **Default.** In the event of a failure of the Authority to comply with any provision of this Disclosure Certificate, any Holder or Beneficial Owner of the Bonds may take such actions, as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Authority to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Indenture, and the sole remedy under this Disclosure Certificate in the event of any failure of the Authority to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 12. **Duties, Immunities and Liabilities of Dissemination Agent.** The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Authority agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which they may incur arising out of or in the exercise or performance of their respective powers and duties hereunder, including the costs and expenses (including attorneys’ fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The Dissemination Agent shall be paid compensation by the Authority for its services provided hereunder in accordance with its schedule of fees as amended from time to time, and all expenses, legal fees and advances made or incurred by the Dissemination Agent in the performance of its duties hereunder. The Dissemination Agent shall have no duty or obligation to review any information provided to it hereunder and shall not be deemed to be acting in any fiduciary capacity for the Authority, the Bondholders, or any other party. The obligations of the Authority under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.
SECTION 13. **Beneficiaries.** This Disclosure Certificate shall inure solely to the benefit of the Authority, the Dissemination Agent, the Participating Underwriters and Holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Dated: ____________ __, 2015

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

By: ________________________________
    Chief Financial Officer

DIGITAL ASSURANCE CERTIFICATION LLC,
as Dissemination Agent

By: ________________________________
    Authorized Representative
EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Santa Clara Valley Transportation Authority

Name of Bond Issue: $__________ Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) and $__________ Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable)

Date of Issuance: ____________, 2015

NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority (the “Authority”) has not provided an Annual Report with respect to the above-named Bonds as required by that certain Indenture, dated as of August 1, 2006 (as supplemented and amended, the “Indenture”), between the Authority and U.S. Bank National Association, as trustee. The Authority anticipates that the Annual Report will be filed by ____________.

Dated: ____________, 20__

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

By: ____________________________

Its: ____________________________
ESCROW AGREEMENT

between

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

and

U.S. BANK NATIONAL ASSOCIATION,

as Trustee and Escrow Agent

Dated as of January 1, 2015

Relating to

Santa Clara Valley Transportation Authority
2000 Measure A Sales Tax Revenue Refunding Bonds,
2007 Series A
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<th>Section</th>
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<td>Definitions</td>
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</tr>
<tr>
<td>2</td>
<td>Creation and Purpose of Escrow Fund</td>
<td>2</td>
</tr>
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<td>3</td>
<td>Payment of Refunded Bonds</td>
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<td>4</td>
<td>Irrevocable Instructions to Mail Notices</td>
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<td>5</td>
<td>Investment of Escrow Fund; Substitution; Reinvestment</td>
<td>3</td>
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<td>6</td>
<td>Sufficiency of Escrow</td>
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<td>Termination of Escrow Agreement; Written Request of Authority</td>
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<td>Fees and Costs</td>
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<td>11</td>
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<td>12</td>
<td>Capacity Immunities and Liabilities of Escrow Agent</td>
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<td>17</td>
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<td><strong>Exhibit A</strong> Initial Cash Deposit and Escrowed Securities</td>
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<td><strong>Exhibit B</strong> Refunding Requirements</td>
<td></td>
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ESCROW AGREEMENT

This Escrow Agreement, dated as of January 1, 2015 (this “Escrow Agreement”), is entered into by the Santa Clara Valley Transportation Authority, a public transit district duly established and existing under the laws of the State of California (the “Authority”), and U.S. Bank National Association, a national banking association duly organized and existing under and by virtue of the laws of the United States of America, as trustee (the “Trustee”) and as escrow agent (the “Escrow Agent”).

WITNESSETH:

WHEREAS, the Authority has heretofore issued $120,095,000 aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A (the “Prior Bonds”), of which $109,755,000 in aggregate principal amount remains outstanding, pursuant to an Indenture, dated as of August 1, 2006 (the “Original Indenture”), as supplemented and amended by a Second Supplemental Indenture, dated as of September 1, 2007, between the Authority and the Trustee;

WHEREAS, the Authority has determined to defease and refund the Prior Bonds maturing in the years 2018 through 2036, inclusive (collectively, the “Refunded Bonds”) and is issuing $____________ aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) and $__________ aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable) (collectively, the “Refunding Bonds”) pursuant to the Original Indenture, as further supplemented and amended by a Fifth Supplemental Indenture thereto, dated as of January 1, 2015 (the “Fifth Supplemental Indenture” and together with the Original Indenture, as heretofore supplemented and amended, the “Indenture”), between the Authority and the Trustee, for the purpose of providing funds to defease and refund the Refunded Bonds;

WHEREAS, the Fifth Supplemental Indenture provides for the transfer and deposit of certain proceeds of the Refunding Bonds to the Escrow Fund created hereunder, such proceeds to be applied to refund and defease the Refunded Bonds; and

WHEREAS, such proceeds, together with $____________ on deposit in the Interest Fund and $____________ on deposit in the Principal Fund relating to the Refunded Bonds, which shall be transferred to the Escrow Fund created hereunder, shall be in such amount as is necessary, together with interest earnings thereon, to insure the full and timely payment of the Refunding Requirements (as hereinafter defined);

NOW, THEREFORE, in consideration of the mutual agreements herein contained, in order to secure the payment of the Refunding Requirements as heretofore provided, the parties hereto mutually undertake, promise and agree for themselves, their respective representatives, successors and assigns, as follows:

Section 1. Definitions. As used in this Escrow Agreement the following terms have the following meanings:
Chief Financial Officer means the officer who is then performing the functions of Chief Financial Officer of the Authority.

Escrow Agent means U.S. Bank National Association, or any successor thereto appointed under this Escrow Agreement.

Escrow Fund means the fund by that name created pursuant to Section 2 hereof.

Escrow Securities means securities of the type meeting the requirements for defeasance specified in Section 10.03 of the Indenture.

Escrowed Securities means those certain Escrow Securities described in Exhibit A to this Escrow Agreement.

Indenture means the Indenture, dated as of August 1, 2006, as supplemented and amended in accordance with its terms, between the Authority and the Trustee.

Refunded Bonds means the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A, maturing in the years 2018 through 2036, inclusive.

Refunding Bonds means $__________ in aggregate principal amount of the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) and $_________ in aggregate principal amount of the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable), issued pursuant to the Indenture.

Refunding Requirements means all installments of principal of and interest on the Refunding Bonds, commencing on the date hereof and concluding when all the Refunded Bonds will be redeemed, as such payments become due, as set forth in Exhibit B to this Escrow Agreement.

Truster means U.S. Bank National Association, successor to Deutsche Bank National Trust Company, as trustee under the Indenture, or any successor thereto.

Verification Report means the verification report, dated the date hereof, prepared by the Verification Agent.

Verification Agent means ________________________________.

All other capitalized terms used but not defined herein shall have the respective meanings given to such terms in the Indenture.

Section 2. Creation and Purpose of Escrow Fund.

(a) There is hereby created and established with the Escrow Agent a special and irrevocable trust fund designated the Escrow Fund (the “Escrow Fund”). The Escrow Agent shall keep the Escrow Fund separate and apart from all other funds and moneys held by it and shall
hold the Escrow Fund in trust for the purposes described herein. All Escrowed Securities and moneys in the Escrow Fund are hereby irrevocably pledged, subject to the provisions of Section 4 and Section 7 hereof, to secure the payment of the Refunded Bonds.

(b) On the date of issuance of the Refunding Bonds, the Trustee and Escrow Agent shall deposit $________________ into the Escrow Fund consisting of: (i) $________________ received from the proceeds of the Refunding Bonds; and (ii) $________________ transferred from moneys currently on deposit in the Interest Fund and the Principal Fund established under the Indenture relating to the Refunded Bonds; such amount to be held in the Escrow Fund and paid out as provided in this Escrow Agreement and in the Indenture. Such moneys shall be sufficient to provide for the purchase of the Escrowed Securities identified in Exhibit A to this Escrow Agreement and to make the cash deposit to the Escrow Fund identified in Exhibit A and shall be used by the Escrow Agent to purchase the Escrowed Securities identified in Exhibit A to this Escrow Agreement and to make such cash deposit on the date of issuance of the Refunding Bonds. The principal of and interest on the Escrowed Securities and any uninvested cash held hereunder shall be applied by the Escrow Agent to the payment of the Refunding Requirements applicable to the Refunded Bonds.

(c) As verified by the Verification Report, the Escrowed Securities are such that, if interest thereon and principal thereof are paid when due, the proceeds from the collection of such interest and principal, together with any uninvested cash held hereunder, will be sufficient to meet the Refunding Requirements applicable to the Refunded Bonds. The Escrow Agent may rely upon the conclusion of the Verification Agent that the Escrowed Securities listed in Exhibit A will mature and bear interest payable in such amounts and at such times as, together with cash on deposit in the Escrow Fund, will be necessary and sufficient to pay when due the principal of, and interest on, the Refunded Bonds to their dates of redemption.

(d) The Escrow Agent shall hold all Escrowed Securities in the Escrow Fund whether acquired as initial investments, subsequent investments or reinvestments hereunder, and the money received from time to time as principal and interest thereon, in trust, to secure, and for the payment of, the Refunding Requirements applicable to the Refunded Bonds and shall collect the principal of and interest on such Escrowed Securities held by it hereunder promptly as such principal and interest become due.

Section 3. Payment of Refunded Bonds. From the uninvested money and proceeds of maturing Escrowed Securities held in the Escrow Fund, the Escrow Agent shall apply such amounts to the payment of the principal of and interest on the Refunded Bonds and including April 1, 2017 (the “Redemption Date”) and to the payment of the Refunded Bonds at a price of 100% of the principal amount thereof, without premium, on the Redemption Date, all as set forth in Exhibit B hereto.

Section 4. Irrevocable Instructions to Mail Notices. The Authority hereby irrevocably instructs the Trustee to give notice within five business days of delivery of the Refunding Bonds of defeasance of the Refunded Bonds to the Owners thereof and to Ambac Assurance Corporation, substantially in the form set forth in Exhibit C hereto. The Authority hereby designates the Refunded Bonds for redemption on the Redemption Date and hereby irrevocably instructs the Trustee, to give, in accordance with the provisions of Sections 4.02 and
10.03 of the Indenture, notice of redemption of such Refunded Bonds to the Owners thereof, substantially in the form set forth in Exhibit D hereto.

Section 5. Investment of Escrow Fund; Substitution; Reinvestment.

(a) The Authority and the Escrow Agent each shall take all remaining necessary action to have issued and registered in the name of the Escrow Agent, for the account of the Escrow Fund, the Escrowed Securities.

(b) There shall be no exchange or substitution of the Escrowed Securities, except upon: (i) the written direction of the Authority; (ii) receipt by the Authority and the Trustee of a new verification report, prepared by an independent certified public accountant, verifying the sufficiency of the amount of Escrowed Securities and cash on deposit in the Escrow Fund; and (iii) receipt of an opinion of nationally recognized bond counsel to the effect that such exchange or substitution will not adversely affect the exemption from federal income tax of interest on the Refunded Bonds or the Refunding Bonds. The Escrow Agent shall not be liable or responsible for any loss resulting from any substitution of securities made pursuant to this Escrow Agreement and in full compliance with the provisions hereof.

