BOARD OF DIRECTORS MEETING

Thursday, March 1, 2012

5:30 P.M.

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 #1.2.
• **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 compliance with the Americans with Disabilities Act (ADA), those requiring accommodations for this meeting should notify the Board Secretary’s Office 48-hours prior to the meeting 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](http://www.facebook.com/scvta).

**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. ROLL CALL

1.2. Orders of the Day - approve Consent Agenda (Item #7)

2. AWARDS AND COMMENDATION

2.1. INFORMATION ITEM - Recognize Andrew “Kevin” Wilson, Management Analyst, River Oaks Administration; and Sheila Nagore, Coach Operator, North Division, as Employees of the Month for March 2012.

2.2. INFORMATION ITEM - Recognize Ray Franklin, Quality Assurance & Warranty Specialist, River Oaks Administration; Shonna Swain, Coach Operator, North Division; and Rey Operario, Service Mechanic, Chaboya Division, as Employees of the Year for 2011; and Russell Anderson, Maintenance Training Supervisor, Chaboya Division, as 2011 Supervisor of the Year.

3. CLOSED SESSION

3.1. Recess to Closed Session

3.1.A. Conference with Real Property Negotiators

[Government Code Section 54956.8]

Property: Fee interests (including appurtenant rights in APN 254-17-034), utility easement interests, temporary construction easement interests, and a roadway easement interest in property located at 1590 Berryessa Road and 1411 Mabury Road, San Jose, CA (APNs 254-17-007, 254-17-053, 254-17-084, and 254-17-095)

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

Negotiating Parties: Brian Bumb, co-owner

Under Negotiation: Price and terms of payment
3.1.B. Conference with Real Property Negotiators
[Government Code Section 54956.8]

Property: Utility easement interests and ingress/egress easement interest in 1655 Berryessa Road, San Jose, CA (APNs 241-03-014, 241-03-015 and 241-03-016)

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

Negotiating Parties: Robert B. Facchino, co-owner

Under Negotiation: Price and terms of payment

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

Name of Case: VTA v. Eastridge Shopping Center
Case No: 1-11-CV-209524 (Santa Clara County Superior Court)

3.2. Reconvene to Open Session

3.3. Closed Session Report

4. 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.
5. PUBLIC HEARINGS

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

ACTION ITEM - Close Hearing and adopt Resolutions of Necessity determining that the public interest and necessity require the acquisition of property interests from five properties owned by: (1) The Flea Market, Inc., Bumb and Associates and BGT Development, LLC, located in San Jose, California; (2) Montague Parkway Associates, LP, located in Milpitas, California; (3) JWMFE Milpitas TP, LLC, located in Milpitas, California; (4) Parc Metropolitan Community Association, located in Milpitas, California; and (5) The Robert B. Facchino Family Limited Partnership; Maureen Stickler, as Trustee of the Maureen Stickler Revocable Trust dated 12/18/01; JRD, LLC; JRDK, LLC; and Robert B. Facchino, II and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust dated 1/01/05, located in San Jose, California for the BART Silicon Valley Berryessa Extension (SVBX) Project.

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

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

B2300 (APNs 254-17-007, 254-17-053, 254-17-084, and 254-17-095) owned by The Flea Market, Inc., Bumb and Associates, and BGT Development, LLC

B2250 (APN 092-08-096) owned by Montague Parkway Associates, LP

B2030 (APN 086-24-042) owned by JWMFE Milpitas TP, LLC, a Delaware limited liability company

B2024 (APN NONE (Lot A and Lot G Tract 9147)) owned by Parc Metropolitan Community Association

B2034 (APNs 241-03-014, 214-03-015 and 241-03-016) owned by The Robert B. Facchino Family Limited Partnership; Maureen Stickler, as Trustee of the Maureen Stickler Revocable Trust 12/18/01; JRD, LLC; JRDK, LLC; and Robert B. Facchino, II and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust 1/01/05
5.2. **HEARING - NOTICE OF INTENTION TO ADOPT RESOLUTION 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 from two properties owned by Union Pacific Railroad Company, located in Fremont, California for the Mission Boulevard Widening Project.

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

**Property IDs/Assessor’s Parcel Numbers/Owner**

60798-1 and 60800-1 (APNS 519-0950-007, 519-0950-009, 519-0950-010 and 519-0950-011-02) owned by Union Pacific Railroad Company

6. **REPORTS**


6.3. General Manager Report. (Verbal Report)

6.3.A. Roles and Responsibilities - Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC).

6.3.B. Receive a report regarding Caltrain and California High Speed Rail (HSR) Blended Approach. (Verbal Report)

6.3.C. Receive a presentation from Steve Palmer, Federal Lobbyist. (Verbal Report)


7. **CONSENT AGENDA**

7.1. Approve the Board of Directors Regular Meeting Minutes of February 2, 2012.

7.2. ACTION ITEM - Ratify the reappointment of Jim Bell to the Bicycle & Pedestrian Advisory Committee representing the City of San Jose for the remainder of the term ending June 30, 2012 and for the new term ending June 30, 2014.

7.3. ACTION ITEM - Review and accept the Fiscal Year 2012 Quarterly Statement of Revenues and Expenses for the period ending December 31, 2011.
7.4. ACTION ITEM - Authorize the General Manager to execute a contract with WMH Corporation for services for engineering and preparation of procurement documents related to the Campus Area, Roadway and Parking Structures for the Milpitas and Berryessa Stations of the Silicon Valley Berryessa Extension (SVBX) Project in the amount of $6,500,000.

7.5. ACTION ITEM - Amend the FY 2012 Internal Audit Work Plan to add a high-level risk assessment of the BART extension project to identify the project’s various key components and evaluate their relative risk. This project will be accomplished using the existing FY 2012 Internal Audit Work Plan budget; no new funding is required.

7.6. ACTION ITEM - Approve reallocation of Local Program Reserve (LPR) savings of $2,260,000 to five identified projects.

7.7. ACTION ITEM - Authorize the General Manager to procure 70 Toyota Prius vehicles for paratransit service using the State of California purchasing contract in an amount not to exceed $1,753,000.

7.8. ACTION ITEM - Authorize the General Manager to execute a contract with Stevens Creek Quarry Construction, the lowest responsible bidder, in the amount of $894,200 for the construction of the Alum Rock Fish Passage.

7.9. ACTION ITEM - Adopt a resolution authorizing the General Manager to submit and execute grant applications and agreements, certifications, assurances, and other documents as necessary to the California Emergency Management Agency (Cal EMA) to receive $3,344,129 from the FY11-12 California Transit Security Grant Program-California Transit Assistance Fund (CTSGP-CTAF).

7.10. INFORMATION ITEM - Review the Monthly Legislative History Matrix.

7.11. INFORMATION ITEM - Receive the final report on the Advisory Committee Enhancement (ACE) Process and on changes implemented resulting from it.

7.12. INFORMATION ITEM - Receive the Proactive CMP Quarterly Report for October through December 2011.


7.15. INFORMATION ITEM - Receive the Semi-Annual Report for the 2000 Measure A Transit Improvement Program through December 2011.

7.16. INFORMATION ITEM - Update on Clipper Fare Collection Project.
8. REGULAR AGENDA

Congestion Management Program and Planning Committee

8.1. ACTION ITEM - Approve the following actions to fill a funding gap for the US 101/Capitol Interchange project: deprogram $7.8 million in Local Program Reserve (LPR) funding from two soundwall projects on I-280 and I-680 in San Jose; deprogram federal funds of $1.1 million from the Palo Alto's California Avenue Project with the understanding that the project will retain funding if pending litigation is resolved in a timely manner, program $1.52 to 2.63 million LPR funds to the US 101/Capitol Interchange project; and retain a $24 million Corridor Mobility Improvement Account (CMIA) grant.

9. OTHER ITEMS

9.1. ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION

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

9.2.A. VTA Standing Committees

9.2.B. VTA Advisory Committees

9.2.C. VTA Policy Advisory Boards (PAB)

9.2.D. Joint Powers Boards and Regional Commissions

9.3. Announcements

10. ADJOURN
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THRU: General Manager, Michael T. Burns

FROM: Chief Administrative Officer, Bill Lopez

SUBJECT: March 2012 Employees of the Month

FOR INFORMATION ONLY

BACKGROUND:

Andrew “Kevin” Wilson, Management Analyst for the Disadvantaged Business Enterprise Program, is our Administration Employee of the Month. Employed with VTA since 2007, Kevin has demonstrated leadership and innovation in his position monitoring VTA’s Disadvantaged and Small Business Enterprise programs. Two recent accomplishments include organizing a successful construction outreach event where he went door to door to ensure numerous small construction businesses, suppliers and truckers were contacted about VTA opportunities; and developing a notification system to alert businesses of VTA contract opportunities. Kevin’s efficient work habits and ability to implement creative solutions to daily assignments warrants this recognition. Congratulations to Kevin Wilson, Administration Employee of the Month for March!

Sheila Nagore, Coach Operator at the North Division, is our Operations Employee of the Month. Sheila is a dedicated employee who’s on the job success demonstrates her deep commitment to her work. For nearly 12 years Sheila has proven to be a dependable and conscientious employee, who prioritizes passenger service and a positive attitude. Sheila enjoys her job and has even shared her enthusiasm for her work outside of our service region by driving a coach to San Francisco to represent VTA in a Bay Area wide “Spare the Air Campaign.” According to co-workers and customers alike, Sheila’s hard work and positive attitude helps make VTA a better place to work. Congratulations to Sheila Nagore, Operations Employee of the Month for March!

Prepared By: Christopher Childress
Memo No. 3519
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief Administrative Officer, Bill Lopez

SUBJECT: 2011 Employees of the Year

FOR INFORMATION ONLY

BACKGROUND:

2011 Employees of the Year

Ray Franklin, Quality Assurance & Warranty Specialist at River Oaks is the 2011 Administration Employee of the Year. Ray has been with VTA for nearly 15 years and during his career has been recognized on numerous occasions for his contributions, dedication and overall excellent job performance. A true professional, Ray is often called upon to make presentations and train others on the subject of quality assurance. Ray's customer service skills rank high among his many other attributes, and is a major reason why he is deserving of this award. Congratulations to Ray Franklin, Administration Employee of the Year!

Shonna Swain, Coach Operator at North Division is the 2011 Operations Employee of the Year. Shonna has been with VTA for almost 6 years and consistently provides a high level of customer service, as evidenced by the numerous compliments she has received through the Customer Service Department. One particularly noteworthy compliment described Shonna as "exceptionally kind, uplifting and caring". She is also active in the Joint Workforce Investment Program, where she serves as a mentor and role model for both new and experienced operators. Congratulations to Shonna Swain, Operations Employee of the Year!

Rey Operario, Service Mechanic at Chaboya Division, is the Maintenance Employee of the Year for 2011. Rey has 10 years of service with VTA and is known for being a conscientious and dependable employee. Recognized by his fellow mechanics for his friendly personality and for always being willing to help a coworker, Rey also performs his maintenance work with high standards for quality. His enthusiasm and excellent work ethic bring value to his department and make Ray an outstanding and worthy recipient. Congratulations to Rey Operario, Maintenance Employee of the Year!
Russell Anderson, Maintenance Training Supervisor, at Chaboya Division, is the Supervisor of the Year for 2011. Russell has been with VTA for more than 34 years and has demonstrated exemplary leadership and commitment. He has developed and delivered multiple maintenance training programs which have helped VTA workers develop advanced technical skills and to promote to positions of greater responsibility. Most recently, Russell successfully led the creation and delivery of training programs required to place the new hybrid bus fleet into service, training over 300 maintenance employees on safe and effective hybrid bus maintenance practices. Congratulations to Russell Anderson, Supervisor of the Year!

Prepared By: Christopher Childress
Memo No. 3518
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief SVRT Program Officer, Carolyn M. Gonot

SUBJECT: SVBX Resolution of Necessity

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

Resolution

ACTION ITEM

RECOMMENDATION:

Adopt Resolutions of Necessity determining that the public interest and necessity require the acquisitions of properties 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 are scheduled to begin in 2012. 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 settlement. 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 adopt Resolution of Necessity for five property acquisitions to enable commencement of eminent domain proceedings.

DISCUSSION:

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

1. Property owned by The Flea Market, Inc., Bumb and Associates and BGT Development, LLC (B2300): This property is located at 1590 Berryessa Road and 1411 Mabury Road in the City of San Jose. The larger parcel consists of approximately 55.85 acres and is currently being used as a flea market with associated parking.

   The proposed acquisitions consist of two partial fee acquisitions (33,873 sq.ft and 540 sq.ft), including certain appurtenant rights in a portion of adjacent property owned by the Santa Clara Valley Water District (APN 254-17-034); five utility easements (3,853 sq.ft, 3,898 sq.ft, 805 sq.ft, 9,631 sq.ft and 2,711 sq.ft); two temporary construction easements (25,627 sq.ft and 772 sq.ft) and one roadway easement (11,243 sq.ft).

   A partial fee acquisition (B2250-01) is needed to construct a portion of the Berryessa station, including an emergency access road. Another partial fee acquisition (B2250-06), along with certain appurtenant rights on the adjacent SCVWD owned parcel, are needed to construct the BART guideway structure. All of the utility easements (B2300-03, B2300-04, B2300-05, B2300-08, and B2300-09) are needed to relocate Chevron and MCI utilities outside the BART corridor. Two temporary construction easements (B2300-02 and B2300-11) are needed to install the underground Chevron pipelines and MCI fiber optic cables and for construction of the emergency access road that will be part of the Berryessa Station. Finally, a roadway easement (B2300-11) is needed to widen Mabury Road and to construct street improvements along Mabury Road.

   The property was appraised and reviewed by a review appraiser, the Federal Transportation Authority, and VTA staff, which set just compensation. An offer based on the recommended appraisal was made on December 15, 2011. To date, negotiations with the owner to acquire the property have been unsuccessful even though the real estate team has diligently worked to acquire the property 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.

2. Property Owned by Montague Parkway Associates, LP (B2250): This property is located at 755 and 757 East Capitol Avenue in the City of Milpitas. The larger parcel consists of approximately 15.542 acres and is improved as a multi-family apartment complex.
The proposed acquisitions consist of three partial fee interests (2,671 sq.ft, 96 sq.ft and 173 sq.ft); one storm drain easement (245 sq.ft); one sanitary sewer easement (3,195 sq.ft); three utility easements (5,394 sq.ft, 1,785 sq.ft and 4,206 sq.ft) and three temporary construction easements (18,109 sq.ft, 730 sq.ft and 3,147 sq.ft). There are no apartment buildings located within the proposed acquisition areas.

Three partial fee acquisitions are needed for the following purposes: (1) (B2250-01) -- construction of the proposed BART guideway; (2) (B2250-02) -- extension of S. Milpitas Boulevard; and (3) (B2250-03) -- realignment of East Capitol Avenue. The storm drainage easement (B2250-04), sanitary sewer easement (B2250-05) and the three utility easements (B2250-06 (waterline), B2250-08 (nitrogen pipeline) and B2250-09 (Chevron pipeline/MCI fiber optics facilities)) are needed to relocate the respective municipal and privately owned utilities in order to accommodate the BART guideway structures. A temporary construction easement (B2250-10) is needed to perform directional drilling for the Chevron pipelines under Capitol Avenue and to re-grade the detention basin. Two additional temporary construction easements are needed for the following purposes: (1) (B2250-11) -- construction of the Milpitas Campus and (2) (B2250-12) -- to serve as a temporary construction area for demolition of a building on an adjacent property, which needs to be removed to construct the Milpitas BART Station and Campus Facilities.

The property was appraised and reviewed by a review appraiser, the Federal Transportation Authority and VTA staff, which set just compensation. An offer based on the recommended appraisal was made on January 20, 2012. To date, negotiations with the owner to acquire the property have been unsuccessful even though the real estate team has diligently worked to acquire the property 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.

3. **Property Owned by JWMFE Milpitas TP, LLC, a Delaware limited liability company (B2030):** This property is located at 1428 Falcon Drive in the City of Milpitas and consists of approximately 6.817 acres. The larger parcel is improved with two hotels.

The proposed acquisitions on this property consist of a partial fee acquisition (3,873 sq.ft) and a temporary construction easement (3,955 sq.ft). The fee acquisition is required to construct a retaining wall west of the corridor and to relocate the UPRR train tracks. The temporary construction easement is needed to perform the construction work within the proposed fee acquisition. Neither of the two hotel buildings is located within the proposed acquisition areas.

The property was appraised and reviewed by a review appraiser and VTA staff, which set just compensation. An offer based on the recommended appraisal was made on October 21, 2011. To date, negotiations with the owner to acquire the property have been unsuccessful even though the real estate team has diligently worked to acquire the property 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.
4. **Property Owned by Parc Metropolitan Community Association (B2024):** This property is located within Lots A and G, Tract No. 9147, Curtis Ave in the City of Milpitas. The larger parcel consists of approximately 21.2 acres that has been developed as a condominium complex.

The proposed acquisition areas are located within a common area that is improved as a private park and a trash compaction facility. They consist of a partial fee acquisition (4,586 sq.ft) and a temporary construction easement (3,524 sq.ft). The fee acquisition is required to construct a retaining wall west of the corridor and to relocate the UPRR train tracks. The temporary construction easement is needed to perform the construction work within the proposed fee acquisition.

The property was appraised and reviewed by a review appraiser and VTA staff, which set just compensation. An offer based on the recommended appraisal was made on October 21, 2011. To date, negotiations with the owner to acquire the property have been unsuccessful even though the real estate team has diligently worked to acquire the property 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.

5. **Property Owned by The Robert B. Facchino Family Limited Partnership; Maureen Stickler, as Trustee of the Maureen Stickler Revocable Trust 12/18/01; JRD, LLC; JRDK, LLC; Robert B. Facchino, II, and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust 1/01/05 (B2034):** This property is located at 1655 Berryessa Road in the City of San Jose. The entire parcel consists of 13.61 acres and is mostly vacant land except for two areas improved with two industrial/office buildings, paving, landscaping and fencing.

The proposed acquisitions consist of three utility easements (2,615 sq.ft, 2,715 sq.ft and 10,091 sq.ft) and an ingress/egress easement (26,217 sq.ft). The utility easements are needed for the relocation of Chevron and MCI utilities. The ingress/egress easement is needed for future access for the maintenance and operations of BART, Chevron and MCI facilities.

The property was appraised and reviewed by a review appraiser, the Federal Transportation Authority and VTA staff, which set just compensation. An offer based on the recommended appraisal was made on December 16, 2011. To date, negotiations with the owner to acquire the property have been unsuccessful even though the real estate team has diligently worked to acquire the property 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.

VTA must take action to acquire the above-referenced key property through eminent domain proceedings in order to ensure that construction can timely begin and the construction schedule remains intact.
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 have 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 impacted.

ALTERNATIVES:

The properties that are subject to the Resolutions of Necessity before the Board are necessary for the Project and because negotiations thus far have not been successful, condemnation actions must be initiated in order to obtain possession of the parcel if the Project schedule is to be maintained. The Board may, in its discretion, decide not to adopt one or more Resolutions 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 these properties is included in the FY12 Adopted 2000 Measure A Transit Improvement Program Fund Capital Budget.

Prepared by: Bijal Patel
Memo No. 3238
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 resolutions of necessity for each of the
parcels listed on the Board Meeting Agenda. The resolutions of necessity scheduled to be heard
by the Board are attached to this staff report.

SECTION 1

GENERAL STATEMENT OF PUBLIC USE

Each of the parcels of property that are the subject of the recommended resolutions of necessity
are 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 owners of the properties that are the subject of the resolutions were 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 made 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.

Each property owner that could be located after reasonable diligence 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, and full construction activities are scheduled to begin in 2012.
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.

SVBX has advanced into the Federal Transit Administration’s (FTA) New Starts Program Final Design phase. Final Design is the last step in the federal program required to qualify for funding. VTA is requesting $900 million in FTA New Starts funding and is scheduled to submit documentation identified for federal funding to FTA in June 2011. Further, in his annual budget to Congress, the President in February 2011 recommended $130 million for SVBX from federal grants.

Entering into Final Design allows VTA to complete the project’s design and purchase long-lead time materials such as rails, ties and other specialized equipment. Securing the federal money is anticipated early this year through the execution of a Full Funding Grant Agreement (FFGA). The FFGA is the multi-year contractual agreement between the FTA and VTA that will formally define the project scope, cost and schedule, and establish 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/FlaTrion/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 Statement (NEPA)
- 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 Draft Second Supplemental Environmental Impact Report (CEQA)
• 2011 Final Second Supplemental Environmental Impact Report (CEQA)
• 2011 Addendum to the 2011 FSEIR (CEQA)

SECTION 6

SPECIFIC PROPERTY ACQUISITIONS

Detailed property fact sheets and aerial photographs of the parcels required for this Project follow. Overall property requirements and project related costs have been minimized as much as possible. Offers were made to the owners of property identified as B2300 on or about December 15, 2011; B2250 on or about January 20, 2012; B2030 and B2024 on or about October 21, 2011 and B2034 on or about December 16, 2011, said offer packages incorporated herein by reference. Notices of Intention to Adopt Resolution of Necessity, incorporated herein by reference, were sent to the owners of properties identified as B2030 and B2024 on February 10, 2012; B2300 and B2250 on February 13, 2012 and B2034 on February 15, 2012.
**BART SILICON VALLEY BERRYESSA EXTENSION PROJECT**

**PROPERTY FACT SHEET – B2300**

<table>
<thead>
<tr>
<th>Owner:</th>
<th>The Flea Market, Inc., Bumb and Associates and BGT Development, LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Property Address:</td>
<td>1590, Berryessa Road and 1411, Mabury Road</td>
</tr>
<tr>
<td>Locale:</td>
<td>San Jose, CA</td>
</tr>
<tr>
<td>Present Use:</td>
<td>San Jose Flea Market and associated parking</td>
</tr>
<tr>
<td>Total Property Area:</td>
<td>55.85 acres.</td>
</tr>
<tr>
<td>Area to be Acquired:</td>
<td>Fee Interests B2300-01 (33,873 sq.ft) and B2300-06 (540 sq.ft), including certain appurtenant rights; Utility Easements B2300-03 (3,853 sq.ft), B2300-04 (3,898 sq.ft), B2300-05 (805 sq.ft), B2300-08 (9,631 sq.ft) and B2300-09 (2,711 sq.ft); Temporary Construction Easements B2300-02 (25,627 sq.ft) and B2300-10 (772 sq.ft) and a Roadway Easement B2300-11 (11,243 sq.ft)</td>
</tr>
<tr>
<td>Date of Offer:</td>
<td>December 15, 2011</td>
</tr>
</tbody>
</table>

The subject property is owned by The Flea Market, Inc., Bumb and Associates and BGT Development, LLC and is located at 1590 Berryessa Road and 1411 Mabury Road in the City of San Jose. The larger parcel consists of approximately 55.85 acres and is currently being used as a flea market with associated parking.

A partial fee acquisition (B2250-01) is needed to construct a portion of the Berryessa station, including an emergency access road. Another partial fee acquisition (B2250-06) is needed to construct the BART guideway structure. All of the utility easements (B2300-03, B2300-04, B2300-05, B2300-08, and B2300-09) are needed to relocate Chevron and MCI utilities outside the BART corridor. Two temporary construction easements (B2300-02 and B2300-11) are needed to install the underground Chevron pipelines and MCI fiber optic cables and for construction of the emergency access road that will be part of the Berryessa Station. Finally, a roadway easement (B2300-11) is needed to widen Mabury Road and to construct street improvements along Mabury Road.
### Property Fact Sheet – B2250

<table>
<thead>
<tr>
<th><strong>Owner:</strong></th>
<th>Montague Parkway Associates, LP</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Property Address:</strong></td>
<td>755 and 757 East Capitol Avenue</td>
</tr>
<tr>
<td><strong>Locale:</strong></td>
<td>Milpitas, CA</td>
</tr>
<tr>
<td><strong>Present Use:</strong></td>
<td>Multi Family Apartment Complex</td>
</tr>
<tr>
<td><strong>Total Property Area:</strong></td>
<td>15.542 acres.</td>
</tr>
<tr>
<td><strong>Area to be Acquired:</strong></td>
<td>Fee Interests B2250-01 (2,671 sq.ft), B2250-02 (96 sq.ft) and B2250-03 (173 sq.ft); a Storm Drain Easement B2250-04 (245 sq.ft); a Sanitary Sewer Easement B2250-05 (3,195 sq.ft); Utility Easements B2250-06 (5,394 sq.ft), B2250-08 (1,785 sq.ft) and B2250-09 (4,206 sq.ft) and Temporary Construction Easements B2250-10 (18,109 sq.ft), B2250-11 (730 sq.ft) and B2250-12 (3,147 sq.ft)</td>
</tr>
<tr>
<td><strong>Date of Offer:</strong></td>
<td>January 20, 2012</td>
</tr>
</tbody>
</table>

The subject property is owned by Montague Parkway Associates, LP and is located at 755 and 757 East Capitol Avenue in the City of Milpitas. The larger parcel consists of approximately 15.542 acres and is improved as a multi-family apartment complex. However, there are no apartment buildings located within the proposed acquisition areas.

Three partial fee acquisitions are needed for the following purposes: (1) (B2250-01) -- construction of the proposed BART guideway; (2) (B2250-02) -- extension of S. Milpitas Boulevard; and (3) (B2250-03) -- realignment of East Capitol Avenue. The storm drainage easement (B2250-04), sanitary sewer easement (B2250-05) and the three utility easements (B2250-06 (waterline), B2250-08 (nitrogen pipeline) and B2250-09 (Chevron pipeline/MCI fiber optics facilities)) are needed to relocate the respective municipal and privately owned utilities in order to accommodate the BART guideway structures. A temporary construction easement (B2250-10) is needed to perform directional drilling for the Chevron pipelines under Capitol Avenue and to re-grade the detention basin. Two additional temporary construction easements are needed for the following purposes: (1) (B2250-11) -- construction of the Milpitas Campus and (2) (B2250-12) -- to serve as a temporary construction area for demolition of a building on the adjacent property, which needs to be removed to construct the Milpitas BART Station and Campus Facilities.
Owner: JWMFE Milpitas TP, LLC, a Delaware limited liability company

Property Address: 1428 Falcon Drive

Locale: Milpitas, CA

Present Use: Hotel Complex

Total Property Area: 6.817 acres.

Area to be Acquired: Partial Fee Interest B2030-01 (3,873 sq.ft) and a Temporary Construction Easement B2030-04 (3,955 sq.ft)

Date of Offer: October 21, 2011

The subject property is owned by JWMFE Milpitas TP, LLC, a Delaware limited liability company, and is located at 1428 Falcon Drive in the City of Milpitas. The property consists of approximately 6.817 acres and is improved with two hotels. Neither of the two hotel buildings is located within the proposed acquisition areas.

The proposed partial fee acquisition (B2030-01) is required to construct a retaining wall west of the corridor and to relocate the UPRR train tracks. The temporary construction easement (B2030-04) is needed to perform the construction work within the proposed fee acquisition.
BART SILICON VALLEY BERRYESSA EXTENSION PROJECT

PROPERTY FACT SHEET – B2024

Owner: Parc Metropolitan Community Association

Property Address: Lot A and Lot G, Tract No. 9147, Curtis Ave in the City of Milpitas

Locale: Milpitas, CA

Present Use: Condominium Complex

Total Property Area: 21.2 acres.

Area to be Acquired: Partial Fee Interest B2024-01 (4,586 sq.ft) and a Temporary Construction Easement B2024-02 (3,524 sq.ft)

Date of Offer: October 21, 2011

The subject property is owned by Parc Metropolitan Community Association and is located in Lot A and Lot G, Tract No. 9147, Curtis Ave in the City of Milpitas. The larger parcel consists of 21.2 acres and is improved as a condominium complex. The proposed acquisition areas are located within a common area that is improved as a private park and a trash compaction facility.

The partial fee acquisition (B2024-01) is required to construct a retaining wall west of the corridor and to relocate the UPRR train tracks. The temporary construction easement (B2024-02) is needed to perform the construction work within the proposed fee acquisition.
BART SILICON VALLEY BERRYESSA EXTENSION PROJECT
PROPERTY FACT SHEET – B2034

Owner: Property Owned by The Robert B. Facchino Family Limited Partnership; Maureen Stickler, as Trustee of the Maureen Stickler Revocable Trust 12/18/01; JRD, LLC; JRDK, LLC; Robert B. Facchino, II, and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust 1/01/05

Property Address: 1655 Berryessa Road

Locale: San Jose, CA

Present Use: Industrial/Office use

Total Property Area: 13.61 acres.

Area to be Acquired: Utility Easements B2034-02 (2,615 sq.ft), B2034-03 (2,715 sq.ft) and B2034-09 (10,091 sq.ft) and an Ingress/Egress access easement B2034-04 (26,217 sq.ft)

Date of Offer: December 16, 2011

The subject property is owned by The Robert B. Facchino Family Limited Partnership; Maureen Stickler, as Trustee of the Maureen Stickler Revocable Trust 12/18/01; JRD, LLC; JRDK, LLC; Robert B. Facchino, II, and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust 1/01/05. It is located at 1655 Berryessa Road in the City of San Jose. The entire parcel consists of 13.61 acres and is mostly vacant land except for two areas improved with two industrial/office buildings, paving, landscaping and fencing.

The Utility Easements (B2034-02, B2034-03 and B2034-09) are needed to relocate Chevron and MCI utilities outside of the proposed BART corridor and to perform directional drilling across Berryessa Road and Upper Penitencia Creek for the Chevron pipelines and MCI fiber optic cables. The Ingress/Egress access Easement (B2034-04) is needed for future access for the maintenance and operations of BART, Chevron and MCI facilities.
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 Fee interests in certain property more particularly described in Exhibit “A” (B2300-01) and Exhibit “B” (B2300-06), including certain appurtenant rights in a portion of property (APN 254-17-034) more particularly described in Exhibit “K”; Utility Easement interests in certain property more particularly described in Exhibit “C” (B2300-03), Exhibit “D” (B2300-04), Exhibit “E” (B2300-05), Exhibit “F” (B2300-08) and Exhibit “G” (B2300-09); Temporary Construction Easement interests in certain property more particularly described in Exhibit “H” (B2300-02) and Exhibit “I” (B2300-10) and a Roadway Easement interest in certain property more particularly described in Exhibit “J” (B2300-11), all of which are collectively referred to as “Property”, and are 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; and
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. Fee interests in property described in Exhibit “A”, Exhibit “B”, and certain Appurtenant Rights in a portion of property described in Exhibit “K”; Utility Easement interests in property described in Exhibit “C”, Exhibit “D”, Exhibit “E”, Exhibit “F” and Exhibit “G”; Temporary Construction Easement interests in property described in Exhibit “H” and Exhibit “I” and a Roadway Easement interest in property described in Exhibit “J”, 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 which the Property is appropriated pursuant to Code of Civil Procedure Section 1240.610.

11. The parcels described in Exhibits “C”, “D”, “E”, “F”, “G”, “H” and “I” are being acquired in whole or in part pursuant to the provisions of Code of Civil Procedure Sections 1240.320, 1240.330 and 1240.350, as the case may be, as substitute property necessary for either the relocation of public utility facilities or to provide utility service to the remainder property. It is further found and determined that the taking
of said substitute property is necessary for the purpose specified is Sections 1240.320, 1240.330 and/or 1240.350.

12. 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 Fee interests in property described in Exhibit “A”, Exhibit “B” and certain appurtenant rights in a portion of property described in Exhibit “K”; Utility Easement interests in property described in Exhibit “C”, Exhibit “D”, Exhibit “E”, Exhibit “F” and Exhibit “G”; Temporary Construction Easement interests in property described in Exhibit “H” and Exhibit “I” and a Roadway Easement interest in property described in Exhibit “J”, 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 March 1, 2012, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

________________________________________
KEN YEAGER, 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: ______________________  ______________________________________
SANDRA WEYMOUTH, Secretary
Board of Directors

APPROVED AS TO FORM:

________________________________________
ROBERT FABELA
General Counsel
EXHIBIT "A"
Property Description

Parcel B2300-01
6/10/2011
FEE

LEGAL DESCRIPTION
APN 254-17-053, APN 254-17-007
APN 254-17-084, APN 254-17-095

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel One and Parcel Two, as said parcels are described in the Grant Deed to Bumb and Associates recorded March 27, 2002 under Recorder's Series No. 16181196, together with a portion of Parcel Four, as said parcel is described in the Grant Deed to The Fish Market, Inc. recorded March 27, 2002 under Recorder's Series No. 16181195, together with a portion of Parcel One and Parcel Two, as said parcels are described in the Grant Deed to BGT Development LLC recorded April 10, 1997 under Recorder's Series No. 13668879, all of Official Records of said County, being more particularly described as follows:

BEGINNING at the intersection of the northerly line of said Parcel Two of the lands of Bumb and Associates with the westerly line of Parcel 41, as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 Inclusive, Official Records of said County;

1. Thence South 14°02'51" East 2363.26 feet along said westerly line and the westerly lines of Parcel 43, Parcel 44, Parcel 45, Parcel 46 and Parcel 48 as said parcels are shown on said RECORD OF SURVEY VTA-BART EXTENSION to the northerly line of that certain parcel of land designated as Parcel 25, as said parcel is shown on said certain map entitled "RECORD OF SURVEY CENTRAL PIPELINE" filed November 19, 1963 in Book 170 of Maps, at Page 10 through 12 Inclusive, Official Records of said County;

2. Thence South 55°08'48" West 2.14 feet to a line that is parallel with and lying 2.00 feet westerly of said westerly line of Parcel 48;

3. Thence North 14°02'51" West 863.36 feet along said parallel line;

4. Thence leaving last said line, North 48°57'00" West 8.92 feet;

5. Thence North 14°04'05" West 81.05 feet;

6. Thence North 59°02'51" West 43.61 feet;

7. Thence North 14°02'51" West 337.06 feet;

8. Thence North 04°48'53" West 49.68 feet to a line that is parallel with and lying 30.00 feet westerly of said westerly line of Parcel 45;

9. Thence North 14°02'51" West 513.82 feet along said parallel line;

10. Thence leaving last said line, North 75°55'27" East 28.00 feet to a line that is parallel with and lying 2.00 feet westerly of said westerly line of Parcel 43;

11. Thence North 14°02'51" West 480.38 feet along said parallel line to said northerly line of Parcel Two;

12. Thence North 45°56'38" East 2.31 feet along last said line to the POINT OF BEGINNING.

Containing 33,673 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
EXHIBIT “B”
Property Description

LEGAL DESCRIPTION
APN 254-17-095

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Two, as said Parcel is described in the Grant Deed to BGT Development LLC, recorded April 10, 1997 under Recorder’s Series No. 13668879 Official Records of said County, being more particularly described as follows:

BEGINNING at the intersection of the southerly line of that certain parcel of land designated as Parcel 25, as said parcel is shown on that certain map entitled "RECORD OF SURVEY CENTRAL PIPELINE" filed November 19 1963 in Book 170 of Maps at Pages 10 through 12 inclusive, with the westerly line of Parcel 48, as said parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, both of Official Records of said County;

1. Thence South 14°02'51" East 269.81 feet along said westerly line of Parcel 48 to the northerly line of that certain parcel of land described in the Grant Deed to the City of San Jose recorded December 23, 1986 in Book 3970 at page 1682, Official Records of said County;

2. Thence South 48°46'15" West 2.25 feet along said northerly line of the lands of the City of San Jose to a line that is parallel with and lying 2.00 feet westerly of said westerly line of Parcel 48;

3. Thence North 14°02'51" West 270.08 feet along said parallel line to said southerly line of Parcel 25;

4. Thence North 55°08'48" East 2.14 feet along last said line to the POINT OF BEGINNING;

Containing 540 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
A nonexclusive pipeline easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. **Easement Rights**
   Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove pipelines (“Operation”) for transporting petroleum or petroleum products, including but not limited to gasoline, natural gas, liquefied petroleum gas, and crude oil, or for other uses including but not limited to telephone lines, fiber optics, electrical cable, and water. Said pipelines shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said pipelines, including, but not limited to, valves, fittings, metering equipment, pipeline markers, electrical cable, and cathodic protection equipment. Said pipelines, facilities, and appurtenances are hereinafter collectively referred to as “Pipeline Facilities.”

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all pipeline(s) or the nonuse of the rights granted herein for any period of time.

2. **Right of Ingress and Egress**
   This Easement shall carry with it the right of ingress and egress to, from, over and across the Grantor’s property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of Grantor’s property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Grantor.

For such purpose, Grantee shall have a preferred unrestricted ingress/egress route of adequate size and location (at least 10 feet wide with access to roadways or adjoining easement areas) to, from, over and across the adjoining land. "Unrestricted" means that Grantee must have the right to ingress/egress in emergency situations as well as with advance notice to Grantor. The preferred ingress/egress route can be moved upon mutual agreement of the parties.

3. **Responsibility for Expenses/Costs**
   The Operation of Grantee’s Pipeline Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by
Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this Agreement by Grantor or by Grantor’s agents, invitees, employees, or contractors.

4. **Relocation**
Should Grantor, at any future date, reasonably desire that Grantee relocate any portion of the Pipeline Facilities, which shall include but not be limited to a lowering of the Pipeline Facilities, and including any additional pipelines added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Grantor, including all liability arising out of or resulting from such relocation. A new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Grantor and Grantee, in the reasonable exercise of their discretion. Grantor shall provide Grantee with a minimum of 180 days notice of its desire to have Grantee relocate its Pipeline Facilities.

5. **Additional Pipelines**
This Easement provides Grantee with the right to lay additional pipelines of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Grantor the same consideration as above expressed for each additional pipeline and its appurtenant facilities installed after the initial pipeline.

6. **Damages**
Grantee shall repair, restore or compensate Grantor for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Grantor, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 7 (Keep Easement Area Clear).

7. **Keep Easement Area Clear and No Impairment by Grantor**
Grantor shall not build, erect, or create a structure or improvement within the pipeline easement or permit the building, erection, or creation thereof. "Improvement" includes roads, driveways, paved lots, sidewalks, curbs, drainage or septic systems and their leach fields, water wells, yard lighting, or any other temporary or permanent surface or subsurface improvement. Exceptions may be allowed on a case-by-case basis for roadways or other surface improvements with prior written consent from Chevron. Consent will be conditioned upon landowner reimbursing Chevron for work required to repair a surface improvement if Chevron damages it performing pipeline maintenance or exercising any other easement right.

No shrubbery or shielding shall be installed which would impair aerial observation of the pipeline easement. No trees or deep-rooted vegetation shall be planted in the pipeline easement. No vegetation may be planted obstructing pipeline markers or signage.
Grantor shall not in any way impair, interfere with, excavate, create any dumps or mounds, or change the grade of the pipeline easement without prior written consent of Chevron.
Grantor shall not build, erect, or create a structure, fence, wall, or obstruction adjacent to the pipeline easement which would prevent complete and unimpaired surface access to the easement, or permit the building, erection, or creation thereof.

8. Facility Ownership
The Pipeline Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. Assignment
This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Grantor.
EXHIBIT “1”

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 254-17-053, APN 254-17-007

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Two, as said Parcel is described in the Grant Deed to Bumb and Associates recorded March 27, 2002 under Recorder’s Series No. 16181196, Official Records of said County, together with that portion of Parcel Four, as said Parcel is described in the Grant Deed to The Flea Market, Inc. recorded March 27, 2002 under Recorder’s Series No. 16181195, Official Records of said County, being more particularly described as follows:

COMMENCING at the intersection of the northerly line of said Parcel Two with the westerly line of Parcel 41, as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County;

1. Thence South 45°56’38" West 24.41 feet along said northerly line to the TRUE POINT OF BEGINNING;
2. Thence leaving last said line, South 14°02’51” East 372.61 feet;
3. Thence South 60°46’06” East 6.84 feet;
4. Thence South 13°46’44” East 11.50 feet;
5. Thence South 75°57’41” West 2.33 feet;
6. Thence North 60°46’06” West 17.31 feet;
7. Thence North 14°02’51” West 371.15 feet to said northerly line of Parcel Two;
8. Thence North 45°56’38” East 11.55 feet along last said line to the TRUE POINT OF BEGINNING;

Containing 3,853 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

[Signature]
Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
EXHIBIT “D”

Underground Utility Easement

A nonexclusive easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. Easement Rights
Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, idle, remove and/or increase or decrease the size of or number of, (collectively and singly, “Operation”) underground communications conduits and fiber optic cables (“Fiber System”). Said Fiber System shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said Fiber System, including, but not limited to, manholes, pull boxes, splice boxes, conduit markers, and cathodic protection equipment. Said Fiber System, facilities, and appurtenances are hereinafter collectively referred to as “Fiber System Facilities.”

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Fiber System Facilities or the nonuse of the rights granted herein for any period of time.

2. Right of Ingress and Egress
This Easement shall carry with it the right of ingress and egress to, from, over and across the Property Owner’s remainder property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of the Property Owner’s property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Property Owner.

For such purpose, Grantee shall have a preferred unrestricted ingress/egress route of adequate size and location (at least 10 feet wide with access to roadways or adjoining easement areas) to, from, over and across the adjoining land. “Unrestricted” means that Grantee must have the right to ingress/egress in emergency situations as well as with advance notice to Property Owner. The preferred ingress/egress route can be moved upon mutual agreement of the parties.

3. Responsibility for Expenses/Costs
The Operation of Grantee’s Fiber System Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this Agreement by Property Owner or by Property Owner’s agents, invitees, employees, or contractors.

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4. Relocation
Should Property Owner, or any third party, including, but not limited to, any governmental entity, at any future date, reasonably desire that Grantee relocate any portion of the Fiber System Facilities, which shall include, but not be limited to, a lowering of the Fiber System Facilities, and including any additional Fiber System Facilities added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Property Owner or such third party, including all liability arising out of or resulting from such relocation. A new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Property Owner and Grantee, in the reasonable exercise of their discretion. Property Owner shall provide Grantee with a minimum of 180 days’ written notice of its desire to have Grantee relocate its Fiber System Facilities.

5. Additional Fiber System Facilities
This Easement provides Grantee with the right to lay additional underground conduits of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Property Owner prevailing fair market value for the right to add each additional underground conduit and its appurtenant facilities installed after the initial underground conduit.

6. Damages
Grantee shall repair, restore or compensate Property Owner for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Property Owner, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 7 (Keep Easement Area Clear).

7. Keep Easement Area Clear and No Impairment by Property Owner
Property Owner shall not build, erect, or create a structure or improvement within the Easement or permit the building, erection, or creation thereof. “Improvement” includes drainage or septic systems and their leach fields, water wells, yard lighting, or any other similar temporary or permanent surface or subsurface improvement. Exceptions may be allowed on a case-by-case basis for improvements with prior written consent from Grantee. Consent will be conditioned upon Property Owner reimbursing Grantee for work required to repair a surface improvement if Grantee damages it performing Fiber System Facilities maintenance or exercising any other easement right.

No trees or deep-rooted vegetation shall be planted in the Easement. No vegetation may be planted obstructing Fiber System Facilities markers or signage.

Property Owner shall not in any way impair, interfere with, excavate, create any dumps or mounds, or change the grade of the Easement without prior written consent of Grantee. Property Owner shall not build, erect, or create a structure, fence, wall, or obstruction adjacent to the Easement which would prevent complete and unimpaired surface access to the Easement, or permit the building, erection, or creation thereof.
8. Facility Ownership
The Fiber System Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. Assignment
This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Property Owner.
EXHIBIT “I”

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 254-17-053, APN 254-17-007

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Two, as said Parcel is described in the Grant Deed to Bumb and Associates recorded March 27, 2002 under Recorder’s Series No. 16181196, Official Records of said County, together with that portion of Parcel Four, as said Parcel is described in the Grant Deed to The Flea Market, Inc. recorded March 27, 2002 under Recorder’s Series No. 16181195, Official Records of said County, being more particularly described as follows:

COMMENCING at the intersection of the northerly line of said Parcel Two with the westerly line of Parcel 41, as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County;

1. Thence South 45°56’38” West 12.86 feet along said northerly line to the TRUE POINT OF BEGINNING;
2. Thence leaving last said line, South 14°02’51” East 374.06 feet;
3. Thence South 60°46’06” East 3.58 feet;
4. Thence South 14°02’19” East 18.05 feet;
5. Thence South 75°57’41” West 7.67 feet;
6. Thence North 13°46’44” West 11.50 feet;
7. Thence North 60°46’06” West 6.84 feet;
8. Thence North 14°02’51” West 372.61 feet to said northerly line of Parcel Two;
9. Thence North 45°56’38” East 11.55 feet along last said line to the TRUE POINT OF BEGINNING;

Containing 3,898 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
A nonexclusive joint utility easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. **Easement Rights**
   Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove pipelines (“Operation”) for transporting petroleum or petroleum products, including but not limited to gasoline, natural gas, liquefied petroleum gas, and crude oil, or for other uses including but not limited to telephone lines, fiber optics, electrical cable, and water. Said pipelines shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said pipelines, including, but not limited to, valves, fittings, metering equipment, pipeline markers, electrical cable, and cathodic protection equipment. Said pipelines, facilities, and appurtenances are hereinafter collectively referred to as “Pipeline Facilities.”

   Grantee also shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove underground communications conduits and fiber optic cables (“Fiber System”). Said Fiber System shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said Fiber System, including, but not limited to, manholes, pull boxes, splice boxes, conduit markers, and cathodic protection equipment. Said Fiber System, facilities, and appurtenances are hereinafter collectively referred to as “Fiber System Facilities.”

   Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Pipeline Facilities or Fiber System Facilities or the nonuse of the rights granted herein for any period of time.

2. **Right of Ingress and Egress**
   This Easement shall carry with it the right of ingress and egress to, from, over and across the Property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of the Property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Grantors.
3. **Responsibility for Expenses/Costs**  
The Operation of Grantee’s Pipeline Facilities or Fiber System Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this Agreement by Grantors or by Grantor’s agents, invitees, employees, or contractors.

4. **Relocation**  
Should Grantors or any third party, including, but not limited to, any governmental entity, at any future date, reasonably desire that Grantee relocate any portion of the Pipeline Facilities or Fiber System Facilities, which shall include, but not be limited to, a lowering of the Pipeline Facilities or Fiber System Facilities, and including any additional pipelines or conduits added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Grantors or such third party, including all liability arising out of or resulting from such relocation. The new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Grantors and Grantee, in the reasonable exercise of their discretion. Grantors or such third party shall provide Grantee with a minimum of 180 days’ written notice of its desire to have Grantee relocate its Pipeline Facilities or Fiber System Facilities.

5. **Additional Pipeline Facilities or Fiber System Facilities**  
This Easement provides Grantee with the right to lay additional pipelines or conduits of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Grantors the same consideration as above expressed for each additional pipeline or conduit and its appurtenant facilities installed after the initial pipeline.

6. **Damages**  
Grantee shall repair, restore or compensate Grantors for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Grantors, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 8 (Keep Easement Area Clear).

7. **Keep Easement Area Clear and No Impairment by Grantor**  
Grantors agree that it will not in any way impair, interfere with, build an improvement on, cover or obstruct the Easement granted herein, including, but not limited to, planting trees or deep-rooted plants and/or vines, building, excavating, constructing, installing, erecting, piling, or creating any foundations, dumps, mounds, buildings, structures, or improvements on the Easement, nor permit others to do the same, or change the grade over any of the Pipeline Facilities or Fiber System Facilities constructed hereunder (“Obstruction”) without the prior written consent of Grantee. Should Grantors violate the provisions of this Section, Grantee shall have the right to clear or remove said Obstruction, or recover damages from Grantors. Notwithstanding the foregoing, Grantors shall have the right to
landscape the Easement with ground cover, and the further right to pave the ground surface over the Easement for driveway and/or parking purposes, provided Grantee retains the unobstructed ability to access the Pipeline and Fiber System Facilities. Grantors shall indemnify, defend, and hold Grantee and its affiliates harmless from and against any and all loss, cost, damage, or expense, including reasonable attorneys’ fees that may arise from Grantor’s breach of its obligations under this Section.