(c) Except as otherwise provided herein, the Escrow Agent shall not reinvest any cash portion of the Escrow Fund and shall hold such cash portion uninvested in such Escrow Fund; provided, however, that after receiving (i) an opinion of nationally recognized bond counsel to the effect that such reinvestment will not adversely affect the exemption from federal income taxation of interest on the Refunded Bonds or the Refunding Bonds and (ii) a new verification report, prepared by an independent certified public accountant, to the effect that such reinvestment will not adversely affect the sufficiency of the amount of Escrowed Securities and cash on deposit in the Escrow Fund, the Escrow Agent may, at the written direction of the Authority, reinvest any cash portion of such Escrow Fund in Escrow Securities. The Escrow Agent shall not be liable or responsible for any loss resulting from any reinvestment made pursuant to this Escrow Agreement and in full compliance with the provisions hereof.

Section 6. Sufficiency of Escrow. Moneys deposited in the Escrow Fund, including the investment earnings thereon and any uninvested cash, shall be in an amount, as determined by the Authority and as verified by the Verification Report, which at all times shall be sufficient to meet the Refunding Requirements not theretofore met.

If at any time it shall appear to the Escrow Agent that the moneys in the Escrow Fund, including the investment earnings thereon and any uninvested cash, will not be sufficient to meet the Refunding Requirements, the Escrow Agent shall notify the Chief Financial Officer of the Authority of such deficiency in writing as soon as reasonably practicable. Upon receipt of such notice, the Authority shall promptly use its best efforts to pay to the Escrow Agent, from any legally available moneys, and the Escrow Agent shall deposit in the Escrow Fund, the amount necessary to make up the deficiency. The Escrow Agent shall not be liable or responsible for any loss resulting from its failure to give such notice nor from the Authority’s failure to make any such payment.
Section 7. Termination of Escrow Agreement; Written Request of Authority. When the Escrow Agent shall have transferred, pursuant to Section 3 hereof, such moneys as are required to pay in full and discharge all of the Refunded Bonds, the Escrow Agent, after payment of all fees and expenses of the Escrow Agent, shall immediately pay over to the Authority the moneys, if any, then remaining in the Escrow Fund and this Escrow Agreement shall terminate. The Trustee shall promptly pay to the Authority any and all unclaimed moneys on deposit in the Escrow Fund as provided in Section 10.04 of the Indenture and this request shall constitute the Request of the Authority for such purpose.

Section 8. Fees and Costs.

(a) The Escrow Agent’s fees, expenses and reimbursement for costs incurred for and in carrying out the provisions of this Escrow Agreement have been fixed by separate agreement. The Escrow Agent shall also be entitled to additional fees, expenses and reimbursement for costs incurred, including but not limited to, legal and accounting services in connection with any litigation or other proceedings which may at any time be instituted involving this Escrow Agreement not due to the negligence or willful misconduct of the Escrow Agent.

(b) Payments to the Escrow Agent pursuant to this Section 8 shall not be for deposit in the Escrow Fund, and the fees of and the costs incurred by the Escrow Agent shall not be a charge on and in no event shall be deducted from the Escrow Fund.

Section 9. Merger or Consolidation. Any company into which the Trustee and Escrow Agent may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which the Trustee and Escrow Agent may sell or transfer all or substantially all of its corporate trust business, provided such company shall be eligible under Section 8.01(E) of the Indenture, shall be the successor to such Trustee and Escrow Agent without the execution or filing of any paper or any further act, notwithstanding anything herein to the contrary.

Section 10. Resignation of Escrow Agent. The Escrow Agent may resign and be discharged of its duties hereunder, in accordance with the procedures set forth in Article VIII of the Indenture, if and at such time as the Escrow Agent shall be discharged as Trustee under the Indenture. Any successor trustee under the Indenture shall succeed as the Escrow Agent under this Escrow Agreement.

Section 11. Indemnification. To the extent permitted by law, the Authority hereby assumes liability for, and hereby agrees to indemnify, protect, save and hold harmless the Escrow Agent and its respective successors, assigns, agents and servants from and against any loss, damages, liability or expenses (including legal fees and disbursements) incurred without negligence or willful misconduct on the part of the Escrow Agent and in any way relating to or arising out of the execution and delivery of this Escrow Agreement, the establishment of the Escrow Fund, the retention of the moneys therein and any payment, transfer or other application of moneys, securities or investments by the Escrow Agent in accordance with the provisions of this Escrow Agreement; provided, however, that the Authority shall not be required to indemnify the Escrow Agent against its own negligence or willful misconduct. The indemnities contained in this Section shall survive the termination of this Escrow Agreement.
Section 12. **Capacity Immunities and Liabilities of Escrow Agent.** The Escrow Agent is entering into this Escrow Agreement in its capacity as Trustee under the Indenture and shall be entitled to the protections, limitations from liability and indemnification afforded in Article VIII of the Indenture. The Escrow Agent shall perform such duties and only such duties as are specifically set forth in this Escrow Agreement and no implied duties or obligations shall be read into this Escrow Agreement against the Escrow Agent. The liability of the Escrow Agent to make payments required pursuant to this Escrow Agreement shall be limited to the cash and Escrowed Securities held on deposit in the Escrow Fund. The Escrow Agent shall not be liable or responsible for any loss resulting from any investment or reinvestment made pursuant to this Escrow Agreement and in full compliance with the provisions hereof. Subject to the provisions of Section 7 hereof, moneys held by the Escrow Agent hereunder are to be held and applied for the payment of the Refunded Bonds in accordance with the Indenture.

Section 13. **Amendment.** This Escrow Agreement is made for the benefit of the Authority and the registered owners from time to time of the Refunded Bonds. This Escrow Agreement shall not be repealed, revoked, altered or amended without the written consent of all such registered owners; provided, however, that the Authority and the Escrow Agent may, but without the consent of, or notice to, such registered owners, enter into such agreements supplemental to this Escrow Agreement for any one or more of the following purposes: (i) to cure any ambiguity or inconsistency or formal defect or omission in this Escrow Agreement; (ii) to grant to, or confer upon, the Escrow Agent for benefit of such registered owners any additional rights, remedies, powers or authority that may lawfully be granted to, or conferred upon, such registered owners or the Escrow Agent; (iii) to subject to this Escrow Agreement additional funds, securities or properties; and (iv) to make any other amendment that does not materially adversely affect the rights of any registered owners of the Refunded Bonds; provided, however that no such agreement supplemental to this Escrow Agreement shall modify or amend the irrevocable pledge of the Escrow Fund, the provisions requiring delivery of an opinion of nationally recognized bond counsel and a verification report to the Escrow Agent prior to any substitution of securities and the provisions requiring delivery of an opinion of nationally recognized bond counsel and a verification report to the Escrow Agent prior to any reinvestment, without the consent of all registered owners of the Refunded Bonds.

Section 14. **Notices.** All notices and communications hereunder shall be in writing and shall be deemed to be duly given if received or if sent by first class mail, as follows:

If to the Authority: Santa Clara Valley Transportation Authority 3331 North First Street, Building C Santa Clara, California 95314 Attention: Finance Manager – Debt and Investments Telephone: (408) 321-5768 Fax: (408) 955-9750
Section 15.  **Severability.** If any section, paragraph, clause or provision of this Escrow Agreement shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Escrow Agreement.

Section 16.  **Law Governing.** This Escrow Agreement is made in the State of California and is to be construed under the Constitution and laws of such State.

Section 17.  **Counterparts.** This Escrow Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.
IN WITNESS WHEREOF, the Santa Clara Valley Transportation Authority has caused this Escrow Agreement to be signed in its name by its duly authorized officer, and U.S. Bank National Association has caused this Escrow Agreement to be signed in its name by its duly authorized officer, all as of the day and year first above written.

SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY

By: ____________________________
    Chief Financial Officer

U.S. BANK NATIONAL ASSOCIATION,
as Trustee and Escrow Agent

By: ____________________________
    Authorized Officer
EXHIBIT A

INITIAL CASH DEPOSIT AND ESCROWED SECURITIES

Initial Cash Deposit: $\_

The following securities will be deposited into the Escrow Fund on \__________ \, 2015:

<table>
<thead>
<tr>
<th>Type of Security</th>
<th>Maturity Date</th>
<th>Par Amount</th>
<th>Interest Rate</th>
</tr>
</thead>
</table>

7.3.f
EXHIBIT B

REFUNDING REQUIREMENTS
EXHIBIT C

NOTICE OF DEFEASANCE
EXHIBIT D

NOTICE OF REDEMPTION
FIFTH SUPPLEMENTAL INDENTURE

between

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

and

U.S. BANK NATIONAL ASSOCIATION,

as Trustee

Dated as of January 1, 2015
(Supplemental to the Indenture dated as of August 1, 2006)

Authorizing the Issuance of

$ ___________ Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt)

$ ___________ Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable)
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This FIFTH SUPPLEMENTAL INDENTURE, dated as of January 1, 2015 (this “Fifth Supplemental Indenture”), between the SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (the “Issuer”), and U.S. BANK NATIONAL ASSOCIATION, successor to Deutsche Bank National Trust Company, as trustee (the “Trustee”);

WITNESSETH:

WHEREAS, this Fifth Supplemental Indenture is supplemental to the Indenture, dated as of August 1, 2006 (as heretofore supplemented and amended, as supplemented and amended pursuant to this Fifth Supplemental Indenture, and as it may from time to time be further supplemented and amended pursuant to its terms, the “Indenture”), between the Issuer and the Trustee;

WHEREAS, the Indenture provides that the Issuer may issue Bonds* from time to time as authorized by a supplemental indenture;

WHEREAS, the Issuer has heretofore issued $120,095,000 aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A, of which $109,755,000 in aggregate principal amount is currently outstanding (the “2007 Series A Bonds” or the “Prior Bonds”);

WHEREAS, in accordance with the Act, the Issuer has determined to issue $____________ aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt) (the “2015 Series A Bonds”) and $____________ aggregate principal amount of Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable) (the “2015 Series B Bonds”) in order to refund that portion of the 2007 Series A Bonds maturing in the years 2018 through 2036, inclusive (the “Refunded Bonds”);

* All capitalized terms used in this Recitals section and not otherwise defined in this Recitals section shall have the meanings assigned to such terms in Section 1.02 of the Indenture.
WHEREAS, all acts, conditions and things required by law and the Indenture to exist, to have happened, and to have been performed precedent to and in connection with the execution and entering into of this Fifth Supplemental Indenture, do exist, have happened and have been performed in regular and due time, form and manner as required by law and the Indenture.

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE XLII
DEFINITIONS

SECTION 42.01 Definitions.

(a) Definitions. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in Section 1.02 of the Indenture.

(b) Additional Definitions. Unless the context otherwise requires, the terms defined in this Section 42.01 for all purposes of this Supplemental Indenture and of any indenture supplemental hereto, have the meanings herein specified in this Section 42.01.

Authorized Denominations means $5,000 and any integral multiple thereof.

Beneficial Owner means, so long as the 2015 Series Bonds are held in the Book-Entry System, any Person who acquires a beneficial ownership interest in a 2015 Series Bond held by the Securities Depository. If at any time the 2015 Series Bonds are not held in the Book-Entry System, Beneficial Owner shall mean the registered owner for purposes of this Supplemental Indenture.

Bond Counsel means any firm of nationally recognized municipal bond attorneys selected by the Issuer and experienced in the issuance of municipal bonds and matters relating to the exclusion of the interest thereon from gross income for federal income tax purposes.