8. **Facility Ownership**
   Unless the Parties otherwise agree in writing, the Pipeline Facilities or Fiber System Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. **Binding Obligation**
   All covenants and agreements herein contained shall extend to and be binding upon the respective heirs, devisees, legal representatives, successors, and assigns of the Parties, including all other rights and benefits necessary or convenient for the full enjoyment or use of the rights herein granted.

10. **Assignment**
    This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Grantor.
EXHIBIT "1"

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 254-17-007

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Four, as said Parcel is described in the Grant Deed to The Flea Market, Inc. recorded March 27, 2002 under Recorder's Series No. 16181195, Official Records of said County, being more particularly described as follows:

COMMENCING at the intersection of the northerly line of said Parcel Four with the westerly line of Parcel 4.2, as said parcel is shown on that certain map entitled "RECORD OF SURVEY VIA HARI EXTENSION" filed December 7, 2007 in Bank A of Maps at Pages 1 through 51 inclusive, Official Records of said County;

1. Thence South 14°02'51" East 343.26 feet along the easterly line of said Parcel Four;
2. Thence leaving last said line, South 75°57'00" West 8.53 feet to the TRUE POINT OF BEGINNING;
3. Thence South 14°02'19" West 00.53 feet;
4. Thence South 75°56'27" West 10.00 feet;
5. Thence North 14°02'19" West 80.54 feet;
6. Thence North 75°57'41" East 10.00 feet to the TRUE POINT OF BEGINNING;

Containing 805 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

[Signature]
June 10, 2011

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2013
EXHIBIT “F”

Underground Utility Easement

A nonexclusive easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. Easement Rights
Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, idle, remove and/or increase or decrease the size of or number of, (collectively and singly, “Operation”) underground communications conduits and fiber optic cables (“Fiber System”). Said Fiber System shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said Fiber System, including, but not limited to, manholes, pull boxes, splice boxes, conduit markers, and cathodic protection equipment. Said Fiber System, facilities, and appurtenances are hereinafter collectively referred to as “Fiber System Facilities.”

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Fiber System Facilities or the nonuse of the rights granted herein for any period of time.

2. Right of Ingress and Egress
This Easement shall carry with it the right of ingress and egress to, from, over and across the Property Owner’s remainder property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of the Property Owner’s property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Property Owner.

For such purpose, Grantee shall have a preferred unrestricted ingress/egress route of adequate size and location (at least 10 feet wide with access to roadways or adjoining easement areas) to, from, over and across the adjoining land. “Unrestricted” means that Grantee must have the right to ingress/egress in emergency situations as well as with advance notice to Property Owner. The preferred ingress/egress route can be moved upon mutual agreement of the parties.

3. Responsibility for Expenses/Costs
The Operation of Grantee’s Fiber System Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this Agreement by Property Owner or by Property Owner’s agents, invitees, employees, or contractors.
4. Relocation
Should Property Owner, or any third party, including, but not limited to, any governmental entity, at any future date, reasonably desire that Grantee relocate any portion of the Fiber System Facilities, which shall include, but not be limited to, a lowering of the Fiber System Facilities, and including any additional Fiber System Facilities added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Property Owner or such third party, including all liability arising out of or resulting from such relocation. A new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Property Owner and Grantee, in the reasonable exercise of their discretion. Property Owner shall provide Grantee with a minimum of 180 days’ written notice of its desire to have Grantee relocate its Fiber System Facilities.

5. Additional Fiber System Facilities
This Easement provides Grantee with the right to lay additional underground conduits of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Property Owner prevailing fair market value for the right to add each additional underground conduit and its appurtenant facilities installed after the initial underground conduit.

6. Damages
Grantee shall repair, restore or compensate Property Owner for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Property Owner, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 7 (Keep Easement Area Clear).

7. Keep Easement Area Clear and No Impairment by Property Owner
Property Owner shall not build, erect, or create a structure or improvement within the Easement or permit the building, erection, or creation thereof. “Improvement” includes drainage or septic systems and their leach fields, water wells, yard lighting, or any other similar temporary or permanent surface or subsurface improvement. Exceptions may be allowed on a case-by-case basis for improvements with prior written consent from Grantee. Consent will be conditioned upon Property Owner reimbursing Grantee for work required to repair a surface improvement if Grantee damages it performing Fiber System Facilities maintenance or exercising any other easement right.

No trees or deep-rooted vegetation shall be planted in the Easement. No vegetation may be planted obstructing Fiber System Facilities markers or signage.

Property Owner shall not in any way impair, interfere with, excavate, create any dumps or mounds, or change the grade of the Easement without prior written consent of Grantee.
Property Owner shall not build, erect, or create a structure, fence, wall, or obstruction adjacent to the Easement which would prevent complete and unimpaired surface access to the Easement, or permit the building, erection, or creation thereof.
8. **Facility Ownership**
The Fiber System Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. **Assignment**
This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Property Owner.
EXHIBIT “1”

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 254-17-095

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel One and Parcel Two, as said Parcels are described in the Grant Deed to BGT Development LLC, recorded April 10, 1997 under Recorder’s Series No. 13666879 Official Records of said County, being more particularly described as follows:

COMMENCING at the intersection of the northerly line of said Parcel One, with the westerly line of Parcel 46, as said parcel is shown on that certain map entitled “RECORD OF SURVEY VTA-BART EXTENSION” filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, both of Official Records of said County;

1. Thence South 14°02'51" East 56.19 feet along said westerly line of Parcel 46;
2. Thence leaving last said line, South 75°57'09" West 9.19 feet to the TRUE POINT OF BEGINNING;
3. Thence South 14°03'00" East 81.44 feet;
4. Thence South 48°57'00" East 7.31 feet to a line that is parallel with and lying 5.00 feet westerly of said westerly line of Parcel 46;
5. Thence South 14°02'51" East 867.48 feet along said parallel line to the northerly line of that certain parcel of land designated as Parcel 25, as said parcel is shown on that certain map entitled “RECORD OF SURVEY CENTRAL PIPELINE” filed November 19, 1983 in Book 170 of Maps at Pages 10 through 12 inclusive, Official Records of said County;
6. Thence South 55°08'48" West 10.70 feet along said northerly line of Parcel 25 to a line that is parallel with and lying 15.00 feet westerly of the westerly line of that certain parcel of land designated as Parcel 46, as said parcel is shown on said RECORD OF SURVEY VTA-BART EXTENSION;
7. Thence North 14°02'51" West 868.14 feet along said parallel line;
8. Thence leaving last said line, North 48°57'00" West 7.31 feet;
9. Thence North 14°03'00" West 94.59 feet;
10. Thence South 59°02'51" East 14.14 feet to the TRUE POINT OF BEGINNING.

Containing 9,631 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00000533.

[Signature]
June 10, 2011

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
254-17-076
US REIT MAURY
CALIFORNIA LLC

PARCEL A
534 M 36

254-17-085
US REIT MAURY
CALIFORNIA LLC

254-17-083
SCVTA
PARCEL A
\[582', 621', 1\]

254-17-082
SCVTA, PARCEL 68
\[582', 621', 1\]

254-17-081
SCVTA

LEGEND
SCVTA = SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
SCVWD = SANTA CLARA VALLEY WATER DISTRICT

ALL Bearings and Distances Shown on this Exhibit are
Based upon the North American Datum of 1983 (NAD83).
Zone III, Epoch 1999. All Distances Shown on this Exhibit
Are Grid Distances. To convert Grid Distances to Ground
Distances, Multiply Expressed Distances by 1.0005533.

Scale: 1" = 60'

Plot to Accompany Legal Description
CITY OF SAN JOSE, COUNTY OF SANTA CLARA
STATE OF CALIFORNIA

APN: 254-17-085

Date: June 10, 2011

B2500-08 UE
EXHIBIT “G”

Underground Utility Easement

A nonexclusive easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. Easement Rights
Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, idle, remove and/or increase or decrease the size of or number of, (collectively and singly, “Operation”) underground communications conduits and fiber optic cables (“Fiber System”). Said Fiber System shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said Fiber System, including, but not limited to, manholes, pull boxes, splice boxes, conduit markers, and cathodic protection equipment. Said Fiber System, facilities, and appurtenances are hereinafter collectively referred to as “Fiber System Facilities.”

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Fiber System Facilities or the nonuse of the rights granted herein for any period of time.

2. Right of Ingress and Egress
This Easement shall carry with it the right of ingress and egress to, from, over and across the Property Owner’s remainder property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of the Property Owner’s property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Property Owner.

For such purpose, Grantee shall have a preferred unrestricted ingress/egress route of adequate size and location (at least 10 feet wide with access to roadways or adjoining easement areas) to, from, over and across the adjoining land. “Unrestricted” means that Grantee must have the right to ingress/egress in emergency situations as well as with advance notice to Property Owner. The preferred ingress/egress route can be moved upon mutual agreement of the parties.

3. Responsibility for Expenses/Costs
The Operation of Grantee’s Fiber System Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this Agreement by Property Owner or by Property Owner’s agents, invitees, employees, or contractors.
4. Relocation
Should Property Owner, or any third party, including, but not limited to, any governmental entity, at any future date, reasonably desire that Grantee relocate any portion of the Fiber System Facilities, which shall include, but not be limited to, a lowering of the Fiber System Facilities, and including any additional Fiber System Facilities added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Property Owner or such third party, including all liability arising out of or resulting from such relocation. A new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Property Owner and Grantee, in the reasonable exercise of their discretion. Property Owner shall provide Grantee with a minimum of 180 days’ written notice of its desire to have Grantee relocate its Fiber System Facilities.

5. Additional Fiber System Facilities
This Easement provides Grantee with the right to lay additional underground conduits of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Property Owner prevailing fair market value for the right to add each additional underground conduit and its appurtenant facilities installed after the initial underground conduit.

6. Damages
Grantee shall repair, restore or compensate Property Owner for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Property Owner, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 7 (Keep Easement Area Clear).

7. Keep Easement Area Clear and No Impairment by Property Owner
Property Owner shall not build, erect, or create a structure or improvement within the Easement or permit the building, erection, or creation thereof. “Improvement” includes drainage or septic systems and their leach fields, water wells, yard lighting, or any other similar temporary or permanent surface or subsurface improvement. Exceptions may be allowed on a case-by-case basis for improvements with prior written consent from Grantee. Consent will be conditioned upon Property Owner reimbursing Grantee for work required to repair a surface improvement if Grantee damages it performing Fiber System Facilities maintenance or exercising any other easement right.

No trees or deep-rooted vegetation shall be planted in the Easement. No vegetation may be planted obstructing Fiber System Facilities markers or signage.

Property Owner shall not in any way impair, interfere with, excavate, create any dumps or mounds, or change the grade of the Easement without prior written consent of Grantee.
Property Owner shall not build, erect, or create a structure, fence, wall, or obstruction adjacent to the Easement which would prevent complete and unimpaired surface access to the Easement, or permit the building, erection, or creation thereof.
8. Facility Ownership
The Fiber System Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. Assignment
This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Property Owner.
EXHIBIT “1”

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 254-17-095

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Two, as said Parcel is described in the Grant Deed to BGT Development LLC, recorded April 10, 1997 under Recorder’s Series No. 1566879 Official Records of said County, being more particularly described as follows:

COMMENCING at the intersection of the southerly line of that certain parcel of land designated as Parcel 25, as said parcel is shown on that certain map entitled “RECORD OF SURVEY CENTRAL PIPELINE” filed November 19, 1963 in Book 170 of Maps at Pages 10 through 12 inclusive, with the westerly line of Parcel 48, as said parcel is shown on that certain map entitled “RECORD OF SURVEY VTA PART EXTENSION” filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, both of Official Records of said County;

1. Thence South 55°08’49” West 5.25 feet along said southerly line of Parcel 25 to a line that is parallel with and lying 5.00 feet westerly of said westerly line of Parcel 48, said point also being the TRUE POINT OF BEGINNING;

2. Thence South 14°02’51” East 270.40 feet along said parallel line to the northerly line of that certain parcel of land described in the Grant Deed to the City of San Jose recorded December 25, 1986 in Book 1970, at page 1682, Official Records of said County;

3. Thence South 48°40’15” West 11.29 feet along said northerly line to a line that is parallel with and lying 15.00 feet westerly of said westerly line of Parcel 48;

4. Thence leaving said northerly line, north 14°02’51” West 271.82 feet along said parallel line to said southerly line of Parcel 25;

5. Thence north 55°08’49” East 40.70 feet along last said line to the TRUE POINT OF BEGINNING;

Containing 2,111 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1996.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.0000000.

[Signature]
June 10, 2011

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
EXHIBIT “H”

TEMPORARY CONSTRUCTION EASEMENT

A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Silicon Valley Berryessa Extension Project (SVBX), under, upon, over and across that certain real property, situated in the City of San Jose, 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 June 30, 2012, when the property is first occupied for use for SVBX civil construction, and will continue for a duration of 36 months, ending no later than June 30, 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 254-17-007, APN 254-17-084,
APN 254-17-095

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Four, as said parcel is described in the Grant Deed to The Flea Market, Inc. recorded March 27, 2002 under Recorder's Series No. 16181195, together with a portion of Parcel One, as said parcel is described in the Grant Deed to Bumb and Associates recorded March 27, 2002 under Recorder's Series No. 16181196, together with a portion of Parcel One and Parcel Two, as said parcels are described in the Grant Deed to BGT Development LLC recorded April 10, 1997 under Recorder's Series No. 13668879, all of Official Records of said County, being more particularly described as follows:

COMMENCING at the northwesterly corner of that certain parcel of land designated as Parcel 43, as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County;

1. Thence South 14°02'51" East 194.57 feet along the westerly line of said Parcel 43;
2. Thence South 75°57'09" West 2.00 feet to a line that is parallel with and lying 2.00 feet westerly of said westerly line of Parcel 43, said point also being the TRUE POINT OF BEGINNING;
3. Thence South 14°02'51" East 132.65 feet along said parallel line;
4. Thence leaving last said line, South 75°56'27" West 28.00 feet to a line that is parallel with and lying 30.00 feet westerly of said westerly line of Parcel 43;
5. Thence South 14°02'51" East 513.82 feet along said parallel line;
6. Thence leaving last said line, South 04°48'53" East 49.68 feet;
7. Thence South 14°02'51" East 337.06 feet;
8. Thence South 59°02'51" East 43.61 feet;
9. Thence South 14°04'05" East 81.05 feet;
10. Thence South 48°57'00" East 8.92 feet to a line that is parallel with and lying 2.00 feet westerly of the westerly line of that certain parcel of land designated as Parcel 46, as said parcel is shown on said RECORD OF SURVEY VTA-BART EXTENSION;
11. Thence South 14°02'51" East 863.36 feet along said parallel line to the northerly line of that certain parcel of land designated as Parcel 25, as said parcel is shown on said certain map entitled "RECORD OF SURVEY CENTRAL PIPELINE" filed November 19 1963 in Book 170 of Maps at Pages 10 through 12 inclusive, Official Records of said County;
12. Thence South 55°08'48" West 3.21 feet along said northerly line of Parcel 25 to a line that is parallel with and lying 5.00 feet westerly of the said westerly line of Parcel 46;
13. Thence North 14°02'51" West 861.76 feet along said parallel line;
14. Thence leaving last said line, South 77°28'07" West 10.95 feet;
15. Thence North 14°04'05" West 87.68 feet;
16. Thence North 59°02'51" West 47.86 feet;
17. Thence North 14°03'03" West 452.33 feet;
18. Thence North 46°49'36" East 7.37 feet;
19. Thence North 40°36'08" West 14.41 feet;
20. Thence North 14°03'03" West 582.66 feet;
21. Thence North 44°29'45" East 25.70 feet;
22. Thence South 14°03'33" East 32.17 feet;
23. Thence North 75°57'07" East 25.95 feet to the **TRUE POINT OF BEGINNING**.

Containing 25,627 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
EXHIBIT “I”

TEMPORARY CONSTRUCTION EASEMENT

A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Silicon Valley Berryessa Extension Project (SVBX), under, upon, over and across that certain real property, situated in the City of San Jose, 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 June 30, 2012, when the property is first occupied for use for SVBX civil construction, and will continue for a duration of 36 months, ending no later than June 30, 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 254-17-095

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Two, as said Parcel is described in the Grant Deed to BGT Development LLC, recorded April 10, 1997 under Recorder's Series No. 13609879 Official Records of said County, being more particularly described as follows:

COMMENCING at the intersection of the southerly line of that certain parcel of land designated as Parcel 25, as said parcel is shown on that certain map entitled "RECORD OF SURVEY CENTRAL PIPELINE" filed November 19, 1963 in Book 170 of Maps at Pages 10 through 12 inclusive, with the westerly line of Parcel 48, as said parcel is shown on that certain map entitled "RECORD OF SURVEY VIA BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, both of Official Records of said County;

1. Thence South 55°08'48" West 2.14 feet along said southerly line of Parcel 25 to a line that is parallel with and lying 2.00 feet westerly of said westerly line of Parcel 48, said point also being the TRUE POINT OF BEGINNING;

2. Thence South 14°02'51" East 257.18 feet along said parallel line;

3. Thence leaving last said line, South 51°14'00" West 3.29 feet to a line that is parallel with and lying 5.00 feet westerly of said westerly line of Parcel 48;

4. Thence North 14°02'51" West 257.39 feet along said parallel line to said southerly line of Parcel 25;

5. Thence North 55°08'48" East 3.21 feet along last said line to the TRUE POINT OF BEGINNING;

Containing 772 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

[Signature]

Dan S. Scott III, PLS 7040
My License Expires on 12/31/2012

STATE OF CALIFORNIA

No 17840
Ex. 12/31/12

5.1.b
EXHIBIT “J”

ROADWAY EASEMENT DEED

A Roadway Easement for the purpose of constructing and maintaining a public roadway and incidents thereto, including the installation and maintenance of public utilities and sidewalks, under, upon, over, and across that certain real property, situated in the City of San Jose, County of Santa Clara, State of California, and more particularly described in Exhibit “1” attached hereto and made a part hereof.

The herein described Roadway Easement shall be kept free of buildings, except lawful unsupported roof overhangs, and obstructions that impair the intended use of or are inconsistent with the purpose of said easement.

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 254-17-095

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being a portion of Parcel Two, as said Parcel is described in the Grant Deed to BGT Development LLC recorded April 10, 1997 under Recorder’s Series No. 13068879, Official Records of said County, being more particularly described as follows:

COMMENCING at the intersection of the northerly line of that certain parcel of land described in the Grant Deed to the City of San Jose recorded December 23, 1986 in Book 3970 at page 1682, Official Records of said County, with the easterly line of said Parcel Two;

Thence along said northerly line the following three (3) courses:

1. South 48°46’15” West 2.25 feet to the TRUE POINT OF BEGINNING;
2. South 48°46’15” West 77.38 feet;
3. South 43°04’13” West 70.47 feet;
4. Thence leaving last said line, South 48°46’15” West 54.64 feet;
5. Thence South 51°26’38” West 232.49 feet to the westerly line of said Parcel Two;
6. Thence North 37°24’31” West 28.00 feet along said westerly line;
7. Thence leaving last said line, North 51°41’00” East 40.65 feet;
8. Thence North 35°07’14” West 5.01 feet;
9. Thence North 51°41’00” East 97.96 feet
10. Thence North 53°54’08” East 77.49 feet;
11. Thence North 51°41’00” East 222.55 feet;
12. Thence South 14°02’51” East 12.90 feet to the TRUE POINT OF BEGINNING.

Containing 11,243 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

Signed at San Jose, California this 3rd day of November, 2011.

Dan S. Scott III, PLS 7840
My License Expires on 12/31/2012
EXHIBIT “K”

(APN 254-17-034)

Portion of those certain rights over Parcel 25, of the Record of Survey recorded November 27, 1963 in Book 170 of Maps, pages 10 to 12 inclusive, reserved in the Deed from Clementina Nicora to Santa Clara County Flood Control and Water District, recorded January 29, 1965 in Book 6831 at Page 675, over the following described properties:

Being portions of that certain parcel of land described in the Grant Deed to Santa Clara County Flood Control and Water District recorded January 29, 1965 in Book 6831 at Page 675, Official Records of said County, being more particularly described as follows:

A) BEGINNING at the intersection of the southerly line of Parcel 25, as said Parcel is shown on that certain map entitled “RECORD OF SURVEY CENTRAL PIPELINE” filed November 19, 1963 in Book 170 of Maps at Pages 10 through 12 inclusive, Official Records of said County, with the westerly line of Parcel 48, as said Parcel is shown on that certain map entitled “RECORD OF SURVEY VTA-BART EXTENSION” filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County; thence

1. South 55°08‘48” West 2.14 feet along said southerly line to a line that is parallel with and lying 2.00 feet westerly of said westerly line of Parcel 48; thence leaving said southerly line
2. North 1°02‘51” West 53.49 feet along said parallel line to the northerly line of said Parcel 25; thence
3. North 55°08‘48” East 2.14 feet along said northerly line to said westerly line of Parcel 48; thence
4. South 1°02‘51” East 53.49 feet along last said line to the POINT OF BEGINNING.

B) COMMENCING at the intersection of the southerly line of Parcel 25, as said Parcel is shown on that certain map entitled “RECORD OF SURVEY CENTRAL PIPELINE” filed November 19, 1963 in Book 170 of Maps at Pages 10 through 12 inclusive, Official Records of said County, with the westerly line of Parcel 48, as said Parcel is shown on that certain map entitled “RECORD OF SURVEY VTA-BART EXTENSION” filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County; thence

1. South 55°08‘48” West 5.35 feet along said southerly line to the TRUE POINT OF BEGINNING; thence continuing along said southerly line
2. South 55°08‘48” West 10.70 feet; thence leaving last said line
3. North 1°02‘51” West 53.49 feet to the northerly line of said Parcel 25;
4. North 55°08‘48” East 10.70 feet along said northerly line; thence leaving last said line
5. South 1°02‘51” East 53.49 feet to the TRUE POINT OF BEGINNING.

C) COMMENCING at the intersection of the southerly line of Parcel 25, as said Parcel is shown on that certain map entitled “RECORD OF SURVEY CENTRAL PIPELINE” filed November 19, 1963 in Book 170 of Maps at Pages 10 through 12 inclusive, Official Records of said County, with the westerly line of Parcel 48, as said Parcel is shown on that certain map entitled “RECORD OF SURVEY VTA-BART EXTENSION” filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County;

5. Thence South 55°08‘48” West 2.14 feet along said southerly line to the TRUE POINT OF BEGINNING;
6. Thence continuing South 55°08'48" West 3.21 feet along said southerly line to a line that is parallel with and lying 5.00 feet westerly of said westerly line of Parcel 48;

7. Thence leaving said southerly line, North 14°02'51" West 53.49 feet along said parallel line to the northerly line of said Parcel 25;

8. Thence North 55°08'48" East 3.21 feet along said northerly line to a line that is parallel with and lying 2.00 feet westerly of said westerly line of Parcel 48;

9. Thence leaving said northerly line, South 14°02'51" East 53.49 feet along said parallel line to the TRUE POINT OF BEGINNING.
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 Fee interests in certain property more particularly described in Exhibit “A” (B2250-01), Exhibit “B” (B2250-02) and Exhibit “C” (B2250-03); a Storm Drain Easement interest in certain property more particularly described in Exhibit “D” (B2250-04); a Sanitary Sewer Easement interest in certain property more particularly described in Exhibit “E” (B2250-05); Utility Easement interests in certain property more particularly described in Exhibit “F” (B2250-06), Exhibit “G” (B2250-08) and Exhibit “H” (B2250-09); and Temporary Construction Easement interests in certain property more particularly described in Exhibit “I” (B2250-10), Exhibit “J” (B2250-11) and Exhibit “K” (B2250-12), all of which are collectively referred to herein as “Property”, and 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; and
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. Fee interests in property described in Exhibit “A”, Exhibit “B” and Exhibit “C”; a Storm Drain Easement interest in property described in Exhibit “D”; a Sanitary Sewer Easement interest in property described in Exhibit “E”; Utility Easement interests in property described in Exhibit “F”, Exhibit “G” and Exhibit “H” and Temporary Construction Easement interests in property described in Exhibit “I”, Exhibit “J” and Exhibit “K” 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 which the Property is appropriated pursuant to Code of Civil Procedure Section 1240.610.

11. The parcels described in Exhibits “D”, “E”, “F”, “G”, “H”, “I”, “J” and “K” are being acquired in whole or in part pursuant to the provisions of Code of Civil Procedure Sections 1240.320, 1240.330 and 1240.350, as the case may be, as substitute property necessary for either the relocation of public utility facilities or to provide utility service to the remainder property. It is further found and determined that the taking of
said substitute property is necessary for the purpose specified is Sections 1240.320, 1240.330 and/or 1240.350.

12. 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 Fee interests in property described in Exhibit “A”, Exhibit “B” and Exhibit “C”; a Storm Drain Easement interest in property described in Exhibit “D”; a Sanitary Sewer Easement interest in property described in Exhibit “E”; Utility Easement interests in property described in Exhibit “F”, Exhibit “G” and Exhibit “H” and Temporary Construction Easement interests in property described in Exhibit “I”, Exhibit “J” and Exhibit “K”, 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 March 1, 2012, by the following vote:

AYES: DIRECTORS:
NOES: DIRECTORS:
ABSENT: DIRECTORS:

KEN YEAGER, 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: ______________________________________
SANDRA WEYMOUTH, Secretary
Board of Directors

APPROVED AS TO FORM:

ROBERT FABELA
General Counsel
EXHIBIT “A”
Property Description

Parcel B2250-01
8/24/2011
FEE

LEGAL DESCRIPTION
APN 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder’s Series No. 15293273, Official Records of said County, being more particularly described as follows:

BEGINNING at the most northerly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 Inclusive, Official Records of said County, said point also being the beginning of a non-tangent curve concave northerly and having a radius of 449.07 feet (a radial line of said curve through said point bearing South 51°41'20" West); thence

1. Southeasterly 92.12 feet along said curve and the northerly line of said Parcel 1 through a central angle of 11°45'11"; thence leaving last said line
2. South 47°08'51" West 26.32 feet; thence
3. South 23°01'16" East 137.05 feet; thence
4. South 66°58'27" West 7.09 feet; thence
5. South 23°01'16" East 36.42 feet; thence
6. South 66°58'27" West 1.35 feet to the easterly line of Parcel 15, as said Parcel is shown on that certain map entitled “RECORD OF SURVEY VTA-EXTENSION” filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 Inclusive, Official Records of said County; thence

7. North 23°01'16" West 268.14 feet along said easterly line to the POINT OF BEGINNING;

Containing 2,671 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.
EXHIBIT “B”
Property Description

LEGAL DESCRIPTION
APN 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder’s Series No. 15293273, Official Records of said County, being more particularly described as follows:

BEGINNING at a point in the general northerly line of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 inclusive, Official Records of said County, said point also being the northerly terminus of that certain course described as North 69°19'43" West 77.86 feet (the bearing of North 69°20'03" West being taken for the purpose of this description) as shown on said Parcel Map; thence

1. South 69°20'03" East 10.59 feet along said general northerly line; thence leaving last said line
2. South 68°23'09" West 34.40 feet to said general northerly line and the beginning of a non-tangent curve concave northerly and having a radius of 66.00 feet (a radial line of said curve through said point bearing South 24°36'07" East); thence
3. Northeasterly 23.71 feet along said curve and last said line through a central angle of 24°03'20" to the POINT OF BEGINNING;

Containing 96 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NA98), Zone III, epoch 1999.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS 6202
My license Expires on 03/31/2022

STATE OF CALIFORNIA
EXHIBIT “C”
Property Description

Parcel B2250-03
8/24/2011
FEE

LEGAL DESCRIPTION
APN 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder’s Series No. 15293273, Official Records of said County, being more particularly described as follows:

BEGINNING at the southwesterly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 Inclusive, Official Records of said County; thence

1. North 23°01’16" West 16.66 feet along the westerly line of said Parcel 1; thence leaving last said line
2. South 42°13’05" East 16.32 feet to the beginning of a curve to the left having a radius of 171.00 feet; thence
3. Southeasterly 33.97 feet along said curve through a central angle of 11°22’50"; thence
4. South 53°35’55" East 20.36 feet; thence
5. South 23°01’16" East 2.82 feet to the beginning of a non-tangent curve concave southerly and having a radius of 3,036.01 feet (a radial line of said curve through said point bearing North 36°30’02" East), said point also lying on the southerly line of said Parcel 1;
6. Thence northerly 58.20 feet along said curve and said southerly line through a central angle of 01°05’54" to the POINT OF BEGINNING;

Containing 173 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

[Signature]
John W. Pettley, PLS 6202
My License Expires on 03/31/2012
EXHIBIT “D”

STORM DRAIN EASEMENT

A Storm Drain Easement for the purpose of installation, maintenance, repair and replacement of
the initial or any other size of storm drain pipelines and any and all appurtenances thereto,
including but not limited to, valves, meters and manholes under and upon that certain real
property, situated in the City of Milpitas, County of Santa Clara, State of California, and more
particularly described in Exhibit “1” attached hereto and made a part hereof.

The herein described Storm Drain Easement shall be kept free of buildings, except lawful
unsupported roof overhangs, and obstructions that impair the intended use of or are inconsistent
with the purposes of said easement.

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 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder’s Series No. 15293273, Official Records of said County, being more particularly described as follows:

COMMENCING at the most northerly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 Inclusive, Official Records of said County, said point also being the beginning of a non-tangent curve concave northeasterly and having a radius of 449.07 feet (a radial line of said curve through said point bearing South 51°41'20" West); thence southeasterly 122.29 feet along said curve and the northerly line of said Parcel 1 through a central angle of 15°36'10" to the TRUE POINT OF BEGINNING; thence continuing along said northerly line

1. Southeasterly 18.77 feet along said curve through a central angle of 02°23'43"; thence leaving last said line
2. South 15°22'32" East 13.32 feet;
3. South 74°37'28" West 12.00 feet;
4. North 15°22'32" West 27.76 feet to said northerly line and the TRUE POINT OF BEGINNING;

Containing 245 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS 6202
My License Expires on 03/31/2012

LICENSED LAND SURVEYOR
STATE OF CALIFORNIA
SANITARY SEWER EASEMENT

A Sanitary Sewer Easement, a non-exclusive easement for the purpose of excavating for, installing, replacing (of the initial or any other size), maintaining and using such sewer or pipeline or lines, as Grantee shall from time to time elect for the purpose of conveying sewage and other wastes, under, along and across that certain real property, situated in the City of Milpitas, County of Santa Clara, State of California, and more particularly described in Exhibit “1” attached hereto and made a part hereof.

The herein described Sanitary Sewer Easement shall be kept free of buildings, except lawful unsupported roof overhangs, and obstructions that impair the intended use of or are inconsistent with the purposes of said easement.

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 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder’s Series No. 15793773, Official Records of said County, being more particularly described as follows:

COMMENCING at the northwesterly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 inclusive, Official Records of said County, thence South 23°01’16” East 94.59 feet along the westerly line of said Parcel 1 and North 66°58’44” East 8.70 feet to the TRUE POINT OF BEGINNING; thence

1. North 47°08’51” East 10.65 feet; thence
2. South 23°04’16” East 100.00 feet; thence
3. South 22°41’57” East 136.07 feet; thence
4. South 67°18’03” West 10.00 feet; thence
5. North 22°41’57” West 136.04 feet; thence
6. North 23°04’43” West 181.42 feet to the TRUE POINT OF BEGINNING;

Containing 3,190 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1988.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.0005333.

[Signature]
John W. Pettley, PLS 6202
My License Expires on 03/31/2012
State of California
UTILITY EASEMENT

A Utility Easement for the construction, maintenance, and replacement of water pipelines, and appurtenances under, upon, over and across the following parcel of land designated as “UE” (Utility Easement), situated in the City of Milpitas, County of Santa Clara, State of California, and more particularly described in Exhibit “1” attached hereto and made a part hereof.

The Easement shall include the right to construct, reconstruct, inspect, maintain, operate, and repair pipelines appurtenant structures, including but not limited to, corrosion control facilities, together with the right to trim or remove such trees or brush within the easement area as may constitute a hazard to persons or property or may interfere with the use of the said area for the purposes granted. This easement shall carry with it the right to remove the existing wall within the UE and to construct in its place a secured access gate. It also shall include the right to enter upon said land with vehicles, tools, implements, and other materials, take therefrom and use, earth, rock, sand, and gravel for the purpose of excavating, widening, deepening, and otherwise rectifying the water pipeline and for the construction, maintenance, and repair of said water pipelines and appurtenant structures by Grantee, its officers, agents, and employees, and by persons under contract with it and their employees whenever and wherever necessary for water pipelines and appurtenant structures.

No excavation or filling shall occur within the UE and said UE shall be kept clear of any type of utilities, building, fences, structure, pavement, or trees, unless prior written approval is obtained from Grantee. This provision, however, shall not apply to the gate to be constructed within the UE as set forth above and the storm drainage easement concurrently being acquired by Grantee.

Grantee shall also have the right to mark the location of said described area by suitable markers, but said markers shall be placed in fences or other locations which will not interfere with any reasonable use first party shall make of said strip.

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 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder’s Series No. 15293273, Official Records of said County, being more particularly described as follows:

COMMENCING at the northwesterly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 10, 2001 in Book 737, at Pages 11 through 13 inclusive, Official Records of said County, said point also being the beginning of a non-tangent curve concave northeasterly and having a radius of 119.07 feet (a radial line of said curve through said point bearing South 51°41’20” West); thence southeasterly 122.65 feet along said curve and the northerly line of said Parcel 1 through a central angle of 15°38’56” to the TRUE POINT OF BEGINNING; thence continuing along last said curve

1. Southeasterly 18.40 feet along said curve through a central angle of 02°20’32”; thence leaving said northerly line
2. South 00°31’26” East 30.76 feet; thence
3. South 23°10’41” East 334.12 feet to the beginning of a non-tangent curve concave southwesterly and having a radius of 3036.01 feet (a radial line of said curve through said point bearing North 37°08’37” East); thence
4. Northwesterly 30.01 feet along said curve and said southerly line through a central angle of 09°34’01”; thence leaving last said line
5. North 23°10’41” West 311.11 feet; thence
6. North 00°31’26” West 43.02 feet to said northerly line of Parcel 1 and the TRUE POINT OF BEGINNING;

Containing 5,394 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS 6202
My License Expires on 03/31/2012
EXHIBIT “G”

PIPELINE EASEMENT

A nonexclusive easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto ("Easement") and as follows.

1. Easement Rights

Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove (collectively and singly, “Operation”) one six-inch (6”) pipeline for the transmission of nitrogen gas together with all necessary appliances and/or fixtures for use in connection with said facilities (“Facilities”), in and upon a portion of Grantor's Property. Grantee shall have the right to use such portions of Grantor's land contiguous to said right of way as may be reasonable and necessary for the initial construction and for purposes of reconstruction, replacement, repair, removal and maintenance of said facilities. Said use of contiguous land shall extend to the right to use the area necessary to install underground facilities by bore-and-jack across streets or railroads. At the completion of the construction, reconstruction, replacement, repair, removal and/or maintenance of the facilities, Grantee shall promptly restore the area, as nearly as practicable, to the condition in which it existed immediately prior to the commencement of the work, normal wear and tear excepted.

Grantee shall have the right of ingress to and egress from the right of way and any facilities installed in the right of way over and across Grantor's property by such routes as shall occasion the least practicable damage and inconvenience to Grantor.

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Facilities or the nonuse of the rights granted herein for any period of time.

2. Use of Property By Grantor; No Impairment.

Grantor reserves the right to the full use and enjoyment of the Property except for the use by Grantee as specified herein. Grantor shall not, however, use the surface or other portions of the Property in a manner that would hinder, conflict or interfere with the use of the Property by Grantee. Grantee’s use of the Property shall not unreasonably interfere with the ordinary use of the surface of the Property by Grantor or by the public.
3. Facilities Ownership

The Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

4. Assignment

This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Grantor.
EXHIBIT "1"

LEGAL DESCRIPTION
APN 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder's Series No. 15293273, Official Records of said County, being more particularly described as follows:

COMMENCING at the northwesterly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 inclusive, Official Records of said County, said point also being the beginning of a non-tangent curve concave northeasterly and having a radius of 449.07 feet (a radial line of said curve through said point bearing South 51°41'20" West); thence Southeasterly 155.47 feet along said curve and the northerly line of said Parcel 1 through a central angle of 19°57'49" to the TRUE POINT OF BEGINNING; thence continuing on said curve

1. Southwesterly 5.65 feet along said northerly line through a central angle of 0°43'17"; thence leaving said northerly line
2. South 3°31'46" West 37.67 feet; thence
3. South 23°01'29" East 321.24 feet to said southerly line of said Parcel 1, said point also being the beginning of a non-tangent curve concave southwesterly and having a radius of 3036.01 feet (a radial line of said curve through said point bearing North 3°21'55" East); thence
4. Northwesterly 10.10 feet along said curve and said southerly line through a central angle of 0°11'26"; thence leaving said southerly line
5. North 23°01'29" West 313.65 feet; thence
6. North 3°31'46" East 41.49 feet to the TRUE POINT OF BEGINNING;

Containing 1,785 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1990.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS 6202
My License Expires on 03/31/2012
LICENCED LAND SURVEYOR
STATE OF CALIFORNIA
22

5.1.c
EXHIBIT “H”

JOINT UTILITY EASEMENT

A nonexclusive joint utility easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. Easement Rights
Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove pipelines (“Operation”) for transporting petroleum or petroleum products, including but not limited to gasoline, natural gas, liquefied petroleum gas, and crude oil, or for other uses including but not limited to telephone lines, fiber optics, electrical cable, and water. Said pipelines shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said pipelines, including, but not limited to, valves, fittings, metering equipment, pipeline markers, electrical cable, and cathodic protection equipment. Said pipelines, facilities, and appurtenances are hereinafter collectively referred to as “Pipeline Facilities.”

Grantee also shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove underground communications conduits and fiber optic cables (“Fiber System”). Said Fiber System shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said Fiber System, including, but not limited to, manholes, pull boxes, splice boxes, conduit markers, and cathodic protection equipment. Said Fiber System, facilities, and appurtenances are hereinafter collectively referred to as “Fiber System Facilities.”

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Pipeline Facilities or Fiber System Facilities or the nonuse of the rights granted herein for any period of time.

2. Right of Ingress and Egress
This Easement shall carry with it the right of ingress and egress to, from, over and across the Property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of the Property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Grantors.
3. **Responsibility for Expenses/Costs**

The Operation of Grantee’s Pipeline Facilities or Fiber System Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this Agreement by Grantors or by Grantor’s agents, invitees, employees, or contractors.

4. **Relocation**

Should Grantors or any third party, including, but not limited to, any governmental entity, at any future date, reasonably desire that Grantee relocate any portion of the Pipeline Facilities or Fiber System Facilities, which shall include, but not be limited to, a lowering of the Pipeline Facilities or Fiber System Facilities, and including any additional pipelines or conduits added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Grantors or such third party, including all liability arising out of or resulting from such relocation. The new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Grantors and Grantee, in the reasonable exercise of their discretion. Grantors or such third party shall provide Grantee with a minimum of 180 days’ written notice of its desire to have Grantee relocate its Pipeline Facilities or Fiber System Facilities.

5. **Additional Pipeline Facilities or Fiber System Facilities**

This Easement provides Grantee with the right to lay additional pipelines or conduits of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Grantors the same consideration as above expressed for each additional pipeline or conduit and its appurtenant facilities installed after the initial pipeline.

6. **Damages**

Grantee shall repair, restore or compensate Grantors for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Grantors, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 8 (Keep Easement Area Clear).

7. **Keep Easement Area Clear and No Impairment by Grantor**

Grantors agree that it will not in any way impair, interfere with, build an improvement on, cover or obstruct the Easement granted herein, including, but not limited to, planting trees or deep-rooted plants and/or vines, building, excavating, constructing, installing, erecting, piling, or creating any foundations, dumps, mounds, buildings, structures, or improvements on the Easement, nor permit others to do the same, or change the grade over any of the Pipeline Facilities or Fiber System Facilities constructed hereunder (“Obstruction”) without the prior written consent of Grantee. Should Grantors violate the provisions of this Section, Grantee shall have the right to clear or remove said Obstruction, or recover damages from Grantors. Notwithstanding the foregoing, Grantors shall have the right to landscape the Easement with ground cover, and the further right to pave the ground surface over the Easement for driveway and/or parking purposes, provided Grantee retains the unobstructed ability to access the Pipeline and Fiber System Facilities. Grantors shall indemnify, defend, and hold Grantee and its affiliates harmless from and against any and all loss, cost, damage, or expense, including reasonable attorneys’ fees that may arise from Grantor’s breach of its obligations under this Section.
8. **Facility Ownership**
   Unless the Parties otherwise agree in writing, the Pipeline Facilities or Fiber System Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. **Binding Obligation**
   All covenants and agreements herein contained shall extend to and be binding upon the respective heirs, devisees, legal representatives, successors, and assigns of the Parties, including all other rights and benefits necessary or convenient for the full enjoyment or use of the rights herein granted.

10. **Assignment**
    This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Grantor.
EXHIBIT “1”

Parcel B2250-09
8/24/2011
JUE

LEGAL DESCRIPTION
APN 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder’s Series No. 15293273, Official Records of said County, being more particularly described as follows:

COMMENCING at the northwesterly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 13D, at Pages 41 through 43 inclusive, Official Records of said County, said point also being the beginning of a non-tangent curve running northeasterly and having a radius of 449.07 feet (a radial line of said curve through said point bearing South 51°11'20" West); thence Southeasterly 92.82 feet along said curve and the northerly line of said Parcel 1 through a central angle of 11°50'33" to the TRUE POINT OF BEGINNING; thence continuing on said curve

1. Southeasterly 25.64 feet along said curve through a central angle of 03°16'19"; thence leaving said northerly line
2. South 00°31'26" East 43.94 feet; thence
3. South 23°11'51" East 308.38 feet; thence
4. North 53°35'55" West 20.36 feet to the beginning of a curve to the right having a radius of 171.00 feet; thence
5. Northwesterly 21.72 feet along said curve through a central angle of 07°16'40"; thence
6. North 22°59'03" West 9.53 feet; thence
7. North 22°15'41" East 14.09 feet; thence
8. North 23°11'47" West 279.98 feet thence
9. North 00°31'26" West 38.04 feet to the TRUE POINT OF BEGINNING;

Containing 4,206 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS 6202
My License Expires on 03/31/2022

STATE OF CALIFORNIA

26
EXHIBIT “I”

TEMPORARY CONSTRUCTION EASEMENT

A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Silicon Valley Berryessa Extension Project (SVBX), under, upon, over and across that certain real property, situated in the City of Milpitas, County of Santa Clara, State of California, and more particularly described in Exhibit “I” attached hereto and made a part hereof.

This Temporary Construction Easement will begin on or after July 24, 2012, when the property is first occupied for use for SVBX civil construction, and will continue for a duration of 36 continuous months, ending no later than July 23, 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"

Parcel B2250-10
8/2/11
ICE

LEGAL DESCRIPTION
APN 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder's Series No. 15293273, Official Records of said County, being more particularly described as follows:

COMMENCING at the most northerly corner of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 inclusive, Official Records of said County, said point also being the beginning of a non-tangent curve concave northeasterly and having a radius of 119.07 feet (a radial line of said curve through said point bearing South 51°41'20" West); thence southeasterly 92.12 feet along said curve and the northerly line of said Parcel 1 through a central angle of 11°45'11" to the TRUE POINT OF BEGINNING; thence continuing along said northerly line

1. Southeasterly 70.01 feet along said curve through a central angle of 08°55'55"; thence leaving said line

2. South 03°31'46" West 37.67 feet; thence

3. South 23°01'29" East 321.24 feet to the southerly line of said Parcel 1 and the beginning of a non-tangent curve concave northwesterly and having a radius of 3036.01 feet (a radial line of said curve through said point bearing South 37°21'55" West); thence

4. Northwesterly 45.82 feet along said curve through a central angle of 00°51'53"; thence leaving said southerly line

5. North 23°01'16" West 2.82 feet; thence

6. North 53°35'55" West 20.36 feet to the beginning of a curve to the right having a radius of 171.00 feet; thence along said curve

7. Northwesterly 33.97 feet along said curve through a central angle of 11°22'50"; thence

8. North 42°13'05" West 16.32 feet to the easterly line of Parcel 1.5, as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County; thence

9. North 23°01'16" West 125.47 feet along said easterly line; thence leaving last said line

10. North 66°58'27" East 1.35 feet; thence

11. North 23°01'16" West 36.42 feet; thence

12. North 66°58'27" East 7.09 feet; thence

13. North 23°01'16" West 137.03 feet; thence

14. North 47°88'51" East 26.32 feet to said northerly line of Parcel 1 and the TRUE POINT OF BEGINNING.

Containing 18,109 square feet more or less.
This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1996.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.
EXHIBIT “J”

TEMPORARY CONSTRUCTION EASEMENT

A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Silicon Valley Berryessa Extension Project (SVBX), under, upon, over and across that certain real property, situated in the City of Milpitas, 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 July 24, 2012, when the property is first occupied for use for SVBX civil construction, and will continue for a duration of 36 continuous months, ending no later than July 23, 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 092 08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 28, 2000 under Recorder's Series No. 15293273. Official Records of said County, being more particularly described as follows:

BEGINNING at a point in the general northerly line of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 737, at Pages 41 through 43 inclusive, Official Records of said County, said point being the northerly terminus of that certain course described as North 20°14'00" West 282.93 feet, as shown on said Parcel Map (the bearing of North 20°14'20" West being taken for the purpose of this description), said point also being the beginning of a non-tangent curve concave northerly and having a radius of 66.00 feet (a radial line of said curve through said point bearing South 20°13'41" East); thence

1. Easterly 5.04 feet along said curve and said general northerly line through a central angle of 04°22'26"; thence leaving last said line
2. North 68°23'09" East 34.40 feet to said general northerly line; thence
3. South 69°20'03" East 22.95 feet along said general northerly line; thence leaving last said line
4. South 68°49'51" West 56.78 feet to the general westerly line of said Parcel 1; thence
5. North 20°14'20" West 14.93 feet along last said line to the POINT OF BEGINNING;

Containing 730 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1900.0. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

[Signature]
John W. Pettitly, PLS 6202
My License Expires on 03/31/2012
State of California
A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Silicon Valley Berryessa Extension Project (SVBX), under, upon, over and across that certain real property, situated in the City of Milpitas, 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 July 24, 2012, when the property is first occupied for use for SVBX civil construction, and will continue for a duration of six continuous months, ending no later than June 30, 2013.

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"

Parcel B2250-12
8/24/2011

LEGAL DESCRIPTION
APN 092-08-096

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain Parcel of land described in the Grant Deed to Montague Parkway Associates, LP recorded June 20, 2000 under Recorder's Series No. 15293273, Official Records of said County, being more particularly described as follows:

BEGINNING at the most easterly corner of that parcel of land described in Document Number 21027132, being also an angle point in the westerly line of Parcel 1, as said Parcel is shown on that certain Parcel Map filed March 19, 2001 in Book 747, at Pages 41 through 43 inclusive, both of Official Records of said County; thence

1. South 30°00'04" East 10.00 feet radial to the beginning of a curve to the right with radius of 459.07 feet; thence along said curve parallel to and 10.00 feet distant from said westerly line of Parcel 1

2. Southwesterly 36.15 feet along said curve through a central angle of 04°30'42"; thence

3. South 67°32'20" West 10.41 feet; thence leaving said parallel line

4. South 77°09'11" West 38.94 feet; thence

5. South 13°04'30" East 8.83 feet; thence

6. South 73°33'43" West 103.18 feet; thence

7. South 70°04'55" West 17.15 feet; thence

8. South 66°11'55" West 75.78 feet; thence

9. South 70°42'47" West 103.04 feet; thence

10. South 60°06'54" West 36.78 feet; thence

11. North 19°39'45" West 4.29 feet to said westerly line of Parcel 1; thence along said westerly line

12. North 70°59'12" East 60.38 feet; thence

13. North 68°45'40" East 249.98 feet; thence

14. North 67°32'20" East 75.06 feet to the beginning of a curve to the left with radius of 449.07 feet; thence

15. Northeastly 35.10 feet along said curve through a central angle of 04°28'41" to the TRUE POINT OF BEGINNING.

Containing 3,147 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1990.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS 6202
My License Expires on 03/31/2012
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 a Fee interest in certain property more particularly described in Exhibit “A” (B2030-01) and a Temporary Construction Easement interest in certain property more particularly described in Exhibit “B” (B2030-04), 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 etc., 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 etc., and Sections 100130 and 100131 of the Public Utilities Code; and

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. A Fee interest in property described in Exhibit “A” and a 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 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 acquire a Fee interest in property described in Exhibit “A” and a Temporary Construction Easement interest in property described in Exhibit “B”, 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 March 1, 2012, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

KEN YEAGER, 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: ______________________

SANDRA WEYMOUTH, Secretary
Board of Directors

APPROVED AS TO FORM:

ROBERT FABELA
General Counsel
EXHIBIT “A”
Property Description

Parcel B2030-01
9/26/2011
FEE

LEGAL DESCRIPTION
APN 086-24-042

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain parcel of land designated as Parcel One, as said Parcel is described in the Grant Deed to JWMFE Milpitas TP, LLC recorded October 22, 1999 under Recorder’s Serial Number 15029174, Official Records of said County, being more particularly described as follows:

BEGINNING at the intersection of the westerly line of Parcel 14, as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, with the northerly line of Parcel 1A, as said Parcel is shown on that certain map entitled "PARCEL MAP THE GREAT MALL -- PHASE 1" filed December 10, 1997 in Book 697 of Maps at Pages 17 through 18 inclusive, both of Official Records of said County; thence

1. South 23°00’49" East 317.93 feet along said westerly line of Parcel 14; thence leaving last said line
2. South 66°58’27" West 12.15 feet; thence
3. North 23°01’33" West 317.93 feet to said northerly line of Parcel 1A; thence
4. North 66°58’43" East 12.22 feet along last said line to the POINT OF BEGINNING.

Containing 3,873 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

JOHN W. PETERS, PLS #6202
My License Expires on 03/31/2012
EXHIBIT “B”

TEMPORARY CONSTRUCTION EASEMENT

A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Silicon Valley Berryessa Extension Project (SVBX), under, upon, over and across that certain real property, situated in the City of San Jose, County of Santa Clara, State of California, and more particularly described in Exhibit “A” attached hereto and made a part hereof.

This Temporary Construction Easement will begin on or after September 30, 2012, when the property is first occupied for use for SVBX civil construction, and will continue for a duration of two continuous years, ending no later than June 30, 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 086-24-042

All that certain real property situated in the City of Milpitas, County of Santa Clara, State of California, described as follows:

Being a portion of that certain parcel of land designated as Parcel One, as said Parcel is described in the Grant Deed to JWMFF Milpitas TP, LLC recorded October 22, 1999 under Recorder's Serial Number 15029174, together with a portion of that certain parcel of land designated as Parcel One, as said Parcel is described in the Grant Deed to JWMFF Milpitas CY, LLC recorded October 22, 1999 under Recorder's Serial Number 15029100, both of Official Records of said County, being more particularly described as follows:

BEGINNING at the northerly corner of Parcel 1B, as said Parcel is shown on that certain map entitled "PARCEL MAP THE GREAT MALL - PHASE 1" filed December 10, 1997 in Book 697 of Maps at Pages 17 through 18 inclusive, both of Official Records of said County; thence

1. South 66°58'43" West 9.88 feet along the northerly line of Parcel 1B; thence leaving said line
2. North 23°01'33" West 55.98 feet; thence
3. South 66°58'27" West 12.25 feet; thence
4. North 23°01'33" West 327.93 feet to the northerly line of Parcel 1A as shown on said map; thence
5. North 66°58'43" East 10.00 feet along said northerly line; thence leaving said line
6. South 23°01'33" East 317.93 feet; thence
7. North 66°58'27" East 12.15 feet to the westerly line of Parcel 14 as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA-BART EXTENSION" filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive; thence
8. South 23°00'49" East 65.98 feet along said westerly line to the POINT OF BEGINNING.

Containing 3,955 square feet, more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone 11, epoch 1999.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS
My License Expires on 03/31/2012

LICENSED LAND SURVEYOR
STATE OF CALIFORNIA

5/28/2011
TCE
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 a Fee interest in certain property more particularly described in Exhibit “A” (B2024-01) and a Temporary Construction Easement interest in certain property more particularly described in Exhibit “B” (B2024-02), 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; and

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. A Fee interest in property described in Exhibit “A” and a 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 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 acquire a Fee interest in property described in Exhibit “A” and a Temporary Construction Easement interest in property described in Exhibit “B”, 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 March 1, 2012, by the following vote:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

________________________________________
KEN YEAGER, 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: __________________________________
SANDRA WEYMOUTH, Secretary
Board of Directors

APPROVED AS TO FORM:

______________________________________
ROBERT FABELA
General Counsel
EXHIBIT "A"
Property Description

LEGAL DESCRIPTION
APN - NONE

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being portions of those certain parcels of land designated as Lot A and Lot G, as said Lots are shown on that certain map entitled "TRACT NO. 9147 FOR CONDOMINIUM PURPOSES PARC METROPOLITAN" filed May 10, 1999 in Book 715 of Maps at Pages 1 through 23, Official Records of said County, being more particularly described as follows:

BEGINNING at the southeasterly corner of said Lot G;

1. Thence South 66°58'43" West 12.52 feet along the southerly line of said Lot G;
2. Thence leaving last said line, North 23°01'33" West 4.10 feet;
3. Thence South 66°58'27" West 0.16 feet;
4. Thence North 23°01'33" West 158.93 feet;
5. Thence North 23°05'55" West 65.95 feet;
6. Thence North 23°41'41" West 121.11 feet;
7. Thence North 65°51'01" East 0.27 feet;
8. Thence North 24°06'54" West 2.69 feet to the northerly line of said Lot A;
9. Thence North 66°58'43" East 14.03 feet along last said line to the easterly line of said Lot A;
10. Thence South 23°00'49" East 352.77 feet along last said line and the easterly line of said Lot G to the POINT OF BEGINNING.

Containing 4,586 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

Stan Heffner, PLS 6791
My License Expires on 9/30/2012
EXHIBIT “B”

TEMPORARY CONSTRUCTION EASEMENT

A Temporary Construction Easement for the construction (and other related activities incidental to construction) of the Silicon Valley Berryessa Extension Project (SVBX), under, upon, over and across that certain real property, situated in the City of Milpitas, 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 September 30, 2012, when the property is first occupied for use for SVBX civil construction, and will continue for a duration of two continuous years, ending no later than June 30, 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 “I”

LEGAL DESCRIPTION
APN – NONE

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being portions of those certain parcels of land designated as Lot A and Lot G, as said Lots are shown on that certain map entitled “TRACT NO. 9147 FOR CONDOMINIUM PURPOSES PARC METROPOLITAN” filed May 10, 1999 in Book 715 of Maps at Pages 1 through 23, Official Records of said County, being more particularly described as follows:

COMMENCING at the southeasterly corner of said Lot G;

1. Thence South 66°58′43″ West 12.52 feet along the southerly line of said Lot G to the TRUE POINT OF BEGINNING;
2. Thence continuing along said southerly line, South 66°58′43″ West 10.16 feet;
3. Thence leaving last said line, North 23°01′33″ West 163.03 feet;
4. Thence North 23°07′10″ West 74.89 feet;
5. Thence North 23°42′39″ West 114.86 feet to the northerly line of said Lot A;
6. Thence North 66°58′43″ East 10.21 feet along said northerly line;
7. Thence leaving last said line, South 24°06′54″ East 2.69 feet;
8. Thence South 65°51′01″ West 0.27 feet;
9. Thence South 23°41′41″ East 121.11 feet;
10. Thence South 23°05′55″ East 65.95 feet;
11. Thence South 23°01′33″ East 158.93 feet;
12. Thence North 66°58′27″ East 0.16 feet;
13. Thence South 23°01′33″ East 4.10 feet to said southerly line of Lot G and the TRUE POINT OF BEGINNING.

Containing 3,524 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

Stan Heffner, PLS 6791
My License Expires on 9/30/2012
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 Utility Easement interests in certain property more particularly described in Exhibit “A” (B2034-02), Exhibit “B” (B2034-03) and Exhibit “C” (B2034-09) and an Ingress/Egress Access Easement interest in certain property more particularly described in Exhibit “D” (B2034-04), all of which are collectively referred to as “Property”, and are 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; and

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. Utility Easement interests in property described in Exhibit “A”, Exhibit “B” and Exhibit “C” and an Ingress/Egress Access Easement interest in property described in Exhibit “D” 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 which the Property is appropriated pursuant to Code of Civil Procedure Section 1240.610.

11. The parcels described in Exhibits “A”, “B”, and “C” are being acquired in whole or in part pursuant to the provisions of Code of Civil Procedure Sections 1240.320, 1240.330 and 1240.350, as the case may be, as substitute property necessary for either the relocation of public utility facilities or to provide utility service to the remainder property. It is further found and determined that the taking of said substitute property is necessary for the purpose specified in Sections 1240.320, 1240.330 and/or 1240.350.

12. 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 Utility Easement interests in property described in Exhibit “A”, Exhibit “B” and Exhibit “C” and an Ingress/Egress Access Easement interest in property described in Exhibit “D”, 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 March 1, 2012, by the following vote:

AYES: DIRECTORS:  
NOES: DIRECTORS:  
ABSENT: DIRECTORS:  

KEN YEAGER, 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: ______________________  
SANDRA WEYMOUTH, Secretary  
Board of Directors  

APPROVED AS TO FORM:

ROBERT FABELA  
General Counsel
EXHIBIT “A”

Underground Utility Easement

A nonexclusive easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. Easement Rights
Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, idle, remove and/or increase or decrease the size of or number of, (collectively and singly, “Operation”) underground communications conduits and fiber optic cables (“Fiber System”). Said Fiber System shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said Fiber System, including, but not limited to, manholes, pull boxes, splice boxes, conduit markers, and cathodic protection equipment. Said Fiber System, facilities, and appurtenances are hereinafter collectively referred to as “Fiber System Facilities.”

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Fiber System Facilities or the nonuse of the rights granted herein for any period of time.

2. Right of Ingress and Egress
This Easement shall carry with it the right of ingress and egress to, from, over and across the Property Owner’s remainder property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of the Property Owner’s property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Property Owner.

For such purpose, Grantee shall have a preferred unrestricted ingress/egress route of adequate size and location (at least 10 feet wide with access to roadways or adjoining easement areas) to, from, over and across the adjoining land. “Unrestricted” means that Grantee must have the right to ingress/egress in emergency situations as well as with advance notice to Property Owner. The preferred ingress/egress route can be moved upon mutual agreement of the parties.

3. Responsibility for Expenses/Costs
The Operation of Grantee’s Fiber System Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this
Agreement by Property Owner or by Property Owner’s agents, invitees, employees, or contractors.

4. Relocation
Should Property Owner, or any third party, including, but not limited to, any governmental entity, at any future date, reasonably desire that Grantee relocate any portion of the Fiber System Facilities, which shall include, but not be limited to, a lowering of the Fiber System Facilities, and including any additional Fiber System Facilities added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Property Owner or such third party, including all liability arising out of or resulting from such relocation. A new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Property Owner and Grantee, in the reasonable exercise of their discretion. Property Owner shall provide Grantee with a minimum of 180 days’ written notice of its desire to have Grantee relocate its Fiber System Facilities.

5. Additional Fiber System Facilities
This Easement provides Grantee with the right to lay additional underground conduits of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Property Owner prevailing fair market value for the right to add each additional underground conduit and its appurtenant facilities installed after the initial underground conduit.

6. Damages
Grantee shall repair, restore or compensate Property Owner for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Property Owner, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 7 (Keep Easement Area Clear).

7. Keep Easement Area Clear and No Impairment by Property Owner
Property Owner shall not build, erect, or create a structure or improvement within the Easement or permit the building, erection, or creation thereof. “Improvement” includes drainage or septic systems and their leach fields, water wells, yard lighting, or any other similar temporary or permanent surface or subsurface improvement. Exceptions may be allowed on a case-by-case basis for improvements with prior written consent from Grantee. Consent will be conditioned upon Property Owner reimbursing Grantee for work required to repair a surface improvement if Grantee damages it performing Fiber System Facilities maintenance or exercising any other easement right.

No trees or deep-rooted vegetation shall be planted in the Easement. No vegetation may be planted obstructing Fiber System Facilities markers or signage.

Property Owner shall not in any way impair, interfere with, excavate, create any dumps or mounds, or change the grade of the Easement without prior written consent of Grantee.
Property Owner shall not build, erect, or create a structure, fence, wall, or obstruction adjacent to the Easement which would prevent complete and unimpaired surface access to the Easement, or permit the building, erection, or creation thereof.

8. Facility Ownership
The Fiber System Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. Assignment
This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Property Owner.
EXHIBIT “1”

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 241-03-014
APN 241-03-016

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being all or portions of parcels of land described in the following conveyance instruments recorded in Santa Clara County Records:

1. Maureen Facchino Stickler to Karisa Shannon Flores and Maureen Stickler, as trustee of the Maureen Stickler Revocable Trust UTA, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 10456590, Official Records of said County;
2. Valerio Facchino to Robert B. Facchino, II, Jill L. Feller and Daniel J. Facchino, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456699, Official Records of said County;
3. Robert B. Facchino, II to JRK, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456700, Official Records of said County;
4. Jill L. Feller to JRK, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456701, Official Records of said County;
5. Daniel J. Facchino to JRK, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456702, Official Records of said County;
6. Karisa Shannon Flores to JRDK, LLC and to Robert B. Facchino, II and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust UTA, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456703, Official Records of said County;
7. City of San Jose to JRDK, LLC, Grant Deed, recorded March 14, 2005 under Recorder’s Series No. 18272030, Official Records of said County;

COMMENCING at the most southeasterly corner of the parcel of land described in the Grant Deed recorded as Series No. 18272030, said point also lying on the northerly line of Berryessa Road as shown on that certain map recorded December 1, 2007 in block 621 of Maps at pages 1 to 51; thence leaving said corner South 45°26’59" West, a distance of 11.61 feet to the POINT OF BEGINNING; thence continuing southwesterly along said northerly line:

1) South 45°26’59" West, 11.61 feet; thence leaving said line
2) North 14°02’51" West, 233.66 feet; thence
3) North 31°00’20" East, 15.36 feet; thence
4) North 14°03’00" West, 10.37 feet; thence
5) North 30°56’44" East, 14.14 feet to the westerly line of said map; thence continuing along said westerly line
6) South 14°03’00" East, 24.52 feet; thence
7) South 31°00’20" West, 15.36 feet; thence
8) South 14°02’51" East, 223.63 feet to the POINT OF BEGINNING.
Containing 2,615 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), zone III, epoch 1990.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.03056777.
EXHIBIT “B”

UTILITY EASEMENT

A nonexclusive pipeline easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. **Easement Rights**
   Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove pipelines ("Operation") for transporting petroleum or petroleum products, including but not limited to gasoline, natural gas, liquefied petroleum gas, and crude oil, or for other uses including but not limited to telephone lines, fiber optics, electrical cable, and water. Said pipelines shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said pipelines, including, but not limited to, valves, fittings, metering equipment, pipeline markers, electrical cable, and cathodic protection equipment. Said pipelines, facilities, and appurtenances are hereinafter collectively referred to as “Pipeline Facilities.”

   Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all pipeline(s) or the nonuse of the rights granted herein for any period of time.

2. **Right of Ingress and Egress**
   This Easement shall carry with it the right of ingress and egress to, from, over and across the Grantor’s property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of Grantor’s property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Grantor.

   For such purpose, Grantee shall have a preferred unrestricted ingress/egress route of adequate size and location (at least 10 feet wide with access to roadways or adjoining easement areas) to, from, over and across the adjoining land. "Unrestricted" means that Grantee must have the right to ingress/egress in emergency situations as well as with advance notice to Grantor. The preferred ingress/egress route can be moved upon mutual agreement of the parties.

3. **Responsibility for Expenses/Costs**
   The Operation of Grantee’s Pipeline Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or
breach of this Agreement by Grantor or by Grantor’s agents, invitees, employees, or contractors.

4. Relocation
   Should Grantor, at any future date, reasonably desire that Grantee relocate any portion of the Pipeline Facilities, which shall include but not be limited to a lowering of the Pipeline Facilities, and including any additional pipelines added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Grantor, including all liability arising out of or resulting from such relocation. A new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Grantor and Grantee, in the reasonable exercise of their discretion. Grantor shall provide Grantee with a minimum of 180 days notice of its desire to have Grantee relocate its Pipeline Facilities.

5. Additional Pipelines
   This Easement provides Grantee with the right to lay additional pipelines of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Grantor the same consideration as above expressed for each additional pipeline and its appurtenant facilities installed after the initial pipeline.

6. Damages
   Grantee shall repair, restore or compensate Grantor for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Grantor, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 7 (Keep Easement Area Clear).

7. Keep Easement Area Clear and No Impairment by Grantor
   Grantor shall not build, erect, or create a structure or improvement within the pipeline easement or permit the building, erection, or creation thereof. "Improvement" includes roads, driveways, paved lots, sidewalks, curbs, drainage or septic systems and their leach fields, water wells, yard lighting, or any other temporary or permanent surface or subsurface improvement. Exceptions may be allowed on a case-by-case basis for roadways or other surface improvements with prior written consent from Chevron. Consent will be conditioned upon landowner reimbursing Chevron for work required to repair a surface improvement if Chevron damages it performing pipeline maintenance or exercising any other easement right.

   No shrubbery or shielding shall be installed which would impair aerial observation of the pipeline easement. No trees or deep-rooted vegetation shall be planted in the pipeline easement. No vegetation may be planted obstructing pipeline markers or signage. Grantor shall not in any way impair, interfere with, excavate, create any dumps or mounds, or change the grade of the pipeline easement without prior written consent of Chevron.
Grantor shall not build, erect, or create a structure, fence, wall, or obstruction adjacent to the pipeline easement which would prevent complete and unimpaired surface access to the easement, or permit the building, erection, or creation thereof.

8. Facility Ownership
The Pipeline Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. Assignment
This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Grantor.
EXHIBIT "1"

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 241-03-014
APN 241-03-016

Parcel P2034-03
9/28/2011
UE

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being all or portions of parcels of land described in the following conveyance instruments recorded in Santa Clara County Records:

1. Maureen Facchino Sticker to Karisa Shannon Flores and Maureen Sticker, as trustee of the Maureen Sticker Revocable Trust UTA, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456698, Official Records of said County;

2. Valerie Facchino to Robert B. Facchino, II, Jill L. Feller and Daniel J. Facchino, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456699, Official Records of said County;

3. Robert B. Facchino, II to JRD, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456700, Official Records of said County;

4. JILL L. FELLER to JRD, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456701, Official Records of said County;

5. Daniel J. Facchino to JRD, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456702, Official Records of said County;

6. Karisa Shannon Flores to JRDK, LLC and to Robert B. Facchino, II and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Revocable Trust UTA, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456703, Official Records of said County;

7. City of San Jose to JRDK, LLC, Grant Deed, recorded March 14, 2005 under Recorder's Series No. 18272090, Official Records of said County;

COMMENCING at the southeast corner of the parcel of land described in said Grant Deed recorded under Series No. 18272090, also being the northerly line of Berryessa Road as shown on that certain map, recorded December 7, 2007 in Book 821 of Maps at pages 1 to 51; thence South 45°26'59" West, a distance of 24.24 feet to the POINT OF BEGINNING; thence continuing southwesterly along said northerly line

1) South 45°26'59" West, 11.61 feet; thence leaving said line

2) North 14°02'51" West, 254.05 feet; thence

3) North 30°56'44" East, 29.52 feet; thence

4) South 14°03'00" East, 14.14 feet; thence

5) South 30°56'44" West, 15.38 feet; thence

6) South 14°02'51" East, 244.02 feet to the POINT OF BEGINNING.

Containing 2,715 square feet more or less.
This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettley, PLS 6202
My License Expires on 03/31/2012

State of California
LICENSED LAND SURVEYOR
NO. 6202
EXHIBIT “C”

JOINT UTILITY EASEMENT

A nonexclusive joint utility easement, in perpetuity, over, under and through certain land, situated in the County of Santa Clara, State of California, with said easement described more particularly in Exhibit “1” which is attached hereto (“Easement”) and as follows.

1. **Easement Rights**

Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove pipelines (collectively and singly, “Operation”) for transporting petroleum or petroleum products, including, but not limited to, gasoline, natural gas, liquefied petroleum gas, and crude oil, or for other uses, including, but not limited to, telephone lines, fiber optics, electrical cable, and water. Said pipelines shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said pipelines, including, but not limited to, valves, fittings, metering equipment, pipeline markers, electrical cable, and cathodic protection equipment. Said pipelines, facilities, and appurtenances are hereinafter collectively referred to as “Pipeline Facilities.”

Grantee shall have the right from time to time in the Easement to survey, lay, construct, maintain, repair, renew, replace, protect, inspect, operate, increase or decrease the size of or number of, idle, and/or remove underground communications conduits and fiber optic cables (“Fiber System”). Said Fiber System shall include all surface and subsurface appurtenances and facilities as are reasonably necessary or required in the judgment of Grantee for the Operation of said Fiber System, including, but not limited to, manholes, pull boxes, splice boxes, conduit markers, and cathodic protection equipment. Said Fiber System, facilities, and appurtenances are hereinafter collectively referred to as “Fiber System Facilities.”

Said rights granted above shall not be deemed abandoned or forfeited by Grantee due to the temporary idling, nonuse, abandonment, or removal of any or all Pipeline Facilities or Fiber System Facilities or the nonuse of the rights granted herein for any period of time.

2. **Right of Ingress and Egress**

This Easement shall carry with it the right of ingress and egress to, from, over and across the Property, with the right to use existing roads or other practical route(s) to reach the Easement or, during temporary periods, use additional portions of the Property along and adjacent to the Easement to carry out the rights granted hereunder; provided, however, Grantee’s rights of ingress and egress, and use of additional property shall not unreasonably interfere with the operations of Grantors.
For such purpose, Grantee shall have a preferred unrestricted ingress/egress route of adequate size and location (at least 10 feet wide with access to roadways or adjoining easement areas) to, from, over and across the adjoining land. “Unrestricted” means that Grantee must have the right to ingress/egress in emergency situations as well as with advance notice to Grantor. The preferred ingress/egress route can be moved upon mutual agreement of the parties.

3. **Responsibility for Expenses/Costs**
The Operation of Grantee’s Pipeline Facilities or Fiber System Facilities shall be at Grantee’s sole cost and expense, except as set forth in Section 4 (Relocation), and except to the extent such Operation by Grantee is required as a result of the acts, omissions, negligence, willful misconduct, or breach of this Agreement by Grantors or by Grantor’s agents, invitees, employees, or contractors.

4. **Relocation**
Should Grantors or any third party, including, but not limited to, any governmental entity, at any future date, reasonably desire that Grantee relocate any portion of the Pipeline Facilities or Fiber System Facilities, which shall include, but not be limited to, a lowering of the Pipeline Facilities or Fiber System Facilities, and including any additional pipelines or conduits added to the Easement subsequent to the date of this Agreement, said relocation shall be performed by Grantee at the sole cost and expense of Grantors or such third party, including all liability arising out of or resulting from such relocation. The new easement shall be granted to Grantee at no cost, and the new location shall be mutually agreed upon by Grantors and Grantee, in the reasonable exercise of their discretion. Grantors or such third party shall provide Grantee with a minimum of 180 days’ written notice of its desire to have Grantee relocate its Pipeline Facilities or Fiber System Facilities.

5. **Additional Pipeline Facilities or Fiber System Facilities**
This Easement provides Grantee with the right to lay additional pipelines or conduits of any diameter within the Easement at routes selected by Grantee. Within sixty (60) days following any such installation, Grantee shall pay Grantors the same consideration as above expressed for each additional pipeline or conduit and its appurtenant facilities installed after the initial pipeline.

6. **Damages**
Grantee shall repair, restore or compensate Grantors for all damage to growing crops, pasture, timber, fences, buildings, wildlife, livestock, improvements, canals, roads, and landscaping caused by Grantee’s usage of the Easement, except to the extent: (a) such damage is caused by the acts, omissions, negligence or willful misconduct of Grantors, its agents, invitees, employees, or contractors, or (b) such damage is caused by or to an unauthorized improvement to the Easement as prohibited under Section 8 (Keep Easement Area Clear).
7. **Keep Easement Area Clear and No Impairment by Grantors**

Grantors agree that they will not in any way impair, interfere with, build an improvement on, cover or obstruct the Easement granted herein, including, but not limited to, planting trees or deep-rooted plants and/or vines, building, excavating, constructing, installing, erecting, piling, or creating any foundations, dumps, mounds, buildings, structures, or improvements on the Easement, nor permit others to do the same, or change the grade over any of the Pipeline Facilities or Fiber System Facilities constructed hereunder (“Obstruction”) without the prior written consent of Grantee. Should Grantors violate the provisions of this Section, Grantee shall have the right to clear or remove said Obstruction, or recover damages from Grantors. Notwithstanding the foregoing, Grantors shall have the right to landscape the Easement with ground cover, and the further right to pave the ground surface over the Easement for driveway and/or parking purposes, provided Grantee retains the unobstructed ability to access the Pipeline and Fiber System Facilities. Grantors shall indemnify, defend, and hold Grantee and its affiliates harmless from and against any and all loss, cost, damage, or expense, including reasonable attorneys’ fees that may arise from Grantor’s breach of its obligations under this Section.

8. **Facility Ownership**

Unless the Parties otherwise agree in writing, the Pipeline Facilities or Fiber System Facilities shall at all times remain the personal property of Grantee, notwithstanding that they may be annexed or fixed to the land and may at any time and from time to time be removed in whole or in part by Grantee.

9. **Binding Obligation**

All covenants and agreements herein contained shall extend to and be binding upon the respective heirs, devisees, legal representatives, successors, and assigns of the Parties, including all other rights and benefits necessary or convenient for the full enjoyment or use of the rights herein granted.

10. **Assignment**

This Easement and the rights herein granted may be assigned by Grantee together or separately in whole or in part at any time without the consent of Grantors.
EXHIBIT “1”

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 241-03-015
APN 241 03 016

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being all or portions of parcels of land described in the following conveyance instruments recorded in Santa Clara County Records:

1. Maureen Facchino Stickler to Karisa Shannon Flores and Maureen Stickler, as trustees of the Maureen Stickler Revocable Trust UTA, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456696, Official Records of said County;

2. Valerie Facchino to Robert B. Facchino, Jr, Jill L. Feller and Daniel J. Facchino, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456699, Official Records of said County;

3. Robert B. Facchino, Jr to JRD, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456700, Official Records of said County;

4. Jill L. Feller to JRD, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456701, Official Records of said County;

5. Daniel J. Facchino to JRD, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 18456702, Official Records of said County;

6. Karisa Shannon Flores to JRDK, LLC and to Robert B. Facchino, Jr and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust UTA, Gift Deed, recorded July 7, 2005 under Recorder's Series No. 10457073, Official Records of said County;

7. City of San Jose to JRDK, LLC, Grant Deed, recorded March 14, 2005 under Recorder's Series No. 18272090, Official Records of said County;

COMMENCING at the intersection of the northerly line of Parcel 1, as said Parcel is described in that certain Deed of Trust recorded July 26, 2001 under Recorder's Series No. 15792161, Official Records of said County with the westerly line of Parcel 40, as said Parcel is shown on that certain map entitled "RECORD OF SURVEY VTA BART EXTENSION" filed December 7, 2007 in Book 021 of Maps at Pages 1 through 51 inclusive, Official Records of said County; thence

a) South 14°03'00" East, 15.60 feet along said westerly line to the POINT OF BEGINNING;

thence continuing southerly along said line and the westerly line of Parcel 40 as shown on said map

1) South 14°03'00" East, 1,009.13 feet; thence leaving said line

2) South 50°56'44" West, 14.14 feet; thence

3) North 14°03'00" West, 1,009.10 feet; thence

4) North 30°32'06" East, 14.16 feet to the POINT OF BEGINNING.

Containing 10,091 square feet, more or less.
This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1998.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.
EXHIBIT “D”

INGRESS/EGRESS ACCESS EASEMENT

A permanent non-exclusive ingress/egress access easement (the “Access Easement”) and incidental thereto, for the purpose of vehicular and pedestrian ingress and egress on, over, across and through that portion of real property, situated in the City of San Jose, County of Santa Clara, State of California, identified as Assessor’s Parcel Numbers 241-03-014, 241-03-015 and 241-03-016, and more particularly described in Exhibit “1” attached hereto and made a part hereof.

The herein described easement shall be kept free of buildings, except lawful unsupported roof overhangs, and obstructions that impair the intended use of or are inconsistent with the purposes of the easement. This Easement shall carry with it the right to use existing roads or other practical route(s) to reach the Easement to carry out the rights granted hereunder, including the rights for the grantee to construct and maintain a drivable surface for the access way, and to construct and maintain the property fence and access gates along the Silicon Valley Berryessa Extension (SVBX) corridor.

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"

DESCRIPTION OF EASEMENT

LEGAL DESCRIPTION
APN 241-03-014
APN 241-03-015
APN 241-03-016

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

Being all or portions of parcels of land described in the following conveysance Instruments recorded in Santa Clara County Records:

1. Maureen Faccio to Karisa Shannon Flores and Maureen Stidder, as trustees of the Maureen Stidler Revocable Trust UTA, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456699, Official Records of said County;
2. Valerie Faccino to Robert B. Faccino, II, Jill L. Feller and Daniel J. Faccino, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456699, Official Records of said County;
3. Robert B. Faccino, II to JRK, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456700, Official Records of said County;
4. Jill L. Feller to JRK, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456701, Official Records of said County;
5. Daniel J. Faccino to JRK, LLC and to JRDK, LLC, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456702, Official Records of said County;
6. Karisa Shannon Flores to JRDK, LLC and to Robert D. Faccino, II and Karisa Shannon Flores, as Co-Trustees of the Karisa Shannon Flores Irrevocable Trust U/A, Gift Deed, recorded July 7, 2005 under Recorder’s Series No. 18456703, Official Records of said County;

BEGINNING at the intersection of the northerly line of Parcel 1, as said Parcel is described in the certain Deed of Trust recorded July 26, 2001 under Recorder’s Series No. 15792161, Official Records of said County with the westerly line of Parcel 40, as said Parcel is shown on said "RECORD OF SURVEY VIA BARU EXTENSION", filed December 7, 2007 in Book 821 of Maps at Pages 1 through 51 inclusive, Official Records of said County; thence

1) South 14°03’00” East, 1,277.32 feet along said westerly line and also the westerly line of Parcel 40, as said Parcel is shown on said "RECORD OF SURVEY VIA BARU EXTENSION" to a northerly line of Berryessa Road; thence leaving said westerly line and along said northerly line

2) South 45°26’59” West, 23.21 feet; thence leaving said northerly line

3) North 14°03’00” West, 1,244.01 feet; thence

4) Westerly, a distance of 19.67 feet along a curve to the left having a radius of 10.00 feet and a central angle of 112°43’09’’; thence

5) South 53°13’51” West, 10.00 feet; thence

6) North 36°46’09” West, 20.00 feet to said northerly line of Parcel 1; thence along said line

23
7) North 53°13'31" East, 55.08 feet to the POINT OF BEGINNING.

Containing 26,217 square feet more or less.

This description was prepared by me or under my direction in conformance with the Professional Land Surveyors Act. All bearings and distances are based on the North American Datum of 1983 (NAD83), Zone III, epoch 1996.5. All distances are grid distances. To convert grid distances to ground distances, multiply expressed distances by 1.00005333.

John W. Pettit
Licensed Land Surveyor
My License Expires on 03/31/2012
STATE OF CALIFORNIA
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief CMA Officer, John Ristow

SUBJECT: Mission Boulevard Widening 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 property interests from Union Pacific Railroad (UPRR) for the Mission Boulevard Widening Project.

BACKGROUND:

The Mission Boulevard (Route 262)/Warren Avenue/Freight Railroad Relocation Program is being implemented by the Santa Clara Valley Transportation Authority (VTA) in coordination with the California Department of Transportation (Caltrans), the City of Fremont (Fremont) and the Alameda County Transportation Commission (ACTC). The program consists of three projects which consist of widening Mission Boulevard, grade separating Warren Avenue and relocating Union Pacific Railroad (UPRR) facilities, including modifying a truck rail handling facility. The Mission Boulevard Widening Project extends from easterly of Route 880 to Warm Springs Boulevard in Fremont (See attached Project Limits Map Exhibit). The Mission Boulevard Widening Project will improve access within the Mission Boulevard/Warren Avenue/Interstate 880 interchange. VTA is acting on behalf of ACTC to obtain highway easements in VTA’s name for the project. Subsequently, VTA will relinquish the easements to Caltrans.

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 adopt one Resolution of Necessity for the two property acquisitions to enable commencement of eminent domain proceedings as necessary.

**DISCUSSION:**

The following are the two property acquisitions required for Mission Boulevard Widening Project:

Property owned by Union Pacific Railroad (ID #60798-1 and ID #60800-1). The property is utilized by UPRR as a rail yard and operating rail corridor. The property acquisitions consist of two highway easements as shown in Exhibit Mission Boulevard. ID #60798-1 is located on the north side of Mission Boulevard and contains 20,507 square feet. ID #60800-1 is located on the south side of Mission Boulevard and contains 9,252 square feet. Attached is a copy of a letter from a law firm, McKenna Long & Aldridge, representing Union Pacific Railroad (UPRR), requesting to appear at the Board of Directors meeting and objecting to the adoption of the Resolution of Necessity, attached as Exhibit Jan. 5, 2012 Letter. Attached is a copy of a letter from the law firm withdrawing the request to appear at the Board of Directors meeting, attached as Exhibit Feb. 8, 2012 Letter. Attached is an email from the law firm confirming the withdrawal of the objection to the Resolution of Necessity, attached as Exhibit Feb. 9, 2012 Email.

If an agreement with an owner to purchase is reached, or a possession and use agreement is obtained for any of these properties before the Board meeting, this recommendation will be amended to reflect the number of parcels proceeding through the condemnation process.

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 will 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 to be taken, a reference to the authorizing statutes, a description of the property and a declaration stating that each of the following have 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. 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.

The information addressing each of these items and any additional findings that must be made is included in a staff report attached as Exhibit Staff Report. The staff report also contains specific information on the property impacted.
**ALTERNATIVES:**

The property that is subject to the Resolution of Necessity before the Board is necessary for the Project and because negotiations thus far have not been successful, a condemnation action must be initiated in order to obtain possession of the 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 these properties is included in the FY12 Adopted 2000 Measure A Transit Improvement Program Capital Budget.

Prepared by: Juanita Villemaire  
Memo No. 3502
MISSION BOULEVARD WIDENING
Project Limits

Project Limits

60789-2 UPRR

60800-1 UPRR
MISSION BOULEVARD
ROUTE 262

60798-1
±20,507 sq. ft.

60800-1
±9,252 sq. ft.

UPRR CO
VTA

LEGEND

HIGHWAY EASEMENT

VTA

SCALE 1"=60'
Date: 02-08-2012
Modified By: GENE-Z
Checked By Stan Heffner

MISSION BLVD.
PHOTO-EXHIBITS
HWY-EASEMENTS
January 5, 2012

VIA OVERNIGHT MAIL

Sandra Weymouth
Secretary, Board of Directors, SCVTA
3331 North First Street, Bldg. B
San Jose, CA 95134

Re: Notice of Intention to Adopt Resolution of Necessity
Mission Blvd. Widening Project
Property Identification Nos. 60798-1 and 60800-1

Dear Ms. Weymouth:

This office represents Union Pacific Railroad Company ("Union Pacific") in the above-referenced matter. We are in receipt of the SCVTA’s Notice of Intention to Adopt Resolution of Necessity regarding the Mission Blvd. Widening Project, dated December 22, 2011 (the "Notice"). This letter shall constitute Union Pacific’s Request to Appear and to be heard at the March 1, 2012, hearing to object to the adoption of the Resolution of Necessity contemplated in the Notice.

Pursuant to the holding in Department of Transportation v. Cole (1992) 7 Cal.App. 4th 1281, Union Pacific objects to the adoption of the Resolution of Necessity for the condemnation of its property on the grounds that the SCVTA has failed to fully and adequately comply with the provisions of Government Code section 7267.2, and the Notice does not, thereby, comply with Code of Civil Procedure section 1245.220 et seq. Compliance with these statutes is a prerequisite to the adoption of a Resolution of Necessity.

The offer to acquire Union Pacific’s property fails to comply with the provisions of Government Code section 7267.2 in that it: (1) fails to provide sufficient information to indicate clearly the basis for the offer; and (2) fails to meet the constitutional, statutory and common law requirement for just compensation.

The SCVTA’s offer is based on an appraisal of the Subject Property that is not an opinion of the fair market value of the property, as required by law. Rather, the appraiser’s conclusion of value is based solely in reliance on inapplicable case law, specifically City of Oakland v. Schenck (1925) 197 Cal. 456, and on the arbitrary application of a Caltrans internal policy for valuing...
what it calls transverse crossings. However, the facts of this case are very different from those present in *Schenck*, on which the Caltrans policy is likewise predicated, and the case does not, and cannot apply. Moreover, even if it did, the SCVTA would be obligated to follow the more recent case of *City of San Jose v. Union Pacific Railroad Co.* (2010) 185 Cal.App.4th 624 which clarifies that the nominal value aspect of the *Schenck* case, if at all applicable, is limited only to the land immediately adjacent to the tracks.

Just compensation requires payment of “the highest price ... that would be agreed to” by a willing seller and a willing buyer. (Code of Civ. Proc. § 1263.310 et seq.). Accordingly, the arbitrary application by the appraiser of *Schenck*, and his reliance on the internal policy of Caltrans, which is not even the acquiring agency, results in an offer that, irrespective of the actual amount offered, does not, and cannot, constitute just compensation.¹

Adopting the Resolution of Necessity requires that the Board have evidence of, and find that, the offer required by Section 7267.2 of Government Code has been made. Although technically an offer has been made, because it doesn’t comply with the statutory and constitutional requirements for such an offer, a finding by the Board that it does would be a gross abuse of discretion, invalidating the Resolution. (See *City of Stockton v. Marina Towers LLC* (2009) 171 Cal. App. 4th 93, 114 (“A gross abuse of discretion occurs where the public agency acts arbitrarily or capriciously, renders findings that are lacking in evidentiary support, or fails to follow the required procedures and give the required notices before condemning the property.”).) Accordingly the Board should not, and cannot, adopt the Resolution.

In addition, the proposed Resolution of Necessity, as provided to me, appears to authorize acquisition of far more property than was the subject of the City’s purported offer. Accordingly, the offer that was made is invalid because it does not constitute just compensation for the property actually being acquired. Absent a valid Section 7267.2 offer, the Resolution of Necessity cannot be properly adopted.

¹ We recognize that the dollar amount of compensation offered is not before the Board for purposes of its consideration of the Resolution of Necessity. For purposes of the hearing, however, Union Pacific’s objection does not go to the amount of compensation offered but rather to the failure of the SCVTA, in making its offer of just compensation, to comply with statutory and constitutional requirements which are prerequisites to condemnation.
Union Pacific hereby reserves the right to present additional written and/or oral objections at any time prior to or at the Meeting.

Very truly yours,

Michael H. Wallenstein
Attorney for Union Pacific Railroad Company
February 8, 2012

VIA OVERNIGHT MAIL

Sandra Weymouth
Secretary, Board of Directors, SCVTA
3331 North First Street, Bldg. B
San Jose, CA 95134

Re: Notice of Intention to Adopt Resolution of Necessity
   Mission Blvd. Widening Project
   Property Identification Nos. 60798-1 and 60800-1

Dear Ms. Weymouth:

This office represents Union Pacific Railroad Company (“Union Pacific”) in the above-referenced matter. Union Pacific previously requested to appear and be heard at the hearing to consider adoption of the Resolution of Necessity.

In light of certain terms contained in the Construction and Maintenance Agreement dated February 2, 2012, governing the Project, and in light of our receipt of a corrected Resolution of Necessity which appears to describe the same property for which the Government Code section 7267.2 offer was made by VTA, Union Pacific hereby withdraws its request to appear at the hearing.

Very truly yours,

Michael H. Wallenstein
Attorney for Union Pacific Railroad Company

MHW:kl

cc: Ms. Evelynn Tran (via e-mail)
Evelynn,

You may consider our withdrawal of our request to appear as a withdrawal of the objections stated in the original letter. I thought that was abundantly clear. As to the issue with the plats, I can only tell you that the original notice I received included all of the property for Warren Avenue in addition to Mission Blvd. I subsequently received a copy with only the Mission Blvd. acquisition parcels. Accordingly, the objections we stated in our original letter were addressed.

Michael

Michael H. Wallenstein | Partner
McKenna Long & Aldridge LLP
300 South Grand Avenue, 14th Floor | Los Angeles, CA 90071
Tel: 213.687.2110 | Fax: 213.243.6330 | mwallenstein@mckennalong.com

Please consider the environment before printing this e-mail.

Michael,

Thank you for the letter. The legals and plats attached to the Resolution of Necessity were not corrected; they are the same ones attached to the Government Code offer. I don’t want to belabor this point — but it is VTA’s position that the offer and the notices were in proper order and complied with the statutory requirements. In any event, you had agreed that if VTA accepted the additional proposed language by UP and provide you with a copy of the NOI (with the RONs and legal descriptions) so that you could verify that the legals and plats are indeed the same as the ones in the offer, you would withdraw your request to appear and withdraw your objections. The letter only stated that you are withdrawing your request to appear. Please provide us with a revised letter consistent with this agreement. Thank you.
Evelynn, 

Please see attached letter withdrawing request to appear at the hearing on the Resolution of Necessity for Mission Blvd.

Michael

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Hi, Michael.

I understand that the C&M Agreement has been signed by VTA and Caltrans. Please copy me with the letter withdrawing your objections and request to appear at the hearing.

Thanks.

Evelynn N. Tran
Senior Assistant Counsel
Santa Clara Valley Transportation Authority
Thanks Evelyn. Once all the parties execute the C & M Agreement, which will resolve the invalid offer issue raised in our letter regarding the hearing on the RON, we should be able to withdraw our objections and request to appear at the hearing.

Michael

Michael H. Wallenstein | Partner
McKenna Long & Aldridge LLP
300 South Grand Avenue, 14th Floor | Los Angeles, CA 90071
Tel: 213.687.2110 | Fax: 213.243.6330 | mwallenstein@mckennalong.com

Please consider the environment before printing this e-mail.

As discussed, attached please find the NOI and the proof of service for the 2 highway easements necessary for the Mission Boulevard widening.

Evelynn N. Tran
Senior Assistant Counsel
Santa Clara Valley Transportation Authority
3331 North First Street
Building C, Second Floor
CONFIDENTIALITY NOTICE:
This e-mail and any attachments contain information from the law firm of McKenna Long & Aldridge LLP, and are intended solely for the use of the named recipient or recipients. This e-mail may contain privileged attorney/client communications or work product. Any dissemination of this e-mail by anyone other than an intended recipient is strictly prohibited. If you are not a named recipient, you are prohibited from any further viewing of the e-mail or any attachments or from making any use of the e-mail or attachments. If you believe you have received this e-mail in error, notify the sender immediately and permanently delete the e-mail, any attachments, and all copies thereof from any drives or storage media and destroy any printouts of the e-mail or attachments.
MISSION BOULEVARD WIDENING PROJECT
Resolution of Necessity

Staff Report

Board Meeting: March 2012
INTRODUCTION

This staff report is submitted for review by the Board of Directors prior to the recommended adoption of resolutions of necessity for the acquisition of property for the Mission Boulevard Widening Project.

For each of the property interests 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.

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 has 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 for the relocation of railroad or public utility facilities, or to provide utility service to the remaining property, the resolution of necessity will state that such property is being acquired as substitute property necessary for such purposes pursuant to the provisions of Code of Civil Procedure 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 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 more necessary or compatible use). 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 a resolution of necessity for each of the parcels listed on the Board Meeting Agenda.

SECTION 1

GENERAL STATEMENT OF PUBLIC USE

The property interests that are the subject of the recommended resolution of necessity are to be acquired for the widening of Mission Boulevard and construction of the on- and off-ramps from Mission Boulevard to Kato Road. The Mission Boulevard Widening Project also includes the construction of a new 2-track freight railroad bridge on a new freight alignment and the demolition of the two existing freight railroad bridges.

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

Provided they could be located with reasonable due diligence, the owners of the properties that are the subject of the resolutions were made an offer by VTA for the purchase of the property 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. A decrease or increase 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 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 and 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 owners that could be located were presented with the 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 Sheet and a summary of comparable sales used in the appraisal. The Appraisal Summary Sheets 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. The summary of comparable sales described the location, date of sale and sales price of properties used in the appraisal process. The date that the offer was made to each of the property owners is specified on the Property Fact Sheets contained in this report.

SECTION 3
PROJECT OVERVIEW, PURPOSE and NEED

Overview

In May 2003, the State and Alameda County Transportation Authority (now Alameda County Transportation Commission (ACTC)) executed a Cooperative Agreement for the implementation of the Route 262/Warren Avenue/I-880 Interchange Reconstruction and I-880 Widening Project, which will reconstruct the I-880/Mission Boulevard (SR 262) interchange and widen Mission Boulevard between I-880 and Warm Springs Boulevard to six lanes. In February 2004, the Cooperative Agreement was amended to split the project into three phases as follows:

Phase 1A: Reconstruct the Mission Boulevard (Route 262)/I-880 interchange, construct a new Warren Avenue/I-880 interchange, reconstruct Kato Road overcrossing, and widen and rehabilitate I-880.

Phase 1B: Reconstruct the Union Pacific Railroad Company (UPRR) underpass structure and complete the widening of Mission Boulevard and construct ramps to Kato Road.

Phase 1C: Landscape.
Phase 1A improvements were completed in 2009.

The widening of Mission Boulevard constitutes Phase 1B of the Route 262/Warren Avenue/I-880 Interchange Reconstruction and I-880 Widening Project and requires the construction of a new 2-track freight railroad bridge on a new freight rail alignment over Mission Boulevard, demolition of two existing freight railroad bridges, widening Mission Boulevard from Kato Road to Warm Springs Road, and construction of the on- and off-ramps from Mission Boulevard to Kato Road (“Mission Boulevard Widening Project”).

In cooperation with Alameda County Transportation Commission (ACTC), the City of Fremont and the California Department of Transportation (Caltrans), the Mission Boulevard Widening Project became incorporated into the Mission Boulevard/Warren Avenue/UPRR Freight Rail Relocation Program. The Program is being implemented by the Santa Clara Valley Transportation Authority (VTA) as the Program Manager. The Program consists of three separate projects in close proximity that have been combined because of impacts to Union Pacific Railroad (UPRR) facilities, to avoid throwaway costs, and to reduce overall project costs. The other two Program elements are: 1) the Warren Avenue Grade Separation Project; and 2) the Freight Rail Relocation Project. VTA is acquiring properties from UPRR for the Mission Boulevard Widening Project.