Book-Entry System means a system under which physical bond certificates in fully registered form are registered only in the name of a Securities Depository or its nominee.

DTC means The Depository Trust Company.

Escrow Agreement means the Escrow Agreement, dated as of January 1, 2015, between the Issuer and U.S. Bank National Association, as trustee and escrow agent, as originally executed or as it may from time to time be supplemented or amended pursuant to its terms.

Favorable Opinion of Bond Counsel means an Opinion of Bond Counsel, addressed to the Trustee, to the effect that the action proposed to be taken will not, in and of itself, adversely affect any exclusion from gross income of interest on the 2015 Series A Bonds.

Interest Payment Date means April 1 and October 1 of each year, commencing April 1, 2015.
Opinion of Counsel means a written legal opinion from a firm of attorneys or an attorney, who is acceptable to the Trustee. The Counsel may be an employee of, or counsel to, the Issuer or the Trustee.

Person shall mean an individual, a corporation, an association, a joint venture, a partnership, a trust, an unincorporated organization or any other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.

Record Date with respect to each Interest Payment Date means the fifteenth (15th) day (whether or not a Business Day) of the month preceding the month in which such Interest Payment Date occurs.

Redemption Date means the date fixed for redemption of 2015 Series Bonds in any notice of redemption given in accordance with the terms hereof.

Refunded Bonds means the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A, maturing in the years 2018 through 2036, inclusive.


2015 Series A Bonds means the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt), authorized by and at any time Outstanding pursuant to this Indenture.

2015 Series B Bonds means the Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable), authorized by and at any time Outstanding pursuant to this Indenture.

2015 Series Costs of Issuance Fund means the fund by that name established pursuant to Section 45.02.

Tax Certificate means the Tax Certificate, dated the date of issuance of the 2015 Series A Bonds, delivered by the Issuer, as originally executed and as it may from time to time be supplemented, modified or amended in accordance with its terms.

ARTICLE XLIII

THE 2015 SERIES BONDS


(a) A Series of Bonds to be issued under the Indenture is hereby created. Such Series of Bonds shall be known as the “Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (Tax-Exempt).” At any time after the execution and delivery of this Fifth Supplemental Indenture, the Issuer may execute and, upon
the order of the Issuer, the Trustee shall authenticate and deliver the 2015 Series A Bonds in the aggregate principal amount of $________. The 2015 Series B Bonds shall be issued for the purpose of defeasing and refunding the Refunded Bonds.

(b) A Series of Bonds to be issued under the Indenture is hereby created. Such Series of Bonds shall be known as the “Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series B (Taxable).” At any time after the execution and delivery of this Fifth Supplemental Indenture, the Issuer may execute and, upon the order of the Issuer, the Trustee shall authenticate and deliver the 2015 Series B Bonds in the aggregate principal amount of $________. The 2015 Series B Bonds shall be issued for the purpose of defeasing and refunding the Refunded Bonds.

SECTION 43.02 Terms of 2015 Series Bonds.

(a) Each 2015 Series Bond shall be issued in fully registered form, in denominations of $5,000 or any integral multiple thereof (each, an “Authorized Denomination”). The 2015 Series Bonds shall be registered initially in the name of “Cede & Co.,” as nominee of the Securities Depository, and shall be evidenced by one bond certificate in the principal amount of each maturity of each Series of the 2015 Series Bonds. Registered ownership of the 2015 Series Bonds, or any portion thereof, may not thereafter be transferred except as set forth in Section 2.10. The 2015 Series A Bonds shall be numbered in consecutive numerical order from R-1 upwards. The 2015 Series B Bonds shall be numbered in consecutive numerical order from R-1 upwards.

(b) The 2015 Series Bonds shall be Current Interest Bonds, shall be dated as of their date of delivery (hereinafter referred to as the “Issue Date”) and shall bear interest, payable in lawful money of the United States of America, from the Issue Date until payment of the principal or Redemption Price thereof shall have been made or provided for in accordance with the provisions of this Indenture, whether upon maturity, redemption or otherwise. Interest on the 2015 Series Bonds shall be computed on the basis of a 360-day year, consisting of twelve 30-day months and shall be payable on April 1, 2015 and semiannually thereafter on each Interest Payment Date.

(c) The 2015 Series A Bonds shall be issued in the aggregate principal amount of $___________ and shall mature on the following dates in the following amounts, subject to the right of prior redemption as provided in Article XLIV, and shall bear interest at the following rates per annum:

<table>
<thead>
<tr>
<th>Maturity Date (April 1)</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
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<tbody>
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</tbody>
</table>
(d) The 2015 Series B Bonds shall be issued in the aggregate principal amount of $___________ and shall mature on the following dates in the following amounts, and shall bear interest at the following rates per annum:

<table>
<thead>
<tr>
<th>Maturity Date</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td><em>(April 1)</em></td>
<td>*</td>
<td>*</td>
</tr>
</tbody>
</table>

(e) Payment of interest on any 2015 Series Bond shall be made to the person appearing on the bond registration books of the Trustee as the registered owner thereof as of the close of business on the applicable Record Date, such interest to be payable on each Interest Payment Date by the Trustee (i) by check mailed on such Interest Payment Date to such registered owner’s address as it appears on the bond registration books of the Trustee at the close of business on the Record Date or (ii) by wire transfer to any Holder of at least $1,000,000 aggregate principal amount of 2015 Series Bonds according to the written instructions provided by such Holder on or prior to the applicable Record Date to the Trustee, which written instructions shall remain in effect until revised by such Holder by an instrument in writing delivered to the Trustee.

(f) If available funds are insufficient on any Interest Payment Date to pay the interest then due on the 2015 Series Bonds, interest shall continue to accrue thereon but shall cease to be payable to the Holder on such Record Date. If sufficient funds for the payment of such overdue interest thereafter become available, the Trustee (i) shall establish a “special interest payment date” for the payment of the overdue interest and a special record date (which shall be a Business Day) for determining the Holders entitled to such payment and (ii) shall mail notices by first class mail of such dates as soon as practicable. Notice of each such date so established shall be mailed to each Holder at least ten (10) days prior to the special record date but not more than thirty (30) days prior to the special interest payment date. The overdue interest shall be paid on the special interest payment date to the Holders, as shown on the registration books of the Trustee as of the close of business on the special record date.

(g) The principal or Redemption Price of the 2015 Series Bonds shall be payable in lawful money of the United States of America at the designated Corporate Trust Office of the Trustee upon surrender of the 2015 Series Bonds to the Trustee for cancellation.

SECTION 43.03 Tax Covenants for the 2015 Series A Bonds. The Issuer hereby excludes the application of the covenants set forth in Section 6.08 to the 2015 Series B Bonds. The tax covenants set forth in Section 6.08 shall apply to the 2015 Series A Bonds. In furtherance of such covenants, the Issuer hereby covenants as follows:

(a) Special Definitions. When used in this Section, the following terms shall have the following meanings:

“Computation Date” has the meaning set forth in section 1.148-1(b) of the Tax Regulations.

“Gross Proceeds” means any Proceeds and any replacement proceeds as defined in section 1.148-1(c) of the Tax Regulations, of the 2015 Series A Bonds.

“Investment” has the meaning set forth in section 1.148-1(b) of the Tax Regulations.

“Nonpurpose Investment” means any investment property, as defined in section 148(b) of the Code, in which Gross Proceeds of the 2015 Series A Bonds are invested and that is not acquired to carry out the governmental purposes of that series of 2015 Series A Bonds.

“Opinion of Bond Counsel” means a written opinion of Fulbright & Jaworski LLP or any other counsel of recognized national standing in the field of law relating to municipal bonds, appointed and paid by the Issuer.

“Prior Issue” means the Refunded Bonds (but in the case of any of the foregoing executed and delivered for multiple purposes, only to the portion thereof allocable pursuant to section 1.148-9(h)(4) of the Tax Regulations to other than refunding purposes).

“Proceeds,” with respect to an issue of governmental obligations, has the meaning set forth in has the meaning set forth in section 1.148-1(b) of the Tax Regulations (referring to sales, investment and transferred proceeds).

“Rebate Amount” has the meaning set forth in section 1.148-1(b) of the Tax Regulations.

“Tax Regulations” means the United States Treasury Regulations promulgated pursuant to sections 103 and 141 through 150 of the Code.

“Yield” of any Investment has the meaning set forth in section 1.148-5 of the Tax Regulations; and of any issue of governmental obligations has the meaning set forth in section 1.148-4 of the Tax Regulations.

(b) Not to Cause Interest to Become Taxable. The Issuer covenants that it shall not use, and shall not permit the use of, and shall not omit to use Gross Proceeds or any other amounts (or any property the acquisition, construction or improvement of which is to be financed directly or indirectly with Gross Proceeds) in a manner that if made or omitted, respectively, could cause the interest on any 2015 Series A Bond to fail to be excluded pursuant to section 103(a) of the Code from the gross income of the owner thereof for federal income tax purposes. Without limiting the generality of the foregoing, unless and until the Trustee receives a written opinion of Bond Counsel to the effect that failure to comply with such covenant will not adversely affect such exclusion of the interest on any 2015 Series A Bond from the gross income of the owner thereof for federal income tax purposes, the Issuer shall comply with each of the specific covenants in this Section.
(c) **Private Use and Private Payments.** Except as would not cause any 2015 Series A Bond to become a “private activity bond” within the meaning of section 141 of the Code and the Tax Regulations, the Issuer shall take all actions necessary to assure that the Issuer at all times prior to the final cancellation of the last of the 2015 Series A Bonds to be retired:

(i) exclusively owns, operates, possesses and provides any services necessary to allow and maintain each function of every property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with Gross Proceeds of the 2015 Series A Bonds and not use or permit the use of such Gross Proceeds (including through any contractual arrangement with terms different than those applicable to the general public) or any property acquired, constructed or improved with such Gross Proceeds or the Gross Proceeds of the Prior Issue in any activity carried on by any person or entity (including the United States or any agency, department and instrumentality thereof) other than a state or local government, unless such use is solely as a member of the general public; and

(ii) does not directly or indirectly impose or accept any charge or other payment by or for the benefit of any person or entity (other than a state or local government) who is treated as using any Gross Proceeds of the 2015 Series A Bonds or of the Prior Issues, or any property the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with such Gross Proceeds.

(d) **No Private Loan.** Except as would not cause any 2015 Series A Bond to become a “private activity bond” within the meaning of section 141 of the Code and the Tax Regulations and rulings thereunder, the Issuer shall not use or permit the use of Gross Proceeds of the 2015 Series A Bonds to make or finance loans to any person or entity other than a state or local government. For purposes of the foregoing covenant, such Gross Proceeds are considered to be “loaned” to a person or entity if: (i) property acquired, constructed or improved with such Gross Proceeds is sold or leased to such person or entity in a transaction that creates a debt for federal income tax purposes; (ii) capacity in or service from such property is committed to such person or entity under a take-or-pay, output or similar contract or arrangement; or (iii) indirect benefits of such Gross Proceeds, or burdens and benefits of ownership of any property acquired, constructed or improved with such Gross Proceeds, are otherwise transferred in a transaction that is the economic equivalent of a loan. For purposes of this covenant, the Issuer will treat any transaction constituting a loan of Gross Proceeds of the Prior Issue as resulting in a loan of Gross Proceeds of the 2015 Series A Bonds.