The Program has been environmentally cleared. The Mission Boulevard activities are funded with Federal Highway Administration Earmark, FHWA SAFETEA LU, State Assembly Bill 1462 Excess Land Sale Funds, Alameda County RIP Funds, AB1171 Funds, and VTA Measure A Funds.

**Purpose and Need**

The proposed Route 262/Warren Avenue/I-880 Interchange Reconstruction and I-880 Widening Project is located along the I-880 corridor in the city of Fremont, Alameda County. The purposes of the Route 262/Warren Avenue/I-880 Interchange Reconstruction and I-880 Widening Project are to:

- Improve local/regional traffic connections;
- Improve roadway, freeway, and freeway ramp safety and operations to meet current standards to the greatest extent possible;
- Implement the Metropolitan Transportation Commission 2005 High-Occupancy Vehicle (HOV) Lane Master Plan from Fremont Boulevard to Route 237; and
- Provide compatibility with mainline I-880 widening north and south of the project area.

The existing Mission Boulevard (Route 262)/Warren Avenue/I-880 Interchange and connecting portions of I-880 and Mission Boulevard do not meet current standards for operations and geometric design. This project is proposed to address major transportation needs by addressing the following existing deficiencies:
Separation of Traffic Types: The interchange and connecting roadways combine freeway traffic passing through the project area, local traffic crossing I-880, and freeway on- and off-ramp traffic onto a single set of lanes and ramps. This contributes to peak-period traffic congestion in the project limits and along the I-880 corridor. Congestion levels are expected to worsen as traffic volumes increase in the corridor.

HOV Use: Transit, carpool, and vanpool users in the project limits share mixed-flow traffic lanes within the project limits, increasing HOV travel times and reducing incentives for HOV use north and south of the proposed project.

Activities described above were completed in 2009 with the exception of activities associated with the widening of Mission Boulevard and construction of the on- and off-ramps from Mission Boulevard to Kato Road. These remaining activities constitute Phase 1B and are necessary to ease traffic congestion on and in the general vicinity of Route 262 between I-880 and Warm Springs Boulevard.

The widening of Mission Boulevard and the construction of the on- and off-ramps from Mission Boulevard to Kato Road requires that the two existing single-track UPRR bridge structures be replaced with a longer single double-track bridge structure. Realignment of the tracks will require the reconfiguration of UPRR’s Warm Springs Yard on the north side of Mission Boulevard and reconnection of the trans-loading yard tracks on UPRR property south of Warren Avenue to the realigned mainline and siding track.

Utility Relocation

Relocation of all major third party utilities impacted by the proposed widening of Mission Boulevard is complete with the exception of two third party utilities that cross Mission Boulevard. These two utilities will be relocated with the construction of the bridge structures over Mission Boulevard.

SECTION 4

PROJECT PLANNING

Environmental Documentation

CEQA

An Initial Study (IS) resulting in a Mitigated Negative Declaration (MND) and four subsequent Addendums to the MND, an IS/Negative Declaration (ND) and a Revalidation to the ND, and a Statutory Exemption were prepared in accordance with the California Environmental Quality Act (CEQA) (California Public Resources Code Sec. 21000 et seq.) and the State CEQA Guidelines (14 Cal. Code of Regs. Sec. 15000 et seq.).

NEPA
An Environmental Assessment resulting in a Finding of No Significant Impact (FONSI), a Categorical Exclusion, and Revalidation of the FONSI were prepared in accordance with the National Environmental Policy Act (Federal Highway Administration 23 CFR Part 771).

The above documents informed the public and project decision makers of the environmental effects of the proposed Project.

SECTION 5

ENVIRONMENTAL REVIEW

Environmental impacts were discussed in detail in the following documents prepared during the planning and environmental review phases of the Route 262/Warren Avenue/I-880 Interchange Reconstruction Project which are incorporated herein:


Environmental impacts were discussed in detail in the following documents prepared during the planning and environmental review phases of the other two elements of the Mission Boulevard/Warren Avenue/UPRR Freight Rail Relocation Program - 1) Warren Avenue grade separation and 2) Freight Rail Relocation:

California Department of Transportation.  Warren Avenue Grade Separation Project Categorical Exclusion. January 2012. (NEPA)

Santa Clara Valley Transportation Authority.  Addendum No. 4 to the Freight Railroad Relocation and Lower Berryessa Creek Project. December 2010. (CEQA)

Santa Clara Valley Transportation Authority.  Addendum No. 3 to the Freight Railroad Relocation and Lower Berryessa Creek Project. February 2009. (CEQA)

Santa Clara Valley Transportation Authority.  Addendum No. 2 to the Freight Railroad Relocation and Lower Berryessa Creek Project. August 2008. (CEQA)
Santa Clara Valley Transportation Authority. Addendum to the Freight Railroad Relocation and Lower Berryessa Creek Project. March 2008. (CEQA)

Santa Clara Valley Transportation Authority. Freight Railroad Relocation and Lower Berryessa Creek Project Initial Study with Mitigated Negative Declaration. September 2007. (CEQA)


SECTION 6

SPECIFIC PROPERTY ACQUISITIONS

The following parcels are required for the Mission Boulevard Widening Project. Detailed property fact sheets and pictures of the parcels follow. Overall property requirements and project related costs have been minimized as much as possible. A Notice of Intent to Adopt Resolution of Necessity was sent to the owner on December 23, 2011.
MISSION BOULEVARD WIDENING
Project Limits

Project Limits

60789-2 UPRR
60800-1 UPRR
Mission Boulevard Widening Project

PROPERTY FACT SHEET – PROPERTY ID NOS. 60798-1 & 60800-1

Owner: Union Pacific Railroad Company (UPRR)
Property Address: North and south sides of Mission Boulevard at UPRR’s “Milpitas Line”. The Milpitas Line is located easterly of Route 880 and westerly of Warm Springs Boulevard.
Locale: Fremont, CA
Zone: General Industrial, Public Facility
Present Use: Transportation and utility corridor
Total Property Area: Not defined
Area to be Acquired: 60798-1, highway easement, 20,507 s.f.
60800-1, highway easement, 9,252 s.f.
Improvements to be Acquired: None

Date of Offer: February 16, 2011

Date of Notice of Intention to Adopt Resolution of Necessity mailed: December 23, 2011

The subject property is owned by Union Pacific Railroad Company (UPRR) and is used as a railroad corridor identified as the “Milpitas Line”. The property is improved with track, switches, crossing signals, etc., as well as transverse and longitudinal utility facilities.

The proposed highway easement, 60798-1, is approximately 20,507 s.f. It consists of a strip of land on the north side of Mission Boulevard, varying in width from 50 to 80 feet.

The proposed highway easement 60800-1, is approximately 9,252 s.f. It consists of strip of land on the south side of Mission Boulevard, varying is width from 45 to 55 feet.
RESOLUTION OF NECESSITY DETERMINING THAT THE PUBLIC INTEREST AND NECESSITY REQUIRE THE ACQUISITION OF CERTAIN LAND AND DIRECTING THE FILING OF EMINENT DOMAIN PROCEEDINGS

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<tr>
<td>60798-1 &amp; 60800-1</td>
<td>Union Pacific Railroad Company</td>
<td>519-0950-007, 519-0950-009, 519-0950-010 and 519-0950-011-02</td>
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</table>
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 Mission/Warren/Freight Railroad Relocation Program is being implemented by the Santa Clara Valley Transportation Authority (VTA) in coordination with the California Department of Transportation (Caltrans), the City of Fremont (Fremont) and the Alameda County Transportation Authority (ACTA); and

WHEREAS, this program consists of three projects, one of which is the Mission Boulevard Widening Project (the “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 VTA to acquire certain property interests, more particularly described in Exhibits “A” and “B” 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 public interest and necessity require the Project.

2. The 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 interests described in Exhibits “A” and “B” is necessary for the Project.

4. The offer required by Section 7267.2 of the Government Code, together with the accompanying statement of the amount established as just compensation, was 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.
5. 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.

6. 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 be 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 which the property is appropriated pursuant to Code of Civil Procedure Section 1240.610.

7. 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 property 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 March 1, 2011, by the following vote:

AYES:        DIRECTORS
NOES:        DIRECTORS
ABSENT:      DIRECTORS

____________________________________
KEN YEAGER, Chairperson
Board of Directors

I HEREBY CERTIFY AND ATTEST that the forgoing 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: ________________

____________________________________
SANDRA WEYMOUTH
Secretary
Board of Directors

APPROVED AS TO FORM:

____________________________________
Robert Fabela
General Counsel
PARCEL 1 (60798-1):

An easement for the right to construct, reconstruct, improve, maintain and use a highway by means of a highway underpass, upon, over and across the real property described as follows:

All that certain real property situated in the City of Fremont, County of Alameda, State of California, being a portion of the lands of Union Pacific Railroad, described in the Grant Deed recorded September 7, 1869 in Book 43 of Deeds, Page 262 and Book 43 of Deeds, Page 271, Alameda County Official Records, described as follows:

COMMENCING at the most easterly corner of PARCEL 2 of the lands of the City of Fremont described in the State of California Relinquishment No. 22057 recorded November 2, 1961 in Reel 444, at Image 887, Alameda County Official Records; thence along the general northerly line of said PARCEL 2 North 55°45'12" West, 82.38 feet; thence leaving last said line North 40°00'43" East, 150.23 feet; thence North 21°28'20" West, 6.75 feet; thence North 39°32'54" East, 107.12 feet; thence North 40°57'26" East, 48.91 feet to the general westerly line of Parcel 24 of the lands of Santa Clara Valley Transportation Authority described in the Grant Deed recorded December 11, 2002 under Document Number 2002578558, Alameda County Official Records; thence along said westerly line South 22°28'20" East, 68.20 feet to the general northerly line of the land described in the Easement Deed to the State of California recorded November 5, 1952 in Book 6866, at Page 94, Alameda County Official Records; thence along said northerly line South 34°11'47" West, 94.76 feet to the most northerly corner of the land described in the Easement Deed to the State of California recorded June 30, 1952 in Book 6767, Page 93, Alameda County Official Records; thence along the general northerly line of said easement South 34°11'47" West, 72.66 feet to the general westerly line of said Union Pacific Railroad; thence leaving last said line South 34°11'47" West, 103.66 feet to the Point of Commencement.

CONTAINING an area of 20,507 square feet, more or less.

This conveyance is made for the purpose of a highway grade separation and the railroad hereby releases and relinquishes to the State any and all abutter's rights of access in and to the traveled way within the limits of the property herein above described.

The bearings and distances are based on the California Coordinate System of 1983, Zone 3, CA-HPGN, Epoch 1998.5. Distances are grid distances. Multiply distances by 1.00005966 to obtain ground level distances.
This real property description has been prepared by me, or under my direction, in conformance with the Professional Land Surveyors Act.

Leon E. Oberkamper  B.C.E. 12094

Date: July 25, 2008
PARCEL 1 (60800-1):

An easement for the right to construct, reconstruct, improve, maintain and use a highway by means of a highway underpass, upon, over and across the real property described as follows:

All that certain real property situated in the City of Fremont, County of Alameda, State of California, being a portion of the lands of Union Pacific Railroad, described in the Grant Deed recorded September 7, 1869 in Book 43 of Deeds, Page 262 and Book 43 of Deeds, Page 271, Alameda County Official Records, described as follows:

COMMENCING at the most southerly corner of the land described in the Easement Deed to the State of California recorded June 30, 1952 in Book 6767, Page 93, Alameda County Official Records; thence along the general southerly line of said Easement North 34°15'00" East, 72.61 feet to the most southerly corner of the land described in the Easement Deed to the State of California recorded November 5, 1952 in Book 6866, Pages 94-99, Alameda County Official Records, thence along the general southerly line of last said Easement Deed, North 34°15'00" East, 99.72 feet to the general westerly line of Parcel 24 of the lands of Santa Clara Valley Transportation Authority described in the Grant Deed recorded December 11, 2002 under Document Number 2002578558, Alameda County Official Records; thence along said westerly line South 22°28'20" East, 58.64 feet; thence leaving last said line South 31°24'41" West, 179.86 feet to the general westerly line of said Union Pacific Railroad; thence along said westerly line North 21°28'20" West, 70.11 feet to the Point of Commencement.

Containing an area of 9,252 square feet more or less.

This conveyance is made for the purpose of a highway grade separation and the railroad hereby releases and relinquishes to the State any and all abutter's rights of access in and to the traveled way within the limits of the property hereinabove described.

The bearings and distances are based on the California Coordinate System of 1983, Zone 3, CA-HPGN, Epoch 1998.5. Distances are grid distances. Multiply distances by 1.00005966 to obtain ground level distances.
This real property description has been prepared by me, or under my direction, in conformance with the Professional Land Surveyors Act.

Leon E. Oberkamper  
R.C.E. 12094

July 25, 2008
The Santa Clara Valley Transportation Authority (VTA) Board of Directors has designated BART Silicon Valley as the priority project in the 2000 Measure A Program. The 16-mile extension of Bay Area Rapid Transit (BART) into Santa Clara County is being implemented under agreement with BART, by VTA’s Silicon Valley Rapid Transit Program. The project will be delivered in phases, and progress on the first phase is moving towards full funding and construction.

The first phase, identified as the Silicon Valley Berryessa Extension (SVBX) Project, is a $2.33 billion, 10-mile, and two-station (Milpitas and Berryessa) project. The SVBX project runs in the rail corridor that VTA purchased and extends the regional BART system from the future BART Warm Springs Station in Fremont to the Berryessa area of north San Jose.

Achievement of recent milestones includes advancement within the Federal New Starts Program, and award of the C700 Line, Track, Systems and Stations Design-Build contract. These accomplishments have resulted in an increase of project activities. To ensure the VTA Board of Directors is informed of key project activities, BART Silicon Valley staff will provide monthly program updates.

Significant BART Silicon Valley Project activities and progress during February 2012 include:

**FTA New Starts Activities**

The schedule for the Full Funding Grant Agreement (FFGA) remains on track, with anticipation that it will be executed this month following the mandatory 60-day Congressional review. A signing ceremony has been scheduled for March 12 at the San Jose City Hall rotunda.

**SVBX C700 Design Build Contract**
After receiving award of the C700 Line, Track, Systems and Stations contract, the joint venture of Skanska-Shimmick-Herzog (SSH) submitted the pre-Notice to Proceed submittals, including an interim contract schedule and the contractor’s Schedule of Values. The contractor continues to mobilize the management and design teams. Several joint VTA/SSH committees have been formed to better manage the implementation process. VTA issued a limited Notice-to-Proceed to initiate design activities.

**SVBX Residential Noise Insulation Program (RNIP)**

CSDA, the program’s noise and architectural services consultant, developed an RNIP schedule for the full program and divided the 467 potential RNIP candidates into eight groups in an effort to expedite various stages of the work flow. CSDA has completed most of the noise testing in the cities of Fremont and Milpitas. Currently, CSDA is conducting noise testing mainly in San Jose and anticipates starting the architectural assessments in March 2012. Staff has finalized the RNIP Policies and Procedures manual and continues to coordinate with three cities and outreach to the potential RNIP residences.

**SVBX Campus and Parking Garages Design Services Contract**

VTA conducted proposer interviews at the end of January and distributed the Notice of Recommended Award. Staff presented the selected bid to the Transit Planning & Operations Committee in February and will present the successful bid to the Board of Directors this month for authorization to award.

**Mission/Warren/Truck-rail Program**

In February, the construction & maintenance agreement for Mission Boulevard was executed with Union Pacific and Caltrans. Caltrans/FHWA is expected to complete their review of all documents submitted for right-of-way certification and issue the certification in late February. VTA continues to work with the funding authority to receive an allocation/project authorization in late March. VTA plans to advertise the C101 contract on March 30.

**Kato Grade Separation Project**

Work at the Kato Grade Separation is progressing smoothly. Construction of the Deep Soil Mix (DSM) walls used for retaining purposes is underway. The DSM walls on the south side of Kato are now complete. Efforts on the relocation of MCI utilities and a joint trench for MCI and AT&T have progressed. In February, a temporary freight railroad track at Kato was put into operation. Auto traffic on Kato Road is currently restricted to one lane in each direction. Kato Road, between Milmont Dr. and Warm Springs Blvd., is expected to be closed to through traffic beginning in May 2012 for a period of nine months.

**BART Silicon Valley Communications and Outreach Update**

The Project Communications and Outreach team continued proactive communications and outreach activities during February 2012.
A news release was issued on February 13, 2012, for the $150 million allocation for BART Silicon Valley that is included in the President’s budget recommendations for Federal Fiscal Year 2013. This release and two traffic advisories prompted coverage by 14 different broadcast and print media outlets, with some broadcast media airing several segments. In addition, a feature article ran in the Small Business Exchange National Newsletter detailing VTA’s efforts to conduct outreach and engage disadvantaged business enterprises in the delivery of the Berryessa Extension Project.

Outreach to support the Kato Road Grade Separation Project included two traffic advisories and three emailed construction updates to provide advance notice for weekend closures of Kato Road and notification of traffic modification. Meetings were also held with two tenants to discuss driveway modifications and closures. Staff responded to 25 inquiries related to Kato Road construction activities.

Carolyn Gonot, Chief SVRT Program Officer, presented a project update to the Milpitas City Council on February 21, 2012, highlighting project related activities in Milpitas. Project staff also attended the monthly Berryessa Business Association meeting on Thursday, February 16, 2012. On Tuesday, February 14, 2012, Santa Clara County Supervisor and VTA Board Chair Ken Yeager toured the Berryessa Extension project alignment. Tour locations included current construction work at Warren Ave. and Kato Rd., future grade separations and station areas in Milpitas and San Jose. Significant planning efforts are underway for both the Full Funding Grant Agreement Signing Ceremony planned for March 12, 2012, and the Project Groundbreaking planned for April 12, 2012.

Over 37 inquiries came in via the project hotline and email. The majority continue to be about the Residential Noise Insulation Program and Kato Road Grade Separation Activities.

Prepared By: Kevin Kurimoto
Memo No. 3198
BOARD OF DIRECTORS MEETING
Thursday, February 2, 2012

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 Yeager at 5:38p.m. in the Board of Supervisors’ Chambers, County Government Center, 70 West Hedding Street, San José, California.

1. ADMINISTER OATHS OF OFFICE

Sandra A. Weymouth, VTA Board Secretary, administered the Oath of Office to newly appointed Alternative Board Member David Whittum, representing the City of Sunnyvale.

2. ROLL CALL

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<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
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<tr>
<td>Margaret Abe-Koga</td>
<td>Board Member</td>
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<tr>
<td>Xavier Campos</td>
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<td>Larry Carr</td>
<td>Alternate Board Member</td>
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<td>David Cortese</td>
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<td>Perry Woodward</td>
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<td>Present</td>
</tr>
<tr>
<td>Ken Yeager</td>
<td>Chairperson</td>
<td>Present</td>
</tr>
</tbody>
</table>

* Alternates do not serve unless participating as a Member.

A quorum was present.
3. **Orders of the Day**

Chairperson Yeager noted the new Board Agenda format will make the meeting more efficient and will allow time for important presentations.

Chairperson Yeager noted the request to move the following Agenda Item from the Consent Agenda to the Regular Agenda: **Agenda Item #7.9., Resolution for Competitive Negotiation for Bus Rapid Transit (BRT) Procurement.**

**M/S/C/ (Pyle/Herrera)** to accept the Orders of the Day, approve the Consent Agenda and approve the changes to the Board of Directors Agenda.

---

2. **AWARDS AND COMMENDATION**

1. **Board Resolutions of Appreciation**

   **M/S/C (Herrera/Pyle)** to adopt **Resolution No. 02.02.13** of appreciation for outgoing VTA Board Member Chuck Reed.

2. **Recognition of 2011 and Introduction of 2012 Advisory Committee Chairpersons**

   Vice Chairperson Pirzynski thanked the 2011 Advisory Committee Chairpersons for their service, commitment, and dedicated leadership:
   
   - Bicycle & Pedestrian Advisory (BPAC) Chairperson Jerri-Ann Meyer;
   - Citizens Advisory (CAC) Charlotte Powers;
   - Technical Advisory (TAC) Todd Capurso;
   - Committee for Transit Accessibility Aaron Morrow;
   - Policy Advisory Committee (PAC) Joe Pirzynski;

   Vice Chairperson Pirzynski introduced the new Advisory Committee Chairpersons for 2012:
   
   - BPAC: Paul Goldstein;
   - CAC: Clinton Brownley;
   - CTA: Aaron Morrow;
   - PAC: Megan Satterlee;
   - TAC: Greg Armendariz;

   On order of Chairperson Yeager and there being no objection, the Board recognized and thanked the individuals who served as Advisory Committee Chairpersons for 2011, and welcomed those serving in that capacity for 2012.

3. **Employees of the Month for February 2012**

   Chairperson Yeager recognized Usman Husaini, Assistant Transportation Engineer, River Oaks Administration; Brian Dufur, Transit Mechanic, Cerone Maintenance; and Robert Marquez, Coach Operator, Chaboya Division, as Employees of the Month for February 2012.
3. CLOSED SESSION

1. Recessed to Closed Session at 5:44 p.m.

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

Name of Case: Santa Clara Valley Transportation Authority v. U.S. REIF Mabury California, LLC, et al. (Eminent Domain)

(Santa Clara Superior Court Case No.: 1-11-CV-212792)

2. Reconvened to Open Session at 6:01 p.m.

3. Closed Session Report

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

Name of Case: Santa Clara Valley Transportation Authority v. U.S. REIF Mabury California, LLC, et al. (Eminent Domain)

(Santa Clara Superior Court Case No.: 1-11-CV-212792)

Robert Fabela, VTA General Counsel, reported a tentative settlement had been reached with U.S. REIF Mabury California, LLC, et al. during Closed Session.

4. PUBLIC COMMENT

Michael Ludwig, Interested Citizen, expressed concern with the frequency and content of bus public service announcements, and inquired about security and safety procedures regarding disruptive riders on light rail.

Abdollah Banitaba, Interested Citizen, expressed concern with the impacts of long-range planning for future generations.

James Wightman, Interested Citizen, raised service related questions.

Shaun Owens, Interested Citizen, expressed concern with the lack of bus service to Gilroy Gardens and other service related issues.

5. PUBLIC HEARINGS

1. HEARING - NOTICE OF INTENTION TO ADOPT A RESOLUTION OF NECESSITY

Chairperson Yeager stated this was a hearing regarding the intention of the Board to adopt a Resolution of Necessity determining that the public interest and necessity require the acquisition of property interests in Milpitas, California from
Armand H. and Joan Joyce Kunde, for the BART Silicon Valley Berryessa Extension (SVBX) Project.

Robert Fabela, General Counsel, provided an overview and statutory foundations for the Resolution of Necessity. He also addressed some of the issues raised by the representatives of the property owners, and reminded the members of the Board that they had full discretion to reject or approve the subject Resolution of Necessity.

Bijal Patel, Deputy Director of Property Development, provided a PowerPoint presentation highlighting the Resolution of Necessity Hearing for the BART Silicon Valley Berryessa (SVBX) Project: 1) Project Map; 2) Status of Acquisition Activities; 3) Resolution of Necessity (RON) Hearing – Key Board Findings; 4) Resolution of Necessity (RON) Hearing – Key Board Property; 5) Fee Acquisition; 6) Temporary construction staging area easement; 7) Station Alternatives considered; 8) Environmental, 9) Statutory Requirements regarding offers; and 10) Compliance and key board findings.

Chairperson Yeager opened the hearing and noted one speaker requested to address the Board.

Jamie Matthews left his seat at 6:30 p.m.
Alternate Board Member David Whittum took his place at 6:30 p.m.
Ex-Officio Cortese took his seat at 6:35 p.m.

Public Comment

Andrew Faber Esq., representing Armand H. and Joan Joyce Kunde, Trustees of the Kunde 2006 Revocable Trust dated May 16, 2006 (B2251), expressed serious concern with the appraisal valuation and VTA’s offer for the property located at 555 East Capitol Ave, Milpitas, California. He also claimed that this hearing was a “sham” under the Norm’s Slausen, a 1985 California appellate court case.

M/S/C (Kniss/Herrera) to close the hearing. Motion approved by 12 Board Members.

Ex-Officio Board Member Cortese inquired if VTA has policy regarding timing of releasing appraisals. Mr. Fabela noted there are statutes that apply to this issue.

M/S/C (McHugh/Kalra) on a vote of 11 ayes, 1 no, and 0 abstention to adopt Resolution of Necessity No. 2012.02.14 determining that the public interest and necessity require the acquisition of property interest in Milpitas, California from Armand H. and Joan Joyce Kunde, Trustees of the Kunde 2006 Revocable Trust dated May 16, 2006 for the BART Silicon Valley Berryessa Extension (SVBX) Project. Alternate Board Member Whittum opposed.

Resolution No.2012.02.14
Property ID/Assessor’s Parcel Number/Owner
6. REPORTS

1. **Citizens Advisory Committee (CAC) Chairperson’s Report**

   There was no CAC Committee Chairperson’s Report.

2. **Policy Advisory Committee (PAC) Chairperson’s Report**

   Chairperson Yeager noted the PAC Chairperson’s report is on the dais.

3. **General Manager Report**

   Michael T. Burns, General Manager, provided a report highlighting: 1) Solar Project Dedication event at Cerone Bus Maintenance Division; 2) VTA’s overall System-wide ridership increased 8 percent, noting bus boardings increased 7.8 percent and light rail increased 8.5 percent; 3) Fare revenue increased .09 percent; 4) De Anza College is now participating in VTA’s EcoPass Program, and ridership on Line 23, the main route to De Anza experienced a 20 percent growth in December 2011; 5) Service improvements implemented January 2012 have been successful, with the rescheduling of light rail service to improve reliability, improve on-time performance, increase ridership on express trains; and 6) 20 Hybrid Express bus vehicles have been delivered and put into service, and 7) SVRT update.

   Mr. Burns stated at future Board meetings the General Manager’s report will incorporate relevant Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC) issues.

4. **Chairperson’s Report**

   There was no Chairperson’s Report.

7. **CONSENT AGENDA**

1. **Board of Directors Regular Meeting Minutes of January 5, 2012**

   M/S/C (Pyle/Herrera) to approve the Board of Directors Regular Minutes of January 5, 2012.

2. **Actuarial Valuation of VTA’s Other Post Employment Benefits (OPEB) as of July 1, 2011**

   M/S/C (Pyle/Herrera) to receive the valuation of VTA’s Other Post Employment Benefits as of July 1, 2011.

3. **OneBayArea Grant Proposal Update**

   M/S/C (Pyle/Herrera) to receive the OneBayArea Grant (OBAG) Proposal Update.
4. **1996 Measure B Transportation Improvement Program Progress Report-December 2011**

M/S/C (Pyle/Herrera) to receive the 1996 Measure B Transportation Improvement Program Progress Report - December 2011.

5. **Solar Installation Update**

M/S/C (Pyle/Herrera) to receive Solar Installation Update.

6. **Monthly Legislative History Matrix**

M/S/C (Pyle/Herrera) to review the Monthly Legislative History Matrix.

7. **State Legislative Consultant Services Contract**

M/S/C (Pyle/Herrera) to authorize the General Manager to execute a contract with Gonzalez, Quintana & Hunter, LLC, for state legislative consultant services for a period of five years in the amount of $300,000. The fixed monthly retainer would be $5,000 for all five years of this contract.

8. **Silicon Valley Rapid Transit (SVRT) Construction & Collaboration Website Contract Amendment**

M/S/C (Pyle/Herrera) to authorize the General Manager to execute an amendment to the existing contract with SharePoint 360 for the design and development of the Silicon Valley Rapid Transit (SVRT) Construction & Collaboration Website in the amount of $225,360. This action will increase the initial contract authorization to $439,340 to cover SharePoint design, programming, support, maintenance, and consulting services.

9. **(Removed from the Consent Agenda and placed on the Regular Agenda)**

Adopt a Resolution upon a two-thirds vote of the Board of Directors finding that a competitive sealed bid process does not constitute a method of procurement adequate for VTA’s needs and directing the use of competitive negotiation for the purchase of up to 46 low-floor articulated buses for VTA’s Bus Rapid Transit service, as required by Public Contract Code Sections 20216 and 20217.

10. **Fraud Risk Assessment**

M/S/C (Pyle/Herrera) to review and receive the Auditor General's report on Fraud Risk Assessment.

11. **Follow-Up on the SVRT Contract Compliance Internal Audit Report**

M/S/C (Pyle/Herrera) to review and receive the Auditor General's follow-up report on the implementation status of management's action plans contained in the SVRT Contract Compliance Internal Audit.
12. **Paratransit Provider Contract Compliance Internal Audit**

M/S/C (Pyle/Herrera) to review and receive the Auditor General's internal audit report on Paratransit Provider Contract Compliance.

### 8. REGULAR AGENDA

**Congestion Management Program and Planning Committee**

1. **Express Lanes Update**

Murali Ramanujam, Senior Transportation Engineer, provided a brief update and PowerPoint presentation of the Silicon Valley Express Lanes Program. He stated the Express Lanes Projects will implement a roadway pricing system to provide the use of unused capacity in carpool lanes and allow solo commuters to use the available capacity in those lanes for a fee. He noted the fee would change in response to congestion levels and available capacity in the carpool lanes.

**Public Comment**

Michael Ludwig, Interested Citizen, expressed concern Express Lanes are not operational 24 hours a day.

*On order of Chairperson Yeager* and there being no objection, the Express Lanes Update was received.

**Transit Planning and Operations Committee**

2. **(Preliminary Investment Strategy for El Camino Real Bus Rapid Transit)**

This item was deferred to a future Board meeting.

7.9. **Competitive Negotiation for BRT Bus Procurement**

M/S/C (Pyle/Herrera) to adopt Resolution No. 02.02.15 finding that a competitive sealed bid process does not constitute a method of procurement adequate for VTA’s needs and directing the use of competitive negotiation for the purchase of up to 46 low-floor articulated buses for VTA’s Bus Rapid Transit service, as required by Public Contract Code Sections 20216 and 20217. *Motion approved by 12 Board Members.*

### 9. OTHER ITEMS

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

There were no Items of Concern and Referral to Administration.

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

   A. **VTA Standing Committees**

   - Administration and Finance Committee (A&F) – January 19, 2012 minutes were accepted as contained in the Agenda Packet.
• Congestion Management Program and Planning Committee (CMPP) - January 19, 2012 Minutes were accepted as contained on the dais.

• Transit Planning and Operations Committee (TP&O) - January 19, 2012 Minutes were accepted as contained on the dais.

• Audit Committee - There was no report.

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) - January 8, 2012 Minutes were accepted as contained in the Agenda Packet.

• Bicycle & Pedestrian Advisory Committee (BPAC) - January 8, 2012 Minutes were accepted as contained in the Agenda Packet

• Technical Advisory Committee (TAC) - January 9, 2012 Minutes were accepted as contained in the Agenda Packet.

• Policy Advisory Committee (PAC) - January 9, 2012 Minutes were accepted as contained in the Agenda Packet.

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

• Diridon Station Joint Policy Advisory Board – There was no report.

• Downtown East Valley PAB - There was no report.

• El Camino Real Rapid Transit PAB - There was no report.

• Silicon Valley Rapid Transit Corridor and BART Warm Springs Extension PAB - There was no report.

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

• Peninsula Corridor JPB - Summary Notes were accepted as contained on the dais.

• Capitol Corridor JPB – There was no report.

• Dumbarton Rail Corridor Policy Committee – There was no report.

• Metropolitan Transportation Commission (MTC) - 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.

3. ANNOUNCEMENTS

There were no Announcements.

10. ADJOURNMENT

On order of Chairperson Yeager and there being no objection, the meeting was adjourned at 7:52 p.m.
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Board Secretary, Sandra Weymouth

SUBJECT: Bicycle & Pedestrian Advisory Committee Reappointment

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

ACTION ITEM

RECOMMENDATION:

Ratify the reappointment of Jim Bell to the Bicycle & Pedestrian Advisory Committee representing the City of San Jose for the remainder of the term ending June 30, 2012 and for the new term ending June 30, 2014.

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 in 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:**

In December 2009, the City of San Jose first appointed Mr. Bell as its BPAC representative. The
term of this appointment was made effective through December 2011.

In January 2012, the City of San Jose re-appointed Jim Bell as its representative on VTA's BPAC
for both the remainder of the current term ending June 30, 2012 and for succeeding two-year
term that ends June 30, 2014.

Mr. Bell is a member in good standing and has served the committee well. He is serving as the
BPAC vice chairperson for 2012. Staff recommends that the Board ratify this reappointment
given Mr. Bell’s qualifications, experience, community involvement and knowledge of bicycle,
pedestrian, trails and safety.

**ALTERNATIVES:**

The Board could choose to not ratify this appointment.

**FISCAL IMPACT:**

There is no fiscal impact.

**STANDING COMMITTEE DISCUSSION/RECOMMENDATION:**

The Administration & Finance Committee considered this item as part of its February 16, 2012
Consent Agenda and approved it unanimously without comment.

Prepared by: Stephen Flynn, Advisory Committee Coordinator
Memo No. 3499
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief Financial Officer, Joseph T. Smith

SUBJECT: Fiscal Year 2012 Quarterly Statement of Revenues and Expenses for the Period Ending December 31, 2011

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

ACTION ITEM

RECOMMENDATION:

Review and accept the Fiscal Year 2012 Quarterly Statement of Revenues and Expenses for the period ending December 31, 2011.

DISCUSSION:

This memorandum provides a brief discussion of significant items and trends on the attached Statement of Revenues and Expenses through December 31, 2011. The schedule has been designed to follow the same company-wide line item rollup as included in the adopted budget. The columns have been designed to provide easy comparison of actual to budget activities for the current fiscal year including year-to-date dollar and percentage variances from budget. The current staff projections of Revenues and Expenses for Fiscal Year 2012 are also included.

The following are highlights of the current Statement of Revenues and Expenses:

Revenues

Fiscal year-to-date Total Revenues (line 13) are above budget estimates by $14.3M, primarily due to favorable variances in Sales Tax based accounts, including 1976 Half-Cent Sales Tax (line 2), TDA (line 3), and Measure A Sales Tax Operating Assistance (line 4), State Transit Assistance (STA) (line 5), Investment Earnings (line 9) and Other Income (line 12). This positive variance was partially offset by an unfavorable variance in Federal Operating Grants (line 6).

Sales Tax-based revenues, including 1976 Half-Cent Sales Tax (line 2), TDA (line 3), and
Measure A Sales Tax Operating Assistance (line 4), accounted for a collective surplus of $10.0M over budget estimates. Current projections for these three revenue sources for FY 2012 reflect an 8.35% increase from FY 2011 versus a budgeted increase of 3.5%.

STA (line 5) shows an increase of $1.3M over budget, reflecting an increase in the final State budget for STA funding.

Federal Operating Grants (line 6) has a negative variance of $1.3M due to a decreased projection of FY 2012 Preventive Maintenance funding.

Investment Earnings (line 9) reflects a favorable variance of $1.5M due primarily to realized gains on the sale of investment holdings.

Other Income (line 11) shows an increase of $3.0M over budget due to reimbursement of prior year 1996 Measure B related overhead expenses, insurance proceeds, and the sale of surplus parts.

**Expenses**

Overall, Fiscal year-to-date Total Expenses (line 44) were $7.5M below budget driven primarily by favorable variances in Fuel (line 19), Paratransit (line 32) and Caltrain (line 33).

Fuel (line 19) reflects a favorable variance of $1.2M due to lower per gallon costs than budgeted. Average diesel price per gallon paid year-to-date through December was $3.39 versus a budgeted price of $3.84.

Paratransit (line 32) shows a positive variance of $3.3M through the second quarter due to lower than anticipated ridership.

Caltrain (line 33) reflects a favorable variance of $2.2M due to reduced partner contributions approved in the Peninsula Corridor Joint Powers Board FY 2012 Operating Budget.

**SUMMARY:**

Through the first six months of the year, revenues exceeded budgeted projections by $14.2M while expenses were $7.5M below budget estimates, for an overall positive variance of revenues over expenses (line 45) of $21.8M.

**FISCAL IMPACT:**

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

**STANDING COMMITTEE DISCUSSION/RECOMMENDATION:**

The Administration and Finance Committee considered this item as part of its February 16, 2012 Consent Agenda and approved it unanimously.
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY  
STATEMENT OF REVENUES AND EXPENSES  
Fiscal Year 2012  
through December 31, 2011  
(Dollars in Thousands)  

<table>
<thead>
<tr>
<th>Line</th>
<th>Category</th>
<th>Fiscal Year-to-Date</th>
<th>Fiscal Year-to-Date Budget</th>
<th>Year-to-Date Variance</th>
<th>% Variance</th>
<th>FY 2012 Current Budget&lt;sup&gt;1&lt;/sup&gt;</th>
<th>FY 2012 Projection&lt;sup&gt;2&lt;/sup&gt;</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Fares</td>
<td>18,894</td>
<td>18,891</td>
<td>3</td>
<td>0.0%</td>
<td>37,755</td>
<td>37,755</td>
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<tr>
<td>2</td>
<td>1976 Half-Cent Sales Tax</td>
<td>85,207</td>
<td>79,715</td>
<td>5,492</td>
<td>6.9%</td>
<td>156,242</td>
<td>166,428</td>
</tr>
<tr>
<td>3</td>
<td>TDA</td>
<td>40,835</td>
<td>37,466</td>
<td>3,369</td>
<td>9.0%</td>
<td>73,434</td>
<td>77,392</td>
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<tr>
<td>4</td>
<td>Measure A Sales Tax-Oper Asst</td>
<td>15,694</td>
<td>14,510</td>
<td>1,185</td>
<td>8.2%</td>
<td>28,706</td>
<td>30,718</td>
</tr>
<tr>
<td>5</td>
<td>STA</td>
<td>7,913</td>
<td>6,653</td>
<td>1,260</td>
<td>18.9%</td>
<td>13,307</td>
<td>12,641</td>
</tr>
<tr>
<td>6</td>
<td>Federal Operating Grants</td>
<td>19,885</td>
<td>21,176</td>
<td>(1,291)</td>
<td>-6.1%</td>
<td>42,351</td>
<td>39,888</td>
</tr>
<tr>
<td>7</td>
<td>Less Transfer for Capital</td>
<td>(1,971)</td>
<td>(2,095)</td>
<td>124</td>
<td>-5.9%</td>
<td>(4,190)</td>
<td>(3,944)</td>
</tr>
<tr>
<td>8</td>
<td>State Operating Grants</td>
<td>889</td>
<td>1,134</td>
<td>(245)</td>
<td>-21.6%</td>
<td>1,924</td>
<td>2,268</td>
</tr>
<tr>
<td>9</td>
<td>Investment Earnings</td>
<td>1,949</td>
<td>427</td>
<td>1,522</td>
<td>356.7%</td>
<td>3,471</td>
<td>2,376</td>
</tr>
<tr>
<td>10</td>
<td>Advertising Income</td>
<td>801</td>
<td>799</td>
<td>2</td>
<td>0.3%</td>
<td>1,648</td>
<td>1,648</td>
</tr>
<tr>
<td>11</td>
<td>Measure A Repayment Obligation</td>
<td>3,133</td>
<td>3,293</td>
<td>(159)</td>
<td>-4.8%</td>
<td>12,074</td>
<td>12,074</td>
</tr>
<tr>
<td>12</td>
<td>Other Income</td>
<td>3,827</td>
<td>831</td>
<td>2,996</td>
<td>360.6%</td>
<td>1,662</td>
<td>4,658</td>
</tr>
<tr>
<td>13</td>
<td>Total Revenues</td>
<td>197,057</td>
<td>182,798</td>
<td>14,258</td>
<td>7.8%</td>
<td>366,110</td>
<td>383,900</td>
</tr>
<tr>
<td>14</td>
<td>Labor Costs</td>
<td>130,268</td>
<td>129,044</td>
<td>(1,223)</td>
<td>-0.9%</td>
<td>261,570</td>
<td>265,598</td>
</tr>
<tr>
<td>15</td>
<td>Materials &amp; Supplies</td>
<td>7,807</td>
<td>8,336</td>
<td>529</td>
<td>6.4%</td>
<td>16,671</td>
<td>16,671</td>
</tr>
<tr>
<td>16</td>
<td>Security</td>
<td>3,933</td>
<td>3,955</td>
<td>22</td>
<td>0.6%</td>
<td>7,910</td>
<td>7,910</td>
</tr>
<tr>
<td>17</td>
<td>Professional &amp; Special Services</td>
<td>1,123</td>
<td>1,776</td>
<td>653</td>
<td>36.8%</td>
<td>3,888</td>
<td>3,888</td>
</tr>
<tr>
<td>18</td>
<td>Other Services</td>
<td>2,966</td>
<td>8,316</td>
<td>529</td>
<td>6.4%</td>
<td>7,910</td>
<td>7,910</td>
</tr>
<tr>
<td>19</td>
<td>Fuel</td>
<td>8,886</td>
<td>8,083</td>
<td>1,197</td>
<td>14.8%</td>
<td>16,602</td>
<td>14,770</td>
</tr>
<tr>
<td>20</td>
<td>Traction Power</td>
<td>1,673</td>
<td>1,850</td>
<td>177</td>
<td>9.6%</td>
<td>3,441</td>
<td>3,441</td>
</tr>
<tr>
<td>21</td>
<td>Tires</td>
<td>719</td>
<td>769</td>
<td>49</td>
<td>6.4%</td>
<td>1,569</td>
<td>1,569</td>
</tr>
<tr>
<td>22</td>
<td>Utilities</td>
<td>1,335</td>
<td>1,302</td>
<td>(33)</td>
<td>-2.6%</td>
<td>2,604</td>
<td>2,604</td>
</tr>
<tr>
<td>23</td>
<td>Insurance</td>
<td>2,475</td>
<td>2,216</td>
<td>(259)</td>
<td>-11.7%</td>
<td>4,433</td>
<td>4,881</td>
</tr>
<tr>
<td>24</td>
<td>Data Processing</td>
<td>1,088</td>
<td>1,441</td>
<td>353</td>
<td>24.5%</td>
<td>2,881</td>
<td>2,881</td>
</tr>
<tr>
<td>25</td>
<td>Office Expense</td>
<td>155</td>
<td>162</td>
<td>7</td>
<td>4.3%</td>
<td>324</td>
<td>324</td>
</tr>
<tr>
<td>26</td>
<td>Communications</td>
<td>552</td>
<td>605</td>
<td>53</td>
<td>8.8%</td>
<td>1,211</td>
<td>1,211</td>
</tr>
<tr>
<td>27</td>
<td>Employee Related Expense</td>
<td>294</td>
<td>357</td>
<td>63</td>
<td>17.7%</td>
<td>717</td>
<td>717</td>
</tr>
<tr>
<td>28</td>
<td>Leases &amp; Rents</td>
<td>247</td>
<td>282</td>
<td>35</td>
<td>12.5%</td>
<td>564</td>
<td>564</td>
</tr>
<tr>
<td>29</td>
<td>Miscellaneous</td>
<td>319</td>
<td>389</td>
<td>71</td>
<td>18.1%</td>
<td>746</td>
<td>746</td>
</tr>
<tr>
<td>30</td>
<td>Reimbursements</td>
<td>(17,452)</td>
<td>(18,796)</td>
<td>(1,344)</td>
<td>7.2%</td>
<td>(37,449)</td>
<td>(36,573)</td>
</tr>
<tr>
<td>31</td>
<td>Subtotal Operating Expense</td>
<td>144,388</td>
<td>145,589</td>
<td>1,201</td>
<td>0.8%</td>
<td>295,610</td>
<td>299,130</td>
</tr>
<tr>
<td>32</td>
<td>Paratransit&lt;sup&gt;3&lt;/sup&gt;</td>
<td>10,619</td>
<td>13,890</td>
<td>3,272</td>
<td>23.6%</td>
<td>25,723</td>
<td>22,451</td>
</tr>
<tr>
<td>33</td>
<td>Caltrain&lt;sup&gt;3&lt;/sup&gt;</td>
<td>5,758</td>
<td>7,974</td>
<td>2,216</td>
<td>27.8%</td>
<td>15,947</td>
<td>11,515</td>
</tr>
<tr>
<td>34</td>
<td>Light Rail Shuttles&lt;sup&gt;3&lt;/sup&gt;</td>
<td>10</td>
<td>20</td>
<td>10</td>
<td>50.4%</td>
<td>40</td>
<td>40</td>
</tr>
<tr>
<td>35</td>
<td>Altamont Commuter Express&lt;sup&gt;3&lt;/sup&gt;</td>
<td>2,165</td>
<td>2,195</td>
<td>30</td>
<td>1.4%</td>
<td>4,384</td>
<td>4,384</td>
</tr>
<tr>
<td>36</td>
<td>Highway 17 Express&lt;sup&gt;3&lt;/sup&gt;</td>
<td>49</td>
<td>197</td>
<td>148</td>
<td>75.1%</td>
<td>394</td>
<td>124</td>
</tr>
<tr>
<td>37</td>
<td>Dumbarton Express&lt;sup&gt;3&lt;/sup&gt;</td>
<td>203</td>
<td>226</td>
<td>23</td>
<td>10.2%</td>
<td>451</td>
<td>451</td>
</tr>
<tr>
<td>38</td>
<td>Monterey-San Jose Express Service&lt;sup&gt;3&lt;/sup&gt;</td>
<td>20</td>
<td>20</td>
<td>0</td>
<td>0.2%</td>
<td>40</td>
<td>40</td>
</tr>
<tr>
<td>39</td>
<td>Contribution to Other Agencies</td>
<td>283</td>
<td>295</td>
<td>12</td>
<td>4.0%</td>
<td>590</td>
<td>590</td>
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<tr>
<td>40</td>
<td>Debt Service</td>
<td>7,369</td>
<td>7,962</td>
<td>593</td>
<td>7.4%</td>
<td>19,637</td>
<td>19,637</td>
</tr>
<tr>
<td>41</td>
<td>Subtotal Other Expense</td>
<td>26,475</td>
<td>32,779</td>
<td>6,304</td>
<td>19.2%</td>
<td>67,207</td>
<td>59,233</td>
</tr>
<tr>
<td>42</td>
<td>Operating &amp; Other Expenses</td>
<td>170,863</td>
<td>178,368</td>
<td>7,504</td>
<td>4.2%</td>
<td>362,817</td>
<td>358,363</td>
</tr>
<tr>
<td>43</td>
<td>Contingency</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>N/A</td>
<td>1,150</td>
<td>1,150</td>
</tr>
<tr>
<td>44</td>
<td>Total Expenses</td>
<td>170,863</td>
<td>178,368</td>
<td>7,504</td>
<td>4.2%</td>
<td>363,967</td>
<td>359,513</td>
</tr>
<tr>
<td>45</td>
<td>Operating Balance</td>
<td>26,193</td>
<td>4,431</td>
<td>21,762</td>
<td>2,143</td>
<td>24,388</td>
<td></td>
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</tbody>
</table>

<sup>1</sup> Reflects Adopted Budget approved by the Board on June 2, 2011  
<sup>2</sup> Reflects current staff projection as of January 18, 2012  
<sup>3</sup> Includes allocation of indirect costs
# SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

## SOURCES AND USES OF FUNDS SUMMARY

**Fiscal Year 2012**

**through December 31, 2011**

(Dollar in Thousands)

<table>
<thead>
<tr>
<th>Line</th>
<th>Description</th>
<th>FY12 Adopted Budget</th>
<th>FY12 Current Budget</th>
<th>FY12 Projected Actual</th>
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<tbody>
<tr>
<td>1</td>
<td>Total Operating Revenues</td>
<td>366,110</td>
<td>366,110</td>
<td>383,900</td>
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<tr>
<td>2</td>
<td>Total Operating Expenses</td>
<td>(363,967)</td>
<td>(363,967)</td>
<td>(359,513)</td>
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<tr>
<td>3</td>
<td>Operating Balance</td>
<td>2,143</td>
<td>2,143</td>
<td>24,388</td>
</tr>
<tr>
<td>4</td>
<td>15% Year-end Operating Reserves</td>
<td>56,268</td>
<td>56,268</td>
<td>56,268</td>
</tr>
<tr>
<td>5</td>
<td>Beginning Reserve Balance</td>
<td>(54,595)</td>
<td>(54,595)</td>
<td>(54,595)</td>
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<tr>
<td>6</td>
<td>15% Replenishment Amount</td>
<td>1,673</td>
<td>1,673</td>
<td>1,673</td>
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<td>7</td>
<td>Operating Balance Available for Capital</td>
<td>470</td>
<td>470</td>
<td>22,714</td>
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<td>8</td>
<td>Total VTA Transit Capital Program</td>
<td>72,991</td>
<td>72,991</td>
<td>72,991</td>
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<td>9</td>
<td>Funding from Grants &amp; Other Sources</td>
<td>(51,934)</td>
<td>(51,934)</td>
<td>(51,934)</td>
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<tr>
<td>10</td>
<td>Local Grant Match from Debt Reduction Fund</td>
<td>(6,098)</td>
<td>(6,098)</td>
<td>(6,098)</td>
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<tr>
<td>11</td>
<td>Federal Operating Grants for Capital</td>
<td>(4,190)</td>
<td>(4,190)</td>
<td>(3,944)</td>
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<td>12</td>
<td>Remaining Local Portion Needed for Capital</td>
<td>10,769</td>
<td>10,769</td>
<td>11,015</td>
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<td>13</td>
<td>Operating Balance Available for Capital (Line 9)</td>
<td>(470)</td>
<td>(470)</td>
<td>(22,714)</td>
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<tr>
<td>14</td>
<td>Local Funding From/(To) Debt Reduction Fund</td>
<td>10,299</td>
<td>10,299</td>
<td>(11,699)</td>
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<tr>
<td>15</td>
<td>Ending Operating Reserves</td>
<td>56,268</td>
<td>56,268</td>
<td>56,268</td>
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<tr>
<td>16</td>
<td>Operating Reserve %</td>
<td>15.0%</td>
<td>15.0%</td>
<td>15.0%</td>
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</tbody>
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---

1. Adopted Budget approved by the Board on June 2, 2011
2. Staff Projection as of January 18, 2012
3. 15% of FY13 Budgeted Operating Expenses
4. Line 17 divided by FY13 Budgeted Operating Expenses
Board Memorandum

To: Santa Clara Valley Transportation Authority
   Board of Directors

Through: General Manager, Michael T. Burns

From: Chief SVRT Program Officer, Carolyn M. Gonot

Subject: BART Silicon Valley Berryessa Extension Project: Campus, Roadway, and Parking Facilities Design and Engineering Services Contract

Policy-Related Action: No

Government Code Section 84308 Applies: Yes

Action Item

Recommendation:

Authorize the General Manager to execute a contract with WMH Corporation for services for engineering and preparation of procurement documents related to the Campus Area, Roadway and Parking Structures for the Milpitas and Berryessa Stations of the Silicon Valley Berryessa Extension (SVBX) Project in the amount of $6,500,000.