(e) **Not to Invest at Higher Yield.** Except as would not cause the 2015 Series A Bonds to become “arbitrage bonds” within the meaning of section 148 of the Code and the Tax Regulations and rulings thereunder, the Issuer shall not (and shall not permit any person to), at any time prior to the final cancellation of the last 2015 Series A Bond to be retired, directly or indirectly invest Gross Proceeds in any Investment, if as a result of such investment the Yield of any Investment acquired with Gross Proceeds, whether then held or previously disposed of, would materially exceed the Yield of the 2015 Series A Bonds within the meaning of said section 148.
(f) **Not Federally Guaranteed.** Except to the extent permitted by section 149(b) of the Code and the Tax Regulations and rulings thereunder, the Issuer shall not take or omit to take (and shall not permit any person to take or omit to take) any action that would cause any 2015 Series A Bond to be “federally guaranteed” within the meaning of section 149(b) of the Code and the Tax Regulations and rulings thereunder.

(g) **Information Report.** The Issuer shall timely file any information required by section 149(e) of the Code with respect to 2015 Series A Bonds with the Secretary of the Treasury on Form 8038-G or such other form and in such place as the Secretary may prescribe.

(h) **Rebate of Arbitrage Profits.** Except to the extent otherwise provided in section 148(f) of the Code and the Tax Regulations:

(i) The Issuer shall account for all Gross Proceeds (including all receipts, expenditures and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and shall retain all records of accounting for at least six years after the day on which the last 2015 Series A Bond is discharged. However, to the extent permitted by law, the Issuer may commingle Gross Proceeds of 2015 Series A Bonds with its other monies, provided that it separately accounts for each receipt and expenditure of Gross Proceeds and the obligations acquired therewith.

(ii) Not less frequently than each Computation Date, the Issuer shall calculate the Rebate Amount in accordance with rules set forth in section 148(f) of the Code and the Tax Regulations and rulings thereunder. The Issuer shall maintain a copy of the calculation with its official transcript of proceedings relating to the issuance of the 2015 Series A Bonds until six years after the final Computation Date.

(iii) In order to assure the excludability pursuant to section 103(a) of the Code of the interest on the 2015 Series A Bonds from the gross income of the owners thereof for federal income tax purposes, within 60 days of each Computation Date the Issuer shall pay to the United States the amount that when added to the future value of previous rebate payments made for the 2015 Series A Bonds equals (i) in the case of the Final Computation Date as defined in section 1.148-3(e)(2) of the Tax Regulations, one hundred percent (100%) of the Rebate Amount on such date; and (ii) in the case of any other Computation Date, ninety percent (90%) of the Rebate Amount on such date. In all cases, such rebate payments shall be made by the Issuer at the times and in the amounts as are or may be required by section 148(f) of the Code and the Tax Regulations and rulings thereunder, and shall be accompanied by Form 8038-T or such other forms and information as is or may be required by section 148(f) of the Code and the Tax Regulations and rulings thereunder for execution and filing by the Issuer.

(i) **Not to Divert Arbitrage Profits.** Except to the extent permitted by section 148 of the Code and the Tax Regulations and rulings thereunder, the Issuer shall not and shall not permit any person to, at any time prior to the final cancellation of the last of the 2015 Series A Bonds to be retired, enter into any transaction that reduces the amount required to be paid to the United States pursuant to paragraph (H) of this Section because such transaction results in a
smaller profit or a larger loss than would have resulted if the transaction had been at arm’s length and had the Yield on the 2015 Series A Bonds not been relevant to either party.

(j) **2015 Series A Bonds Satisfy Section 149(g).** The Issuer represents that neither the Prior Issue nor the 2015 Series A Bonds are or will become “hedge bonds” within the meaning of section 149(g) of the Code. Without limitation of the foregoing, with respect to the Prior Issue, (i)(A) on the date of issuance of that issue the Issuer reasonably expected (based upon its own knowledge and upon representations made by other governmental persons upon the issuance of those obligations) that within the three-year period commencing on such date no less than 85% of the spendable proceeds of that issue would be expended for the governmental purposes thereof and (B) the Issuer believes and represents that at no time has more than 50% of the proceeds of that issue been invested in Nonpurpose Investments having a substantially guaranteed yield for a period of four years or more, and with respect to the application of Proceeds of the 2015 Series A Bonds other than for refunding purposes, (ii)(A) the Issuer will not deliver the 2015 Series A Bonds unless on the date of the issuance of the 2015 Series A Bonds it reasonably expects that within the three-year period commencing on such date at least 85% of such spendable proceeds of the 2015 Series A Bonds will be expended for the governmental purpose of the 2015 Series A Bonds and (B) at no time will more than 50% of such spendable proceeds of the 2015 Series A Bonds be invested in Nonpurpose Investments having a substantially guaranteed yield for a period of four years or more.

(k) **Elections.** The Issuer hereby directs and authorizes any Authorized Representative to make elections permitted or required pursuant to the provisions of the Code or the Tax Regulations, as such Authorized Representative (after consultation with Bond Counsel) deems necessary or appropriate in connection with the 2015 Series A Bonds, in the Tax Certificate or similar or other appropriate certificate, form or document.

(l) **Closing Certificate.** The Issuer agrees to execute and deliver in connection with the issuance of the 2015 Series A Bonds a *Tax Certificate as to Arbitrage and the Provisions of Sections 141-150 of the Internal Revenue Code of 1986*, or similar document containing additional representations and covenants pertaining to the exclusion of interest on the 2015 Series A Bonds from the gross income of the owners thereof for federal income tax purposes (the “Tax Certificate”), which representations and covenants are incorporated as though expressly set forth herein.

**SECTION 43.04 Form of 2015 Series Bonds.** The 2015 Series Bonds and the certificate of authentication to be executed thereon shall be in substantially the form set forth as Exhibit A to this Fifth Supplemental Indenture. The principal amounts, maturity dates and interest rates for the 2015 Series Bonds shall be inserted therein in conformity with Section 43.02.

**ARTICLE XLIV**

**REDEMPTION OF 2015 SERIES BONDS**

**SECTION 44.01 Optional Redemption of 2015 Series A Bonds.** The 2015 Series A Bonds maturing on or before April 1, [2025] shall not be subject to redemption prior to their
respective stated maturities. The 2015 Series A Bonds maturing on or after April 1, [2026] shall be subject to redemption prior to their respective stated maturities, at the option of the Issuer, from any source of available funds, as a whole or in part, in Authorized Denominations, on any date on or after April 1, [2025] at a Redemption Price equal to 100% of the principal amount of 2015 Series A Bonds called for redemption, plus accrued interest to the date fixed for redemption, without premium.

SECTION 44.02 Mandatory Sinking Fund Redemption of 2015 Series A Bonds.

(a) The 2015 Series A Bonds maturing on April 1, ____ shall be redeemed by mandatory sinking fund redemption, in part, on each April 1 in the mandatory sinking fund redemption amount set forth below at a Redemption Price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption, without premium.

<table>
<thead>
<tr>
<th>Year</th>
<th>Mandatory Sinking Fund Redemption Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* Maturity

(b) The 2015 Series A Bonds maturing on April 1, ____ shall be redeemed by mandatory sinking fund redemption, in part, on each April 1 in the mandatory sinking fund redemption amount set forth below at a Redemption Price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption, without premium.

<table>
<thead>
<tr>
<th>Year</th>
<th>Mandatory Sinking Fund Redemption Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* Maturity

SECTION 44.03 Notice of Redemption. Each notice of redemption with respect to the 2015 Series A Bonds shall be mailed by the Trustee, not less than twenty (20) nor more than sixty (60) days prior to the redemption date, to (i) each Holder and (ii) to the MSRB’s Electronic Municipal Market Access system. Any notice of redemption given pursuant to this Section 44.03 may be rescinded by written notice delivered to the Trustee by the Issuer. Upon receipt of such written notice of rescission from the Issuer, the Trustee shall give notice of such rescission as soon thereafter as practicable in the same manner, and to the same parties, as notice of redemption was given pursuant to Section 4.02 of this Indenture. Notice of redemption of 2015 Series A Bonds shall otherwise be given in accordance with the provisions set forth in Section 4.02 of this Indenture.
SECTION 44.04  Mandatory Purchase in Lieu of Redemption. Each Holder, by purchase and acceptance of any 2015 Series A Bond irrevocably grants to the Issuer the option to purchase such 2015 Series A Bond, on any date such 2015 Series A Bond is subject to optional redemption provided in this Article XLIV at a purchase price equal to the Redemption Price then applicable to such 2015 Series A Bond, plus accrued interest thereon to the date of purchase. In order to exercise such option, the Issuer shall deliver to the Trustee a Favorable Opinion of Bond Counsel and shall direct the Trustee to provide notice of mandatory purchase in lieu of redemption, such notice to be provided, as and to the extent applicable, in accordance with the provisions set forth in Section 44.03, the Issuer shall pay the purchase price of such 2015 Series A Bond to the Trustee in immediately available funds and the Trustee shall pay the same to the Holders of 2015 Series A Bonds being purchased against delivery thereof. Following such purchase, the Trustee shall register such 2015 Series A Bonds in accordance with the written instructions of the Issuer. No purchase of any 2015 Series A Bond pursuant to this Section 44.04 shall operate to extinguish the indebtedness evidenced by such 2015 Series A Bond. No Holder may elect to retain a 2015 Series A Bond subject to mandatory purchase to this Section 44.04.

In the event that the Issuer lacks sufficient funds to pay the purchase price of any 2007 Series A Bond subject to mandatory purchase in lieu of redemption pursuant to this Section 44.04 on the date fixed for such purchase, the Issuer shall cancel such mandatory purchase in lieu of redemption and shall return each such 2015 Series A Bond to the Holder who shall have tendered such 2015 Series A Bond for mandatory purchase in lieu of redemption pursuant to this Section 44.04. The Trustee shall give notice that such mandatory purchase was not effected promptly following the date fixed for such purchase. Any failure to pay the purchase price of any 2015 Series A Bond subject to mandatory purchase pursuant to this Section 44.04 shall not constitute an Event of Default under this Indenture.

SECTION 44.05  No Optional or Mandatory Redemption of 2015 Series B Bonds. The 2015 Series B Bonds shall not be subject to optional or mandatory redemption prior to their respective stated maturity dates.

ARTICLE XLV

APPLICATION OF PROCEEDS; 2015 SERIES COSTS OF ISSUANCE FUND

SECTION 45.01  Application of Proceeds of 2015 Series Bonds.

(a) Application of Proceeds of 2015 Series A Bonds. The proceeds of the sale of the 2015 Series A Bonds, $___________, comprised of $___________ aggregate principal amount of 2015 Series A Bonds, [plus an original issue premium of $___________,] less an underwriters’ discount of $___________, shall be received by the Trustee and shall be held in trust and applied by the Trustee as follows:

(i) The Trustee shall deposit $___________ in the 2015 Series Costs of Issuance Fund established pursuant to Section 45.02 hereof.
The Trustee shall transfer $____________ of the proceeds of the 2015 Series B Bonds to the escrow fund created pursuant to the Escrow Agreement, such amount to be applied to defease and refund the Refunded Bonds.