Background:

The extension of Bay Area Rapid Transit (BART) services into Santa Clara County, known as the BART Silicon Valley project, is being implemented under a comprehensive agreement between BART and VTA. The extension will be implemented in stages, the first stage being a two-station (Milpitas and Berryessa) extension of approximately 10 miles, from BART’s Warm Springs station in Alameda County, now under construction, to VTA’s planned Berryessa Station in the City of San Jose. This initial segment is known as the Silicon Valley Berryessa Extension (SVBX) Project.

In December 2009, the Federal Transit Administration (FTA) granted the SVBX project permission to enter the initial phase of the federal New Starts funding program. In June 2010, the SVBX project received a Federal Record of Decision from the FTA. In April 2011, the FTA approved the SVBX project for entry into the Final Design phase of the New Starts program. In June 2011, VTA formally submitted its request for a $900 million Full Funding Grant Agreement (FFGA) to the FTA and is expecting award of the FFGA in March 2012. SVBX construction is funded by a combination of sources from the federal FFGA, state funds,
Measure A, approved by the voters in November 2000.

On May 6, 2010, the VTA Board of Directors approved use of the Best Value Design-Build approach for implementation of the SVBX project. The Board determined that this method would reduce project cost and expedite project implementation, and the action authorized the General Manager to proceed with solicitation of Design-Build proposals for the project.

Following this action, VTA staff prepared the necessary solicitation documents and began the procurement process for a Design-Build contract for the Line, Track, Stations and Systems (LTSS) of the SVBX project. On December 8, 2011, the VTA Board of Directors approved the award of a Design Build contract for the Line, Track Stations and Systems facilities of the SVBX Project. The LTSS contract will be the largest single contract for the SVBX project, and will provide the final design and construction of the Line, Track, Stations, and Systems elements of the SVBX project. It includes two stations, Milpitas Station, in the City of Milpitas, and Berryessa Station, in the City of San Jose. The LTSS contract also includes the guideway, trackwork and systems elements from the Warm Springs extension to south of Mabury Road in northeast San Jose.

VTA staff further analyzed the method for delivering the remaining SVBX project elements including roadways, parking lots, parking garages, and a BART Zone Facility and Transit Center at the Berryessa Station. The staff determined that station campus area and roadways are project elements that have city and county interfaces and have to be developed in close coordination with cities and the county. As the specification of these elements is well defined, these elements are best delivered by the traditional Design-Bid-Build approach. The parking garages will be procured via the Design-Build process.

The recommended contract award will provide professional services for the Campus Roadways and Parking facilities. The contractor will provide:

- Final design for the Milpitas and Berryessa campus areas and for roadways associated with the two station areas;
- Prepare the necessary solicitation documents for the construction of Milpitas and Berryessa campus areas and for roadways associated with the two station areas;
- Prepare the necessary solicitation documents for a Design-Build contract for the construction of parking garages at Milpitas and Berryessa Stations;
- Support during the bid and final design phase of the parking garages of Milpitas and Berryessa Stations; and;
- Support during the bid and construction phase of the Milpitas and Berryessa Campus areas and roadways.

**DISCUSSION:**

In order to select a qualified professional design consultant team for the SVBX Campus, Roadway and Parking Facilities, VTA issued a Request for Proposal (RFP) on November 21, 2011. A Pre-Proposal Conference was held on December 5, 2011 to answer any questions and to
clarify the scope, terms, and conditions of the RFP. Five proposals were received on January 10, 2012 from:

- AECOM,
- ED2 International,
- URS Corporation,
- Mark Thomas & Company, Inc., and;
- WMH Corporation.

The consultant selection process consisted of a review and evaluation of the written proposals, followed by oral interviews of those firms whose proposals ranked highest according to established criteria. The evaluation criteria included: qualification of project staff and key personnel; the experience of the firm, particularly their depth and breadth of technical experience working with transit property owners and/or public agencies; demonstrated understanding of the project requirements and potential problem areas; and completion of the local firm certification indicated a commitment of 50% of the dollar value of services by local firms.

VTA’s selection panel consists of five members from VTA, including Chief SVRT Program Officer, Chief CMA Officer, Deputy Director - Engineering and Construction, Transportation Engineering Manager of SVBX Station and Campuses, and Contracts Manager, as well as the Deputy Director from the City of San Jose Department of Transportation and the Capital Improvement Manager from the City of Milpitas. Based on the review of the written proposals, the Review Board determined that interviews be held with the top four ranked firms, AECOM, URS Corporation, Mark Thomas & Company, Inc., and WMH Corporation. The final interviews were held on January 30, 2012.

WMH Corp was the highest ranked firm and VTA is recommending WMH Corp to provide Engineering Services for the SVBX Campus, Roadway and Parking Structures as well as bid and construction support. The WMH Corp team’s strong knowledge of the project, and their experience in Design-Build parking garages highlighted their ability to provide the quality of services required to deliver the campus facilities of the SVBX project. The design team will consist of 11 sub-consultants, with a strong local presence in the Bay Area.

The proposed contract will be structured on a cost plus fixed fee basis. The contract term will be for five years.

**ALTERNATIVES:**

There are no practical alternatives to the recommended action that would not adversely impact VTA’s ability to continue with performing design services for the Milpitas and Berryessa Campus, Roadway and Parking Structures.

**DISADVANTAGED BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

In connection with performance of the contract, a DBE goal of 25% has been established based on identifiable subcontracting opportunities. The Contractor has committed to 26.5% DBE participation for the design services.
FISCAL IMPACT:

This action will authorize $6.5 million for final design and preparation of construction procurement documents related to the Campus Area, Roadway and Parking Structures for the Milpitas and Berryessa Stations of the Silicon Valley Berryessa Extension (SVBX) Project. Appropriation for the cost of this work is included in the FY2012 Adopted 2000 Measure A Transit Improvement Program Fund Capital Budget. This contract is funded by a combination of State Traffic and Congestion Relief Program (TCRP), 2000 Measure A, and FTA New Starts funds.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

On February 16, 2012, the Administration and Finance Committee and the Transit Planning and Operations Committee met and reviewed this item. Both Committees recommended this item to the Board.

Prepared by: Hassan Basma
Memo No. 3412
Silicon Valley Rapid Transit - Engineering and preparation of procurement documents for Campus Area, Roadway and Parking Structures for the Milpitas and Berryessa Stations
With WMH Corporation

Attachment A

<table>
<thead>
<tr>
<th>Contractor Firm</th>
<th>Contractor Role</th>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>WMH Corporation</td>
<td>Prime Consultant</td>
<td>William Hedaya</td>
<td>50 W. San Fernando St. Suite 950</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>San Jose, CA 95113</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>San Jose, CA 95113</td>
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<tr>
<td></td>
<td>Structural, MEP, Fire</td>
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<td>Oakland, CA 94612</td>
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<tr>
<td>Merrill Morris Partners*</td>
<td>Sub-Consultant Landscape</td>
<td>Dan Morris</td>
<td>249 Front Street</td>
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<td></td>
<td>Architecture</td>
<td></td>
<td>San Francisco, CA 94111</td>
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<tr>
<td>DEENSCORP, Inc.*</td>
<td>Sub-Consultant Roadway Design</td>
<td>Hajaah Deen</td>
<td>2175 The Alameda, #100</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>San Jose, CA 95126</td>
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<tr>
<td>PARIKH Consultants, Inc.*</td>
<td>Sub-Consultant Geotechnical</td>
<td>Gary Parikh</td>
<td>2360 Qume Dr., #A</td>
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<td></td>
<td>San Jose, CA 95131</td>
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<tr>
<td>Rail Surveyors and Engineers, Inc (RSE)*</td>
<td>Sub-Consultant Survey, Mapping, ROW</td>
<td>Nassar Ashrafi</td>
<td>16660 Oakview Circle Morgan Hill, CA 95037</td>
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<td>BKF</td>
<td>Sub-Consultant Utilities</td>
<td>Dave Richwood</td>
<td>1650 Technology Dr., #650</td>
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<td></td>
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<td>San Jose, CA 95110</td>
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<tr>
<td>Biggs Cardosa Associates, Inc.</td>
<td>Sub-Consultant Structural</td>
<td>Mahvash Harms</td>
<td>865 The Alameda</td>
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<td></td>
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<td></td>
<td>San Jose, CA 95126</td>
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<tr>
<td>TRC Solutions</td>
<td>Sub-Consultant Security</td>
<td>Keith Kushner</td>
<td>405 Clyde Ave.</td>
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<td></td>
<td></td>
<td></td>
<td>Mountain View, CA 94043</td>
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<tr>
<td>Taradigm</td>
<td>Sub-Consultant Scheduling</td>
<td>Peter Hagens</td>
<td>4227 Sunrise Blvd., #220</td>
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<tr>
<td></td>
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<td></td>
<td>Fair Oaks, CA 95628</td>
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<tr>
<td>Abtahi Engineering Management</td>
<td>Sub-Consultant Coordination</td>
<td>Afshin Abtahi</td>
<td>254 Glorietta Rd.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Orinda, CA 94563</td>
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</table>

*DBE
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

FROM: General Manager, Burns, Auditor General, Thomas

SUBJECT: Modify FY 2012 Internal Audit Work Plan to Add BART Silicon Valley Risk Assessment

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

ACTION ITEM

RECOMMENDATION:

Amend the FY 2012 Internal Audit Work Plan to add a high-level risk assessment of the BART extension project to identify the project’s various key components and evaluate their relative risk. This project will be accomplished using the existing FY 2012 Internal Audit Work Plan budget; no new funding is required.

BACKGROUND:

VTA’s Auditor General is responsible for assisting the Board of Director in fulfilling its fiduciary responsibilities of overseeing risks and controls in financial reporting, financial integrity, reputation and public perception of the organization, and program activities. The Auditor General has a direct reporting relationship to the Audit Committee and Board and an administrative reporting relationship to the General Manager.

The VTA Board of Directors in January 2009 approved the contract with Deloitte & Touche LLP to provide Auditor General and internal audit services to VTA.

In June 2011, the Board approved the FY 2012 Internal Audit Work Plan developed by the Auditor General. This plan specified eight separate projects, as well as ongoing auditor general activities, for a maximum amount of $338,000.

Also in June 2011, the Board delegated to the Audit Committee limited authority to make scope and budget changes to existing audits in Internal Audit Work Plans, subject to remaining within the Board-defined overall maximum for that Work Plan. This change was made to allow
adjustments to be made as the audits progress, in order to better align the audit to the identified risk areas. However, addition or deletion of individual audits or any increase to the overall Work Plan budget still requires Board of Directors’ approval.

**DISCUSSION:**

Annually, the Auditor General’s Office facilitates a high-level risk assessment of significant current or future potential financial and business risks to VTA. In January 2012, the Auditor General’s Office completed its FY 2013 Risk Assessment Refresh. The key theme identified during the refresh was the significance of the Bay Area Rapid Transit (BART) extension project to Silicon Valley (BART Silicon Valley).

The BART Silicon Valley project (Project) is the largest, most complex, and visible project undertaken by VTA. The risks associated with this type of project span across multiple business processes throughout VTA in addition to risks associated with third-parties and stakeholders involved with the Project. Specific risks for this project may include contract management roles and responsibilities, monitoring for contract compliance, project oversight and communications. Due to this, and given the project’s design/build component, it is prudent that VTA identify, assess and evaluate the infrastructure of the BART project early-on and periodically throughout various phases of the project.

The Auditor General’s Office recommends that a high-level risk assessment of the BART Silicon Valley project be performed to identify and evaluate its various key components and their relative risk. Although this item would have been included in the Auditor General’s recommended FY 2013 Internal Audit Work Plan, due to the recent award of the design-build contract combined with the size and scope of the project, it would be most prudent to initiate this assessment as soon as possible, instead of waiting four months until the start of FY 2013 (July 1, 2012). Audit Committee Chairperson Rose Herrera and General Manager Michael Burns concur and asked that amendment of the FY 2012 Internal Audit Work Plan to include this item be submitted for Board approval as soon as possible.

The approach of the risk assessment would include interviews with key VTA staff throughout the agency involved in the BART project including, but not limited to: operations; finance; construction; grants; environmental; and legal, as well as SVRT Program and SVBX Project staff. The assessment will identify potential key risks areas within the Project and provide a relative ranking of these risks. This will allow VTA to develop a plan to mitigate those risks early on and help to put in place the appropriate infrastructure for the project. In addition, it will provide the Auditor General’s Office with a good understanding of the overall project and will facilitate the development of the appropriate scope for future internal audits in this area. The maximum cost of this assessment is set at $60,000.
To fund the BART Silicon Valley Risk Assessment, VTA staff recommends that a combination of available FY 2012 Internal Audit Work Plan funds be used; no budget augmentation is required:

- The Work Plan contains a project budget of $65,000 for assessing the Ad Hoc Financial Recovery Committee’s recommendations to determine, on an as-needed basis, potential cost savings, implementations strategies and leading practices. It was thought this would provide valuable and timely information to the Board and staff for negotiations with VTA’s bargaining units, implementing the FY12 & FY13 Biennial budgets, and other structural deficit-reduction endeavors. To date, this assessment has not been needed nor is projected to be, given that labor agreements have been approved and the FY12 Budget implemented. Given this, it is recommended that $50,000 from this project be reallocated to the proposed BART Silicon Valley Assessment, with $15,000 retained should the original purpose arise.

- Reallocation of $10,000 of savings from Auditor General completed projects and services.

**ALTERNATIVES:**

The Board could choose to not modify the FY 2012 Internal Audit Work Plan to include the BART Silicon Valley Risk Assessment, or it could set the maximum cost for this assessment at a different level.

**FISCAL IMPACT:**

This action will authorize reallocation of $60,000 of existing funds specified for completion of FY 2012 Internal Audit Work Plan projects and services to the BART Silicon Valley Risk Assessment. Appropriation for these expenditures is included in the FY12 Adopted VTA Transit Fund Operating Budget; no additional appropriation is required.

**STANDING COMMITTEE DISCUSSION/RECOMMENDATION:**

The Audit Committee considered this item on February 2, 2012 and expressed strong support for initiating this project immediately, instead of waiting until the start of the next fiscal year, in order to have the results for use during the initial portion of the SVBX design/build.

The Committee unanimously recommended that the Board approve this item.

Prepared by: Greg Thomas, Auditor General and Stephen Flynn, Auditor Committee Coordinator Memo No. 3503
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief CMA Officer, John Ristow

SUBJECT: Local Program Reserve Reallocation

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

ACTION ITEM

RECOMMENDATION:

Approve reallocation of Local Program Reserve (LPR) savings of $2,260,000 to five identified projects.

BACKGROUND:

The VTA Board of Directors approved Local Program Reserve (LPR) funds for the following projects at various meetings in prior years:

- SR-152/SR-156 Interchange Construction Phase - $1,000,000 (June 2007)
- I-880 HOV Widening, Design Phase - $2,100,000 (December 2007 and April 2011)

Work on these two projects, for which the funding was required, is complete and the full LPR allocation is no longer required. The total savings is $2,260,000; $445,000 from the SR-152/SR-156 Interchange project and $1,815,000 from the I-880 HOV widening project.

DISCUSSION:

VTA staff recommends reprogramming these savings as follows:

1. **US 101 Express Lanes** - $1,505,000

   Consistent with the action approved by the Board in May 2011, an additional $1,505,000 is requested to augment the funding plan for the Project Approval/Environmental Document (PA/ED) phase of the project. Staff’s estimate for the PA/ED phase budget for
the US 101 Express Lanes is $6,200,000. If this request is approved, a total of $5,665,000 will have been programmed. As additional funding becomes available, staff will return to the Board for approval of the remaining $535,000 required to complete PA/ED and survey base mapping for the Express Lanes.

2. Route 87 South Highway Planting - ($105,000)

Supplemental funding of $105,000 is required for VTA staff time to complete the construction administration of the plant establishment period and subsequent project close-out.

3. I-880/I-280/Stevens Creek Boulevard - ($500,000)

Due to a compressed project schedule to maintain Corridor Mobility Improvement Account (CMIA) funding and schedule for advertisement, project staff were required to start right-of-way phase tasks prior to finalizing the environmental document and approval of Federal Highway Administration (FHWA) funding for the right-of-way phase. Therefore, this work is not Federally reimbursable. Some additional local funding is also needed to provide the match required for Federal earmark funding on the project.

4. SR 237 Express Lanes - Phase II Extension - ($50,000)

VTA is actively pursuing funding opportunities to undertake environmental clearance efforts on the Phase II of the SR 237 Express Lanes, to extend the Express Lanes approximately four miles westward along SR 237 to the Mathilda Interchange. The requested funding of $50,000 would develop a project specific scope for the project approval/environmental document phase and develop a grant application for funding of this phase.

5. Caltrans PID Workplan/Oversight - ($100,000)

In response to the Governor’s recent vetoing of Caltrans oversight resources for local agency Project Initiation Document (PID), VTA is working with Caltrans to identify staffing levels and oversight costs, and to develop project specific cooperative agreements. Two VTA projects impacted by this new requirement are US101/De La Cruz Boulevard/Trimble Road and El Camino Real/Route 85/237/Middlefield. Requested funding of $100,000 will be dedicated to negotiated Caltrans oversight costs.

**ALTERNATIVES:**

The VTA Board of Directors may choose not to program funds as recommended, or may request modified programming alternatives.

**FISCAL IMPACT:**

The funds to be reprogrammed are savings of LPR funds previously allocated to SR-152/SR-156 Interchange and I-880 HOV Widening projects by the VTA Board of Directors.
ADVISORY COMMITTEE DISCUSSION/RECOMMENDATIONS:

This item was reviewed and discussed by the Citizen's Advisory Committee (CAC), the Technical Advisory Committee (TAC) and the Policy Advisory Committee (PAC) at their respective February 8 and 9, 2012 meetings. The CAC and PAC asked how the projects being recommended for funding were prioritized. PAC asked if these funds could have been used for the US 101/Capitol project, which was on the agenda as well. VTA staff explained that the projects were being recommended based on the urgency of their need, with US 101/Capitol being included in this consideration. All three committees unanimously recommended the VTA staff proposal to the Board for adoption.

STANDING COMMITTEE DISCUSSION/RECOMMENDATIONS:

The Congestion Management Program & Planning Committee reviewed this item at its February 16, 2012 meeting. After a brief discussion, the committee voted to forward the item to the Board of Directors for approval.

Prepared by: Amin Surani
Memo No. 3404
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief Operating Officer, Donald A. Smith Jr.

SUBJECT: Paratransit Vehicle Procurement

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

ACTION ITEM

RECOMMENDATION:

Authorize the General Manager to procure 70 Toyota Prius vehicles for paratransit service using the State of California purchasing contract in an amount not to exceed $1,753,000.

BACKGROUND:

Paratransit service is required by the federal Americans with Disabilities Act (ADA) to complement fixed route bus and rail services by offering an equivalent level of transportation service for persons who are unable to use the fixed route services due to their disabilities. VTA makes paratransit services available to persons who are unable to independently use the bus or light rail service due to physical, visual, or cognitive disabilities in accordance with ADA.

Since 1993, VTA has contracted with Outreach, Inc. to provide ADA paratransit brokerage services, based on a competitive procurement. The primary functions of Outreach as the paratransit broker include: determining the eligibility of customers to use the service, managing customer fare payment accounts, scheduling customer reservations for service, dispatching paratransit trips, monitoring and resolving customer service issues and establishing contracts with service providers. The service providers provide the operators and management staff to provide the actual daily paratransit service to customers who have scheduled trips through Outreach. In October 2010, the VTA Board of Directors authorized the General Manager to enter into a two-year contract extension with Outreach through June 30, 2013, with three additional one-year options.

Currently, the ADA paratransit fleet is composed of 242 vehicles. 194 have been funded and
provided by VTA, while the remaining 48 are provided and funded by Outreach. Overall, the fleet is composed of 101 minivans, 89 Prius sedans, 28 modified vans, and 24 larger “cutaway” vehicles. Both parties have made extensive use of state and federal grants to procure these vehicles.

**DISCUSSION:**

Five years ago, VTA purchased 173 vehicles for the paratransit program that were placed into service in January 2007. The 70 2011 Prius vehicles being proposed for procurement replace ones that have operated since then and have an average of more than 200,000 miles.

The Toyota Prius has been found to be a reliable, functional, fuel-efficient, and cost-effective vehicle for paratransit service. It is the most frequently requested vehicle by paratransit passengers, especially for those whose disability does not require a large mobility device. The vehicle has comparable interior space to larger standard sedans and functions well for ambulatory passengers and other passengers who can transfer from a standard wheelchair. Most non-electric wheelchairs will fit in the hatch compartment of the Prius. The Toyota Prius’ fuel efficiency (44 mpg) has been a key element in reducing paratransit expenses.

VTA and Outreach both use State of California vehicle procurement contracts for paratransit vehicles. The State contracts provide for a competitive purchasing environment with statewide competition, while ensuring all federal and state grant requirements are addressed. Utilizing the state contract enables VTA to purchase vehicles for paratransit service at the best possible price.

At this time, VTA is proposing to purchase 70 Toyota Prius vehicles, funded 100% by a state I-Bond grant through the Public Transportation, Modernization, Improvement, and Service Enhancement Account (PTMISEA) program.

**ALTERNATIVES:**

The VTA Board may decide not to purchase the 70 Toyota Prius vehicles, or direct staff to use a different procurement method. However, doing so will reduce service quality and reliability due to operating with an increasingly older vehicle fleet. Staff also doesn’t anticipate that other procurement methods will result in lower prices.

**FISCAL IMPACT:**

This action will authorize up to $1,753,000 to procure 70 Toyota Prius vehicles for paratransit service. Appropriation for this expenditure is included in the FY 2012 Adopted VTA Transit Fund Capital Budget. These vehicles will be funded 100% through the PTMISEA program.

**STANDING COMMITTEE RECOMMENDATION**

The Transit Planning and Operations Committee considered this item at its February 2012 meeting. Director Liccardo inquired what the unit cost was for each vehicle and whether it reflects a volume discount. Staff responded that using the State of California purchasing contract ensures a large competitive vendor pool resulting in excellent prices. The per unit cost for these
Prius vehicles is $23,122 with additional costs for tax and delivery. Director Pyle asked what happens to the vehicles we are retiring. Staff responded that typically VTA sends the vehicles to a private auction and the receipts are returned to VTA’s Transit Enterprise Fund. Staff is exploring providing some of the retired vehicles to Outreach for use in some of their non-VTA programs like their senior transportation service. The Committee recommended approving the item.

Prepared by: Jim Unites
Memo No. 3507
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief Engineering & Construction Officer, Mark S. Robinson

SUBJECT: Alum Rock Fish Passage Contract

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

ACTION ITEM

RECOMMENDATION:

Authorize the General Manager to execute a contract with Stevens Creek Quarry Construction, the lowest responsible bidder, in the amount of $894,200 for the construction of the Alum Rock Fish Passage.

BACKGROUND:

In December 2002, VTA purchased right-of-way from the Union Pacific Railroad (UPRR) for use as a transportation corridor extending approximately 15 miles from Fremont to San Jose. To fulfill VTA’s obligations under the Purchase and Sale Agreement with UPRR, VTA has initiated Freight Rail Relocation activities to eliminate ongoing freight operations on VTA property and clear the corridor for future SVRT Program improvements.

As part of the Freight Rail Relocation activities, VTA will be constructing improvements at Mission Boulevard and Warren Avenue which will have impacts to Toroges, Agua Caliente, and Agua Fria creeks. The Regional Water Quality Control Board (RWQCB) requires mitigation of these impacts as a requirement for issuance of a permit. In February 2011, VTA entered into a contract for environmental design services with Winzler & Kelly to complete the design for the Alum Rock Fish Passage along Penitencia Creek in the City of San Jose (Exhibit A). Alum Rock Fish Passage improvements will mitigate the creek impacts by constructing a roughened channel downstream of an existing weir and Youth Science Institute bridge, repairing rill erosion with a new mortared rock wall, and modifying a rock wall and expanding the floodplain downstream of bridge “L” along Penitencia Creek. In addition, the City of San Jose has requested repairs to the Youth Science Institute Bridge be included in the scope of this contract.
The City will fund the repairs per the cooperative agreement between VTA and the City.

**DISCUSSION:**

The Alum Rock Fish Passage contract was advertised on October 4, 2011 to begin the contractor pre-qualification and bidding process. Bids were opened on December 21, 2011 with the following results:

<table>
<thead>
<tr>
<th>Bidder Name</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stevens Creek Quarry Construction</td>
<td>$894,200</td>
</tr>
<tr>
<td>Proven Management</td>
<td>$1,078,700</td>
</tr>
<tr>
<td>Gordon N. Ball Inc.</td>
<td>$1,316,400</td>
</tr>
<tr>
<td>Robert A. Bothman</td>
<td>$1,374,485</td>
</tr>
<tr>
<td>Soils Engineering Construction</td>
<td>$1,391,975</td>
</tr>
<tr>
<td>Granite Rock dba Pavex</td>
<td>$1,496,800</td>
</tr>
<tr>
<td>McGuire &amp; Hester</td>
<td>$1,594,000</td>
</tr>
<tr>
<td>RGW</td>
<td>$1,744,000</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$1,553,600</td>
</tr>
</tbody>
</table>

Stevens Creek Quarry Construction is the lowest responsible and responsive bidder. The bid is 58% below the Engineer’s Estimate. Staff has completed a bid analysis, has determined the bid to be fair and reasonable, and recommends award of this contract to Stevens Creek Quarry Construction. VTA continues to receive a high number of bidders and extremely aggressive pricing on infrastructure improvement contracts as a result of a very competitive market condition. Stevens Creek Quarry Construction has performed work for VTA in the past including similar work on the SR 85 - US 101(S) Planting Project.

Construction is scheduled to begin in April 2012, with substantial completion by January 2013. The maintenance/plant establishment period extends to February 2014.

**ALTERNATIVES:**

The VTA Board may decide not to award this contract, and instead direct staff to seek alternatives for the mitigation required by RWQCB. The RWQCB Permit stipulates a 10% penalty per year if mitigation is not completed by winter 2013. Delaying the mitigation work would result in an increase in mitigation work required, with a resultant increase in design and construction costs to VTA.

**FISCAL IMPACT:**

This action will authorize $894,200 for construction of the Alum Rock Fish Passage. Appropriation for this expenditure is included in the FY12 Adopted 2000 Measure A Transit Improvement Program Fund Capital Budget. The City of San Jose will contribute the approximately $100,000 required to construct the Youth Science Institute Bridge repairs.
SMALL BUSINESS ENTERPRISE (SBE) PARTICIPATION:
Based on identifiable subcontracting opportunities, a Small Business Enterprise (SBE) goal of 13% was established for this contract. The contractor met the goal and has committed to 25.1% SBE participation on this contract.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:
The Transit Planning & Operations Committee considered this item at their February 16, 2012 meeting and made note of Stevens Creek Quarry’s considerably lower bid when compared with the Engineer’s Estimate and other bids. Staff confirmed that the contractor had been contacted and stands by their bid. The Committee unanimously recommended approval of this item, and that it be placed on the Consent Agenda for the March 1, 2012 Board meeting.

Prepared by: Rachel Martinez, Asst. Transportation Engineer
Memo No. 3324
Install a roughened channel downstream of existing weir.

Repair of eroded rill at end of north bank vertical rock wall directly adjacent to grade control structure.

Expansion of floodplain on east bank immediately downstream of historic foot bridge "L".

Location 4

Location 2

Location 3

Location 1

Youth Science Institute bridge abutment repair; retaining wall, new asphalt concrete pavement, revetment slope, grading.

Modification of rock wall and expansion of floodplain on east bank immediately downstream of historic foot bridge "L".
EXHIBIT A

Location 1. Install a roughened channel downstream of the salmonid mitigation barrier.

Location 1: Weir area, Salmonid migration barrier

Location 2. Repair of eroded rill at north bank vertical rock wall directly adjacent to grade control structure.

Location 2: Base of slope with failed rock
Location 3. Modification of rock wall and expansion of floodplain on east bank immediately downstream of historic foot bridge “L”.

Location 3: Rock wall looking upstream

Location 3: Overview of floodplain creation area
Location 4. Youth Sciences Institute Bridge abutment repair; retaining wall, new asphalt concrete pavement, revetment slope and grading.

Location 4: YSI Bridge looking downstream, Deodar Cedar at left
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority  
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief CMA Officer, John Ristow

SUBJECT: FY11-12 California Transit Security Grant Program – California Transit Assistance Fund (CTSGP-CTAF)

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

Resolution

ACTION ITEM

RECOMMENDATION:

Adopt a resolution authorizing the General Manager to submit and execute grant applications and agreements, certifications, assurances, and other documents as necessary to the California Emergency Management Agency (Cal EMA) to receive $3,344,129 from the FY11-12 California Transit Security Grant Program-California Transit Assistance Fund (CTSGP-CTAF).

BACKGROUND:

The Highway Safety, Traffic Reduction, Air Quality and Port Security Bond Act of 2006, enacted by California's voters as Proposition 1B on November 7, 2006, authorizes the issuance of nearly $20 billion in general obligation bonds for specified purposes, including grants for transit system safety, security and disaster response projects.

The State of California has appropriated $60 million in Proposition 1B funds to the FY11-12 California Transit Security Grant Program-California Transit Assistance Fund (CTSGP-CTAF). These funds are administered by the California Emergency Management Agency (Cal EMA). Funds are allocated to each eligible transit system based on a formula that considers population and relative fare revenue collections. VTA is eligible to receive $3,344,129 in this cycle.

The FY11-12 CTSGP-CTAF includes a requirement that eligible transit systems applying for funding adopt a Governing Body Resolution authorizing the submittal and execution of grant...
applications and agreements, certifications, assurances, and other documents as necessary to obtain financial assistance provided by Cal EMA.

**DISCUSSION:**

Cal EMA has allocated $3,344,129 to VTA to implement eligible transit security or safety projects. Projects eligible for these funds include the following:

(A) Capital projects that provide increased protection against a security or safety threat, including, but not limited to the following:

1. Construction or renovation projects that are designed to enhance the security of public transit stations, tunnels, guideways, elevated structures or other transit facilities and equipment.
2. Explosive device mitigation and remediation equipment.
3. Chemical, biological, radiological and nuclear explosives search, rescue or response equipment.
4. Interoperable communications equipment.
5. Physical security enhancement equipment.
6. The installation of fencing, barriers, gates or related security enhancements that are designed to improve the physical security of transit stations, tunnels, guideways, elevated structures or other transit facilities and equipment.
7. Other security and safety related projects approved by Cal EMA.

(B) Capital projects that increase the capacity of transit operators to prepare for disaster-response transportation systems that can move people, goods, emergency personnel and equipment in the aftermath of a disaster.

(C) Other allowable costs under California Government Code 16727 (a) include costs directly related to construction or acquisition, including, but not limited to, planning, engineering, construction management, architectural, and other design work, environmental impact reports and assessments, required mitigation expenses, appraisals, legal expenses, site acquisitions, necessary easements, and warranties.

In February 2012, VTA submitted grant applications to Cal EMA for the following projects: (a) CCTV Surveillance Equipment and (b) Passenger Safety Improvements. The final approval of funding for these projects is pending Cal EMA’s receipt of a VTA Board adopted resolution authorizing the General Manager to execute the grant application and agreement, certifications, assurances, and other necessary documents.

**ALTERNATIVES:**

The Board of Directors could choose not to accept the grant or select qualifying security and safety projects. Cal EMA has final approval authority over the projects.
FISCAL IMPACT:

This action will make $3,344,129 available to VTA for eligible capital transit security or safety projects. The appropriation for these projects was approved in the Adopted VTA Transit Fund Capital Budget for FY 2012 and FY 2013.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

The Transportation Planning and Operations Committee considered this item on February 16, 2012 and unanimously recommended that the Board approve it.

Prepared by: Mike Tasosa
Memo No. 3463
FY11-12 CTSGP-CTAF (Prop 1B) Project Descriptions

Project A: CCTV Surveillance Equipment

This project will enhance passenger safety and security by installing closed-circuit television (CCTV) video on demand systems and associated equipment at selected light rail stations and transit centers.

Project B: Passenger Safety Improvements

This investment will implement passenger safety improvements at selected locations throughout the light rail operating system. The project will install metal fence barriers at selected locations along the light rail right-of-way to protect passengers and the general public from serious or fatal injury involving train collision. The barriers will discourage pedestrians from illegally and unsafely entering or crossing the light rail tracks at random locations, and direct them to signalized crosswalks.
Resolution No. ______________

FY11-12 CALIFORNIA TRANSIT SECURITY GRANT PROGRAM - CALIFORNIA TRANSIT ASSISTANCE FUND (CTSGP-CTAF)

FY 2011-12 Proposition 1B 6461-0002

RESOLUTION AUTHORIZING THE SUBMITTAL AND EXECUTION OF GRANT APPLICATIONS AND AGREEMENTS, CERTIFICATIONS AND ASSURANCES AND OTHER DOCUMENTS AS MAY BE NECESSARY FOR THE PURPOSE OF OBTAINING FINANCIAL ASSISTANCE PROVIDED BY THE STATE OF CALIFORNIA EMERGENCY MANAGEMENT AGENCY

WHEREAS, the State of California Emergency Management Agency (Cal EMA) provides financial assistance through the State Transit Assistance (STA) funds to eligible grantees, and

WHEREAS, the Metropolitan Transportation Commission is the recipient of State Transit Assistance funds in the nine-county San Francisco Bay Area, and

WHEREAS, the Santa Clara Valley Transportation Authority (VTA) is an eligible grantee for the California Transit Security Grant Program – California Transit Assistance Fund (CTSGP-CTAF) funding through Cal EMA;

NOW THEREFORE BE IT RESOLVED by the Board of Directors of the Santa Clara Valley Transportation Authority that the General Manager or the Chief Operating Officer or the Chief Congestion Management Agency Officer are hereby authorized to file and execute grant applications and agreements, certifications and assurances, and other documents as may be necessary for the purpose of obtaining financial assistance provided by the State of California Emergency Management Agency.

PASSED AND ADOPTED by the Santa Clara Valley Transportation Authority Board of Directors on March 1, 2012 by the following vote:

AYES:

NOES:

ABSENT:
I HEREBY CERTIFY AND ATTEST that the foregoing resolution was duly and regularly introduced, passed and adopted by the vote 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.

Date: _____________

Sandra Weymouth, Board Secretary

APPROVED AS TO FORM:

Robert Fabela, General Counsel
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief External Affairs Officer, Greta Helm

SUBJECT: Monthly Legislative History Matrix

FOR INFORMATION ONLY

BACKGROUND:
The attached Monthly Legislative History Matrix describes the key transportation-related bills that are being considered by the California State Legislature during the 2011-2012 regular session. The matrix indicates the status of these measures and any adopted VTA positions with regard to them.

DISCUSSION:

State Budget: On January 5, Gov. Jerry Brown released a spending plan for the next 18 months that calls for another round of cuts to health and human services programs, a reduction in funding for K-12 schools and community colleges resulting from adjustments to the Proposition 98 guarantee, a continuation of the realignment of certain state programs to local governments, a reorganization of a number of state agencies, and a ballot measure to temporarily raise income and sales taxes.

The Governor noted that although significant progress has been made in tackling the General Fund’s structural deficit, the state is still facing a budget shortfall of $9.2 billion over the next 18 months. This amount breaks down to a current-year gap of $4.1 billion and an FY 2013 deficit of $5.1 billion. In his FY 2013 budget, Gov. Brown is proposing $10.3 billion in cuts and new revenues to balance the budget and to build a $1.1 billion reserve. The key feature is an assumption of new revenues resulting from the passage of a ballot measure in November to temporarily raise the state sales tax and income taxes on the wealthiest Californians. The Governor’s budget also includes $5.4 billion in “trigger cuts” to take effect on January 1, 2013, if the voters do not approve the tax initiative. Proposition 98 funding for K-12 schools and community colleges would bear the brunt of these trigger cuts.
Because of the complex swapping of transportation funding sources that was recently enacted into law, transportation is spared from cuts in Gov. Brown’s FY 2013 budget. The swap achieved significant annual budget savings by designating vehicle weight fee revenues as the source for making debt service payments on general obligation bonds that have been issued for transportation purposes, thereby relieving the General Fund of this obligation. Reflecting the outcome of the swap, the Governor’s budget proposes to transfer all FY 2013 vehicle weight fee revenues from the State Highway Account to the General Fund. He is also suggesting that a bond sale occur in the spring, once the Administration has a better handle on the cash-flow needs of projects being funded under Proposition 1B and the various other state bond programs.

Another important aspect of Gov. Brown’s FY 2013 budget is a proposed reorganization of state government that calls for reducing the number of cabinet-level agencies from 12 to 10; eliminating 39 boards, commissions and departments; and phasing out nine programs. As part of this reorganization, the Governor is recommending that the four-decades-old Business, Transportation & Housing Agency be broken apart, and that transportation functions be consolidated into a new, stand-alone, cabinet-level Transportation Agency. This agency would include Caltrans, the Department of Motor Vehicles (DMV), the California Highway Patrol (CHP), the California High-Speed Rail Authority, the California Transportation Commission (CTC), and the Board of Pilot Commissioners. However, it is unclear how this restructuring would affect the roles of the CTC and the High-Speed Rail Authority, both of which have been operating as independent entities with their own governing boards.

Other noteworthy transportation-related elements of Gov. Brown’s FY 2013 budget are as follows:

- As a result of the transportation funding swap, revenues for the State Transit Assistance Program (STA) are derived entirely from the sales tax on diesel fuel. For FY 2013, Gov. Brown’s budget is projecting $420 million for STA, which is slightly more than the amount for the current fiscal year. According to the Metropolitan Transportation Commission (MTC), VTA’s share of a $420 million STA Program would be about $14.4 million.

- In November 2011, the High-Speed Rail Authority released an updated business plan. This plan describes a phased approach to constructing a high-speed rail system running between San Francisco, San Jose, the Central Valley, Los Angeles, and Anaheim. It also provides updated cost estimates, ridership figures and funding expectations. Gov. Brown’s FY 2013 budget notes that Proposition 1A provides for a 90-day review period to evaluate the plan before capital funding can be proposed. It further indicates that the Department of Finance is in the process of conducting a comprehensive review of the authority’s plan, and that the Administration will propose “a complete capital outlay and support funding plan early in 2012.”

- Gov. Brown’s FY 2103 budget reflects the first year of implementation of the AB 32 cap-and-trade program. This program, which is a critical component of the state’s efforts to reduce greenhouse gas emissions, was adopted by the California Air Resources Board (CARB) late last year. It is projected to generate about $1 billion in the upcoming fiscal year. Although the budget document suggests using the money to “invest in clean energy,
Another important change for transportation reflected in Gov. Brown’s FY 2013 budget is the elimination of the annual “hold” on gas tax revenues that occurs when enactment of the budget is late. Under current state law, gas tax revenues are collected and deposited into the Highway Users Tax Account (HUTA). During budget impasses, these revenues get held in the account because there is no legal authority to allocate the money to cities and counties for local roadways, or to the State Highway Account for project work on the state highway system. In the past, this situation has resulted in project work getting stopped. As part of a comprehensive cash management bill, the Department of Finance is proposing language that would allow HUTA gas tax revenues to flow, even if the budget has not been enacted by the start of the new fiscal year. This language has been amended into SB 95 (Budget and Fiscal Review Committee).

Redevelopment Agencies: On December 29, the California Supreme Court ruled that lawmakers had the authority to divert $1.7 billion in redevelopment agency money to shore up the General Fund. At the same time, the justices struck down a separate law approved as part of the FY 2012 budget package that would have allowed redevelopment agencies to stay in business if they agree to relinquish a large share of their funding to the state. For Gov. Brown and state legislators, the high court’s ruling was crucial; otherwise, they would have been put in the position of having to find ways to fill a $1.7 billion hole in the General Fund. For the state’s roughly 400 redevelopment agencies, the court’s ruling was about the worst outcome possible because it forced their termination on February 1.

Given that they do not have a pot of money comparable to the property taxes that have historically supported redevelopment activities to pay for urban renewal, affordable housing and other projects, cities are urging the Legislature to act in some way to compensate for the loss of redevelopment agencies. While it is unclear what may unfold next, SB 654 (Steinberg) was recently amended to allow cities to retain property tax dollars contained in the low- and moderate-income housing funds of redevelopment agencies. Under current law, these funds are to be redirected to schools or other local government functions as part of the process for shutting down redevelopment agencies. SB 654 is being seen as an initial step in what is likely to be a conversation that will take place within the legislative arena over the next several months.

High-Speed Rail: High-speed rail continues to struggle in terms of public perception. Recent polls show that public support for high-speed rail has eroded since the passage of Proposition 1A in 2008. The Legislative Analyst’s Office (LAO) remains skeptical about future funding. In Congress, House Republicans have asked the Government Accountability Office (GAO) to investigate the project. And a recent report by the High-Speed Rail Authority’s Peer Review Group points out that moving ahead with the project without “credible sources of adequate funding” represents “an immense financial risk” to the state.
A critical decision about high-speed rail is facing the Legislature. As part of the FY 2013 budget process, lawmakers are being asked to appropriate $2.7 billion in Proposition 1A bond money to match $3.5 billion in federal funding that has been awarded to California for construction of a 130-mile segment in the Central Valley. Without the appropriation, there is a risk that California could lose the federal money.

Gov. Brown continues to be a strong supporter of high-speed rail. In his State of the State Address, he forcefully defended the project and urged the Legislature to appropriate the necessary Proposition 1A bond revenues. However, more and more members of the Legislature are beginning to have reservations about the project. Some are nervous about the 25-year price tag and where future funding is going to come from. Others are questioning whether it makes sense to put all of the initial investment in high-speed rail in the Central Valley. There could be a push within the Legislature to direct some money to the two urban ends of the system -- the Peninsula Corridor in the Bay Area and the Los Angeles-Anaheim Corridor in Southern California.

**Regional Governance**: Because it is not facing any imminent deadlines, AB 57 (Beall) continues to sit in the Senate Transportation & Housing Committee. This legislation proposes to add two voting seats to MTC to be appointed by the mayors of San Jose and Oakland from the membership of their respective city councils. The bill also provides that no more than three voting members of the commission may be residents of the same county. After passing the Assembly by a vote of 71-5 last May, AB 57 stalled in the Senate Transportation & Housing Committee, primarily because of opposition from San Francisco interests.

In a recent development, senators representing San Francisco have offered an amendment requiring the Bay Conservation and Development Commission (BCDC) appointment to MTC to be a San Francisco resident. They claim this amendment would remove their opposition to the bill. As of this writing, the author of AB 57, Assembly Member Jim Beall, is considering whether to accept the amendment.

Prepared By: Kurt Evans, Government Affairs Manager
Memo No. 3332
### State Assembly Bills

<table>
<thead>
<tr>
<th>State Assembly Bills</th>
<th>Subject</th>
<th>Last Amended</th>
<th>Status</th>
<th>VTA Position</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>AB 16</strong> (Perea)</td>
<td>High-Speed Rail: Rolling Stock and Equipment Purchases</td>
<td>As Introduced</td>
<td>Senate Floor</td>
<td></td>
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<tr>
<td></td>
<td>Requires the California High-Speed Rail Authority to make every effort to purchase high-speed train rolling stock and related equipment manufactured in the state, consistent with federal and state laws.</td>
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<tr>
<td><strong>AB 41</strong> (Hill)</td>
<td>High-Speed Rail Authority: Conflicts of Interest and Ex Parte Communications</td>
<td>8/22/11</td>
<td>Senate Desk</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Adds members of the Board of Directors of the California High-Speed Rail Authority to those specified officers who must publicly identify a financial interest giving rise to a conflict of interest or potential conflict of interest, and recuse themselves accordingly. Requires authority Board members to fully disclose and make public any ex parte communication by providing a full report of the communication to the authority’s executive director. Requires the authority’s executive director to place any report of an ex parte communication in the public record. Prohibits an authority Board member from making, participating in or influencing an authority decision about which he or she has knowingly had an ex parte communication that has not been reported.</td>
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<tr>
<td><strong>AB 57</strong> (Beall)</td>
<td>Metropolitan Transportation Commission: Governance</td>
<td>5/19/11</td>
<td>Senate Transportation and Housing Committee</td>
<td>Support</td>
</tr>
<tr>
<td></td>
<td>Adds two seats to the Metropolitan Transportation Commission (MTC) as follows: (1) one appointed by the mayor of San Jose from the San Jose City Council; and (2) one appointed by the mayor of Oakland from the Oakland City Council. Prohibits more than three members of MTC from being residents of the same county.</td>
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<tr>
<td>State Assembly Bills</td>
<td>Subject</td>
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<td>Status</td>
<td>VTA Position</td>
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<tr>
<td><strong>AB 145</strong>&lt;br&gt;Galgiani&lt;br&gt;High-Speed Rail Authority: Organizational Structure</td>
<td>Places the California High-Speed Rail Authority within the Business, Transportation and Housing Agency. Requires the authority to establish policies directing the development and implementation of intercity high-speed train service that is fully integrated with the state’s existing intercity rail and bus network, consisting of interlinked conventional and high-speed train lines and associated feeder buses. Further specifies that the intercity network in turn shall be fully coordinated and connected with commuter train lines and urban transit systems developed by local agencies, through the use of common station facilities wherever possible. Requires the authority to do all of the following: (1) select the alignments for the routes of the state’s high-speed train system; (2) advise the secretary of the Business, Transportation and Housing Agency concerning high-speed rail matters; (3) adopt criteria for the awarding of franchises; and (4) set fares or establish guidelines for the setting of fares. Requires the Governor’s appointments to the authority to be confirmed by the Senate. For purposes of managing and administering the ongoing work of the authority in implementing the state’s high-speed train project, allows the Governor, upon the recommendation of the authority’s executive director, to appoint up to six additional individuals who would: (a) be exempt from civil service; and (b) serve at the pleasure of the executive director. Limits the Governor’s authority in this regard to the following positions: (1) chief program manager; (2) up to three regional directors; (3) chief financial officer; and (4) director of risk management and project controls. Requires the authority to submit a business plan to the Legislature every two years. Requires the authority to submit a high-speed train capital program to the Legislature and Governor each even-numbered year.</td>
<td>7/13/11</td>
<td>Senate Appropriations Committee</td>
<td></td>
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<tr>
<td><strong>AB 292</strong>&lt;br&gt;Galgiani&lt;br&gt;High-Speed Rail Authority: Agricultural Advisory Committee</td>
<td>Requires the California High-Speed Rail Authority to appoint an agricultural advisory committee consisting of nine members selected from a list of nominees recommended by the Department of Food and Agriculture. Specifies that the purpose of the committee is to advise the authority on the impact that the authority’s policies, plans, practices, and procedures will have on the agricultural community. Requires the authority to consult with the committee prior to adopting any policy relevant to agriculture, and to reflect the comments of the committee in any related action item brought before the board of the authority. Requires the authority to provide written responses to the committee’s comments.</td>
<td>8/16/11</td>
<td>Senate Floor</td>
<td></td>
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<tr>
<td><strong>AB 294</strong>&lt;br&gt;Portantino&lt;br&gt;Transportation Projects: Procurement</td>
<td>Until January 1, 2015, allows Caltrans to award design-sequencing contracts for the design and construction of not more than five transportation projects. Defines “design-sequencing” as a method of contracting that enables the sequencing of design activities to permit each construction phase to commence when design for that phase is complete, instead of requiring design for the entire project to be completed before commencing construction. Requires Caltrans to use department employees or consultants under contract with the department to perform all design services related to design-sequencing contracts authorized by this bill, consistent with Article XXII of the California Constitution. Requires Caltrans to use its own employees or its own consultants to perform all project development and construction inspection services for projects on the state highway system utilizing public-private partnerships or design-build contracting under SB 4 (Chapter 2, Statutes of 2009 Second Extraordinary Session).</td>
<td>8/31/11</td>
<td>Senate Floor</td>
<td>Oppose</td>
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<tr>
<td>State Assembly Bills</td>
<td>Subject</td>
<td>Last Amended</td>
<td>Status</td>
<td>VTA Position</td>
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<td>AB 296 (Skinner)</td>
<td>Cool Pavements Research and Implementation Act</td>
<td>6/21/11</td>
<td>Senate Appropriations Committee</td>
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<td>By January 1, 2014, requires Caltrans to publish and make available a Cool Pavements Handbook that incorporates existing specifications, testing protocols and best practices for cool pavement use. Requires Caltrans to implement one or more cool pavement pilot projects, with the goal of completing the construction of those projects no later than January 1, 2015. By January 1, 2018, requires Caltrans to submit a report to the Legislature describing the results of the cool pavement pilot projects. Requires the report to also include the upfront and life-cycle costs, environmental benefits, energy savings, and durability of various pavement options.</td>
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<td>AB 343 (Atkins)</td>
<td>Redevelopment Plans</td>
<td>6/14/11</td>
<td>Senate Governance and Finance Committee</td>
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<td>Requires a redevelopment plan to be consistent with the regional sustainable communities strategy or alternative planning strategy adopted by the applicable metropolitan planning organization (MPO) pursuant to SB 375 (Steinberg).</td>
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<td>AB 345 (Atkins)</td>
<td>Traffic Control Devices: Consultation</td>
<td>6/29/11</td>
<td>Senate Floor</td>
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<td>Requires Caltrans to consult with groups representing users of streets, roads and highways, including bicyclists, persons with disabilities, motorists, movers of commercial goods, pedestrians, public transit riders, and seniors, when adopting rules and standards for traffic control devices. Requires that any advisory committee that Caltrans establishes for the purpose of developing its traffic control devices include groups representing non-motorized interests of users of streets, roads and highways.</td>
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<tr>
<td>AB 356 (Hill)</td>
<td>Public Works Projects: Local Hiring Policies</td>
<td>4/25/11</td>
<td>Assembly Floor</td>
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<td>Prohibits any local agency from mandating that any portion or percentage of work on a public works project be performed by local residents or persons who reside within particular geographic areas if any portion of that project will take place outside the geographic boundaries of the local agency. Provides that if a local agency receives state funding for a public works project located entirely within its jurisdiction and the agency implements a policy of hiring only local residents, any increase in the cost of the public works project that is attributable to the policy must be funded with local dollars.</td>
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<tr>
<td>AB 441 (Monning)</td>
<td>Regional Transportation Plans: Health Issues</td>
<td>1/23/12</td>
<td>Senate Rules Committee</td>
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<td>Requires the California Transportation Commission (CTC) to include voluntary health and health equity factors, strategies, goals, and objectives in its guidelines for the preparation of regional transportation plans (RTPs).</td>
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<td>State Assembly Bills</td>
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<td><strong>AB 485</strong> (Ma) Infrastructure Financing Districts: Transit Villages</td>
<td>Allows for the formation of an infrastructure financing district, adoption of an infrastructure financing plan, and the issuance of bonds to implement a transit village development plan. Requires a transit village development plan utilizing an infrastructure financing district to do all of the following: (1) use at least 20 percent of all revenues derived from the infrastructure financing district to increase, improve and preserve the supply of low- and moderate-income affordable housing in the district for a period of at least 55 years for rental housing and 45 years for owner-occupied housing; (2) replace dwelling units at an affordable housing cost when specified dwelling units are destroyed or removed; and (3) include either an increased stock of affordable housing or live-travel options for transit-needy groups as one of its five demonstrable public benefits. Declares the intent of the Legislature that the development of transit village development districts throughout the state be environmentally conscious and sustainable, and that related construction meet or exceed the requirements of the California Green Building Standards Code. Eliminates the requirement for voter approval for the formation of an infrastructure financing district, adoption of an infrastructure financing district plan, and the issuance of bonds for implementing an infrastructure financing district plan. Specifies that the date on which an infrastructure financing district would cease to exist would not be more than 40 years from the date on which the city or county adopted the infrastructure financing district plan. Requires an infrastructure financing district to distribute an annual report to each owner of land within the district and each affected taxing entity. Requires the report to contain all of the following: (1) a summary of the district’s expenditures; (2) a description of the progress made toward the district’s adopted goals; and (3) an assessment of the status regarding completion of the district’s public works projects.</td>
<td>6/29/11</td>
<td>Senate Floor</td>
<td>Support</td>
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<td><strong>AB 492</strong> (Galgiani) High-Speed Rail Contracts: Job Creation and Small Business Participation</td>
<td>To the extent permitted by federal and state law, requires the California High-Speed Rail Authority to consider the creation of jobs and participation by small business enterprises in California when awarding major contracts, or when purchasing high-speed trains and related equipment and supplies. Requires the authority to appoint a small business enterprise advisory committee to provide comments and feedback on the implementation of the authority’s small business enterprise policy in order to ensure proper oversight and accountability.</td>
<td>6/27/11</td>
<td>Senate Rules Committee</td>
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<td><strong>AB 710</strong> (Skinner) Infill and Transit-Oriented Development: Parking Requirements</td>
<td>Except as specified, prohibits a city or county from requiring a minimum parking standard greater than one parking space per 1,000 square feet of non-residential improvements and one parking space per unit of residential improvements for any new development project located in a transit intensive area.</td>
<td>8/18/11</td>
<td>Senate Floor</td>
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<tr>
<td><strong>AB 812</strong> (Ma) Recycled Asphalt</td>
<td>Authorizes Caltrans to establish specifications for the use of reclaimed asphalt pavement (RAP) of up to 40 percent for hot mix asphalt mixes.</td>
<td>1/12/12</td>
<td>Senate Rules Committee</td>
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<td><strong>AB 819</strong> (Wieckowski) Bikeways</td>
<td>Requires Caltrans to establish procedures for local agencies to request approval to use non-standard planning, design and construction features in the construction of bikeways or roadways, as well as to use non-standard signs, markers and traffic control devices, where bicycle travel is permitted for purposes of research, experimentation and verification.</td>
<td>1/11/12</td>
<td>Senate Rules Committee</td>
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<td>State Assembly Bills</td>
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<td><strong>AB 845</strong>&lt;br&gt;(Ma)&lt;br&gt;Proposition 1A: Commuter and Urban Rail Funds</td>
<td>With regard to the $950 million in Proposition 1A funds that are available for capital improvements to commuter rail lines and urban rail transit systems, requires the guidelines adopted by the California Transportation Commission (CTC) to determine the funding share for each eligible commuter rail and urban rail transit recipient by using the distribution factors gathered from the 2007 Data Tables of the National Transit Database of the Federal Transit Administration (FTA). Requires the CTC to accept from each eligible recipient a priority list of projects up to the target amount expected to be available for the recipient. Requires the matching funds provided by the recipient to be from “non-state” funds, which are defined as local, federal and private funds, as well as state funds available to the recipient that are not subject to allocation by the CTC.</td>
<td>5/10/11</td>
<td>Senate Floor</td>
<td>Support</td>
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<td><strong>AB 890</strong>&lt;br&gt;(Olsen)&lt;br&gt;CEQA Exemption: Roadway Improvements</td>
<td>Until January 1, 2016, exempts from the California Environmental Quality Act (CEQA) a project or activity to repair, maintain or make minor alterations to an existing roadway if all of the following conditions are met: (1) the project is initiated by a city or county to improve public safety; (2) the project does not cross a waterway; and (3) the project involves negligible or no expansion of an existing use.</td>
<td>1/13/12</td>
<td>Senate Rules Committee</td>
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<td><strong>AB 910</strong>&lt;br&gt;(Torres)&lt;br&gt;Infrastructure Financing Districts: Affordable Housing and Economic Development</td>
<td>In addition to public capital facilities, allows an infrastructure financing district to be formed to finance affordable housing facilities and economic development projects. Eliminates the requirement for voter approval for the formation of an infrastructure financing district, adoption of an infrastructure financing plan, and the issuance of bonds if the district is being proposed to implement an affordable housing or economic development plan.</td>
<td>4/25/11</td>
<td>Senate Governance and Finance Committee</td>
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<td><strong>AB 1092</strong>&lt;br&gt;(B. Lowenthal)&lt;br&gt;High-Speed Rail Authority: Biannual Report to the Legislature</td>
<td>Beginning March 1, 2012, requires the California High-Speed Rail Authority to report biannually to the Legislature on the development and implementation of the state’s proposed high-speed rail project. Requires the report to include all of the following: (1) a summary describing the overall progress of the project; (2) the baseline budget for all project phase costs, by segment or contract, beginning with the authority’s 2009 Business Plan; (3) the current and projected budget, by segment or contract, for all project phase costs; (4) expenditures to date, by segment or contract, for all project phase costs; (5) a comparison of the current and projected work schedule and the baseline schedule contained in the authority’s 2009 Business Plan; (6) a summary of the milestones achieved during the prior year and milestones expected to be reached in the coming year; (7) any issues identified during the prior year and actions taken to address those issues; and (8) a thorough discussion of various risks to the project and steps taken to mitigate those risks.</td>
<td>As Introduced</td>
<td>Senate Rules Committee</td>
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<td><strong>AB 1099</strong>&lt;br&gt;(B. Lowenthal)&lt;br&gt;Commercial Motor Vehicles: Emission Standards</td>
<td>Requires the Department of Motor Vehicles (DMV) to refuse registration for any commercial motor vehicle that is of a 1996 or older model year with a gross vehicle weight rating of more than 26,000 pounds.</td>
<td>7/12/11</td>
<td>Senate Appropriations Committee</td>
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| **AB 1229**  
(Feuer)  
GARVEE Bonds | Allows for federal highway grant anticipation notes (GARVEE bonds) to be issued for projects programmed by a regional transportation planning agency (RTPA) using its share of apportionments of federal Surface Transportation Program (STP) and Congestion Mitigation and Air Quality Improvement Program (CMAQ) dollars. Provides that no more than 50 percent of the state’s GARVEE bonding capacity may be used for such projects. If an RTPA’s share of STP and CMAQ funds is insufficient to repay the GARVEE bonds, allows the California Transportation Commission (CTC) to use State Transportation Improvement Program (STIP) dollars for the repayment to be counted against the county share for the county in which the project is located. | 6/21/11 | Senate Appropriations Committee | |
| **AB 1444**  
(Feuer)  
CEQA Expedited Judicial Review: Public Rail Transit Projects | Declares the intent of the Legislature to enact a bill to provide the benefits of the Jobs and Economic Improvement Through Environmental Leadership Act of 2011 for new public rail transit infrastructure projects. | As Introduced | Assembly Desk | |
| **AB 1455**  
(Harkey)  
High-Speed Rail: Proposition 1A Bonds | Reduces the amount of general obligation bond debt authorized pursuant to Proposition 1A to the amount contracted as of January 1, 2013. | As Introduced | Assembly Transportation Committee | |
| **AB 1523**  
(Perea)  
High-Speed Rail: Workforce Training | Appropriates $2 million in Proposition 1A bond revenues to the California High-Speed Rail Authority to fund a three-year pilot project in the Central Valley to train unemployed workers for high-speed rail construction jobs. Requires the authority to work with various labor organizations to train a total of 400 clients in preapprenticeship programs that will lead to direct referrals to building trades unions. | As Introduced | Assembly Transportation Committee | |
| **AB 1532**  
(J. Perez)  
Cap-and-Trade Revenues | Creates the Greenhouse Gas Reduction Account within the Air Pollution Control Fund. Requires all revenues collected pursuant to a market-based compliance mechanism established to reduce greenhouse gas emissions under the California Global Warming Solutions Act of 2006 to be deposited into the account. Subject to appropriations by the Legislature, requires the California Air Resources Board (CARB) to expend the funds in the account for measures and programs that reduce greenhouse gas emissions to achieve any of the following: (1) clean and efficient energy through energy efficiency, clean and renewable distributed energy generation, and related activities; (2) low-carbon transportation through the development of state-of-the-art systems to move goods and freight, deploy advanced technology vehicles and vehicle infrastructure, produce and use advanced biofuels, and increase the availability of low-carbon and public transportation; (3) natural resource protection through measures associated with water use and supply, land and natural resource conservation and management, and sustainable agriculture; or (4) sustainable infrastructure development through strategic planning and development of major infrastructure, including transportation and housing. | As Introduced | Assembly Desk | |
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<td>ACA 4 (Blumenfield)</td>
<td>Calls for placing before the voters an amendment to the California Constitution to allow a local agency to incur indebtedness in the form of general obligation bonds, if approved by its electorate by a 55 percent majority, to fund the construction, reconstruction, rehabilitation, or replacement of: (1) public improvements, including improvements to transportation infrastructure, streets, highways, sewer systems, water systems, wastewater systems, and park and recreation facilities; and (2) facilities or buildings used primarily to provide sheriff, police or fire protection services to the public. Creates an exception to the 1 percent limit for property tax assessments if the revenues are being used to pay bonded indebtedness, approved by a 55 percent vote, to fund the construction, reconstruction, rehabilitation, or replacement of: (1) public improvements, including improvements to transportation infrastructure, streets, highways, sewer systems, water systems, wastewater systems, and park and recreation facilities; and (2) facilities or buildings used primarily to provide sheriff, police or fire protection services to the public.</td>
<td>As Introduced</td>
<td>Assembly Floor</td>
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### State Senate Bills

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<tr>
<td>SB 27 (Simitian)</td>
<td>Public Employee Retirement: Calculation of Final Compensation</td>
<td>8/15/11</td>
<td>Assembly Appropriations Committee</td>
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<td>Clarifies and defines which forms of compensation may be included in an employee’s final compensation for purposes of determining a retirement allowance under the California Public Employees’ Retirement System (CalPERS) and the State Teachers’ Retirement System (CalSTRS). Prohibits any compensation determined to have been paid expressly to enhance an employee’s retirement allowance from being included in the calculation. Requires increases to compensation paid during the final compensation period to be consistent with publicly published pay scales and the increases paid to other employees in the same or similar working groups or classes. Prohibits working groups or classes of only one individual. Prohibits any CalPERS member who retires on or after January 1, 2013, from returning to public employment as a part-time worker, a private contractor or an employee of a third-party contractor for 180 days following the date of retirement.</td>
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<td>SB 31 (Correa)</td>
<td>Post-Government Employment Restrictions</td>
<td>1/10/12</td>
<td>Assembly Desk</td>
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<td>Applies the current post-government employment restrictions in the Political Reform Act of 1974 to public officials serving as members of local governing boards or commissions with decision-making authority.</td>
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<td>SB 46 (Correa)</td>
<td>Public Agencies: Compensation Disclosure</td>
<td>6/2/11</td>
<td>Assembly Desk</td>
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<td>Until January 1, 2019, specifies that every person, except a candidate for public office, who is required by state law to file a statement of economic interests must, as part of that filing, include a disclosure form that provides compensation information for the preceding calendar year. By March 1, 2013, requires the Controller’s Office to adopt emergency regulations to implement this bill, including the format of the compensation disclosure form. Requires the form to provide for the disclosure of the following information: (1) the agency’s cost for a person’s annual salary or stipend; (2) the agency’s cost to provide benefits to a person, including deferred compensation or defined benefit plans; (3) the agency’s reimbursement payments to a person for actual and necessary expenses incurred on behalf of the local agency in the performance of official duties; and (4) the agency’s cost to provide a person with any other monetary or non-monetary perquisites of office. By July 1, 2013, requires the Controller’s Office to recommend to the Governor and the Legislature methods for compiling the information contained on compensation disclosure forms in one or more publicly accessible data bases. If an agency maintains an Internet Web site, requires the following information to be posted: (1) the information contained on employee compensation disclosure forms; and (2) its written policy for reimbursement of actual and necessary expenses to employees in the performance of official duties.</td>
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<td>SB 214 (Wolk)</td>
<td>Infrastructure Financing Districts: Voter Approval</td>
<td>Eliminates the requirement for voter approval for the formation of an infrastructure financing district, adoption of an infrastructure financing district plan, and the issuance of bonds for implementing an infrastructure financing district plan. Prohibits an infrastructure financing district for paying for routine maintenance, repair work, or the costs of ongoing operations or providing services of any kind. Allows a district to finance any projects that implement a sustainable communities strategy. Prohibits a district from providing any form of financial assistance to: (1) a vehicle dealer; (2) a big box retailer; or (3) a business entity that sells or leases land to a vehicle dealer or big box retailer that is relocating from the territorial jurisdiction of one local agency to the territorial jurisdiction of another local agency but within the same market area. Specifies that the date on which an infrastructure financing district would cease to exist would not be more than 40 years from the date on which the city or county adopted the infrastructure financing district plan. Requires an infrastructure financing district to distribute an annual report to each owner of land within the district and each affected taxing entity. Requires the report to contain all of the following: (1) a summary of the district’s expenditures; (2) a description of the progress made toward the district’s adopted goals; and (3) an assessment of the status regarding completion of the district’s public works projects.</td>
<td>6/21/11</td>
<td>Assembly Floor</td>
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<td>SB 475 (Wright)</td>
<td>Public-Private Infrastructure Agreements</td>
<td>Clarifies various provisions in existing law relating to public-private infrastructure agreements for local projects. Clarifies that a local agency may, but is not required to, provide for the lease, license or other permissive use of facilities constructed under a public-private infrastructure agreement. Provides more flexibility to a local agency with regard to the selection criteria that it may use in the solicitation documents when selecting a private entity under a public-private infrastructure agreement. Clarifies that a local agency may use public financing without any private financing or in combination with private financing as part of a public-private infrastructure agreement. Specifies that private-sector financing may include cash, cash equivalents, loans, debt assumption, letters of credit, capital investment, in-kind contributions of materials or equipment, construction or equipment financing, carrying costs during construction, or any combination thereof. Clarifies that user fees may be paid to either the local agency or the private entity. Clarifies that the reasonable rate of return to the private entity must be specifically stated in the public-private infrastructure agreement, or included as part of the costs and fees as set during the procurement process. Prior to entering into a public-private infrastructure agreement for a project that includes at least some public financing, requires the local agency to assess whether such agreement provides greater benefit or value as compared with funding the project entirely with public financing and using competitive bidding.</td>
<td>6/20/11</td>
<td>Assembly Local Government Committee</td>
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<tr>
<td>SB 517 (A. Lowenthal)</td>
<td>High-Speed Rail Authority: Organizational Structure</td>
<td>Places the California High-Speed Rail Authority within the Business, Transportation and Housing Agency. Requires the secretary of the Business, Transportation and Housing Agency to propose an annual budget for the authority. Requires the Governor’s appointments to the authority to be confirmed by the Senate. Vacates the current membership of the authority, and provides for the appointment or reappointment of members as of January 1, 2012, for staggered terms. Requires members of the authority to have specified experience in order to be appointed. Prohibits a member of the authority from simultaneously holding any other elected or appointed public office. Requires the executive director of the authority to be confirmed by the Senate. Prohibits the employment agreement for the executive director from being executed without Senate confirmation. Enacts various conflict-of-interest provisions applicable to members of the authority and its staff.</td>
<td>6/30/11</td>
<td>Assembly Appropriations Committee</td>
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| **SB 535**  
(De Leon)  
Global Warming  
Solutions Act:  
Communities Healthy Air Revitalization Trust | Requires a minimum of 10 percent of the fee revenues generated under the California Global Warming Solutions Act of 2006, other than revenues collected by the California Air Resources Board (CARB) for administrative purposes, to be deposited into the California Communities Healthy Air Revitalization Trust. Requires the trust to be administered by CARB. Upon appropriation by the Legislature, requires the revenues in the trust to be used: (a) solely in the most impacted and disadvantaged communities in the state; and (b) to fund programs or projects that reduce greenhouse gas emissions or mitigate the direct health impacts of climate change, through competitive grants, loans or other funding mechanisms. Requires CARB to convene a review panel to make recommendations regarding the development of policies, plans and programs as they relate to the trust. | 7/5/11 | Assembly Appropriations Committee |
| **SB 580**  
(Wolk)  
State Park Land | Prohibits land acquired for the state park system through public funds, gifts or bequests from being disposed of or used in a way that is incompatible with park purposes without the substitution of other land. In the event that land cannot be acquired to fully meet the substitution eligibility criteria, allows the state Park and Recreation Commission to approve a combination of substitute park land and monetary compensation, if certain conditions are met. Provides that the commission may consider requests only if it determines that all practical alternatives that avoid the proposed disposal or use of park land for incompatible purposes have been considered. | 6/20/11 | Assembly Water, Parks and Wildlife Committee |
| **SB 653**  
(Steinberg)  
Local Taxes | Authorizes cities, counties, school districts, community college districts, and county offices of education, subject to constitutional voter approval requirements, to levy, increase or extend the following taxes: (1) a local personal income tax not to exceed 1 percent; (2) an additional transactions and use tax that would be excluded from the current 2 percent combined county/city rate limit; (3) an alcoholic beverage tax of five cents per five ounces and at a proportionate rate for any other quantity; (4) a cigarette and tobacco products tax of up to five cents per cigarette or $1 per pack; (5) an oil severance tax not to exceed 10 percent of the product upon a producer for the privilege of severing oil from the earth or water in the county for sale, transport, consumption, storage, profit, or use; (6) a sweetened beverage tax not to exceed one cent per fluid ounce; and (7) a local medical marijuana tax. | 6/6/11 | Senate Floor |
| **SB 749**  
(Steinberg)  
CTC Guidelines | Exempts the adoption of guidelines by the California Transportation Commission (CTC) from the rulemaking provisions of the Administrative Procedure Act. Except in the case of the State Transportation Improvement Program (STIP), specifies a process that the CTC must use when adopting guidelines. Requires the CTC to maintain a guideline adoption file containing: (a) a summary of each objection or recommendation made with regard to a proposed guideline; and (b) an explanation of how the proposed guideline was changed to accommodate each objection or recommendation, or the reasons for making no change. Requires the CTC to include in its annual report to the Legislature a summary of its activities related to the adoption of program or policy guidelines during the previous calendar year. | 1/4/12 | Assembly Desk |
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<td>SB 830 (Wright)</td>
<td>Trade Infrastructure Investment Credit</td>
<td>4/27/11</td>
<td>Senate Governance and Finance Committee</td>
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<td>Enacts a trade infrastructure tax credit equal to 50 percent of the total capital costs of a qualifying public port infrastructure project. Allows the credit to be claimed from the 2011 taxable year to the 2020 taxable year. Limits a taxpayer from claiming more than 5 percent of the total credit amount in any given taxable year. Provides that the Franchise Tax Board cannot certify a project for the tax credit unless the public port in which the project is located determines that the state will receive revenues resulting from the project’s economic impact that are sufficient to offset the state cost of the tax credit. Prohibits a taxpayer from claiming the tax credit unless the Legislature enacts a statute specifying the total credit amount available for the preceding taxable year.</td>
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<td>SB 843 (Wolk)</td>
<td>Renewable Energy</td>
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<td>Repeals the state’s Local Government Renewable Energy Self-Generation Program and replaces it with the Community-Based Renewable Energy Self-Generation Program. Under this new program, authorizes a retail customer of an electric utility to purchase a subscription in a community facility for the purpose of receiving a bill credit to offset all or a portion of the customer’s electricity usage.</td>
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<td>SB 878 (DeSaulnier)</td>
<td>Bay Area Regional Planning</td>
<td>6/9/11</td>
<td>Assembly Desk</td>
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<td>By January 31, 2013, requires the Bay Area’s Joint Policy Committee to prepare and submit a report to the Legislature that addresses all of the following: (1) methods and strategies for developing and promulgating a multi-agency set of policies and guidelines governing the Bay Area’s sustainable communities strategy; (b) methods and strategies for improving the efficiency and effectiveness of policy-setting and managerial coordination among the regional agencies constituting the Joint Policy Committee; (3) methods and strategies for ensuring that the public in the nine counties of the region has an opportunity to comment on the proposed policies and standards that will be promulgated by the Joint Policy Committee for implementing the Bay Area’s sustainable communities strategy; and (4) recommendations on organizational reform to effectuate the above requirements. By January 31, 2013, requires the Joint Policy Committee to prepare and submit a work plan for a nine-county Bay Area economic development strategy to the Legislature that addresses all of the following: (1) coordination of the regional sustainable communities strategy with local goals for recruiting and retaining manufacturing, production facilities, business services, and other business enterprises that provide high quality jobs; (2) regional strategies to ensure the coordination of infrastructure investments for planned employment centers; (3) strategies for ensuring a common regulatory system for the deployment and permitting of energy conservation facilities and improvements; and (4) regional strategies for adaptation to climate change.</td>
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<tr>
<td>State Senate Bills</td>
<td>Subject</td>
<td>Last Amended</td>
<td>Status</td>
<td>VTA Position</td>
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| **SB 907**  
(Evans)  
Master Plan for Infrastructure Financing and Development Commission | Creates the Master Plan for Infrastructure Financing and Development Commission. Specifies that the mission of the commission is to develop and recommend a plan and process to identify, finance, build, and maintain the infrastructure necessary to meet the needs of Californians from the present to the year 2050. At a minimum, requires the plan to include: (a) the type, distribution and priority for developing infrastructure projects, and a measurable process to implement the plan; and (b) a process to periodically adjust the type, distribution and priority of infrastructure projects in the coming years to meet changing circumstances. States the intent of the Legislature that the commission provide a long-term plan and strategy to meet California’s infrastructure needs, and a prioritized plan that meets those needs by doing all of the following: (1) project population, social and economic trends through 2050; (2) utilize the projections to identify the type and distribution of the infrastructure that is needed to meet California’s social, economic and resource needs through 2050; (3) assess the state’s capital needs for infrastructure projects through 2050, including opportunities to access private capital to augment or complement public financing; (4) assess the availability of private and public funds, including the status and fiscal value of dedicating future revenues to specific construction and maintenance, to support jointly sponsored projects throughout the period from the present to 2050; and (5) recommend a financing plan for the state’s capital needs through 2050, with a priority plan for each five-year interval, including evaluation and recommendations of various financing methods that are feasible and may be of benefit to the state and local governments, as well as to private entities partnering with the state to implement the strategy. Requires the commission to submit its final report to the Governor and the Legislature by December 1, 2013. Requires the commission to be dissolved within 30 days after the issuance of its final report. Provides that the provisions of the bill would become operative only if the funds required to support the commission are appropriated by the Legislature from the California Debt and Investment Advisory Commission Fund in the annual Budget Act. | 5/3/11 | Assembly Jobs, Economic Development and the Economy Committee |  |
| **SB 985**  
(La Malfa)  
High-Speed Rail: Proposition 1A Bonds | Prohibits the issuance of any more general obligation bonds for high-speed rail and related rail purposes under Proposition 1A. Amends the bond act to authorize the redirection of the net proceeds received from outstanding bonds issued and sold prior to the effective date of this bill, upon appropriation by the Legislature, from those high-speed rail purposes to retiring debt. | As Introduced | Senate Rules Committee |  |
<table>
<thead>
<tr>
<th>DAY</th>
<th>JANUARY</th>
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<tbody>
<tr>
<td>1</td>
<td>Statutes signed into law in 2011 take effect.</td>
</tr>
<tr>
<td>4</td>
<td>Legislature reconvenes.</td>
</tr>
<tr>
<td>10</td>
<td>Budget must be submitted by the Governor to the Legislature on or before this date.</td>
</tr>
<tr>
<td>13</td>
<td>Last day for policy committees to hear and report fiscal bills introduced in their house of origin in 2011.</td>
</tr>
<tr>
<td>20</td>
<td>Last day for any committee to hear and report to the floor bills introduced in their house of origin in 2011.</td>
</tr>
<tr>
<td>27</td>
<td>Last day to submit bill requests to the Legislative Counsel’s Office.</td>
</tr>
<tr>
<td>31</td>
<td>Last day for bills introduced in 2011 to be passed out of their house of origin.</td>
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<th>JUNE</th>
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<tbody>
<tr>
<td>1</td>
<td>Last day for bills introduced in 2012 to be passed out of their house of origin.</td>
</tr>
<tr>
<td>15</td>
<td>Budget must be passed by midnight.</td>
</tr>
<tr>
<td>28</td>
<td>Last day for legislative measures to qualify for placement on the November 6, 2012, general election ballot.</td>
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<tr>
<th>DAY</th>
<th>JULY</th>
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<tr>
<td>6</td>
<td>Last day for policy committees to hear and report bills introduced in the other house. Summer Recess begins upon adjournment, provided that the budget bill has been enacted.</td>
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<tr>
<th>DAY</th>
<th>AUGUST</th>
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<tbody>
<tr>
<td>6</td>
<td>Legislature reconvenes from Summer Recess.</td>
</tr>
<tr>
<td>17</td>
<td>Last day for fiscal committees to hear and report to the floor bills introduced in the other house.</td>
</tr>
<tr>
<td>24</td>
<td>Last day to amend bills on the Assembly and Senate floors.</td>
</tr>
<tr>
<td>31</td>
<td>Last day for each house to pass bills. Final Recess begins at the end of this day’s session.</td>
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<tr>
<th>DAY</th>
<th>SEPTEMBER</th>
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<tr>
<td>30</td>
<td>Last day for the Governor to sign or veto bills passed by the Legislature before September 1, and in his possession after September 1.</td>
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<tr>
<th>DAY</th>
<th>DECEMBER</th>
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<tr>
<td>3</td>
<td>The 2013-2014 regular legislative session convenes.</td>
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<tr>
<th>DAY</th>
<th>JANUARY 2013</th>
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<tbody>
<tr>
<td>1</td>
<td>Statutes signed into law in 2012 take effect.</td>
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BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief External Affairs Officer, Greta Helm

SUBJECT: Culmination of Advisory Committee Enhancement (ACE) Process

FOR INFORMATION ONLY

BACKGROUND:

VTA values the input, diverse perspective and technical expertise provided by its five advisory committees, which are: Bicycle & Pedestrian Advisory Committee (BPAC); Citizens Advisory Committee (CAC); Committee for Transit Accessibility (CTA); Policy Advisory Committee (PAC); and Technical Advisory Committee (TAC). These committees provide a wide spectrum of stakeholder groups with a forum for providing input on proposed changes to VTA policy or priorities that potentially impact transit service and transportation projects throughout the county.

In August 2008, General Manager Michael Burns initiated the Advisory Committee Enhancement (ACE) process to engage advisory committee members in the development of recommendations for improving the existing advisory committee process, in order to maximize each committee’s efficiency and usefulness to the VTA Board of Directors and administration. Four high-level objectives guided the ACE process:

- Enhancing communication/input
- Building consensus among stakeholders
- Promoting informed discussion
- Ensuring efficient use of resources

The ACE Task Force, comprised of representatives from every advisory committee, over the course of 17 months developed a set of recommendations for improving communication with the Board, as well as improving and streamlining the advisory committee process in general while still supporting VTA’s mission and goals. In January 2010, the Board of Directors approved these recommendations. Several of the changes could be implemented administratively, while others required modification to the respective committee’s bylaws, which took additional time to prepare and submit for required Board approval.
DISCUSSION:

Since the vast majority of ACE recommendations have been implemented or are nearing completion, late in 2011 then VTA Board Chairperson Margaret Abe-Koga requested a final report be issued on the status and effectiveness of the recommendations in order to bring the ACE Process to a close.

The detailed listing of all ACE Process-related changes, along with their current implementation status, approximate implementation date, and an assessment of their current effectiveness, are shown on Attachment A. The following is a brief summary of the most significant ones:

- **Advisory committee vote and summary of input on item included on Board memo**
  To enhance timely and effective communication with the Board, effective May 2009 the vote and summarized input from advisory committees were included on Board memos and become part of the historical record. This provides real-time advisory committee input and perspective for use by Board members in making informed decisions. In addition, due to timing constraints all standing committee members are provided with a supplemental report that captures the advisory committee vote and input, for use in reviewing the item and making a recommendation to the full Board. To illustrate, Attachment B are the recommendation and advisory committee comments from a recent item considered by the Board.

  Both Board and standing committee members have indicated on numerous occasions that they find this information very useful.

- **Clarify duties of the committee and establish mission statement for each committee**
  Each advisory committee reviewed and drafted recommended changes to their bylaws, where necessary, to accurately describe their current scope of work, as some have changed over the years. Each committee also drafted a mission statement to describe its overarching purpose that will be included as part of its bylaws. The Board approved the draft mission statements in concept.

  Corresponding changes to the BPAC, CAC, CTA and TAC bylaws on each committee’s duties and responsibilities were approved by the Board in June 2010. In addition, requested revisions to the PAC and BPAC bylaws to incorporate their respective mission statements are scheduled for Board consideration in early 2012, with those for the remaining committees following soon thereafter.

  Advisory committee members have indicated that updating each committee’s duties and defining a mission statement is very helpful for current as well as future members.

- **Board chair coordination meetings with advisory committee chairs/vice chairs**
  Instituted during 2009, meetings between the VTA Board Chairperson and the advisory committee leadership are done to provide the defined recurring opportunity to communicate the priorities and concerns of the Board to the advisory committees, and for dialogue between the Board leadership and that of the advisory committees on current
issues, recommendations and future events.

Both Board Chairs and advisory committee leadership have expressed that these meetings are very productive, beneficial and necessary.

- **Convert existing CAC positions to one voting position each from CTA and BPAC**
  The ACE Task Force recommended converting two existing vacant positions on the CAC that represent Bicyclists and Pedestrians to one voting position each from the BPAC and the CTA. This change provides an on-going connection between these advisory committees, enhancing communication and consensus building between the stakeholder groups. The Board approved this change in June 2010.

  The membership of the affected advisory committees have indicated that this change has been very beneficial for increasing communication, collaboration and consensus-building between the committees as well as the stakeholder groups they represent.

- **Review meeting frequency more efficiently utilize committee and staff resources**
  All advisory committees agreed that if the agenda does not warrant a full meeting, every effort would be made to cancel the meeting, or hold a workshop if there are items that need to be discussed but no action will be taken (workshops do not require full Board Office support).

  The BPAC agreed to reduce its meeting schedule from twelve (12) to ten (10) meetings and/or workshops per year (the committee does not convene at least two months out of the year). The CTA agreed to reduce its meeting schedule from twelve (12) to four (4) meeting per year. For both of these committees, if and when meetings are held depend on the urgency and timing of the item(s) moving to the Board or other external body for review, as well as other business considerations. Both committees adopted the revised meeting schedule in early 2010.

  Although the CAC, PAC and TAC did not formally reduce their scheduled number of meetings, each, as the agenda and workload has warranted, taken the opportunity to either cancel meetings or convert them to workshops. For example, during 2011 the CAC cancelled two meeting and the TAC and PAC one each.

  Both advisory committee members and staff have indicated that the reduced meeting schedule and ad hoc cancellation/conversion to workshop have proven workable without diminishing the affected committee’s input and has resulted in a more focused use of the committee members’ time, thereby making their input more relevant. However, the CTA has expressed its desire to revisit the four meetings per year and potentially augment it slightly; this request is currently being reviewed. One potential solution being considered is to hold a small number of workshops in addition to the four regular meetings; based on the committee’s request, a CTA workshop is scheduled for February 8, 2012.

- **Hold joint workshops between advisory committees on items of mutual interest**
  This time and cost-saving measure was implemented during 2010. The most recent
example of a joint workshop was on May 9, 2011 to review and discuss VTA’s Recommended FY 2012 & 2013 Biennial budgets. Staff will be working with the advisory committee leadership to identify workshop meeting opportunities in 2012 and beyond.

Both advisory committee members and staff have indicated that these workshops are very beneficial and productive. As a result, both parties have encouraged the committees’ leadership and staff to look for additional opportunities to review and discuss jointly major issues and initiatives of common interest.

- **Consolidated VTA Work Plan that includes Board, standing and advisory committees**

  This planning and integration tool was implemented during 2009 as a means to ensure that the advisory committees, through their leadership, have involvement early in the development process of an item or initiative. It also provides the opportunity to identify linkages between committees and items of common interest. One additional benefit of the Consolidated Work Plan is that it is a tool for identifying opportunities for joint meetings. This document is reviewed periodically with the Board Chairperson as well as the advisory committee leadership, and staff reviews it at least monthly.

  Recent Board chairpersons, advisory committee leadership and staff have all indicated that this is a very worthwhile tool.

  Additionally, due to the importance of the advisory committee process, VTA management has subsequently implemented several changes related to the advisory committee process. These include:

  - In November 2011, instituting the Advisory Committee Coordinator staff position. The primary purpose of this position is to provide dedicated service and expertise to advisory committee leadership, members and appointing authorities, and to serve as a point of contact, especially on committee administrative matters such as membership, appointments, bylaws, elections, new member orientation, etc.

  - Given that the needs of VTA, the Board and its advisory committees may change over time, VTA has committed to periodically review the advisory committee process so that each committee’s efficiency and usefulness to the VTA Board and administration is maximized.

**STANDING COMMITTEE DISCUSSION/RECOMMENDATION:**

The Administration & Finance Committee considered this item as part of its February 16, 2012 Consent Agenda and approved it unanimously without comment.

**ADVISORY COMMITTEE DISCUSSION/RECOMMENDATION:**

The Bicycle & Pedestrian Advisory Committee (BPAC) received this report on February 8, 2012. Chairperson Paul Goldstein thanked staff and the BPAC members for all the time and hard work devoted to this process.
The Committee for Transit Accessibility (CTA) received this report at its February 8, 2012 workshop and made the following comments:

- Chairperson Aaron Morrow expressed his strong belief: (1) in the value of including advisory committee comments on Board memos; and (2) that adding the CTA position to the CAC has increased collaboration and information sharing between these committees and made both stronger.
- Member Mark Romoser expressed the value and usefulness of workshops in supplementing CTA’s reduced regular meeting schedule.

The Citizens Advisory Committee (CAC) considered this item on February 8, 2012 and made the following comments:

- Extended congratulation for implementing many recommendations resulting in reduced costs.
- Expressed the value of the Board chairperson meeting regularly with the advisory committee leadership.
- Expressed that as a result of the ACE Process, they feel communication with the Board has been improved and they are providing more useful input.

The Policy Advisory (PAC) and Technical Advisory (TAC) Committees reviewed this item on February 9, 2012 as part of their Consent Agendas and received it without comment.

Prepared By: Stephen Flynn, Advisory Committee Coordinator
Memo No. 3318
<table>
<thead>
<tr>
<th>RECOMMENDED CHANGE</th>
<th>STATUS</th>
<th>WHEN IMPLEMENTED</th>
<th>EFFECTIVENESS</th>
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<tbody>
<tr>
<td>A. Advisory committee vote and summary of input on item included on memo considered by Board</td>
<td>Implemented</td>
<td>May 2009</td>
<td>Board members have affirmed usefulness in decision-making process.</td>
</tr>
<tr>
<td>B. Advisory committee vote and summary of input on item included on report provided to standing committee considering item</td>
<td>Implemented</td>
<td>May 2009</td>
<td>Standing committee members have affirmed usefulness in decision-making process.</td>
</tr>
<tr>
<td>C. Board chair meets quarterly with advisory committee chairs/vice chair to coordinate, collaborate and provide forum for dialogue</td>
<td>Implemented</td>
<td>March 2009</td>
<td>Both Board and advisory committee leadership have indicated positive benefits of process.</td>
</tr>
<tr>
<td>D. Add to CAC one voting position each from BPAC and CTA</td>
<td>Implemented</td>
<td>June 2010</td>
<td>CAC, CTA and BPAC all have indicated positive benefits regarding communication and collaboration.</td>
</tr>
<tr>
<td>E. Consolidated VTA Work Plan that includes Board, standing and advisory committee items</td>
<td>Implemented</td>
<td>Late 2009</td>
<td>Board, committee leadership and staff have indicated usefulness of this tool, especially for identifying items of interest early in the development process.</td>
</tr>
<tr>
<td>F. All advisories look for opportunities to cancel meeting/convert to workshop as agenda warrants to save time and cost.</td>
<td>Implemented</td>
<td>Spring 2010</td>
<td>Working well. CAC cancelled 2 meetings during 2011 and TAC and PAC 1 each.</td>
</tr>
<tr>
<td>G. Reduced meeting schedule for BPAC (combined maximum 10 regular meetings &amp; workshops per year) and CTA (4 meetings plus workshops as needed).</td>
<td>Implemented</td>
<td>Spring 2010</td>
<td>Working well. Committee members and staff have indicated that the reduced meeting schedule and ad hoc cancellation/ conversion to workshop have proven workable without diminishing committee input. CTA has requested a slight increase in the number.</td>
</tr>
<tr>
<td>I. Move BPAC meetings from Auditorium back to B-104 to save sound system costs and labor</td>
<td>In Progress</td>
<td>Scheduled for February 2012 meeting</td>
<td>Will result in reduced meeting cost.</td>
</tr>
<tr>
<td>RECOMMENDED CHANGE</td>
<td>STATUS</td>
<td>WHEN IMPLEMENTED</td>
<td>EFFECTIVENESS</td>
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<tr>
<td>J. Meeting minutes modified to ensure clarity, completeness and consistency while minimizing cost</td>
<td>Implemented</td>
<td>Late 2009</td>
<td>Working well. No issues raised with the quality or completeness of the meeting minutes.</td>
</tr>
<tr>
<td>K. Deleted legacy VTA ex-officio position on TAC</td>
<td>Implemented</td>
<td>June 2010</td>
<td>Working as intended.</td>
</tr>
<tr>
<td>L. Clarify duties of the committee and establish mission statement for each committee</td>
<td>In Progress</td>
<td>Starting April 2012</td>
<td>BPAC and PAC initial mission statement, along with clarified BPAC duties, scheduled for April 2012 Board consideration. Others will follow soon thereafter.</td>
</tr>
<tr>
<td>M. Annual orientation and training for new advisory committee leadership</td>
<td>Implemented</td>
<td>January 2009</td>
<td>Positive feedback received from individuals participating. 2012 session scheduled for 2/7/12.</td>
</tr>
<tr>
<td>N. Orientation for new advisory committee members</td>
<td>Implemented and performed on an as-needed basis</td>
<td>November 2012</td>
<td>Positive feedback received from new members. Orientation for new CTA members scheduled for 2/3.</td>
</tr>
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[NOTE: Orientation of CAC and CTA members historically had been performed]
2011 Transportation System Monitoring Program Report

(Considered by the Bicycle & Pedestrian Advisory Committee, Citizens Advisory Committee, Policy Advisory Committee and the Technical Advisory Committee at their September 2011 meetings)

... 

ADVISORY COMMITTEE DISCUSSION/RECOMMENDATION:

The Citizens Advisory Committee reviewed this item on September 7, 2011 and unanimously recommended the VTA Board of Directors to accept the findings from the 2011 Transportation Systems Monitoring Program (TSMP) report. The Committee posed questions related to clarification on the figures and tables presented in the handout. The Committee also expressed support for continuing the TMSP reporting.

The Bicycle & Pedestrian Advisory Committee met on September 7, 2011 but did not discuss the 2011 Transportation Systems Monitoring Program report as the Committee did not have a quorum.

The Technical Advisory Committee met on September 8, 2011 and unanimously recommended the VTA Board of Directors to accept the findings from the 2011 Transportation Systems Monitoring Report. The Committee asked questions related to clarification on the findings presented in the handout.

The Policy Advisory Committee met on September 8, 2011 and unanimously recommended the VTA Board of Directors to accept the finding from the 2011 Transportation Systems Monitoring Report. The Committee asked questions related to clarification on findings presented in the handout and how to improve current conditions on the areas monitored. Member Wasserman inquired about bridges in Santa Clara County in bad condition.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

The Congestion Management Program & Planning Committee met on September 16, 2011 and unanimously recommended the VTA Board of Directors to accept the findings from the 2011 Transportation Systems Monitoring Report. In the presentation that described Santa Clara County’s pavement conditions, Member Moylan suggested that a reasonable target be set for the county. Member Moylan also recommended that additional explanations be added to the report on sections that compare Santa Clara County with other counties to clarify the data being shown, and that the median scores be presented instead of average scores. The Committee also commented that key findings from the report be highlighted and communicated to the general public to address specific issues of the county’s transportation system infrastructure needing attention.
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors
    Through: General Manager, Michael T. Burns
    From: Chief CMA Officer, John Ristow

SUBJECT: Proactive CMP Quarterly Report for Oct-Dec 2011

FOR INFORMATION ONLY

BACKGROUND:

VTA has two programs through which it reviews and comments on development and transportation projects occurring in and adjacent to Santa Clara County: 1) the Development Review Program which reviews environmental documents and development proposals submitted by Member Agencies; and 2) the review of Transportation Impact Analysis (TIA) reports for proposed projects meeting the Congestion Management Program (CMP) TIA Guideline requirements.