(b) Application of Proceeds of 2015 Series B Bonds. The proceeds of the sale of the 2015 Series B Bonds, $____________, comprised of $____________ aggregate principal amount of 2015 Series B Bonds, [plus an original issue premium of $____________,] less an underwriters’ discount of $____________, shall be received by the Trustee and shall be held in trust and applied by the Trustee as follows:

(i) The Trustee shall deposit $____________ in the 2015 Series Costs of Issuance Fund established pursuant to Section 45.02 hereof.

(ii) The Trustee shall transfer $____________ of the proceeds of the 2015 Series B Bonds to the escrow fund created pursuant to the Escrow Agreement, such amount to be applied to defease and refund the Refunded Bonds.

SECTION 45.02 Establishment and Application of 2015 Series Costs of Issuance Fund. The Trustee shall establish, maintain and hold in trust a separate fund designated as the “2015 Series Costs of Issuance Fund.” The moneys in the 2015 Series Costs of Issuance Fund shall be used and withdrawn to pay Costs of Issuance of the 2015 Series Bonds. The Trustee shall disburse moneys from the 2015 Series Costs of Issuance Fund upon receipt of a requisition, substantially in the form set forth in Exhibit B hereto. At the end of one hundred twenty (120) days from the date of issuance of the 2015 Series Bonds, or upon the earlier Request of the Issuer, amounts, if any, remaining in the 2015 Series Costs of Issuance Fund shall be transferred to the Revenue Fund.

ARTICLE XLVI

MISCELLANEOUS

SECTION 46.01 Terms of 2015 Series Bonds Subject to Indenture. Except as in this Fifth Supplemental Indenture expressly provided, every term and condition contained in the Indenture shall apply to this Fifth Supplemental Indenture and to the 2015 Series Bonds with the same force and effect as if the same were herein set forth at length, with such omissions, variations and modifications thereof as may be appropriate to make the same conform to this Fifth Supplemental Indenture.

This Fifth Supplemental Indenture and all the terms and provisions herein contained shall form part of the Indenture as fully and with the same effect as if all such terms and provisions had been set forth in the Indenture. The Indenture is hereby ratified and confirmed and shall continue in full force and effect in accordance with the terms and provisions thereof, as supplemented and amended hereby.

SECTION 46.02 Effective Date of Supplemental Indenture. This Fifth Supplemental Indenture shall take effect upon its execution and delivery.
SECTION 46.03  Execution in Counterparts.  This Fifth Supplemental Indenture may be executed in several counterparts, each of which shall be deemed an original, and all of which shall constitute but one and the same instrument.
IN WITNESS WHEREOF, the parties hereto have executed this Fifth Supplemental Indenture by their officers thereunto duly authorized as of the day and year first written above.

SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY

By: _____________________________
   Chief Financial Officer

ATTEST:

______________________________
Board Secretary

Approved as to form:

By: _____________________________
   General Counsel

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: _____________________________
   Authorized Officer
Exhibit A

[Form of 2015 Series Bond]

No. R-__ $__________

Unless this Bond is presented by an authorized representative of The Depository Trust Company to the Issuer or its agent for registration of transfer, exchange or payment, and any Bond issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., any transfer, pledge or other use hereof for value or otherwise by or to any person is wrongful since the registered owner hereof, Cede & Co., has an interest herein.

Santa Clara Valley Transportation Authority
2000 Measure A Sales Tax Revenue Refunding Bond
[2015 Series A (Tax-Exempt)]
[2015 Series B (Taxable)]

Maturity Date Interest Rate Issue Date CUSIP
April 1, ___ _________ __, 2015 80168NE_____

Registered Owner: CEDE & CO.

Principal Amount: ______________________________ Dollars

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY, a public transit district duly established and existing under the laws of the State of California (the “Issuer”), for value received, hereby promises to pay (but only out of Revenues as such term is defined in the hereinafter defined Indenture) to the registered owner identified above (the “Holder”) or registered assigns, on the maturity date set forth above, the principal amount set forth above and to pay (but only out of the Revenues) interest on the balance of said principal amount from time to time remaining unpaid from and including the date hereof until payment of said principal amount has been made or duly provided for, at the rates and on the dates determined as provided in the Indenture, dated as of August 1, 2006, as supplemented and amended from time to time pursuant to its terms, including as supplemented and amended by the Fifth Supplemental Indenture thereto, dated as of January 1, 2015 (hereinafter collectively referred to as the “Indenture”), between the Issuer and U.S. Bank National Association, successor to Deutsche Bank National Trust Company, as trustee (together with any successor trustee, the “Trustee”), except as the provisions set forth in the Indenture with respect to redemption or tender prior to maturity may become applicable hereto. All capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Indenture.

Interest payments on this Bond shall be made by the Trustee to the Holder hereof as of the close of business on the Record Date with respect to each Interest Payment Date and shall be paid (i) by bank check mailed on the applicable Interest Payment Date to such Holder’s address as it appears on the registration books of the Trustee at the close of business on the Record Date or (ii) by wire transfer to any Holder of at least $1,000,000 aggregate principal amount of Bonds
of the Series designated above according to the written instructions given by such Holder to the Trustee on or prior to the applicable Record Date; except, in each case, that, if and to the extent that there shall be a default in the payment of the interest due on such Interest Payment Date, such defaulted interest shall be paid to the Holders in whose name any such Bonds are registered as of a special record date to be fixed by the Trustee, notice of which shall be given to such Holders not less than ten (10) days prior thereto. Principal of and premium, if any, on this Bond shall be payable upon surrender hereof in lawful money of the United States of America at the designated Corporate Trust Office of the Trustee. Notwithstanding the foregoing, however, for so long as a Securities Depository is utilized, interest hereon and principal hereof shall be payable in accordance with the payment procedures established by such Securities Depository.

This Bond is one of a duly authorized issue of bonds of the Issuer, designated as “Santa Clara Valley Transportation Authority 2000 Measure A Sales Tax Revenue Refunding Bonds, [2015 Series A (Tax-Exempt)] [2015 Series B (Taxable)] (the “Bonds”), and is a Current Interest Bond. The Bonds are being issued pursuant to the provisions of the Santa Clara Valley Transportation Authority Act (constituting Part 12 of Division 10 of the California Public Utilities Code) and Chapter 6 of Part 1 of Division 2 of Title 5 of the California Government Code as referenced in said Santa Clara Valley Transportation Authority Act (hereinafter collectively referred to as the “Act”) and the Indenture. Said authorized issue of Bonds is not limited in aggregate principal amount and consists or may consist of one or more series of varying denominations, dates, maturities, interest rates and other provisions, as in the Indenture provided. This Bond is being issued on a parity with certain other Bonds issued pursuant to the Indenture and certain Parity Obligations incurred in accordance with the provisions of the Indenture. Certain additional Bonds may be issued and other obligations may be secured on a parity with the Bonds of the Series designated above, but only subject to the conditions and limitations set forth in the Indenture.

Reference is hereby made to the Indenture and the Act for a description of the terms on which the Bonds are issued and to be issued, of the nature and extent of the security for the Bonds, of the rights thereunder of the Holders of the Bonds, and of the rights and obligations of the Issuer thereunder, all of the terms and provisions of which are incorporated herein and constitute a contract between the Issuer and the Holder from time to time of this Bond, and all of the provisions of which the Holder of this Bond, by acceptance hereof, consents and agrees.

The Bonds are special limited obligations of the Issuer and, as and to the extent set forth in the Indenture, are payable solely from, and secured solely by a pledge of and liens on, the 2000 Measure A Sales Tax Revenues and certain other funds held by the Trustee under the Indenture (as more fully defined in the Indenture, the “Revenues”). The general fund of the Issuer is not liable, and the credit of the Issuer (other than as described above) is not pledged, for the payment of the Bonds or their interest. The Bonds are not secured by a legal or equitable pledge of, or charge, lien or encumbrance upon, any of the property of the Issuer or any of its income or receipts, except the Revenues.

Principal of, redemption premium, if any, and interest on the Bonds are payable solely from the Revenues pledged to their payment pursuant to the Indenture and the Issuer is not obligated to pay the Bonds except from such Revenues. Neither the faith and credit nor the taxing power of the State of California or any political subdivision or any
public agency thereof or the County of Santa Clara or any public agency thereof, other than the Issuer to the extent of the pledge of such Revenues, is pledged to the payment of the principal of, redemption premium, if any, or interest on the Bonds.

This Bond is subject to optional and mandatory redemption prior to its stated maturity date as described in the Indenture.

The Bonds of the Series designated above are issuable as fully registered bonds without coupons in the denominations specified in the Indenture.

This Bond is transferable or exchangeable for other Authorized Denominations of the same Series by the Holder hereof, in person or by its attorney duly authorized in writing, at the designated office of the Trustee, but only in the manner, subject to the limitations and upon payment of the charges provided in the Indenture, and upon surrender and cancellation of this Bond. Upon any such transfer, a new fully registered Bond or Bonds, of an Authorized Denomination or Denominations of the same Series and for the same aggregate principal amount, will be issued to the transferee in exchange herefor.

The Issuer and the Trustee may deem and treat the Holder hereof as the absolute owner hereof for all purposes and neither the Issuer nor the Trustee shall be affected by any notice to the contrary.

The rights and obligations of the Issuer and the Holders of the Bonds may be modified or amended at any time in the manner, to the extent, and upon the terms provided in the Indenture, which provide, in certain circumstances, for modifications and amendments without the consent of, or prior notice to, the Holders of the Bonds.

The Indenture and the Bonds shall be governed by and construed in accordance with the laws of the State of California.

It is hereby certified and recited that any and all acts, conditions and things required to exist, to happen and to be performed, precedent to and in the incurring of the indebtedness evidenced by this Bond, and in the issuing of this Bond, do exist, have happened and have been performed, in due time, form and manner, as required by the Act and by the Constitution and statutes of the State of California, and that this Bond, together with all other indebtedness of the Issuer pertaining to the Revenues, is within every debt and other limit prescribed by the Act and by the Constitution and the statutes of the State of California, and is not in excess of the amount of Bonds permitted to be issued under the Indenture or the Act.

This Bond shall not be entitled to any benefit under the Indenture, or become valid or obligatory for any purpose, until the certificate of authentication hereon endorsed shall have been manually signed by the Trustee.
IN WITNESS WHEREOF, the SANTA CLARA VALLEY TRANSPORTATION AUTHORITY has caused this Bond to be executed in its name and on its behalf by the facsimile signature of its Chief Financial Officer and its seal to be reproduced hereon by facsimile and attested by the facsimile signature of its Board Secretary, all as of the date set forth above.

SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY

By __________________________
Chief Financial Officer

(Seal)

Attest:

__________________________
Board Secretary

[Form of Certificate of Authentication]

This Bond is one of the Bonds described in the within-mentioned Indenture.

Date of Authentication: _____________ , 2015.

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By __________________________
Authorized Signatory
[Form of Assignment]

For value received __________________________, whose taxpayer identification number is _______________________, does hereby sell, assign and transfer unto __________________________________________________________ the within Bond and hereby irrevocably constitute and appoint ________________________________ attorney, to transfer the same on the books of the Issuer at the office of the Trustee, with full power of substitution in the premises.

NOTE: The signature to this Assignment must correspond with the name on the face of the within Registered Bond in every particular, without alteration or enlargement or any change whatsoever.

Dated: __________________________

Signature Guaranteed by:

NOTE: Signature must be guaranteed by an eligible guarantor institution.
Exhibit B

[Form of 2015 Series Costs of Issuance Fund Requisition]

REQUISITION NO.