The Proactive CMP (“Proactive”) process integrates these two VTA review processes to provide comments on projects prior to approval by Member Agencies. The objectives of the Proactive CMP process include improving land use/transportation coordination, promoting alternative travel modes, and encouraging a balanced approach to addressing congestion. As part of the Proactive process, VTA produces quarterly reports on project proposals highlighting two sets of projects and types of information:

- **Projects Reviewed by VTA:** For projects or environmental documents reviewed by VTA staff under the Congestion Management Program and Development Review Program in the past quarter, relevant VTA comments are summarized.

- **Projects Approved by Local Agencies:** For projects or environmental documents approved by local agencies in the past quarter, relevant VTA comments and agency responses or conditions of approval are summarized.
DISCUSSION:

The following discussion provides a summary of the October through December 2011 Proactive CMP Quarterly Report. The summary highlights key projects and topics contained in the report, which is provided as Attachment A. The report includes a table summarizing all of the reviewed and approved projects, and a reference map showing the locations of these projects.

- VTA commented on 12 projects through the Proactive CMP process between October and December 2011. The largest number of projects was in the City of San José, with four projects, followed by the Cities of Morgan Hill and Los Altos with two projects each. As is typical for the annual development cycle, the volume of projects circulated to VTA went down in the fourth quarter compared to the rest of the year, but it was higher than the fourth quarter of 2010.

- Seven of the 12 projects that VTA commented on involved environmental documents such as an Environmental Impact Report (EIR), Notice of Preparation (NOP), or Mitigated Negative Declaration. Three of the projects involved stand-alone TIA reports or notification forms, and the remainder involved other items such as an updated Planned Development Permit and a bus stop inquiry.

- Nine of the 12 items that VTA commented on were private development projects. The remaining three consisted of a citywide General Plan Update, a station area plan and a new public school.

- Six projects which VTA previously commented on were approved by local agencies during this quarter. Projects that VTA commented on were approved in Los Gatos, Milpitas, San José, and Sunnyvale.

Key plans and documents that VTA reviewed and commented on during the past quarter included the following:

- **Agnews School, San José:** The Santa Clara Unified School District (SCUSD) circulated the DEIR for a new K-12 school for up to 2,800 students and 220 staff members. The project would be located in North San José near the northeast corner of Zanker Road and River Oaks Parkway. The site is developed with the Agnews Developmental Center, a former State hospital that was permanently shut down in July 2011. The State of California is currently selling the 81-acre property and the SCUSD (the Lead Agency) is considering the purchase of up to 59 acres for the construction of the new school campus. VTA’s comments focused on the need for improved pedestrian connections to transit near the school, bus stop improvements, project trip estimate methodology, inclusion of additional CMP intersections and a ramp metering analysis in the TIA, and the implementation of a Transportation Demand Management (TDM) program as a traffic mitigation measure.

- **Safeway Expansion, Los Altos:** An Initial Study and TIA was submitted to redevelop an existing 22,600 square foot Safeway building with a new 45,265 square foot Safeway store at a key intersection in Downtown Los Altos. The proposed building would be two-stories, with the parking lot and loading dock on the first floor and the grocery store on the second floor.
VTA submitted a comment in support of the intensification of this site, which is identified in VTA’s Community Design & Transportation (CDT) Cores, Corridors and Station Areas Framework, and recognizing the project’s good pedestrian and bicycle accommodations. VTA also requested clarification of the Cumulative Conditions analysis and recommended including analysis of nearby freeways in the TIA.

- **Diridon Station Area Plan, San José:** The Diridon Station Area Plan provides a vision and framework for higher intensity/transit-oriented development in the Diridon area, which encompasses 250 acres just west of Downtown San José. VTA previously provided comments on the Draft Plan in Spring 2011. The City of San José circulated the Notice of Preparation (NOP) of an EIR for the Plan in September 2011. VTA’s comments on the NOP focused on the compatibility of the land uses in the plan with the level of transit service planned for the area, evaluation of infrastructure for bus and rail operations in the Station Area, and managing parking to increase transit use.

As noted above, six items that VTA previously provided comments on were approved during this past quarter. The following is a brief summary of key VTA comments and the local agency responses or conditions of approval on several of these items.

- **Earthquakes Stadium Update on FMC Site, San José:** In 2009 a rezoning application was approved to allow a stadium and other specific commercial uses on the FMC site near Mineta San José International Airport, and in fall 2011 revised plans for the stadium were submitted. VTA’s comment letter requested a Transportation Management Program for game-day stadium operations, improved pedestrian connections to the Coleman Soccer Fields, and that the City of San José coordinate with VTA on issues related to the BART Silicon Valley project. The revised plans were approved at a Planning Director’s hearing in December 2011, but this decision has been appealed to the Planning Commission. The conditions of approval included a Transportation and Parking Management Program including shuttle service on game days, a Transportation Demand Management program, as well as intersection improvements at Coleman Avenue/Brokaw Avenue and State Route 87/Taylor Street, and other street and bus stop improvements.

- **Harmony Residential Development & Trade Zone Boulevard Rezone, Milpitas:** In August 2011, the City of Milpitas circulated an Initial Study/Mitigated Negative Declaration for this project, which has two components: a development project with 276 residential units on 12.3 acres, and a General Plan Amendment, Rezoning, and Specific Plan Amendment to change certain land use designations on 13.16 acres. In September 2011, VTA submitted a letter emphasizing the importance of meeting the density targets in the Transit Area Specific Plan to generate transit ridership for the planned Milpitas BART station and to fund transportation improvements. VTA's letter also encouraged the City to treat this as a unique case and not allow it to set a precedent that would lead to future downzonings in the area. The project was approved by the Milpitas City Council on November 15, 2011.

- **Envision San José 2040 General Plan:** In June 2011, the City of San José circulated the Draft Program EIR for Envision San José 2040, the update of the City’s General Plan to the year 2040. VTA submitted a comment letter on the Draft EIR in early August emphasizing
several main points: support for the objectives of the new General Plan, and in particular support for the multimodal streets approach; concern that the Plan may allocate too much job growth to outlying areas; a request to analyze a scenario with greater Greenhouse Gas/Vehicle-Miles-Traveled (VMT) reductions; support for transit priority measures; a request for stronger policies related to parking pricing; and support for establishing residential density and commercial intensity minimums. In a follow-up letter, VTA also requested that the City change the land use designation of the former Union Pacific (UP) Railroad corridor south of US 101 to a designation consistent with the planned BART Silicon Valley project.

The EIR was certified and the plan was adopted on November 1, 2011. The Final EIR included an extensive response to VTA’s comments. The City responded that the job growth in Envision 2040 was designed to match current residential patterns in San José and reduces Greenhouse Gas emissions and VMT more than other scenarios studied; that the General Plan supports transit priority measures to the extent that such measures are within the City’s jurisdiction; that stronger parking policies cannot be implemented faster than proposed in Envision 2040; and that the City is requiring residential density and commercial intensity minimums in accordance with VTA’s comment. In an additional letter to VTA dated September 27, 2011, the City stated that the land use designation of the UP Railroad corridor south of US 101 will be revised in accordance with VTA’s request, and that City of San José staff will continue to coordinate with VTA staff regarding the BART Silicon Valley project.

**ADVISORY COMMITTEE DISCUSSION/RECOMMENDATION:**

This item was on the Regular Agenda as an Information item at the February CAC, BPAC and PAC meetings; at the February TAC meeting, the item was moved to the Regular Agenda.

At CAC, staff gave a brief presentation, and there were several questions and comments. Several members asked questions about how VTA coordinates with Member Agencies in commenting on projects, and how effective the Development Review program has been over time. Other questions and comments focused on how to improve the feedback loop so that decision-makers are aware of the effects of local land use decisions on the transportation system. Several members expressed support for VTA’s ongoing coordination with Member Agencies and suggested ways to raise awareness of the program.

At BPAC, staff gave a brief presentation, and one member asked a clarification question. At TAC, staff gave a brief presentation, and there was no discussion on the item.

At PAC, staff gave a brief presentation on this item. Committee Member Wasserman stated that he was glad to see a new school on the Agnews site, as this is an important piece when other development is happening; Committee Member Whittum stated that he would expect the property owner/project proponent to complete the necessary sidewalks. Member Whittum, referring to the Harmony Residential project and rezoning in Milpitas, stated that supports local control of land use; Committee Member Miller pointed out that it is a balancing act because such a major investment is being made to bring BART to that area.
STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

This item was on the Regular Agenda as an Information item at the February Congestion Management Program & Planning Committee, and staff gave a brief presentation. Committee Chairperson Pirzynski asked a question about the appeal of the approval of the San José Earthquakes Stadium plans. Committee Vice Chairperson Campos provided further information on the appeal, noting that it was filed by a neighborhood group on noise concerns. Staff added that the appeal is scheduled to be heard by the Planning Commission in late February.

Prepared By: Robert Swierk & Robert Cunningham
Memo No. 3418
VTA Development Review Program

Proactive CMP Quarterly Report
October, November and December of 2011
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<th>Map No.</th>
<th>CMP ID</th>
<th>Lead Agency</th>
<th>Project Name/Location</th>
<th>Project Description</th>
<th>Document Type</th>
<th>Comments this quarter?</th>
<th>Approved this quarter?</th>
<th>VTA Comment Topics</th>
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<tr>
<td>1</td>
<td>CM1104</td>
<td>City of Campbell</td>
<td>Growing Tree Learning Center – 430 Darryl Drive</td>
<td>Commercial daycare center/preschool in existing 15,251 s.f. building</td>
<td>TIA Notification Form</td>
<td>Y</td>
<td>TIA Report; Trip Generation Assumptions</td>
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<td>2</td>
<td>LA1102</td>
<td>City of Los Altos</td>
<td>Safeway – First Street</td>
<td>Redevelopment of existing 22,600 s.f. grocery store with 45,265 s.f. grocery store</td>
<td>Initial Study/MND</td>
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<td>Land use; Inclusion of pending projects in cumulative analysis; Freeway analysis</td>
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<td>LA1103</td>
<td>City of Los Altos</td>
<td>Sherwood Gateway Mixed Use – El Camino Real and Sherwood Ave</td>
<td>174 apartments, 37 townhomes, and 17,000 s.f. commercial</td>
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<td>Land use intensification near proposed BRT line; Project trip generation assumptions; Cumulative analysis</td>
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<td>LG1001</td>
<td>Town of Los Gatos</td>
<td>16213 Los Gatos Boulevard</td>
<td>24-lot subdivision on 1.9 acres</td>
<td>Other/Bus Stop</td>
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<td>Retain and improve bus stop; Sidewalk width</td>
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<td>LG1101</td>
<td>Town of Los Gatos</td>
<td>Creekside Sports Park</td>
<td>Master Plan for new youth sports park and associated bicycle/pedestrian bridge across Las Gatos Creek</td>
<td>Initial Study/MND</td>
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<td>Bike and pedestrian access; Bicycle/pedestrian bridge to Los Gatos Creek Trail (Bridge not yet approved – more study required)</td>
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<td>Town of Los Gatos</td>
<td>CVS Pharmacy – Los Gatos Boulevard</td>
<td>26,576 s.f. commercial building</td>
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<td>MH1101</td>
<td>City of Morgan Hill</td>
<td>Juan Hernandez Health Trust – Tennant Ave and US101</td>
<td>General Plan Amendment and Zoning Amendment to Commercial on 17.98 acres</td>
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<td>MH1104</td>
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<td>Monterey-south of Watsonville</td>
<td>Inclusion of 3-contiguous sites into Urban Service Area and General Plan amendments</td>
<td>Initial Study/MND</td>
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<td>Pedestrian and transit accommodations; TIA study scenarios</td>
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<td>City of Milpitas</td>
<td>Harmony Residential &amp; Trade Zone Rezone / Montague Expway, McCandless Dr. &amp; Trade Zone Blvd.</td>
<td>Dev. of 276 res. units on 12.3 acres, and GP Amend., Zoning and Specific Plan Amend. on 13.16 ac for high-density res. and to update park location</td>
<td>Initial Study/MND</td>
<td>Y</td>
<td>Density &amp; transit ridership; TASP impact fees &amp; infrastructure funding; status report on development progress within TASP area</td>
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<td>MV0801</td>
<td>City of Mountain View</td>
<td>690 East Middlefield Road</td>
<td>Transit Overlay (T Zone) amendment to allow 1.0 FAR (up to 680k sf) office space, replacing 184k sf</td>
<td>Initial Study/MND</td>
<td>On-site amenities; TIA Report; Pedestrian and bicycle accommodations; SR 85/SR 237/El Camino Real project; Bus service improvements</td>
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<td>City of Palo Alto</td>
<td>Edgewood Plaza – 2080 Channing Ave</td>
<td>Redevelopment of an existing 3.58 acre shopping center; demolition of 2 of 3 existing buildings to construct 29,000 s.f. retail and 24 residences</td>
<td>DEIR</td>
<td>Transportation demand management; TIA report; Pedestrian and bicycle accommodations</td>
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<td>SC1101</td>
<td>Santa Clara Unified School District</td>
<td>Agnews East School Site - East side of Zanker Road, between Center Road and River Oaks Parkway</td>
<td>K-12 school for 2,800 students on 57 acres</td>
<td>DEIR</td>
<td>Pedestrian facilities near the project site; Bus service; Project trip estimates; CMP intersections; Ramp metering analysis; Transportation demand management</td>
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<td>SJ0809</td>
<td>City of San José</td>
<td>N/E River Oaks and Zanker Project</td>
<td>Removal of existing industrial and office structures to construct 298 multi-family attached residences on a 3.69-acre site</td>
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<td>SJ0823</td>
<td>City of San José</td>
<td>FMC Site Rezone/ West of Newhall St., south of Coleman Ave</td>
<td>Revised plans for Earthquakes stadium</td>
<td>PD Permit Update</td>
<td>Coordination with VTA on planned BART station; Pedestrian access to soccer fields; TDM Program</td>
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<td>SJ0907</td>
<td>City of San José</td>
<td>Envision San Jose 2040 General Plan Update</td>
<td>Update of the City of San Jose's General Plan to the year 2040.</td>
<td>Draft Program EIR</td>
<td>Y</td>
<td>Letter dated 8/5/2011: Support for GP objectives; multimodal streets; concern re: job allocation to outlying areas; analysis of scenario with greater GHG/VMT reductions; transit priority measures; model conformance; testing of pricing strategies; roadway congestion and the CMP; land use designation of Park &amp; Ride lots and Transit Centers; res. densities &amp; comm. intensities; connectivity; VMT reduction &amp; ITS. Follow-up letter dated 8/12/2011: Land Use and Transportation Diagram – Designation of former UPRR corridor south of US101</td>
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<td>SJ1110</td>
<td>City of San José</td>
<td>Diridon Station Area Plan</td>
<td>Vision and framework for higher intensity/transit-oriented development in 250-acre area surrounding Diridon station, west of Downtown San José</td>
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<td>Land Use; Transit facilities and service; Parking and circulation</td>
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<td>SU1103</td>
<td>City of Sunnyvale</td>
<td>399 Java Drive</td>
<td>312,000 s.f. R&amp;D space and 24,000 s.f. amenities building</td>
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FOR INFORMATION ONLY

Every quarter, the Programmed Projects Quarterly Monitoring Report is presented to PAC, TAC, BPAC, CMPP and the VTA Board of Directors. The objective of the report is to assist VTA staff, the advisory committees, the VTA Board and project sponsors in tracking progress of the projects funded through programming actions of the VTA Board.

The Programmed Projects Quarterly Monitoring Report for October-December 2011 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 FY 2011/12 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 may need extra attention or will risk running into difficulties.
- Green - Projects are progressing smoothly.

This quarter, five projects are labeled red, as indicated on Attachment A. All of these projects are being closely monitored by VTA, MTC and project sponsor staff.

The next Programmed Projects Quarterly Monitoring Report will cover the quarter between January and March 2012.

**ADVISORY COMMITTEE DISCUSSION/RECOMMENDATIONS:**

The Technical Advisory (TAC), and Policy Advisory (PAC) Committees reviewed and accepted this information item as part of their consent calendars at their respective February 9, 2012
meetings.

STANDING COMMITTEE DISCUSSION/RECOMMENDATIONS:

The Congestion Management Program & Planning Committee reviewed, discussed the “red” projects, and accepted this information item at its February 16, 2012 meeting.

Prepared By: Bill Hough
Memo No. 3424
**Attachment A: Progress Summary Sheet**

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>Project Title</th>
<th>Status</th>
<th>Project Number</th>
<th>Federal-State Funds for 2011</th>
<th>E76 request due to Caltrans</th>
<th>Comments</th>
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<tbody>
<tr>
<td>Campbell-Citywide Citywide Arterials and Collectors Rehab</td>
<td>Green</td>
<td>SCL110021</td>
<td>$500,000</td>
<td>02/01/12</td>
<td>E76 anticipated 4/2012</td>
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<tr>
<td>Campbell-Winchester Blvd Streetscape Phase 2</td>
<td>Green</td>
<td>SCL110039</td>
<td>$1,500,000</td>
<td>02/01/12</td>
<td>E76 anticipated 4/2012</td>
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<td>Capertino-Various Streets Rehabilitation</td>
<td>Green</td>
<td>SCL110022</td>
<td>$500,000</td>
<td>02/01/12</td>
<td>E76 anticipated 4/2012</td>
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<td>Gilroy-School Crossings, Sidewalks &amp; Bicycle Lanes</td>
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<td>SCL110049</td>
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<td>SR2 Los Altos Hills Schools</td>
<td>Red</td>
<td>SCL110056</td>
<td>$800,000</td>
<td>12/01/11</td>
<td>Town beginning cultural studies; may not be able to complete on time.</td>
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<td>Los Gatos-University Avenue Rehabilitation</td>
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<td>$500,000</td>
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<td>Milpitas-Abel Street Pedestrian Improvements</td>
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<td>$788,000</td>
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<td>Milpitas-Escuela Parkway Pedestrian and Bicycle Enhancement</td>
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<td>Mountain View-Church Street Improvements</td>
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<td>Palo Alto-2011 Pavement Program</td>
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<td>San Jose-Alameda - A Plan for The Beautiful Way</td>
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<td>San Jose-Innovative Bicycle Detection System</td>
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<td>12/01/11</td>
<td>City requesting 12-month time extension from CTC at March meeting.</td>
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<td>Phase 2 E76 anticipated by spring.</td>
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<td>Santa Clara-San Tomas Aquino Creek Trail Reach 4</td>
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## Programmed Projects Quarterly Monitoring Report
### October-December 2011

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<th>Winchester Boulevard Streetscape</th>
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<td>Project No</td>
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<td>Perform AC digouts, install AC overlay, apply surface sealing, repair PCC improvements, install ADA curb ramps, perform all other incidental tasks.</td>
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Funds Expire awarded

In design. City to submit E76 request to Caltrans prior to February 1, 2012.
### Programmed Projects Quarterly Monitoring Report
**October-December 2011**

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### Sponsor: City of Campbell

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<th>Project Title:</th>
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<td>SCL110028</td>
<td>Preliminary Engineering phase only to widen north and south sides to include a bicycle lane; install new sidewalk; replace existing abutment walls with new retaining and wing walls.</td>
<td><strong>Campbell Avenue Portals Bike/Ped Facilities</strong></td>
<td>CMAQ $424 BEP Local $2,576</td>
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<th>Comments</th>
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<th>Current</th>
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<td><a href="mailto:lisap@cityofcampbell.com">lisap@cityofcampbell.com</a></td>
<td>408-866-2190</td>
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<td>Provide aesthetic and pedestrian-friendly enhancements to Winchester Blvd.</td>
<td><strong>Winchester Blvd Streetscape Phase 2</strong></td>
<td>CMAQ $1,500 Local $500</td>
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<th>Start</th>
<th>End</th>
<th>Comments</th>
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<th>Phone/Fax</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current</th>
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<td>(408) 866-2190</td>
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<td>Schedule</td>
</tr>
<tr>
<td>SCL110022</td>
<td>Pavement rehab at locations along Bubb, McClellan and Wolfe roads in Cupertino.</td>
<td>Planning</td>
<td>$0</td>
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<td>7/2011</td>
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<tr>
<td>Local $74</td>
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<tr>
<td>STP $500</td>
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<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-777-3244</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:glenn@cupertino.org">glenn@cupertino.org</a></td>
<td></td>
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<tr>
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<td>Planning</td>
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<td>Project Title: Wren Ave and Church Street Resurfacing</td>
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<td>-----------------------------------------------------</td>
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<td>Project Description</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>SCL110026</td>
<td>Remove and replace roadway pavement, slurry seal, remove curb, gutter &amp; sidewalk to install ADA compliant curb ramps, signing, striping, replace damaged traffic loops, and raise/lower utility rims.</td>
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<td></td>
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<td>Fund Source</td>
<td>Local $153 STP $614</td>
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<tr>
<td>Manager Name</td>
<td>Don Dey</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-846-0451</td>
<td></td>
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</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:don.dey@ci.gilroy.ca.us">don.dey@ci.gilroy.ca.us</a></td>
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<tr>
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<table>
<thead>
<tr>
<th>Sponsor: City of Gilroy</th>
<th>Project Title: New Ronan Channel and Lions Creek Trail</th>
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</thead>
<tbody>
<tr>
<td>Project No</td>
<td>Project Description</td>
</tr>
<tr>
<td>SCL110032</td>
<td>Project will convert existing unpaved creek-side maintenance road closed to the public to a multi-use public trail.</td>
</tr>
<tr>
<td>Fund Source</td>
<td>CMAQ $578 (TLC) CMAQ 594 (BEP) Local $87</td>
</tr>
<tr>
<td>Manager Name</td>
<td>Don Dey</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-846-0451</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:don.dey@ci.gilroy.ca.us">don.dey@ci.gilroy.ca.us</a></td>
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### Programmed Projects Quarterly Monitoring Report
October-December 2011

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of Gilroy</th>
<th>Project Title:</th>
<th>School Crossings, Sidewalks &amp; Bicycle Lanes</th>
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</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL110049</td>
<td>Project Description</td>
<td>Provide school crossing improvements, fill in sidewalk gaps, and extend bicycle lanes.</td>
</tr>
<tr>
<td>Fund Source</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Programmed Year</td>
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<td>End</td>
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<td></td>
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</tr>
<tr>
<td>Manager Name</td>
<td>Don Dey</td>
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<tr>
<td>Phone/Fax</td>
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</table>

Fund Source:
- Local $241
- STIP-TE $697

Funds Expire allocated

City of Gilroy
### Abel Street Pedestrian Improvements

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of Milpitas</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL110036</td>
</tr>
<tr>
<td>Project Description</td>
<td>Build pedestrian infrastructure improvements on both sides of Abel St between Great Mall Parkway and Capital Ave in the City of Milpitas.</td>
</tr>
<tr>
<td>Project Title:</td>
<td>Abel Street Pedestrian Improvements</td>
</tr>
<tr>
<td>Project Phase</td>
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<tr>
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</tr>
<tr>
<td>Manager Name</td>
<td>Fariborz Heydari</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-586-3303</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:fheydari@ci.milpitas.ca.gov">fheydari@ci.milpitas.ca.gov</a></td>
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<tr>
<td>Fund Source</td>
<td>CMAQ S788 Local $197</td>
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<tr>
<td>Sponsor:</td>
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<tr>
<td>Project No</td>
<td>SCL1100055</td>
</tr>
<tr>
<td>Project Description</td>
<td>widen sidewalk along the eastside of the Parkway, install shade trees and irrigation, and provide bus pullout on the westside of the Parkway.</td>
</tr>
<tr>
<td>Project Title:</td>
<td>Escuela Parkway Pedestrian and Bicycle Enhancement</td>
</tr>
<tr>
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<td>Funds ($000)</td>
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<td>PE/ENV</td>
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<tr>
<td>Manager Name</td>
<td>Julie Waldron</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-586-3314</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:jwaldron@ci.milpitas.ca.gov">jwaldron@ci.milpitas.ca.gov</a></td>
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<tr>
<td>Fund Source</td>
<td>Local $65 STIP-TE S501</td>
</tr>
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</table>

City is in the process of completing the construction documents and submitting them to Caltrans for the E76. CON anticipated to begin in June 2012.

CTC approved project in October 2011. City expects submit E76 application before the end of the month.

Last Invoice | N.A. | N.A. |
**Programmed Projects Quarterly Monitoring Report**  
October-December 2011

<table>
<thead>
<tr>
<th>Sponsor: City of Mountain View</th>
<th>Project Title: Church Street Improvements</th>
<th>Schedule</th>
<th>Comments</th>
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<tbody>
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<td>Project Description</td>
<td>Funds ($000)</td>
<td>Programmed Year</td>
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<td>----------------------------</td>
<td>---------------------------------------------</td>
<td>----------</td>
<td>----------</td>
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<tr>
<td>SCL110018</td>
<td>Church Street improvements from Calderon Ave to Castro Street</td>
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<td>6/2011</td>
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<tr>
<td><a href="mailto:Sean.Rose@mountainview.gov">Sean.Rose@mountainview.gov</a></td>
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</table>
**Programmed Projects Quarterly Monitoring Report**  
October-December 2011

### Project Title: Traffic Signal Central System Upgrade

**Project No**: SCL050091  
**Project Description**: Replacement of the City’s existing traffic signal central system and up to 35 traffic signal field controllers with associated communications gear.

**Fund Source**:  
Earmark $365  
Local $93

**Manager Name**: Jaime Rodriguez  
**Phone/Fax**: 650-329-2136

**Sponsor**: City of Palo Alto  
**E-Mail**: jaime.rodriguez@cityofpaloalto.org

**Comments**: The City has contracted with BKF Engineers to complete the Caltrans Local Assistance documents for the project. A submittal to Caltrans is anticipated in January 2012. A CEQA Categorical Exemption was completed and filed with the County of Santa Clara in January 2012.

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year Start</th>
<th>Programmed Year End</th>
<th>Current Start</th>
<th>Current End</th>
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</thead>
<tbody>
<tr>
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<tr>
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<tr>
<td>Right of Way</td>
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<td><strong>Total</strong> $458</td>
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| Fund Source   |               |                       |                     |              |             |

**Earmark**: $365  
**Local**: $93

**Funds Expire**: no expiration

**Last Updated**: 1/23/2012

### Project Title: 2011 Pavement Program

**Project No**: SCL110019  
**Project Description**: Rehab and replace AC overlay, AC pavement repair and associated minor concrete curbs, gutters, sidewalks, driveways, ADA ramp upgrades and retrofits and renewed thermoplastic striping.

**Fund Source**:  
Local $81  
STP $549

**Manager Name**: Elizabeth Ames  
**Phone/Fax**: 650-326-2502

**Sponsor**: City of Palo Alto  
**E-Mail**: elizabeth.ames@cityofpaloalto.org

**Comments**: City expecting right-of-way certification by 1/23 and plan to submit the PS&E package by Feb. 1st. An E-76 is expected in Spring 2012.

<table>
<thead>
<tr>
<th>Project Phase</th>
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<th>Programmed Year End</th>
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**Funds Expire**: 4/30/2012

**Last Updated**: 1/23/2012

**Last Invoice**: N.A.
### California Avenue Transit Hub

**Project No:** SCL110037  
**Project Description:** On California Ave between El Camino Real (SR82) and the California Avenue - Park Blvd Plaza; streetscape, traffic calming, and Park Bvd Plaza improvements.  
**Fund Source:**  
- Local $1,600  
**Manager Name:** Jaime Rodriguez  
**Phone/Fax:** 650-329-2136  
**E-Mail:** jaime.rodriguez@cityofpaloalto.org  
**Sponsor:** City of Palo Alto

<table>
<thead>
<tr>
<th>Project Phase</th>
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<th>Programmed Year</th>
<th>Current</th>
<th>Start</th>
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The RBF Consultant Design Team selected for project. Design process started in August 2011 and will continue through the Summer 2012. The City is responding to litigation from project area merchants.

### Palo Alto Safe Routes to School

**Project No:** SCL110054  
**Project Description:** Safe Routes to School Program for all public schools in the city including walking/biking maps, education, and encouragement events.  
**Fund Source:**  
- CMAQ $528  
- Local $132  
**Manager Name:** Jaime Rodriguez  
**Phone/Fax:** (650) 329-2136  
**E-Mail:** jaime.rodriguez@cityofpaloalto.org  
**Sponsor:** City of Palo Alto

<table>
<thead>
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<th>Start</th>
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Alta Design + Planning selected for project, City Council award anticipated in February 2012. Project will begin in March 2012.
## Programmed Projects Quarterly Monitoring Report
### October-December 2011

**Project Title:** Almaden Expressway Pedestrian Bridge (BEP Project)

### Project Details:
- **Sponsor:** City of San Jose
- **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.

### Schedule:
- **Programmed Year:**
  - **Start:** 01/09
  - **End:** 12/11

### Comments:
- Work on NEPA continues. City seeking letter of support (4F) from SCVWD.

### Funds ($000):
- **Total:** $9,352

### Manager Name:
- Yves Zsutty

### Company Details:
- **Phone/Fax:** (408) 793-5561
- **E-Mail:** yves.zsutty@sanjoseca.gov
- **Funds Expire:** no expiration

### Last Updated:
- 12/16/2011

---

**Project Title:** Silicon Valley TIMC

### Project Details:
- **Sponsor:** City of San Jose
- **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

### Schedule:
- **Programmed Year:**
  - **Start:** 05/08
  - **End:** 03/13

### Comments:
- In design phase.
- $1.25M obligated for PE 4/19/08.
- Remaining PE funds to be obligated in spring 2012.
- CON obligation in summer 2012.

### Funds ($000):
- **Total:** $10,153

### Manager Name:
- Kenneth Jung

### Company Details:
- **Phone/Fax:** (408) 975-3262
- **E-Mail:** kenneth.jung@sanjoseca.gov
- **Funds Expire:**

### Last Updated:
- 12/16/2011
## Lower Guadalupe River Trail (BEP Project)

<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>Project Title:</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL050081</td>
<td>Construct 6.4 mile trail including safety enhancement and improvements from I-880 to Bay Trail 9B ped bridge in San Jose.</td>
<td>SCWWD agreement has been executed; permit to be issued shortly thereafter. City pursuing E76 for CON. Permit from SFPUC has been secured.</td>
<td>Yves Zsutty</td>
<td>(408) 793-5561</td>
<td><a href="mailto:yves.zsutty@sanjoseca.gov">yves.zsutty@sanjoseca.gov</a></td>
<td><strong>Construct 6.4 mile trail including safety enhancement and improvements from I-880 to Bay Trail 9B ped bridge in San Jose.</strong></td>
</tr>
</tbody>
</table>

### Prior Years

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Planning</strong></td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>PE/ENV</strong></td>
<td>$219</td>
<td>Prior Years</td>
<td>complete</td>
</tr>
<tr>
<td><strong>Right of Way</strong></td>
<td>$0</td>
<td></td>
<td></td>
</tr>
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</table>

### CMAQ $1,377

Earmark $3,879

Local $6,040

**Total** $6,635

Programmed Year: 2012

Start: 5/12

End: 6/13

Funds Expire: obligated

Last Updated: 12/16/2011


---

## Bay Trail Reach 9B

<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>Project Title:</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL050082</td>
<td>Preparation of CON and ENV documents for 1.2 miles of trail, a pedestrian bridge, and underpass with safety and enhancement improvements.</td>
<td>CEQA docs submitted for final review. NEPA in final review stage. City secured ABAG grant for PSE of linking 1.1 mile trail. (Reach 9). Dept. of Fish &amp; Game visited site in November-may pursue further studies. City applied for TIGER 3 grant for CON.</td>
<td>Yves Zsutty</td>
<td>(408) 793-5561</td>
<td><a href="mailto:yves.zsutty@sanjoseca.gov">yves.zsutty@sanjoseca.gov</a></td>
<td><strong>Preparation of CON and ENV documents for 1.2 miles of trail, a pedestrian bridge, and underpass with safety and enhancement improvements.</strong></td>
</tr>
</tbody>
</table>

### Prior Years

<table>
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<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td><strong>Planning</strong></td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>PE/ENV</strong></td>
<td>$180</td>
<td>06/07</td>
<td>3/08</td>
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<td><strong>Right of Way</strong></td>
<td>$63</td>
<td>08/09</td>
<td>9/12</td>
</tr>
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</table>

**Total** $885

Programmed Year: 2012

Start: 11/12

End: 11/12

Funds Expire: 4/30/2012 [ROW]

Last Updated: 12/16/2011

Last Invoice: 8/11/2011
## Programmed Projects Quarterly Monitoring Report
### October-December 2011

### Coyote Creek Trail (BEP Project)

**Project No:** SCL050083  
**Project Title:** Coyote Creek Trail (BEP Project)  
**Project Description:** Master Plan, design of 9.8 miles transportation trail, including safety and improvements between SR 237 and Story Rd.

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>Earmark</th>
<th>Local</th>
<th>RTP-LRP</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>$3,674</td>
<td>$5,095</td>
<td>$6,000</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning</td>
<td>$0</td>
<td>8/10 to 8/12</td>
<td></td>
<td>- NEPA study relative to SJ high school building underway. Master plan adopted on September 13.</td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$572</td>
<td>08/09 to 9/12</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right of Way</td>
<td>$0</td>
<td></td>
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**Total Funds:** $14,769  
**Last Updated:** 12/16/2011  
**Last Invoice:** 6/23/2011

### San Carlos Multimodal Streetscape Improvements

**Project No:** SCL090045  
**Project Description:** In San Jose: pedestrian-oriented improvements to enhance pedestrian accessibility to public transit including VTA's light rail and bus system that will link San Jose State University and Downtown San Jose.

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>Local</th>
<th>STIP/TE</th>
<th>SFP</th>
<th>SFP-TRT</th>
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<tbody>
<tr>
<td></td>
<td>$343</td>
<td>$1,500</td>
<td></td>
<td>$1,500</td>
</tr>
</tbody>
</table>

| Manager Name | Zahir Gulzadah  
| Phone/Fax    | 408-975-3257  
| E-Mail       | zahir.gulzadah@sanjoseca.gov  

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>Planning</td>
<td>$343</td>
<td></td>
<td></td>
<td>- Awarded in December 2011. - Construction to begin in February 2012.</td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$0</td>
<td>2010</td>
<td>complete</td>
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<tr>
<td>Right of Way</td>
<td>$0</td>
<td></td>
<td></td>
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**Total Funds:** $1,843  
**Funds Expire:** awarded  
**Last Updated:** 1/12/2012  
**Last Invoice:** n.a.
**Programmed Projects Quarterly Monitoring Report**

**October-December 2011**

### Lower Guadalupe River Trail-Tasman Drive Underpass

<table>
<thead>
<tr>
<th>Sponsor: City of San Jose</th>
<th>Project Title: Lower Guadalupe River Trail-Tasman Drive Underpass</th>
<th>Fund Source</th>
<th>Manager Name</th>
<th>Phone/Fax</th>
<th>E-Mail</th>
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</thead>
<tbody>
<tr>
<td>Project No</td>
<td>Project Description</td>
<td>Project Phase</td>
<td>Funds ($000)</td>
<td>Schedule</td>
<td>Current</td>
<td></td>
</tr>
<tr>
<td>SCL090046</td>
<td>Improve Lower Guadalupe River Trail's Tasman Drive underpass.</td>
<td>Planning</td>
<td>$0</td>
<td></td>
<td>complete</td>
<td>Construction work will proceed after construction of Lower Guadalupe River Trail. City requesting 12-month time extension from CTC at March meeting.</td>
</tr>
<tr>
<td>PE/ENV</td>
<td></td>
<td>$0</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right of Way</td>
<td></td>
<td>$0</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>$825</td>
<td></td>
<td></td>
<td>6/13 6/14</td>
<td>Funds Expire 6/30/2012</td>
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</table>

### Alameda - A Plan for The Beautiful Way

<table>
<thead>
<tr>
<th>Sponsor: City of San Jose</th>
<th>Project Title: Alameda - A Plan for The Beautiful Way</th>
<th>Fund Source</th>
<th>Manager Name</th>
<th>Phone/Fax</th>
<th>E-Mail</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>Project Description</td>
<td>Project Phase</td>
<td>Funds ($000)</td>
<td>Schedule</td>
<td>Current</td>
<td></td>
</tr>
<tr>
<td>SCL110001</td>
<td>Along Alameda from Stockton Ave to Fremont St.; improve pedestrian mobility with improved facilities including enhanced crosswalks, sidewalks and signage.</td>
<td>Planning</td>
<td>$0</td>
<td></td>
<td></td>
<td>-The City completed a field review with Caltrans on July 20, 2011. -Currently awaiting relinquishment of the street from Caltrans which is expected to be completed by end of 2011. -Plan review has been completed and there is ongoing communication between the City and MTC.</td>
</tr>
<tr>
<td>PE/ENV</td>
<td></td>
<td>$685</td>
<td></td>
<td>2011</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right of Way</td>
<td></td>
<td>$100</td>
<td></td>
<td>2012</td>
<td></td>
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</tr>
<tr>
<td>Total</td>
<td></td>
<td>$4,423</td>
<td></td>
<td>4/2012</td>
<td>Last Updated 12/16/2011</td>
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</tr>
</tbody>
</table>
# Programmed Projects Quarterly Monitoring Report

**October-December 2011**

## Innovative Bicycle Detection System

**Project No:** SCL110016  
**Project Description:** Test technologies on San Fernando Street and William/Bollinger streets, identify "best" technology, implement on additional city bikeways.

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning</td>
<td>$0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$161</td>
<td>2011</td>
<td></td>
<td></td>
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<tr>
<td>Right of Way</td>
<td>$0</td>
<td></td>
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</table>

**Fund Source:**
- CMAQ $1,519
- Local $210

**Manager Name:** Ken Salvail  
**Phone/Fax:** 408-975-3705

**Project Title:** Innovative Bicycle Detection System  
**E76 Date(Exp./Actual):** Spring 2012  
**Funds Expire:** 4/30/2012

**Last Updated:** 12/16/2011  
**E-Mail:** ken.salvail@sanjoseca.gov

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## Los Gatos Creek Reach 5 Bridge Crossings

**Project No:** SCL110029  
**Project Description:** Develop construction drawings for trail improvements

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning</td>
<td>$0</td>
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</tr>
<tr>
<td>PE/ENV</td>
<td>$1,450</td>
<td>2011</td>
<td>3/11</td>
<td>6/13</td>
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<tr>
<td>Right of Way</td>
<td>$150</td>
<td>2012</td>
<td>TBD</td>
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</table>

**Fund Source:**
- CMAQ $1,250
- Local $350
- RTP-LRP $3,000

**Manager Name:** Yves Zutty  
**Phone/Fax:** 408-793-5561

**Project Title:** Los Gatos Creek Reach 5 Bridge Crossings  
**E76 Date(Exp./Actual):** 3/18/2011 (PE)  
**Funds Expire:** 4/30/2012 (ROW)

**Last Updated:** 1/17/2012  
**E-Mail:** yves.zutty@sanjoseca.gov

---

**Sponsor:** City of San Jose

**Manager Name:** Ken Salvail  
**Phone/Fax:** 408-975-3705

**E-Mail:** ken.salvail@sanjoseca.gov

**Sponsor:** City of San Jose  
**Manager Name:** Yves Zutty  
**Phone/Fax:** 408-793-5561

**E-Mail:** yves.zutty@sanjoseca.gov

---

City of San Jose
## Programmed Projects Quarterly Monitoring Report

October-December 2011

### San Fernando Street Enhanced Bikeway & Ped Access

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL110033</td>
<td>Enhance pedestrian and bicycle accessibility along San Fernando Street between Cahill Street and 10th Street.</td>
<td>Planning</td>
<td>$0</td>
<td></td>
<td>-Preparing construction plans, in the PS&amp;E phase.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>PE/ENV</td>
<td>$117</td>
<td>2011</td>
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<td></td>
<td></td>
<td>Right of Way</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| Manager Name | Zahir Gulzadah | Design | $0 | |
| Phone/Fax | 408-975-3257 | Construction | $1,609 | 6/2012 | 12/2012 | Funds Expire | 4/30/2012 |
| E-Mail | zahir.gulzadah@sanjoseca.gov | Total | $1,726 | E76 Date(Exp./Actual) | 4/2012 | Last Updated | 12/16/2011 |

### San Carlos Street Streetscape

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL110034</td>
<td>Pedestrian-oriented improvements along the south side of San Carlos Street between Second Street and Market Street.</td>
<td>Planning</td>
<td>$0</td>
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</tr>
<tr>
<td></td>
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<td>PE/ENV</td>
<td>$359</td>
<td>2011</td>
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<td></td>
<td></td>
<td>Right of Way</td>
<td>$0</td>
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</tr>
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</table>

| Manager Name | Zahir Gulzadah | Design | $0 | |
| Phone/Fax | 408-975-3257 | Construction | $2,287 | 1/2012 | 12/2012 | Funds Expire | 4/30/2012 |
| E-Mail | zahir.gulzadah@sanjoseca.gov | Total | $2,646 | E76 Date(Exp./Actual) | 4/2012 | Last Updated | 12/16/2011 |

---

City of San Jose
<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>City of San Jose</th>
<th>Project Title:</th>
<th>2012 Streets Resurfacing and Rehab</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>Project Description</td>
<td>Project Phase</td>
<td>Funds ($000)</td>
</tr>
<tr>
<td>SCL110035</td>
<td>Rehab and resurfacing Los Gatos Almaden Road; Monterey Hwy; Quimby Road; Santa Teresa Blvd; Redmond Avenue.</td>
<td>Planning</td>
<td>$0</td>
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<tr>
<td></td>
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<td>PE/ENV</td>
<td>$451</td>
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<td>Right of Way</td>
<td>$0</td>
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<tr>
<td>Sponsor:</td>
<td>City of San Jose</td>
<td>Project Title:</td>
<td>Walk N Roll - Safe Access</td>
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<tr>
<td>----------</td>
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<td>---------------</td>
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</tr>
<tr>
<td>Project No</td>
<td>Project Description</td>
<td>Project Phase</td>
<td>Funds ($000)</td>
</tr>
<tr>
<td>SCL110057</td>
<td>Encourage and promote pedestrian and bicycle safety along SRTS by installing low cost enhancements.</td>
<td>Planning</td>
<td>$0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>PE/ENV</td>
<td>$97</td>
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<td>Right of Way</td>
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<td>Project No</td>
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<td></td>
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<td>PE/ENV</td>
<td>$97</td>
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<td>Right of Way</td>
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<tr>
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</tr>
<tr>
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<td>Project Description</td>
<td>Project Phase</td>
<td>Funds ($000)</td>
</tr>
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<td></td>
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<td>Planning</td>
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<td></td>
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<td>PE/ENV</td>
<td>$97</td>
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<td>Right of Way</td>
<td>$0</td>
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</table>
## Programmed Projects Quarterly Monitoring Report
### October-December 2011

**San Tomas Aquino Creek Trail Reach 4**

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL110030</td>
<td>Install dedicated bicycle facilities, pedestrian improvements, and signage.</td>
<td>Planning</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>PE/ENV</td>
<td>$220</td>
<td>2011</td>
<td>complete</td>
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<tr>
<td></td>
<td></td>
<td>Right of Way</td>
<td>$0</td>
<td></td>
<td>complete</td>
</tr>
</tbody>
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- **Manager Name:** Dennis Ng
- **Phone/Fax:** 408-615-3021
- **E-Mail:** dng@santaclaraca.gov
- **Fund Source:** CMAQ $1,258 (BEP) Local $545
- **Funds Expire:** 4/30/2012
- **E76 Date:** 4/2012, N.A.
- **Last Updated:** 1/12/2012

**San Tomas Aquino Creek Spur Trail**

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL110031</td>
<td>Widen and pave with AC; signage, striping, landscaping and protective fencing.</td>
<td>Planning</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>PE/ENV</td>
<td>$230</td>
<td>2011</td>
<td>2/2011</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Right of Way</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- **Manager Name:** Dennis Ng
- **Phone/Fax:** 408-615-3021
- **E-Mail:** dng@santaclaraca.gov
- **Fund Source:** CMAQ $505 (BEP) CMAQ $576 (TLC) Local $369 TDA $300 TFCA $260
- **Funds Expire:** 4/30/2012
- **E76 Date:** 4/2012, N.A.
- **Last Updated:** 1/12/2012

City of Santa Clara
### Programmed Projects Quarterly Monitoring Report
October-December 2011

#### Sponsor: City of Saratoga

<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>Project Title: Highway 9 Safety Improvements (BEP Project)</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL070050</td>
<td>Construct bike/ped safety improvements on SR9</td>
<td>CMAQ $462 HSIP $900 Local $100 Local $60</td>
<td>Iveta Harvancik</td>
<td>408-868-1274</td>
<td><a href="mailto:iharvancik@saratoga.ca.us">iharvancik@saratoga.ca.us</a></td>
<td><strong>Programmed Year</strong></td>
</tr>
<tr>
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<td>PE/ENV</td>
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#### Sponsor: City of Saratoga

<table>
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<th>Project No</th>
<th>Project Description</th>
<th>Fund Source</th>
<th>Manager Name</th>
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<td>SCL110017</td>
<td>Pedestrian enhancements in Downtown Saratoga</td>
<td>CMAQ $1,160 (TLC)</td>
<td>Macedonio Nunez</td>
<td>408-868-1218</td>
<td><a href="mailto:mmunoz@saratoga.ca.us">mmunoz@saratoga.ca.us</a></td>
<td><strong>Programmed Year</strong></td>
</tr>
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<td>Various Streets Pavement Rehabilitation</td>
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<td>SCL110020</td>
<td>Rehab and overlay existing pavement, deep lifting base repair, remove and replace existing failed curb and gutter, restripe paint striping with thermoplastic striping, replace traffic detector loops, adjust manhole covers</td>
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<td>$0</td>
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<td>Manager Name</td>
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<td>Phone/Fax</td>
<td>408-868-1218</td>
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<td>E-Mail</td>
<td><a href="mailto:mnunez@saratoga.ca.us">mnunez@saratoga.ca.us</a></td>
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<td>E76 Date(Exp./Actual) 5/13/2011</td>
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## Programmed Projects Quarterly Monitoring Report
### October-December 2011

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<th>City of Sunnyvale</th>
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<tr>
<td>1 of 4</td>
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<tr>
<td>Project No</td>
<td>Project Description</td>
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<tr>
<td>SCL050006</td>
<td>On Mathilda Avenue, over Caltrain/UPRR at Evelyn Ave. Widen structure along both sides, add south bound aux lane, realign, replace.</td>
</tr>
<tr>
<td>Fund Source</td>
<td>HBRR (10/11) $28,826 Local $3,735</td>
</tr>
<tr>
<td>Manager Name</td>
<td>Nasser Fakih</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-730-7617</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:nfakih@ci.sunnyvale.ca.us">nfakih@ci.sunnyvale.ca.us</a></td>
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<tr>
<td>Project Title:</td>
<td>Mathilda Avenue Bridge Replacement</td>
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<th>Project Title:</th>
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<td>Project No</td>
<td>SCL090042</td>
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<tr>
<td>Project Description</td>
<td>In Sunnyvale: implement the Downtown Specific Plan and adopted streetscape design standards.</td>
</tr>
<tr>
<td>Fund Source</td>
<td>CMAB $594 Local $524 STIP/TE $1,500</td>
</tr>
<tr>
<td>Manager Name</td>
<td>Jennifer Ng</td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-730-7830</td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:jng@ci.sunnyvale.ca.us">jng@ci.sunnyvale.ca.us</a></td>
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City of Sunnyvale
### Project No: SCL110014
#### Hendy Ave Complete Street Improvements

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**Scheduled Dates**
- **Programmed Year**: 2012
- **Current**: 2011
  - Start: 9/2011
  - End: 3/2012

**Comments**
- Project at 60% design.

**Fund Source**
- CMAQ $1,460
- Local $673
- STP $617

**Manager Name**: Jack Withhaus
**Phone/Fax**: 408-730-7330
**E-Mail**: jwitthaus@ci.sunnyvale.ca.us

**Funds ($000)**
- Total: $2,750
- E76 Date (Exp./Actual): 4/12

**Funds Expire**: 4/30/2012

**Last Updated**: 1/12/2012

---

### Project No: SCL110024
#### Sunnyvale Ave/Old San Francisco Road IC Reconst.

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<tr>
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<tr>
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<td>Right of Way</td>
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**Scheduled Dates**
- **Programmed Year**: 2012
- **Current**: 2012
  - Start: 9/2011
  - End: 5/2012

**Comments**
- Waiting for Caltrans Encroachment Permit.

**Fund Source**
- Local $210
- STP $638

**Manager Name**: Jack Withhaus
**Phone/Fax**: (408) 730-7330
**E-Mail**: jwitthaus@ci.sunnyvale.ca.us

**Funds ($000)**
- Total: $848
- E76 Date (Exp./Actual): 4/12

**Funds Expire**: 4/30/2012

**Last Updated**: 1/12/2012
## Oregon-Page Mill Expressway Improvements

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current Start</th>
<th>Current End</th>
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<td>Planning</td>
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<td>PE/ENV</td>
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<td>8/2010</td>
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<tr>
<td>Right of Way</td>
<td>$300</td>
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**Manager Name:** Mike Griffis  
**Design:** $300  
**06/07**  
**2/2010**  
**3/2012**  

**Fund Source**  
**Earmark $3,020**  
**Local $780**  

**E-Mail:** mike.griffis@rda.sccgov.org  
**Funds Expire:** no expiration  
**Last Updated:** 1/9/2012  

**Project Description:** Traffic improvements including traffic signal upgrade, optimizing timing plans & bike and pedestrian facilities on Oregon-Page Mill Expressway between US 101 and SR 82.