2015 Series Costs of Issuance Fund

The undersigned, ____________________, hereby certifies as follows:

1. I am ____________________ of Santa Clara Valley Transportation Authority, a public transit district duly established and existing under the laws of the State of California (the “Issuer”).

2. Pursuant to the provisions of that certain Indenture, dated as of August 1, 2006, as supplemented and amended, including as supplemented and amended by that certain Fifth Supplemental Indenture, dated as of January 1, 2015 (hereinafter collectively referred to as the “Indenture”), between the Issuer and U.S. Bank National Association, successor to Deutsche Bank National Trust Company, as trustee (the “Trustee”), I am an Authorized Representative (as such term is defined in the Indenture) of the Issuer and am delivering this Requisition on behalf of the Issuer.

3. The undersigned hereby requests that the Trustee pay from the 2015 Series Costs of Issuance Fund established under the Indenture the amounts specified in Schedule I hereto to the persons identified in Schedule I.

4. The undersigned hereby certifies that: (i) obligations in the amounts stated in Schedule I have been incurred by the Issuer and are presently due and payable; (ii) each item is a proper charge against said 2015 Series Costs of Issuance Fund; and (iii) each item has not been previously paid from said 2015 Series Costs of Issuance Fund.

Dated: _______________

SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY

By: ____________________________
Authorized Representative
Schedule I
2015 Series Costs of Issuance Fund

<table>
<thead>
<tr>
<th>To</th>
<th>Amount</th>
<th>Purpose</th>
<th>Wire or Payment Instructions</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Nuria I. Fernandez

FROM: Chief Operating Officer, Michael A. Hursh

SUBJECT: Auxiliary Power Supply (APSE) Procurement

Policy-Related Action: No
Government Code Section 84308 Applies: Yes

ACTION ITEM

RECOMMENDATION:

Authorize the General Manager to execute a contract with Alstom, Inc., in an amount up to $1,944,926 to procure five (5) Auxiliary Power Supply Equipment (APSE) units and associated support parts for VTA’s light rail vehicles.

BACKGROUND:

The Operations Division of VTA operates, maintains, analyzes, schedules, manages and provides security for VTA's bus and rail transit systems and facilities. Light Rail Vehicle Maintenance is responsible for timely and reliable maintenance, preventive maintenance, inspections, repair and servicing of light rail vehicles. Operations Engineering provides technical system support to the Light Rail Vehicle Maintenance, Way, Power and Signal, and other departments.

VTA’s fleet of 99 Kinkisharyo light rail vehicles were delivered between 2002 and 2004 and are reaching 10 to 12 years of age, with an expected useful life of 30 years. Each light rail vehicle requires one Auxiliary Power Supply Equipment (APSE) unit, which converts the 800 volt overhead power to appropriate 208 volt AC and lower voltage DC to power a variety of equipment and subsystems within the vehicle. The APSE plays a crucial role in the functioning of the vehicle. It is a standalone unit but interfaces with other subsystems as part of the complete vehicle system.

DISCUSSION:

VTA’s light rail vehicles include many sophisticated and complex parts and equipment
including the APSE, which plays a crucial role for proper functioning of the vehicle. Recently two APSE units experienced major failures and have to be replaced. VTA does not have spare APSE units available in its spare parts inventory and must now procure several new APSEs.

Each light rail vehicle originally came equipped with APSE units manufactured by Alstom, Inc., in France; however, other manufacturers are also capable of manufacturing APSE units. To that end, VTA prepared specifications and advertised to purchase five APSEs for VTA's application. VTA received questions regarding the specifications from Siemens and Faively Transport both of which have experience in the manufacture of APSEs. At the bid due date, July 25, 2014, a single bid was received from Alstom along with an initial request for additional time from a second, potential manufacturer. As such, VTA returned the bid to Alstom unopened, made a minor modification to the bid specification and re-advertised the request to purchase five APSEs on August 25, 2014, thus allowing potential bidders more time to submit their bids. Copies of the specification were sent out to potential bidders that had previously shown interest.

On the bid due date, September 22, 2014, VTA, again, received a single bid from Alstom. Other potential bidders, including Siemens and Faively, cited the cost to design and build such a small number of units, was prohibitive. Unfortunately, upon opening Alstom’s bid, VTA discovered that Alstom included a number of conditions, which made the bid non-responsive. Thus, VTA notified Alstom that their bid was rejected.

In anticipation of increased light rail vehicle demands for Super Bowl 50 and the opening of the BART to Silicon Valley extension, there is a need to immediately procure the needed APSE units.

Considering the situation and VTA’s need to purchase additional APSEs, staff is requesting authorization to address the conditions as requested by Alstom and to purchase the APSEs at their proposed price as a sole-source procurement.

Alstom Bid

The Alstom bid included the following price information:

<table>
<thead>
<tr>
<th>Item/Qty</th>
<th>Price Each</th>
<th>Price Extended</th>
<th>Tax</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 APSEs</td>
<td>$320,906.00</td>
<td>$1,604,530.00</td>
<td>$140,396.38</td>
<td>$1,744,926</td>
</tr>
<tr>
<td>Spare Parts</td>
<td></td>
<td></td>
<td></td>
<td>$200,000</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td>$1,944,926</td>
</tr>
</tbody>
</table>

The Alstom bid also included the following payment schedule:

<table>
<thead>
<tr>
<th>Milestone</th>
<th>Payment in % of total price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notice to Proceed</td>
<td>5%</td>
</tr>
<tr>
<td>Test Plan</td>
<td>5%</td>
</tr>
<tr>
<td>Alstom PO for major items</td>
<td>25%</td>
</tr>
<tr>
<td>Start of Manufacturing</td>
<td>15%</td>
</tr>
<tr>
<td>First Unit Inspection</td>
<td>5%</td>
</tr>
<tr>
<td>Description</td>
<td>Percentage</td>
</tr>
<tr>
<td>-------------------------------------</td>
<td>------------</td>
</tr>
<tr>
<td>Delivery FOB 5 Units</td>
<td>35%</td>
</tr>
<tr>
<td>Alstom Shop Test Reports</td>
<td>5%</td>
</tr>
<tr>
<td>Final Acceptance</td>
<td>5%</td>
</tr>
</tbody>
</table>

APSE's include a variety of sub-components, such as controllers, inverters and insulated gate bipolar transistors (IGBT) that must be maintained and occasionally replaced. Therefore, staff recommends that VTA negotiate with Alstom for the purchase of these spare parts in an amount up to $200,000 as part of this agreement.

**ALTERNATIVES:**

The Auxiliary Power Supply Equipment (APSE) units are required in order to maintain sufficient inventory and meet future demand for VTA’s light rail vehicles for revenue service operations. The vehicle is usually disabled if an APSE unit fails. There are no viable alternatives.

**FISCAL IMPACT:**

This action will authorize up to $1,944,926 to procure five (5) APSE units and associated spare parts which form part of VTA’s light rail vehicle system. Appropriation for Light Rail Vehicle parts such as these is included in the FY2015 Adopted VTA Transit Fund Operating Budget and will be included in subsequent VTA Transit Fund Operating Budgets.

**SMALL BUSINESS ENTERPRISE (SBE) PARTICIPATION:**

Based on the limited scope of work and no subcontracting opportunities, no specific goal has been established by the Office of Small and Disadvantaged Businesses for this contract. Contractor is encouraged to make reasonable efforts to meet VTA’s SBE overall annual goal of 19% in its procurement of ancillary services and products associated with the performance of this contract.

**STANDING COMMITTEE DISCUSSION/RECOMMENDATION:**

Due to concerns regarding Government Code Section 84308, the Administration & Finance Committee removed this item as part of its Regular Agenda at its December 18, 2014 meeting. This item will be placed as part of the Regular Agenda at the January 8, 2015 Board Meeting.

Prepared by: Art Douwes
Memo No. 4644

**ATTACHMENTS:**

- Government Section Code 84308_APSE_4644 (PDF)
## Auxiliary Power Supply (APSE) Procurement

### List of Contractor

<table>
<thead>
<tr>
<th>Firm Name</th>
<th>Name</th>
<th>Role</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alstom, Inc.</td>
<td>Amy Ericson</td>
<td>Alstom US Country President</td>
<td>Washington, D.C.</td>
</tr>
</tbody>
</table>
BOARD MEMORANDUM

TO:         Santa Clara Valley Transportation Authority  
            Board of Directors

THROUGH:    General Manager, Nuria I. Fernandez

FROM:       Director of Engr. & Trans. Infrastructure Dev., Carolyn M. Gonot

SUBJECT:    LRT Efficiency Project – Mountain View Double Track Phase II Construction 
            Contract Award

Policy-Related Action: No  
Government Code Section 84308 Applies: No

ACTION ITEM

RECOMMENDATION:

Authorize the General Manager to execute a contract with B&C Transit, the lowest responsible 
and responsive bidder for construction of the LRT Efficiency Project - Mountain View Double 
Track Phase II Project for an amount not to exceed $11,706,985.

BACKGROUND:

The Light Rail Efficiency Project is a coordinated program of capital projects and operating changes to speed up the light rail system, increase service hours, introduce a new line of service, expand express service, and prepare for seamless, high-quality service to BART. In May 2010, the VTA Board recommended projects with high potential to generate the most effective improvements to travel times and ridership on the system. The Mountain View Double Track Project is a high priority investment based on the Light Rail Efficiency Study.

The Mountain View Double Track Project adds a 4,400-foot section of second track from the existing tail track at the end of the line in Mountain View to Whisman Station Drive. The project would improve operational efficiency and schedule adherence on the light rail system. This project is critical to meeting the service demand goals associated with the opening of VTA’s BART Extension to Silicon Valley, providing high quality service to the new Levi’s Stadium and improving overall system efficiency. In addition to its plans to introduce more frequent and more reliable special event service, VTA is evaluating a new line of regular weekday service from Mountain View to Alum Rock Station for implementation commensurate with the extension of BART service to Milpitas and Berryessa in 2017.
The Mountain View Double Track Project includes three components: Caltrain Re-Alignment, Double Track Phase I and Double Track Phase II. The construction of the first two components is underway:

The Mountain View Double Track Phase II improvements (see Attachment A) would add about 3,000 feet of second light rail track by extending the previously built second track under Phase I to near Whisman Station Drive. The improvements also include construction of corresponding infrastructure including the overhead contact systems, traction power work and relocation of traffic signals.

**DISCUSSION**

The LRT Efficiency Project - Mountain View Double Track Phase II contract was advertised on September 5, 2014. Three bids were submitted on December 9, 2014 with the following results:

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>B&amp;C Transit Inc.</td>
<td>$11,706,985</td>
</tr>
<tr>
<td>Shimmick/Con-Quest Joint Venture</td>
<td>$12,113,978</td>
</tr>
<tr>
<td>Proven Management</td>
<td>$14,881,470</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$ 9,992,174</td>
</tr>
</tbody>
</table>

B&C Transit Inc. is the lowest responsible and responsive bidder. The bid is 17.2% over the Engineer’s Estimate.

Construction is scheduled to start in February 2015 and is projected to be completed in December 2015.

**ALTERNATIVES:**

There are no practical alternatives to the recommended action. Delaying the award of this contract would result in failure to meet the milestone delivery date for Season 2 of Levi’s Stadium. Also, the Phase II work interfaces with the Phase I work which is currently under construction. Delay in Phase II work could impact cost and schedule of Phase I work.

**FISCAL IMPACT:**

This action will authorize up to $11,706,985 for the Mountain View Double Track Phase II construction. Budget appropriation for this is included in the FY15 Adopted 2000 Measure A Transit Improvement Program Fund Capital Budget.

**SMALL BUSINESS ENTERPRISE (SBE) PARTICIPATION:**

Based on identifiable subcontracting opportunities, a Small Business Enterprise (SBE) goal of 28.12% has been established by the Office of Small and Disadvantaged Businesses for this contract. Contractor exceeded the goal and has committed to 58% SBE participation on this contract.
STANDING COMMITTEE DISCUSSION/RECOMMENDATION

Due to the bid protest submitted by the second low bidder on December 16, 2014, the bid review was not yet complete on the day of Administration & Finance Committee meeting on December 18, 2014. However, the committee recommended to award the contract to the lowest responsible and responsive bidder.

Prepared by: Ven Prasad, Engineering Group Manager-Highways
Memo No. 4701

ATTACHMENTS:

• 4701_MV Phase 2 Attachment A_revised (PDF)
Mountain View Double Track Phase 2 - SR-85 to Whisman Road

- Stevens Creek
- Existing Pedestrian Bridge
- Existing VTA Traction Power Substation
- Evelyn Pedestrian Tunnel
- Evelyn Park & Ride Lot
- Early 2015: Evelyn Station Closure
- Phase I Project
- Phase II Project
- Construction Staging Area
- Existing Station Platform

MOUNTAIN VIEW DOUBLE TRACK PHASE II PROJECT
NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority Silicon Valley Rapid Transit Program Working Committee Meeting scheduled for Monday, December 1, 2014, at 10:00 a.m. has been cancelled.

Tracene Y. Crenshaw, Assistant Board Secretary
VTA Office of the Board Secretary
CALL TO ORDER

The Regular Meeting of the Congestion Management Program & Planning Committee (CMPP) was called to order at 10:02 a.m. by Chairperson Herrera in the VTA Auditorium, 3331 North First Street, San Jose, California.

1. ROLL CALL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rose Herrera</td>
<td>Chairperson</td>
<td>Present</td>
</tr>
<tr>
<td>Jason Baker</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>David Whittum</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Ken Yeager</td>
<td>Member</td>
<td>Absent</td>
</tr>
<tr>
<td>Dave Cortese</td>
<td>Alternate Member</td>
<td>Absent</td>
</tr>
<tr>
<td>Jamie Matthews</td>
<td>Alternate Member</td>
<td>N/A</td>
</tr>
<tr>
<td>Howard Miller</td>
<td>Alternate Member</td>
<td>N/A</td>
</tr>
</tbody>
</table>

* Alternates do not serve unless participating as a Member.

A quorum was present.

2. ORDERS OF THE DAY

There were no Orders of the Day.

3. PUBLIC PRESENTATIONS

There were no Public Presentations.

CONSENT AGENDA

4. Regular Meeting Minutes of October 16, 2014

M/S/C (Whittum/Baker) to approve the Regular Meeting Minutes of October 16, 2014.

REGULAR AGENDA

5. Programmed Project Monitoring - Quarterly Report

Marcella Rensi, Transportation Planning Manager, provided a brief staff report, noting “yellow” status for the San Jose Pedestrian Oriented Traffic Signals project.

John Ristow, Planning & Program Development Director and Staff Liaison, noted the quarterly report is a tracking tool for delivery of projects from multiple funding sources.

NOTE: M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.
On order of Chairperson Herrera and there being no objection, the Committee received the Programmed Projects Quarterly Monitoring Report for July-September 2014.

6. **2013 Regional Pavement Condition Summary Report**

Ms. Rensi provided a brief overview of the staff report, 2013 jurisdiction ranking summary, and current level of service (LOS) by county and jurisdiction. Ms. Rensi further noted that pavement condition index (PCI) scores for residential streets are typically lower than arterials and collector streets as funding to repair pavement is restricted to arterials and collector streets.

Mr. Ristow noted the downward trend of pavement condition in Santa Clara County (County) and the VTA Board of Directors could consider including pavement rehabilitation in the potential 2016 transportation ballot measure.

Member Whittum commented that a city with poor PCI score could be an indication of the local government’s fiscal health.

Chairperson Herrera inquired how the County’s pavement condition might compare to other areas in the State.

Member Baker inquired how the County could compete for regional grant funds when other areas are in worse conditions.

On order of Chairperson Herrera and there being no objection, the Committee received the 2013 Regional Pavement Condition Summary Report.

7. **Express Lanes Program Implementation Update**

Casey Emoto, Deputy Director of Project Development, provided the staff report noting the following: 1) overview of other express lanes, both planned and currently in operation, throughout the nation; 2) Bay Area express lanes under development and their corresponding lead transportation agencies; 3) delivery and development of Silicon Valley Express Lanes in the County, noting phased implementation; 4) feedback from the public to develop a smart phone application that would inform prospective Express Lane users of current pricing information; 5) December 8, 2014, outreach meeting with Almaden Valley Community Association; and 6) overview of implementation activities and next steps.

Mr. Emoto added a brief overview of other items of note, highlighting: 1) the pilot project to restripe State Route (SR) 237 Express Lanes in coordination with Caltrans; 2) development of equity and transit programs, similar to Los Angeles Metro’s programs; and 3) deployment of new toll tag technologies, such as “sticker tags” and switchable tags.

Member Whittum made the following comments: 1) expressed support for efforts to improve westbound SR 237 express lane access; 2) expressed interest in seeing more detailed comments from the SR 85 Express Lanes Project environmental document; and 3) inquired on what congestion-related data might be available to the public and suggested that VTA could challenge the public to develop a more innovative approach to measuring LOS in the County.

In response to Member Whittum’s comments on data collection, staff briefly discussed ongoing efforts in the Planning Department and Operations Division to leverage “big data” and VTA’s bus fleet data.
Chairperson Herrera suggested VTA could create a committee or group to showcase VTA’s technological innovations and allow for collaboration with the public on an ongoing basis.

Members of the Committee noted the importance of highlighting the goals and benefits of the Silicon Valley Express Lanes program and encouraged the use of simple diagrams or illustrations in public presentations.

On order of Chairperson Herrera and there being no objection, the Committee received an update on Express Lanes Program Implementation.

OTHER ITEMS

12. Items of Concern and Referral to Administration

There were no Items of Concern and Referral to Administration.

13. Committee Work Plan

On order of Chairperson Herrera and there being no objection, the Committee reviewed the Committee Work Plan.

14. Committee Staff Report

Mr. Ristow provided a written report to the Committee containing information on Local Events; MTC/ABAG, State and Federal; and VTA CMA.

Mr. Ristow highlighted the following: 1) VTA and the National Association of City Transportation Officials (NACTO) to conduct a Complete Streets workshop for elected officials and city staff on March 12-13, 2015; 2) announcement of new California Transportation Commission (CTC) Executive Director Will Kempton; and 3) release of supplemental call-for-projects for the Priority Development Area (PDA) Planning Grant Program, with applications due on February 5, 2015.

On order of Chairperson Herrera and there being no objection, the Committee received the Committee Staff Report.

15. Chairperson’s Report

There was no Chairperson’s Report.

16. Determine Consent Agenda for the January 8, 2015 Board of Directors Meeting

CONSENT:


Agenda Item #6. Receive the 2013 Regional Pavement Condition Summary Report.

Agenda Item #7. Receive update on Express Lanes Program Implementation.

REGULAR:

None.

17. ANNOUNCEMENTS

There were no Announcements.
18. **ADJOURNMENT**
   
   *On order of Chairperson Herrera* and there being no objection, the meeting was adjourned at 10:59 a.m.

   Respectfully submitted,

   Michelle Oblena, Board Assistant
   VTA Office of the Board Secretary
CALL TO ORDER

The Regular Meeting of the Administration and Finance Committee (A&F) was called to order at 12:09 p.m. by Chairperson Chavez in the Auditorium, VTA River Oaks Campus, 3331 North First Street, San Jose, California.

1. ROLL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cindy Chavez</td>
<td>Chairperson</td>
<td>Present</td>
</tr>
<tr>
<td>Jose Esteves</td>
<td>Board Member</td>
<td>Present</td>
</tr>
<tr>
<td>Ash Kalra</td>
<td>Board Member</td>
<td>Present</td>
</tr>
<tr>
<td>Perry Woodward</td>
<td>Vice Chairperson</td>
<td>Absent</td>
</tr>
<tr>
<td>Larry Carr</td>
<td>Alternate Board Member</td>
<td>Absent</td>
</tr>
<tr>
<td>David Cortese</td>
<td>Alternate Board Member</td>
<td>NA</td>
</tr>
<tr>
<td>Jamie Matthews</td>
<td>Alternate Board Member</td>
<td>NA</td>
</tr>
</tbody>
</table>

* Alternates do not serve unless participating as a Member.

A quorum was present.

2. PUBLIC PRESENTATIONS

There were no Public Presentations.

3. ORDERS OF THE DAY

Chairperson Chavez requested removal of Agenda Item #8. Auxiliary Power Supply (APSE) Procurement from the agenda to ensure there is no conflict with Board members, since Government Code Section 84308 applies and attachment is not available.

Upon Member Esteves’ inquiry, Robert Fabela, General Counsel, commented on Agenda Item #8. Auxiliary Power Supply (APSE) Procurement and Agenda Item #9. LRT Efficiency Project – Mountain View Double Track Phase II Construction Contract Award and noted these are common procurement practices.

M/S/C (Kalra/Esteves) to accept the Orders of the Day.

NOTE: M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.
CONSENT AGENDA

4. Regular Meeting Minutes of November 20, 2014

M/S/C (Kalra/Esteves) to approve the Regular Meeting Minutes of November 20, 2014.

5. 2014 Year-End Attendance Report

M/S/C (Kalra/Esteves) to review the 2014 Year-End Attendance Report for the VTA Board of Directors, Ad-Hoc Committees, Board Standing Committees, and Board Advisory Committees.

6. Bicycle & Pedestrian Advisory Committee Appointment

M/S/C (Kalra/Esteves) to approve submitting a recommendation to the Board of Directors to ratify the appointment to the Bicycle & Pedestrian Advisory Committee of David Almeida, representing the City of Gilroy, for the two-year term ending June 30, 2016.

REGULAR AGENDA

7. 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A

Michael J. Smith, Finance Manager, provided an overview of the staff report.

M/S/C (Kalra/Esteves) to approve submitting a recommendation to the Board of Directors to approve submitting a recommendation to the Board of Directors to adopt a resolution that approves the transaction documents and authorizes the General Manager and Chief Financial Officer to take all necessary actions to issue the 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (the “2015 Bonds”), in order to effect an advance refunding of up to all the outstanding 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A Bonds (the “2007 Bonds”) and to pay the costs of issuance.

8. (Removed from the Agenda.)

Authorize the General Manager to execute a contract with Alstom, Inc., in an amount up to $1,944,926 to procure five (5) Auxiliary Power Supply Equipment (APSE) units and associated support parts for VTA’s light rail vehicles.

9. LRT Efficiency Project – Mountain View Double Track Phase II Construction Contract Award

Ven Prasad, Engineering Group Manager-Highways, provided a brief overview of the staff report.

Upon inquiry of Committee Members, Mr. Prasad noted that the bids were opened on September 9, 2014. He noted there is no recommended contractor at this time due to a bid protest from the second lowest bidder. Staff is working on the protest and this item will be presented to the Board of Directors for consideration at the January 2015 Board of
Directors’ meeting.

Michael Hursh, Chief Operating Officer, explained the timeline for this contract was accelerated to meet the SuperBowl 50 and the BART Silicon Valley demands.

**M/S/C (Esteves/Kalra)** to approve submitting a recommendation to the Board of Directors to authorize the General Manager to execute a contract with the lowest responsible and responsive bidder for construction of the LRT Efficiency Project - Mountain View Double Track Phase II Project.

**Note:** Due to the timing of the bid opening on December 9, 2014, the bid review is not yet completed. Following bid review, a final recommendation will be presented in a revised memorandum provided to the Board prior to the January 6, 2015 meeting.

10. **Monthly Investment Report - October 2014**


Upon inquiry of Chairperson Chavez, Raj Srinath, Chief Financial Officer and Staff Liaison, explained fuel hedging and noted it is not always the best solution.

**On Order of Chairperson Chavez** and there being no objection, the Committee received the Monthly Investment Report for October 2014.

**OTHER ITEMS**

11. **Items of Concern and Referral to Administration**

Chairperson Chavez followed up on her request regarding a possibility of establishing an underground authority.

12. **Committee Work Plan**

**On order of Chairperson Chavez** and there being no objection, the Committee reviewed the Committee Work Plan.

13. **Committee Staff Report**

There was no Committee Staff Report.

14. **Chairperson’s Report**

There was no Chairperson’s Report.
15. Determine Consent Agenda for the January 8, 2015 Board of Directors Meeting

CONSENT:

Agenda Item #6. Ratify the appointment to the Bicycle & Pedestrian Advisory Committee of David Almeida, representing the City of Gilroy, for the two-year term ending June 30, 2016

REGULAR:

Agenda Item #7. Adopt a resolution that approves the transaction documents and authorizes the General Manager and Chief Financial Officer to take all necessary actions to issue the 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (the “2015 Bonds”), in order to effect an advance refunding of up to all the outstanding 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A Bonds (the “2007 Bonds”) and to pay the costs of issuance.

Agenda Item #8. Authorize the General Manager to execute a contract with Alstom, Inc., in an amount up to $1,944,926 to procure five (5) Auxiliary Power Supply Equipment (APSE) units and associated support parts for VTA’s light rail vehicles.

Agenda Item #9 Authorize the General Manager to execute a contract with the lowest responsible and responsive bidder for construction of the LRT Efficiency Project - Mountain View Double Track Phase II Project.

Note: Due to the timing of the bid opening on December 9, 2014, the bid review is not yet completed. Following bid review, a final recommendation will be presented in a revised memorandum provided to the Board prior to the January 6, 2015 meeting.

16. Announcements

There were no Announcements.

17. ADJOURNMENT

On order of Chairperson Chavez and there being no objection, the Committee meeting was adjourned at 12:28 p.m.

Respectfully submitted,

Theadora Travers, Board Assistant
VTA Office of the Board Secretary
NOTICE OF CANCELLATION

NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority Transit Planning and Operations (TP&O) Committee Meeting scheduled for Thursday, December 18, 2014, at 3:00 p.m. has been cancelled.

The next meeting of the Santa Clara Valley Transportation Authority Transit Planning and Operations (TP&O) Committee is scheduled for Thursday, January 22, 2015, at 3:00 p.m. at VTA River Oaks Campus, Conference room B-104, 3331 North First Street, San Jose, California.

Menominee L. McCarter, Board Assistant
VTA Office of the Board Secretary
CITIZENS ADVISORY COMMITTEE
and
2000 MEASURE A CITIZENS WATCHDOG COMMITTEE

Wednesday, December 10, 2014

NOTICE OF CANCELLATION

NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority Citizens Advisory Committee and 2000 Measure A Citizens Watchdog Committee meeting scheduled for Wednesday, December 10, 2014, at 4:00 p.m. has been cancelled.

Tracene Y. Crenshaw, Assistant Board Secretary
VTA Office of the Board Secretary
TECHNICAL ADVISORY COMMITTEE

Thursday, December 11, 2014

NOTICE OF CANCELLATION

NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority Technical Advisory Committee meeting scheduled for Thursday, December 11, 2014, at 1:30 p.m. has been cancelled.

Menominee McCarter, Board Assistant
VTA Office of the Board Secretary
NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority Policy Advisory Committee Meeting scheduled for Thursday, December 11, 2014, at 4:00 p.m. has been cancelled.

Theadora Travers, Board Assistant
VTA Office of the Board Secretary
Downtown East Valley Policy Advisory Board (DTEV)
Minutes of December 4, 2014

WILL BE FORWARDED UNDER SEPARATE COVER
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: Bill Lopez, Director of Business Services

FROM: Evaluation Committee: Perry Woodward, Chairperson;
      Ash Kalra, Director

SUBJECT: Extension and Amendment to Employment Contract for General Counsel

ACTION ITEM

RECOMMENDATION:

Approve the recommendation of the current and immediate-past Board of Directors Chairpersons, serving as the Evaluation Committee for the General Counsel, to adopt a Second Amendment to the Employment Agreement between Santa Clara Valley Transportation Authority (VTA) and General Counsel Robert Fabela. The Second Amendment revises the General Counsel’s compensation as detailed below, and extends the contract term for an additional five years.

The Evaluation Committee has recommended that General Counsel Robert Fabela’s base salary be increased, upon the beginning of the term of the contract extension, by 9%, from $206,000 per year to $224,540 per year; and that VTA increase the employer-paid contribution to his 457(b) Deferred Compensation account to the maximum allowed by IRS limits based on age and circumstance. The proposed contract term is for five years, and there are no other contractually guaranteed salary increases during this term.

BACKGROUND:

The Board of Directors appointed Robert Fabela as General Counsel of VTA in January
2012 and approved a three year employment contract that terminates on January 23, 2015. His base salary was established at $200,000 annually, with an additional employer contribution of $5,000 per year to his Deferred Compensation account. The Board approved an amendment on October 3, 2103 which increased the annual base salary to 206,000, and the employer paid Deferred Compensation contribution to $11,180.

**DISCUSSION:**

The Evaluation Committee conducted a thorough evaluation of the General Counsel’s performance with the assistance of Ms. Marleen Sloper, an independent human resources consultant.

The Evaluation Committee’s report indicates that Fabela’s job performance has been very strong, meeting or exceeding expectations at this point in his contact term. Based on the feedback from Board members and executive staff, his legal support of the Board and the VTA organization has been exemplary. In recognition of Fabela’s performance, and in consideration of salary data provided by staff for comparable positions in the legal field, the Evaluation Committee is recommending an extension of the contract term and compensation changes discussed above.

**ALTERNATIVES:**

The Board may reject or modify the recommendation of the Committee.

**FISCAL IMPACT:**

Appropriation for the compensation adjustment is available in the FY 2015 Adopted Transit Fund Operating Budget.

Prepared by: Bill Lopez
SECOND AMENDMENT TO
EMPLOYMENT AGREEMENT
BETWEEN
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
AND
ROBERT FABELA

This is an Amendment to the Employment Agreement (AMENDMENT) between the Santa Clara Valley Transportation Authority (VTA) and Robert Fabela (FABELA).

WHEREAS:

A. VTA and FABELA entered into an Employment Agreement (AGREEMENT) on January 5, 2012, pursuant to which VTA appointed and employed FABELA as General Counsel of VTA.

B. VTA and FABELA entered into an amendment to the AGREEMENT on October 3, 2013, adjusting FABELA’s annual compensation.

C. The term of the AGREEMENT expires on January 23, 2015.

D. VTA and FABELA desire to revise the provision of in the agreement pertaining to FABELA’s compensation and the term of the agreement.

NOW, THEREFORE, in consideration of the mutual promises and conditions contained herein, the parties agree as follows:

1. Paragraph 3 of the AGREEMENT is amended to read as follows:

“The term of this agreement shall be extended for five years, commencing January 24, 2015 and expiring on January 23, 2020.”

2. Paragraph 8 of the AGREEMENT is amended to read as follows:

“Fabela shall receive a base salary of $224,540 per year, and such other compensation or benefits as may be provided to those persons comprising VTA’s Executive Management Group. Notwithstanding anything to the contrary as to other compensation and benefits provided to VTA’s Executive Management Group, FABELA shall contribute 7% of his base salary toward his CalPERS pension benefit, and VTA shall pay the balance of the required contribution to CalPERS. In addition, VTA shall contribute
to FABELA’s VTA 457(b) Deferred Compensation account, for the benefit of FABELA, the maximum amount allowable by law per year for which FABELA is eligible based on age and circumstance, provided that such benefit remains legally available. This annual contribution shall be pro-rated by pay period and should FABELA’s employment terminate prior to the end of a calendar year he shall be entitled only to the amount accrued through proration at the date of his separation.”

3. Except as hereby amended, the AGREEMENT and all actions taken thereunder shall remain in effect.

IN WITNESS WHEREOF, the parties hereto have approved this Amendment to Employment Agreement as of January 8, 2015.

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

By

Perry Woodward
Chairperson, Board of Directors

Robert Fabela
General Counsel

APPROVED AS TO FORM:

Evelynn Tran, Senior Assistant Counsel
Santa Clara Valley Transportation Authority

ATTEST:

Elaine Baltao, Board Secretary
Santa Clara Valley Transportation Authority
### 2015 VTA Board of Directors Regular and Workshop Meetings

<table>
<thead>
<tr>
<th>Date</th>
<th>Time</th>
<th>Meeting Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thursday, January 8</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
</tr>
<tr>
<td>Thursday, February 5</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
</tr>
<tr>
<td>Thursday, March 5</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
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<tr>
<td>Thursday, April 2</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
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<tr>
<td><strong>Friday, April 24</strong></td>
<td>9:00 a.m.</td>
<td>Board Workshop Meeting</td>
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<tr>
<td>Thursday, May 7</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
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<tr>
<td>Thursday, June 4</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
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<tr>
<td>Friday, June 26</td>
<td>9:00 a.m.</td>
<td>*Regular Board Meeting</td>
</tr>
<tr>
<td>Thursday, August 6</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
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<tr>
<td>Thursday, September 3</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
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<tr>
<td><strong>Friday, September 25</strong></td>
<td>9:00 a.m.</td>
<td>Board Workshop Meeting</td>
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<tr>
<td>Thursday, October 1</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
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<tr>
<td>Thursday, November 5</td>
<td>5:30 p.m.</td>
<td>Regular Board Meeting</td>
</tr>
<tr>
<td>Thursday, December 10</td>
<td>9:00 a.m.</td>
<td>Regular Board Meeting</td>
</tr>
</tbody>
</table>

Unless noted otherwise, Regular Board and Workshop meetings will be held at:

Board of Supervisors’ Chambers  
County Government Center  
70 W. Hedding Street, San Jose

For additional information:  
Tel: (408) 321-2300  
TTY only: (408) 321-2330  
[www.vta.org](http://www.vta.org) or [www.facebook.org/scvta](http://www.facebook.org/scvta)

*To hear urgent items only.*