---

## Almaden Expressway Improvements

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current Start</th>
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<td>Planning</td>
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<td>PE/ENV</td>
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<tr>
<td>Right of Way</td>
<td>$450</td>
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<td>2007</td>
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**Manager Name:** Mike Griffis  
**Design:** $300  
**06/07**  

**Fund Source**  
**Earmark $2,642**  
**Local $2,215**  

**E-Mail:** mike.griffis@rda.sccgov.org  
**Funds Expire:** awarded  
**Last Updated:** 1/9/2012  

**Project Description:** Various improvements including adding northbound and southbound auxiliary lanes on Almaden Expressway from north of Branham Lane to south of Blossom Hill Road.
### Programmed Projects Quarterly Monitoring Report

**October-December 2011**

#### Santa Teresa/Hale Rehab

<table>
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<tr>
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<tr>
<td>SCL110012</td>
<td>On Santa Teresa Blvd/Hale Avenue, Bowden Avenue, and Alamitos Road, rehabilitate road pavement including improvements to facilitate complete streets development.</td>
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<td>Right of Way</td>
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**Fund Source**
- Local $600
- STP $3,198

**Manager Name**
- Mike Griffis

**Phone/Fax**
- 408-573-2447

**E-Mail**
- mike.griffis@rda.sccgov.org

**Total**
- $3,798

**Funds Expire**
- 4/30/2012

**Last Updated**
- 1/9/2012

#### Expressways Pavement Rehab

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<tr>
<td>SCL110013</td>
<td>Rehabilitate roadway on Capitol Expressway in San Jose between Quimby Road and Silver Creek Road.</td>
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**Fund Source**
- Local $70
- STP $530

**Manager Name**
- Mike Griffis

**Phone/Fax**
- 408-573-2447

**E-Mail**
- mike.griffis@rda.sccgov.org

**Total**
- $600

**Funds Expire**
- 4/30/2012

**Last Updated**
- 1/9/2012

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**County of Santa Clara**
Programmed Projects Quarterly Monitoring Report
October-December 2011

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<td>Project No</td>
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<td>SCL110015</td>
<td>Install underground conduits and pullboxes; cut loops in existing pavement; install wire loops on Almaden Expressway</td>
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<td>Manager Name</td>
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<tr>
<td>Bill Yeung</td>
<td></td>
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<tr>
<td>Phone/Fax</td>
<td>Construction</td>
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<tr>
<td>408-494-2156</td>
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<td><a href="mailto:bill.yeung@rda.sccgov.org">bill.yeung@rda.sccgov.org</a></td>
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County of Santa Clara
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<tr>
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<td>Manager Name</td>
<td>Gene Gonzalo</td>
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### Project Title: SR2 Los Altos Hills Schools

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<tbody>
<tr>
<td>SCL110056</td>
<td>Install 5 to 6 foot wide unpaved pathway in each direction of traffic on West Fremont Road between Concepcion Rd and Edith Ave., and paved pathway, 6 to 13 foot wide, in &quot;S&quot; curve near the south end of the project where roadway is steep and curvy.</td>
<td>Planning</td>
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<th>Last Updated</th>
</tr>
</thead>
<tbody>
<tr>
<td><a href="mailto:rchiu@losaltoshills.ca.gov">rchiu@losaltoshills.ca.gov</a></td>
<td>$1,203</td>
<td></td>
<td>6/2012</td>
<td>1/17/2012</td>
</tr>
</tbody>
</table>
### Programmed Projects Quarterly Monitoring Report

**October-December 2011**

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th><strong>Town of Los Gatos</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>SCL110025</td>
</tr>
<tr>
<td>Project Description</td>
<td>Rehab University Avenue between Shelburne Way and Vasona Dam with length of 0.8 miles and about 180,000 sq ft of asphalt overlay.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fund Source</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Local $100</td>
<td></td>
<td></td>
</tr>
<tr>
<td>STP $500</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning</td>
<td>$0</td>
<td>2011</td>
<td>City working on environmental clearance from Caltrans in order to send in the E-76 request. City anticipates sending the request at end of January and receiving it April 2012.</td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$0</td>
<td>2011</td>
<td></td>
</tr>
<tr>
<td>Right of Way</td>
<td>$0</td>
<td>2011</td>
<td></td>
</tr>
</tbody>
</table>

| Manager Name | Kevin Rohani |
| Design       | $0           |

| Phone/Fax | 408-399-5773 |
| Construction | $600 | 2012 |

| E-Mail | krohani@losgatosca.gov |
| Total | $600 |

| Last Updated | 1/3/2012 |
| E76 Date(Exp./Actual) | 4/2012 |
### Project No: SCL070002
#### Project Title: I-880/I-280/Stevens Creek I/C Improvements

**Project Description:**
Interchange improvements at the I-280/I-880/Stevens Creek Blvd interchange.

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>CMIA $30,975</td>
<td>VTA received additional $31 million of CMIA for this project. This project is in PAED phase. PE obligated on 06/13/2011.</td>
</tr>
<tr>
<td>earmark $19,552</td>
<td></td>
</tr>
<tr>
<td>Federal STP $1,000</td>
<td></td>
</tr>
<tr>
<td>local $98,557</td>
<td></td>
</tr>
</tbody>
</table>

| Manager Name | Ven Prasad |
| Phone/Fax | 408-321-5647 |
| E-Mail | ven.prasad@vta.org |
| Sponsor: | VTA |

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>PE obligated</th>
</tr>
</thead>
<tbody>
<tr>
<td>CMIA $30,975</td>
<td></td>
</tr>
<tr>
<td>earmark $19,552</td>
<td></td>
</tr>
<tr>
<td>Federal STP $1,000</td>
<td></td>
</tr>
<tr>
<td>local $98,557</td>
<td></td>
</tr>
</tbody>
</table>

**Project Phase**
- **Planning**: $0
- **PE/ENV**: $5,000, 06/07 - 3/06 - 7/11
- **Right of Way**: $5,605, 07/08 - 3/10 - 6/12

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Current</th>
</tr>
</thead>
<tbody>
<tr>
<td>Start</td>
<td>End</td>
</tr>
<tr>
<td>Planning</td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>06/07</td>
</tr>
<tr>
<td>Right of Way</td>
<td>07/08</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Current</th>
</tr>
</thead>
<tbody>
<tr>
<td>Start</td>
<td>End</td>
</tr>
<tr>
<td>Planning</td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>06/07</td>
</tr>
<tr>
<td>Right of Way</td>
<td>07/08</td>
</tr>
</tbody>
</table>

**Total**
$150,084

<table>
<thead>
<tr>
<th>E76 Date(Exp./Actual)</th>
<th>Last Invoice</th>
</tr>
</thead>
<tbody>
<tr>
<td>6/13/2011 (PE)</td>
<td></td>
</tr>
</tbody>
</table>

**Funds ($000)**
- **Planning**: $0
- **PE/ENV**: $5,000
- **Right of Way**: $5,605

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Current</th>
</tr>
</thead>
<tbody>
<tr>
<td>Start</td>
<td>End</td>
</tr>
<tr>
<td>Planning</td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>06/07</td>
</tr>
<tr>
<td>Right of Way</td>
<td>07/08</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Current</th>
</tr>
</thead>
<tbody>
<tr>
<td>Start</td>
<td>End</td>
</tr>
<tr>
<td>Planning</td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>06/07</td>
</tr>
<tr>
<td>Right of Way</td>
<td>07/08</td>
</tr>
</tbody>
</table>

**Total**
$133,566

<table>
<thead>
<tr>
<th>E76 Date(Exp./Actual)</th>
<th>Last Invoice</th>
</tr>
</thead>
<tbody>
<tr>
<td>6/13/2011 (PE)</td>
<td></td>
</tr>
</tbody>
</table>

**Funds Expire**
- PE obligated

---

### Project No: SCL070016
#### Project Title: I-880 Widening - SR237 to US101

**Project Description:**
San Jose/ Milpitas: On I-880 btw SR 237 & US 101; Operational and safety improvements including widening to accommodate HOV lanes in both directions.

| Manager Name | Lam Trinh |
| Phone/Fax | 408-952-4217 |
| E-Mail | Lam.Trinh@vta.org |
| Sponsor: | VTA |

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>awarded</th>
</tr>
</thead>
<tbody>
<tr>
<td>local ($23,400)</td>
<td></td>
</tr>
<tr>
<td>Other I-Bond/CMIA ($71,600)</td>
<td></td>
</tr>
</tbody>
</table>

**Project Phase**
- **Planning**: $0
- **PE/ENV**: $3,147, 2008 - complete
- **Right of Way**: $5,335, 2009 - complete

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Current</th>
</tr>
</thead>
<tbody>
<tr>
<td>Start</td>
<td>End</td>
</tr>
<tr>
<td>Planning</td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>2008</td>
</tr>
<tr>
<td>Right of Way</td>
<td>2009</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Current</th>
</tr>
</thead>
<tbody>
<tr>
<td>Start</td>
<td>End</td>
</tr>
<tr>
<td>Planning</td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>2008</td>
</tr>
<tr>
<td>Right of Way</td>
<td>2009</td>
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</table>

**Total**
$65,435

<table>
<thead>
<tr>
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<th>Last Invoice</th>
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<tbody>
<tr>
<td>N.A.</td>
<td>1/3/2012</td>
</tr>
</tbody>
</table>

**Funds Expire**
- awarded

**Last Updated**
1/3/2012
## Programmed Projects Quarterly Monitoring Report
### October-December 2011

### Project No: SCL070024
**Project Description:** Santa Clara County: US 101 between Route 85 and Embarcadero Road; Construct auxiliary lanes.

**Awarded in 11/2011 with Construction scheduled to begin in 2/2012. Amendment to CMIA construction fund de-allocation resulted from bid savings in progress.**

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning</td>
<td>$0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$3,927</td>
<td>2008</td>
<td>complete</td>
<td></td>
</tr>
<tr>
<td>Right of Way</td>
<td>$2,516</td>
<td>2009</td>
<td>complete</td>
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</table>

### Project Phase Schedule
<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Start</th>
<th>End</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2/2012</td>
<td>8/2013</td>
</tr>
</tbody>
</table>

### Funds Source
- **Local ($17,328)**
- **I-bond/CMIA ($84,930)**

### Manager Name
Lam Trinh

### Phone/Fax
408-952-4217

### E-Mail
lam.trinh@vta.org

### Total Funds
$70,328

### Fund Source Fund Expire
awarded

### Last Updated
1/3/2012

---

### Project No: SCL090016
**Project Description:** 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 SR99.

**VTA is requesting additional funding from CTC to continue project efforts, including PA/ED. Actual funding amounts unknown at this time.**

<table>
<thead>
<tr>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Programmed Year</th>
<th>Current</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning</td>
<td>$5</td>
<td>08/07</td>
<td>8/07</td>
<td>8/09</td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$5</td>
<td>08/09</td>
<td>8/09</td>
<td>3/15</td>
</tr>
<tr>
<td>Right of Way</td>
<td>$0</td>
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### Project Phase Schedule
<table>
<thead>
<tr>
<th>Programmed Year</th>
<th>Start</th>
<th>End</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>08/07</td>
<td></td>
</tr>
<tr>
<td></td>
<td>08/09</td>
<td>3/15</td>
</tr>
</tbody>
</table>

### Funds Source
- **IIP $5**
- **Local $5**

### Manager Name
Darrell Vice

### Phone/Fax
408-952-4214

### E-Mail
darrell.vice@vta.org

### Total Funds
$10

### Fund Source Fund Expire
awarded

### Last Updated
1/3/2012
<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>VTA</th>
<th>Project Title:</th>
<th>SR 237/I-880 Express Connectors</th>
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</thead>
<tbody>
<tr>
<td>5 of 11</td>
<td>Project No</td>
<td>Project Description</td>
<td>Implement roadway pricing on the carpool lane-to-carpool lane direct connectors between SR 237 and I-880.</td>
</tr>
<tr>
<td>SCL090029</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fund Source</td>
<td>ARRA $3,500</td>
<td>Local $4,340</td>
<td>VPPP $3,960</td>
</tr>
<tr>
<td>Manager Name</td>
<td>Leo Scott</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-321-5972</td>
<td></td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:leo.scott@vta.org">leo.scott@vta.org</a></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Project Phase</td>
<td>Funds ($000)</td>
<td>Schedule</td>
<td>Comments</td>
</tr>
<tr>
<td>Planning</td>
<td>$0</td>
<td></td>
<td>Under construction.</td>
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<tr>
<td>PE/ENV</td>
<td>$6,621</td>
<td>2009/10</td>
<td>complete</td>
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<tr>
<td>Right of Way</td>
<td>$0</td>
<td>2009/10</td>
<td>complete</td>
</tr>
<tr>
<td>Total</td>
<td>$11,800</td>
<td></td>
<td></td>
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<td>Current</td>
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<td></td>
</tr>
<tr>
<td>Start</td>
<td>End</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8/2011</td>
<td>3/2013</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Funds Expire</td>
<td>awarded</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Last Updated</td>
<td>1/12/2012</td>
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<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>VTA</th>
<th>Project Title:</th>
<th>SR 85 Express Lanes</th>
</tr>
</thead>
<tbody>
<tr>
<td>6 of 11</td>
<td>Project No</td>
<td>Project Description</td>
<td>Implement roadway pricing on SR 85 carpool lane.</td>
</tr>
<tr>
<td>SCL090030</td>
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</tr>
<tr>
<td>Fund Source</td>
<td>ARRA ($3,300,000)</td>
<td>Earmark ($500,000)</td>
<td>Local ($7,000,000)</td>
</tr>
<tr>
<td>Manager Name</td>
<td>Jane Yu</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phone/Fax</td>
<td>408-321-5983</td>
<td></td>
<td></td>
</tr>
<tr>
<td>E-Mail</td>
<td><a href="mailto:jane.yu@vta.org">jane.yu@vta.org</a></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Project Phase</td>
<td>Funds ($000)</td>
<td>Schedule</td>
<td>Comments</td>
</tr>
<tr>
<td>Planning</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$6,800</td>
<td>2010</td>
<td>7/2009 12/2012</td>
</tr>
<tr>
<td>Right of Way</td>
<td>$0</td>
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</tr>
<tr>
<td>Start</td>
<td>End</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Funds Expire</td>
<td>awarded</td>
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<td></td>
</tr>
<tr>
<td>Last Updated</td>
<td>1/12/2012</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Programmed Projects Quarterly Monitoring Report
### October-December 2011

### Santa Clara Caltrain Station Pedestrian Grade Separated Crossing

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL090031</td>
<td>Provide a safe crossing for pedestrians to cross the UPRR tracks between the Caltrain Station on the west side to the commercial and industrial complexes on the east side of the tracks.</td>
<td>Planning</td>
<td>$0</td>
<td>Preliminary Engineering is complete (design is 35% complete) with the latest vendor invoice in June 2011. The project is currently on hold - waiting for direction from Union Pacific before starting final design.</td>
<td></td>
</tr>
<tr>
<td>PE/ENV</td>
<td>$160</td>
<td>2009</td>
<td>complete</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right of Way</td>
<td>$0</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Manager Name:** Ken Ronsse  
**Phone/Fax:** (408) 952-4129  
**E-Mail:** ken.ronsse@vta.org  
**Sponsor:** VTA  
**Funds Expire:** obligated [design phase]  
**Last Updated:** 10/3/2011  
**Last Invoice:** 9/16/2011

### Regional Planning Activities and PPM - Santa Clara

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL090035</td>
<td>Santa Clara: Regional Planning Activities and Planning, Programming and Monitoring</td>
<td>Planning</td>
<td>$7,478</td>
<td>10/11-14/15</td>
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</tr>
<tr>
<td>PE/ENV</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Right of Way</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Manager Name:** Amin Surani  
**Phone/Fax:** (408) 546-7989  
**E-Mail:** amin.surani@vta.org  
**Sponsor:** VTA  
**Funds Expire:** 2/2/2010  
**Last Updated:** 2/2/2010  
**Last Invoice:**
## Programmed Projects Quarterly Monitoring Report
### October-December 2011

### US 101 Express Lanes

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL11002</td>
<td>Implement roadway pricing on US 101 carpool lanes</td>
<td>Planning</td>
<td>$0</td>
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</tr>
<tr>
<td></td>
<td></td>
<td>PE/ENV</td>
<td>$4,625</td>
<td>2010</td>
<td>11/2010</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Right of Way</td>
<td>$0</td>
<td></td>
<td>3/2013</td>
</tr>
</tbody>
</table>

- **Funds Expire**: Funds expire 3/2013.
- **Funds Source**: Local $4,625.
- **Manager Name**: Lam Trinh.
- **Phone/Fax**: 408-952-4217.
- **E-Mail**: lam.trinh@vta.org.
- **Sponsor**: VTA.
- **Project Title**: US 101 Express Lanes.
- **Comments**: Project is in PAED Phase. Concurrently, Project is also preparing a PSR/PDS for the Project Initiation Documents (PID) Phase per Caltrans request. Request for supplemental LPR funding to complete funding plan is scheduled for February CMPP and March Board meetings.
- **Last Updated**: 1/3/2012.
- **Last Invoice**: 1/3/2012.

### I-880 Smart Park Project

<table>
<thead>
<tr>
<th>Project No</th>
<th>Project Description</th>
<th>Project Phase</th>
<th>Funds ($000)</th>
<th>Schedule</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>SCL991013</td>
<td>Develop Smart Park at Tasman Drive and other I-880 Smart Corridor locations which incorporates various ITS features.</td>
<td>Planning</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>PE/ENV</td>
<td>$0</td>
<td>complete</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Right of Way</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- **Funds Expire**: Funds expire 9/2012.
- **Funds Source**: CMAQ $780 (2000) Local $165.
- **Manager Name**: Keith Roan.
- **Phone/Fax**: (408) 321-7109.
- **E-Mail**: keith.roan@vta.org.
- **Sponsor**: VTA.
- **Project Title**: I-880 Smart Park Project.
- **Comments**: Project is complete.
- **Last Updated**: 1/12/2012.
- **Last Invoice**: 12/5/11.
### Programmed Projects Quarterly Monitoring Report

October-December 2011

<table>
<thead>
<tr>
<th>Sponsor:</th>
<th>VTA</th>
<th>Project Title:</th>
<th>Integrated ITS Program</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project No</td>
<td>Project Description</td>
<td>Project Phase</td>
<td>Funds ($000)</td>
</tr>
<tr>
<td>SCL991057</td>
<td>Develop an integrated Intelligent Transportation System (ITS) for VTA services.</td>
<td>Planning</td>
<td>$0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>PE/ENV</td>
<td>$0</td>
</tr>
<tr>
<td></td>
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BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief CMA Officer, John Ristow

SUBJECT: Express Lanes Update

FOR INFORMATION ONLY

BACKGROUND:

The Silicon Valley Express Lanes Program has been under development since 2003. At the December 2008 Board Meeting, the Santa Clara Valley Transportation Authority (VTA) Board of Directors approved the Silicon Valley Express Lanes Program (Program). As part of the Program, the Express Lanes projects (Attachment A) will implement a roadway pricing system to allow for the use of unused capacity in the carpool lanes to provide congestion relief. The roadway pricing system will allow solo commuters to use the available capacity in the carpool lanes for a fee. The fee would change dynamically in response to existing congestion levels and available capacity in the carpool lanes. Implementation of roadway pricing is also part of the Bay Area Regional Transportation Plan that was approved by the Metropolitan Transportation Commission (MTC) in April 2009.

The Program has been undertaken to provide long-term mobility benefits and to provide another funding stream for transportation improvements. Specifically, the primary objectives of the Program are the following:
1. Provide congestion relief through more effective use of existing roadways;
2. Provide commuters with a new mobility option; and
3. Provide a new funding source for transportation improvements including public transit.
DISCUSSION:

Update on SR 237/I-880 Express Connectors Project

The SR 237/I-880 Express Connectors project is the first phase of the SR 237 Express Lanes project that is converting the carpool lane connector ramps at the SR 237/I-880 interchange to Express Lanes operations (Attachment B). The second phase of the SR 237 Express Lanes will involve extending Express Lanes between North First Street and Mathilda Avenue where the existing carpool lane ends. The third phase involves extending the Express Lanes to SR 85 (Attachment C).

Key Milestones to Opening

The upcoming project milestone deliverables to start of tolling includes:

- January - February 2012: Installation and testing of electronic toll system
- February 27, 2012: Targeted completion date

Outreach

In February, additional meetings have been scheduled to continue outreach effort for the project through media, business community and neighborhood association.

The focus on the community outreach and motorist information in the month of February is on the tolling implementation. This would be the final phase of adjustment for the motorists after the introduction of new lane striping (double white lines) that occurred in the month of January.

Ramp Metering

In addition to the SR 237 Express Lanes project, Caltrans implemented ramp metering at Calaveras Boulevard and McCarthy Boulevard to help manage the bottleneck that currently exists between Zanker Road and McCarthy Boulevard.

Use of Net Revenues

The enabling legislation AB 2032 states that the revenues from the Express Lanes would be available to VTA for the direct expenses related to the operation (including collection and enforcement, maintenance and administration of the program). All the remaining revenue generated shall be used in the corridor from which the revenues were generated exclusively for the pre-construction, construction and other related costs of high-occupancy vehicle facilities and the improvement of transit service, including but not limited to, support for transit operations pursuant to an expenditure plan adopted by VTA.
The VTA adopted biennial budget for fiscal years 2012 and 2013 (FY 2012 and FY 2013) projects total revenue of $250,000 and $592,000 versus total expense of $110,000 and $591,000. Approximately $650,000 of the first year operating expenditures will be covered by the existing capital project budget. Therefore, only $110,000 was appropriated in the operating budget. These numbers were based on October 2011 tolling date. The actual costs and revenues for FY 2012 and FY 2013 are expected to vary based on the current opening date in 2012. In addition, the usage of Express Lanes normally sees a ramp period before full utilization.

At a broad level based on yearly basis, the total operations expense is projected around $600,000 to $700,000. The expected revenues range around $500,000 with projected increases over the years and becoming self sustainable within 3 years. Any initial shortfall will be backfilled by part of the first year capitalization of the operations and maintenance costs ($650,000) as mentioned above.

**BACKGROUND OF SR 237 EXPRESS LANES:**

A. Project Summary

Existing Traffic Conditions

*Morning commute*
- Southbound I-880 to westbound SR 237 travel time on General Purpose (GP) lanes has peak delays of about 5 to 10 minutes resulting in lengthy back-ups onto the I-880 mainline
- After 9 am, traffic on both GP and carpool lane is grid lock as the carpool hours end at 9am and the congestion persists to 10 am

*Evening commute*
- Similar conditions exist in the opposite direction due to the high volumes and the ramp metering at the connector ramp.

Project Cost and Funding Sources

*Project Cost*
The project cost is $11.8 million project.

*Funding Sources*
The project was predominantly funded through federal grants (64%):
- $3.5 million of American Recovery and Reinvestment Act (ARRA) funds
- $4 million of Value Pricing Pilot Program funds
- $4.8 million of local funds
Eligible Users

The eligible users consist of:
- Eligible carpool vehicles including Clean Air Vehicles with a valid sticker can continue to use the lanes at no cost.
- Solo drivers with valid FasTrak tag can use Express Lane by paying toll electronically.

Hours of Operation

The hours of operation are for Monday through Friday as follows:
- I-880 southbound to SR 237 westbound: 5 a.m. to 10 a.m. and 3 p.m. to 7 p.m.
- SR 237 eastbound to I-880 northbound: 5 a.m. to 9 a.m. and 3 p.m. to 7 p.m.

These hours closely match carpool lane hours for the adjacent carpool lane segments. Extending the hours of operations to 10 am in the SR 237 westbound direction ensures to provide travel time reliability where currently all the lanes (GP and carpool) is congested beyond 9 am when the hours of operation for carpool lane ends.

Toll Rates

The toll rate is used to maximize throughput of Express Lanes using dynamic pricing to ensure maintaining the Express Lanes traffic at an average travel speed of at least 45 miles per hour (mph). The minimum toll rate is $0.30. The average toll rate is forecasted to be between $1.00 and $3.00. A message sign with toll rate information would be located about one-quarter to one-half mile upstream of the Express Lanes to inform motorists of the prevailing toll rate for using the Express Connector.

B. Roadway System

Signage

Attachment D shows the signage for the Express Lanes project. The signage for Express Lanes includes various elements highlighting distance to Express Lanes, the hours of operations, eligibility to use the lane (HOV 2+ or FasTrak) and the prevailing toll rate at the moment. This signage is placed in sequence (advance sign, toll rate sign and entry sign) to help commuters make decision well in advance to maneuver to use the Express Lanes.

Striping

The Express Lanes would be separated from the GP lanes by solid double white lines creating a painted buffer similar to carpool lane operations in Southern California. Any vehicle crossing of the painted stripe buffer is a traffic violation.
Entry/Exit Points

The painted buffer separation as designed would allow motorists to enter into the express lane only at designated locations. The entry and exit locations (identified by the beginning and end of buffer striping) are shown on Attachment D:

- From I-880 southbound to SR 237 westbound direction: enter north of the direct connector on I-880 and exit west of the North First Street off-ramp
- From the SR 237 eastbound direction to I-880 northbound direction: enter west of North First Street and exit south of Dixon Landing Road on I-880
- Carpoolers continue on adjacent carpool lanes on both SR 237 and I-880. Solo occupant vehicles using Express Lanes will have to exit before the beginning of carpool lane

This striping change will result in three motorist groups being affected namely as shown in Attachment E:

- Carpoolers traveling from southbound I-880 to westbound SR 237 in the carpool lane today will not be able to legally exit from the carpool lane to Zanker Road and North 1st Street (these carpoolers will have to use the general purpose connector)
- Carpoolers entering onto eastbound SR 237 from Zanker Road will not be able to legally enter into the carpool lane and
- Carpoolers traveling from westbound Calaveras Boulevard onto the westbound SR 237 freeway will have to travel a little longer past the part that is striped with double white lines to enter into the carpool lane.

C. Electronic Toll System

VTA Toll Data Center

The Toll Data Center (TDC) activities can be summarized as follows:
- TDC (at VTA River Oaks office) processes tolling data, storage and reporting
- Secured on-line data communications with Bay Area Toll Authority (BATA) and Caltrans Traffic Management Center (TMC)
- Interfaces with tolling zone controllers in the field in real-time

BATA Back-Office Operations

The primary responsibilities covered by the VTA BATA agreement are as follows:
- Toll collection and processing
- Weekly reconciliation and auditing of transactions
- FasTrak tag marketing and account management
D. Operations and Maintenance

Enforcement

The California Highway Patrol (CHP) will provide enforcement of the facility. The CHP will do visual enforcement as well as use transaction indicator beacon and handheld reader device to assist in enforcement.

Customer Service

The customer service would be provided by BATA FasTrak Customer Service Center through their service contractor. The service will include:
- Customer service representatives trained to respond to Express Lanes patrons
- Modifications to their customer service software to accommodate Express Lanes toll charges
- Process for responding to disputes, and marketing support.

Maintenance

Express Lanes roadway operations and maintenance requires:
- Caltrans to undertake regular maintenance (lane pavement, structures, lighting, signage and markings)
- Additional services can also be undertaken on a reimbursement basis as agreed upon in the VTA-Caltrans Operations and Maintenance agreement
- Tolling equipment and enforcement systems would be maintained as per the system integrator contract

Incident Management

Incident management would be addressed as follows:
- Caltrans, CHP and BATA (freeway service patrol) to coordinate a response to the incident management jointly as done today
- VTA staff to help change the Dynamic Message Signs if it requires closure of Express Lanes

ADVISORY COMMITTEE DISCUSSION/RECOMMENDATION:

The Citizen Advisory Committee and the Technical Advisory Committee received this item as a consent agenda item on February 8, 2012.

The Policy Advisory Committee heard this item on February 9, 2012. The Committee asked several questions regarding how the dynamic pricing would work. The staff also clarified that the Policy Advisory Committee will have the opportunity to provide input as to how net revenues from Express Lanes projects will be used by reviewing the expenditure plan that will be adopted by the VTA Board of Directors.
STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

The Congestion Management Program and Planning Committee heard this item on February 16, 2012. The Committee asked if there was a need to pay for enforcement as there is already enforcement provided in the corridor. The staff clarified that the additional enforcement is necessary to reduce violation for vehicle occupancy and crossing double white lines.

Prepared By: Murali Ramanujam
Memo No. 3485
SR 237 Express Lanes Phases I, II, III
STATE ROUTE 237 EXPRESS LANES
Double white line striping will bring changes to the carpool lane on SR 237

Carpoolers entering SR 237 from SB I-880 cannot exit until after North First St.

Carpoolers entering WB SR 237 from Calaveras Blvd., McCarthy Ranch Blvd., and Zanker Rd. cannot access the carpool lane until after North First St.

Carpoolers entering from Zanker Rd. to EB SR 237 cannot access the carpool lane until south of Dixon Landing Rd.
BOARD MEMORANDUM

TO:            Santa Clara Valley Transportation Authority  
                Board of Directors  

THROUGH:    General Manager, Michael T. Burns  

FROM:        Robinson, Gonot, Ristow  

SUBJECT:  2000 Measure A Transit Improvement Program Semi-Annual Report -  
          December 2011  

FOR INFORMATION ONLY

DISCUSSION:

Please find attached the Semi-Annual Report for the 2000 Measure A Transit Improvement Program through December 2011.

STANDING COMMITTEE DISCUSSION/RECOMMENDATION:

The 2000 Measure A Citizens Watchdog Committee received this item at their February 8, 2012 meeting. Staff made a brief presentation, highlighting the progress being made on the BART SVBX Project, Santa Clara Alum Rock Bus Rapid Transit Project, and the Kato Road Grade Separation construction. Also during this period, the CWC completed their review of FY10 expenditures and concluded Measure A tax dollars were spent in accordance with the intent of the measure. Lastly, staff noted that the report has expanded on the discussion of the Measure A Fund Exchange Program, including listing the projects that have benefitted from the program.

Following staff’s presentation, the Committee asked for an update on both the San Jose Mineta Airport People Mover Project and the El Camino Real Bus Rapid Transit Project. Staff summarized the status of the projects and suggested project presentations be made to the Committee at a future meeting that would allow for a more in-depth discussion. The Committee also asked about the status of Caltrain Electrification (project is being coordinated with the California High Speed Rail Project, which is currently focusing on the Central Valley segment and not the Peninsula), and what bond rates Measure A is paying and interest rates reinvested bond proceeds are earning (information not available at the meeting). There being no further questions, the Committee accepted the report and requested presentations on the Airport People Mover and El Camino Bus Rapid Transit projects be placed on the Committee’s work plan.
The Transit Planning & Operations Committee received this item on its February 16, 2012 Consent Agenda. There was no discussion of the item, and the Committee moved to place it on the Consent Agenda for the March 1, 2012 Board of Directors Meeting.

Prepared By: Adolf Daaboul, Sr. Transportation Engineer
Memo No. 3451
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SECTION 1.0

EXECUTIVE SUMMARY AND PROJECT COSTS
SECTION 1.0
EXECUTIVE SUMMARY AND PROJECT COSTS

A. EXECUTIVE SUMMARY

The Semi-Annual Report is a periodic update of the 2000 Measure A Transit Improvement Program prepared by VTA staff and provided to the 2000 Measure A Watchdog Committee and the VTA Board of Directors. The report is based on the Program’s budgeted, forecast, and incurred costs as of December 31, 2011. Additionally, key activities that occurred in the six months leading up to that date are described.

By way of a brief progress report, during the six-month period covered by this report:

- On January 9, 2012, the VTA was notified by the Federal Transit Administration (FTA) that its $900 million grant request for the BART Silicon Valley Berryessa Extension (SVBX) Project has received all administrative approvals. The execution of a Full Funding Grant Agreement (FFGA) with the U.S. Department of Transportation (DOT) is the final step before active construction can commence on the project. In mid December 2011, the FTA presented an FFGA packet to the Federal Office of Management and Budget and the Office of the Secretary of Transportation. Both of these federal offices approved the grant packet. Following this approval, the grant packet – complete with project scope, schedule and cost summary – was submitted to Congress on January 9, 2012 with a recommendation for grant award and to begin the mandatory 60-day congressional notification period. During this period, House and Senate committees may seek additional project information prior to execution of the grant award.

- At its December 2011 meeting, the VTA Board of Directors awarded the C700 Design-Build Contract for the BART SVBX Project to Skanska-Shimmick-Herzog, a Joint Venture, with a contract price of $772 million. The C700 Design-Build contract is the largest single contract for the BART SVBX Project and provides the final design and construction of the Line, Track, Stations, and Systems elements for the 10-mile Berryessa Extension, the first phase of the 16-mile BART Extension into Santa Clara County.

- In December 2011, the Santa Clara/Alum Rock BRT Project completed the Preliminary Engineering phase and the VTA Board of Directors authorized the General Manager to amend the contract with CH2M Hill to begin Final Design.

- At its October 2011 meeting, the VTA Board of Directors authorized the General Manager to execute an agreement between VTA and the Bay Area Rapid Transit (BART) District for the purchase of property and the design and construction work for the Hayward Maintenance Complex Project. The cost would be $125.3 million for design and construction plus property acquisition and relocation costs estimated between $55 million and $60 million for an approximate total cost of $180.3 million to $185.3 million. The estimated $49 million for the Hayward Yard Primary Shop Conversion is part of the
BART SVBX New Starts project definition that and will be eligible for federal funding under the BART SVBX Full Funding Grant Agreement (FFGA).

- At its September 2011 meeting, the VTA Board of Directors authorized the General Manager to execute a $22.14 million contract with Gordon N. Ball for the construction of the Kato Road Grade Separation Project. The KGS project includes construction of the BART bridge structure, which is essential to allow the BART SVBX contractor access along the corridor over the depressed Kato Road.

- In August 2011, VTA received a $40 million allocation for the BART SVBX Project from the California Transportation Commission (CTC). This installment was the third of six, totaling approximately $240 million for the BART SVBX Project under the CTC’s TCRP Allocation Plan approved in September 2008. In addition, the City of Fremont received a $10 million allocation of Proposition 1B Highway-Railroad Crossing Safety Account (HRCSA) grant funding for the Kato Road Grade Separation Project.

- In July 2011, the Measure A Citizens Watchdog Committee (CWC) completed its review of Fiscal Year 2010 expenditures, evaluated the results of an independent audit of Measure A financial records and conducted a public hearing in May 2011 to gather input from the community. After thorough review and careful consideration of all information and input received, the CWC concluded that, for the period of FY 2010, the 2000 Measure A tax dollars were spent in accordance with the intent of the measure.

In the same manner VTA was committed to and completed all projects in the 1996 Measure B Program, VTA is committed to completing all the projects in the 2000 Measure A Program. During FY2012 and FY2013, VTA will advance projects to a ready state and advocate for outside fund sources and matched funds to advance projects including potential public-private partnerships.

This report shows a snapshot of the 2000 Measure A Program at the time of writing. However, it is important to understand that the timing and prioritization of projects in the program remains fluid.
B. PROJECT APPROPRIATIONS

Figure 1.1, on page 1-7, shows the prior and current project appropriations for each project in the 2000 Measure A Program. Changes in appropriations during the report period are discussed below.

Programwide costs are incurred when activities that provide indirect benefit to the projects are performed. There are three programwide cost components to the 2000 Measure A Program:

- Bond costs (capitalized interest and bond charges)
- 2000 Measure A programwide
- SVRT programwide

VTA’s external auditor recommended the allocation of programwide costs to individual projects. The allocation is necessary to associate the costs to the related projects that were benefited by the incurrence of the programwide costs. It also promotes the appropriate treatment of the costs in a timely manner. VTA allocates programwide costs on a quarterly basis.

VTA started allocating Bond costs and 2000 Measure A programwide costs in Fiscal Year 2010. The allocation of the SVRT programwide costs has been deferred due to the ongoing reevaluation of the SVRT project structure.

Bond Costs

Bond costs represent interest and other bond charges (net of interest earned on bond proceeds) related to 2000 Measure A Sales Tax Revenue Bonds. Other bond charges include periodic fees related to variable rate bonds, including liquidity, remarketing, trustee and rating fees. Bonds were initially issued beginning in 2003, prior to the start of the 2000 Measure A Sales Tax, in order to advance the SVRT, Commuter Rail, and Light Rail programs prior to sales tax revenue collections. Currently there are approximately $999.4 million in 2000 Measure A Sales Tax Revenue Bonds outstanding.

Capitalized interest/bond charges need to be associated with the assets that were funded by the bond proceeds. In accordance with Financial Accounting Standards Board (FASB) 62, capitalized interest related to restricted assets should be net of the interest income earned by the reinvested bond proceeds. Costs are allocated directly to specific projects based on the prorata share of bond proceeds used to fund expenditures. These costs will continue to be allocated directly to project expenditures until the bonds are repaid in full or until such projects are completed, whichever comes first.
2000 Measure A Programwide Allocation Costs

2000 Measure A programwide activities include preparation of progress and cost reports, financial forecasting, publication of annual financial audits and public hearings conducted by the 2000 Measure A Citizen’s Watchdog Committee, and other general tasks that are not attributable to individual projects.

In allocating the 2000 Measure A programwide cost, the basis used is the incremental cost of the projects during the quarter. For the capitalized interest/bond charges, the basis used was the amount of bond proceeds that were used to fund the projects.

18.46% of the Measure A Sales Tax revenue is used in support of VTA operations. Through December 31, 2011, a cumulative total of $161.4 million has been expended for this purpose.

Changes in Appropriations

1. Programwide Costs (including VTA Operating Assistance)
   The appropriation decreased by $7.7 million to a new value of $412.2 million due to the following:
   a. $6.8 million of Capitalized Interest and Bond Costs were allocated to various ongoing projects, as described below.
   b. $0.9 million of Measure A Programwide costs were allocated to various projects, as described below.

2. Silicon Valley Rapid Transit and Freight Rail Relocation
   The project appropriation increased by $6.7 million to a new total of $2.58 billion due to the following:
   a. $5.9 million of Bond Interest was allocated to the SVRT project.
   b. $0.8 million of Measure A Programwide costs were allocated to the SVRT project.

3. Light Rail Program
   The appropriation increased by $0.6 million to a new value of $372.8 million as follows:
   a. $0.6 million of Bond Interest was allocated to the Light Rail Program, primarily the CELR to Eastridge project.
   b. $0.1 million of Measure A Programwide costs were allocated to various Light Rail projects.
   c. Appropriation for Light Rail System Improvements decreased by $0.1 million to fund the Bike Sharing Pilot Project.
Changes in Appropriations, Continued

4. Commuter Rail Program
   The appropriation increased by $0.4 million to a new value of $129.5 million as follows:
   a. $0.2 million of Bond Interest was allocated to the Commuter Rail Program, primarily the Caltrain Service Upgrades.
   b. The appropriation for the Bike Sharing Pilot Project was increased by $0.2 million.

5. Bus Program
   The project appropriation remained unchanged at $230.0 million during the period.

6. San Jose Mineta Airport People Mover
   The project appropriation remained unchanged at $4.0 million during the period.
### Figure 1.1

**Measure A Project Appropriations**

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<th>b Current Appropriation Through FY13</th>
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<td>$0.0</td>
<td></td>
<td>1.c</td>
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</tr>
<tr>
<td>Fund Exchange Payments</td>
<td>$108.0</td>
<td>$108.0</td>
<td>$0.0</td>
<td></td>
<td>1.d</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>$419.9</strong></td>
<td><strong>$412.2</strong></td>
<td><strong>($7.7)</strong></td>
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</tr>
<tr>
<td><strong>SVRT (incl. FRR and Warm Springs Ext.)</strong></td>
<td><strong>$2,573.8</strong></td>
<td><strong>$2,580.5</strong></td>
<td><strong>$6.7</strong></td>
<td></td>
<td>2.a,b</td>
<td></td>
</tr>
<tr>
<td><strong>Light Rail Program</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CELR to Eastridge</td>
<td>$149.7</td>
<td>$150.4</td>
<td>$0.7</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Light Rail System Improvements</td>
<td>$9.1</td>
<td>$9.0</td>
<td>($0.1)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Extension to Vasona Junction</td>
<td>$12.8</td>
<td>$12.8</td>
<td>$0.0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Low Floor Light Rail Vehicles</td>
<td>$200.6</td>
<td>$200.6</td>
<td>$0.0</td>
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</tr>
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<td><strong>Total</strong></td>
<td><strong>$372.2</strong></td>
<td><strong>$372.8</strong></td>
<td><strong>$0.6</strong></td>
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<td>3.a,b,c</td>
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<td><strong>Commuter Rail Program</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Caltrain Service Upgrades(^1)</td>
<td>$63.4</td>
<td>$63.8</td>
<td>$0.4</td>
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<td></td>
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<tr>
<td>Caltrain South County</td>
<td>$61.9</td>
<td>$61.9</td>
<td>$0.0</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Caltrain Electrification / High Speed Rail</td>
<td>$1.3</td>
<td>$1.3</td>
<td>$0.0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dumbarton Rail Corridor</td>
<td>$2.1</td>
<td>$2.1</td>
<td>$0.0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Palo Alto Intermodal Transit Center</td>
<td>$0.4</td>
<td>$0.4</td>
<td>$0.0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ACE Upgrades(^1)</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td></td>
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<td></td>
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<td><strong>Total</strong></td>
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<td><strong>$0.4</strong></td>
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<td>4.a,b</td>
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<td><strong>Bus Program</strong></td>
<td></td>
<td></td>
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<td></td>
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<tr>
<td>BRT - Santa Clara/Alum Rock</td>
<td>$114.1</td>
<td>$114.1</td>
<td>$0.0</td>
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<td></td>
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<td>BRT - El Camino Real</td>
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<td>$19.3</td>
<td>$0.0</td>
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<td></td>
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<td>Other BRT (incl Bus Procurement)</td>
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<td>$70.3</td>
<td>$0.0</td>
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<tr>
<td>Money Counting Facility Replacement</td>
<td>$4.2</td>
<td>$4.2</td>
<td>$0.0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hwy 17 Bus Service Improvements</td>
<td>$2.5</td>
<td>$2.5</td>
<td>$0.0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ZEB Demonstration and Improvements</td>
<td>$19.6</td>
<td>$19.6</td>
<td>$0.0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$230.0</strong></td>
<td><strong>$230.0</strong></td>
<td><strong>$0.0</strong></td>
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<td>5</td>
<td></td>
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<tr>
<td><strong>San Jose Mineta Airport People Mover</strong></td>
<td>$4.0</td>
<td>$4.0</td>
<td>$0.0</td>
<td></td>
<td>6</td>
<td></td>
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<tr>
<td><strong>GRAND TOTAL</strong></td>
<td><strong>$3,729.0</strong></td>
<td><strong>$3,729.0</strong></td>
<td><strong>($0.0)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

\(^1\) $10.0 million in appropriation for Caltrain Santa Clara Station improvements that benefit the ACE Upgrades project is included in the Caltrain Service Upgrades project.
C. INCURRED COSTS

Figure 1.2 below shows incurred costs for Measure A Projects at the beginning and end of the period as well as the percent of the project appropriation (through FY13) incurred as of December 31, 2011.

### Figure 1.2

Measure A Project Incurred Costs

<table>
<thead>
<tr>
<th>Project/Category</th>
<th>a Incurred Costs Through Jun-11</th>
<th>b Incurred Costs Through Dec-11*</th>
<th>c=(b-a) Incurred Costs This Period</th>
<th>d Percent of Appropriation Incurred Dec-11</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000 Measure A Programwide</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capitalized Interest and Bond Costs</td>
<td>$3.6</td>
<td>$9.5</td>
<td>$5.9</td>
<td>15.4%</td>
</tr>
<tr>
<td>Programwide Expenses</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td>VTA Operating Assistance</td>
<td>$145.5</td>
<td>$161.4</td>
<td>$15.9</td>
<td>68.1%</td>
</tr>
<tr>
<td>Fund Exchange Payments</td>
<td>$59.5</td>
<td>$61.8</td>
<td>$2.3</td>
<td>57.2%</td>
</tr>
<tr>
<td>Total</td>
<td>$208.6</td>
<td>$232.7</td>
<td>$24.1</td>
<td>56.5%</td>
</tr>
<tr>
<td>SVRT (incl. FRR and Warm Springs Ext.)</td>
<td>$842.3</td>
<td>$943.8</td>
<td>$101.5</td>
<td>36.6%</td>
</tr>
<tr>
<td>Light Rail Program</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CELR to Eastridge</td>
<td>$63.4</td>
<td>$75.6</td>
<td>$12.2</td>
<td>50.3%</td>
</tr>
<tr>
<td>Light Rail System Improvements</td>
<td>$2.4</td>
<td>$2.4</td>
<td>$0.0</td>
<td>26.7%</td>
</tr>
<tr>
<td>Extension to Vasona Junction</td>
<td>$0.5</td>
<td>$0.6</td>
<td>$0.1</td>
<td>4.7%</td>
</tr>
<tr>
<td>Low Floor Light Rail Vehicles</td>
<td>$200.6</td>
<td>$200.6</td>
<td>$0.0</td>
<td>100.0%</td>
</tr>
<tr>
<td>Total</td>
<td>$266.9</td>
<td>$279.2</td>
<td>$12.3</td>
<td>74.9%</td>
</tr>
<tr>
<td>Commuter Rail Program</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Caltrain Service Upgrades</td>
<td>$38.0</td>
<td>$41.6</td>
<td>$3.6</td>
<td>65.2%</td>
</tr>
<tr>
<td>Caltrain South County</td>
<td>$16.6</td>
<td>$17.4</td>
<td>$0.8</td>
<td>28.1%</td>
</tr>
<tr>
<td>Caltrain Electrification / High Speed Rail</td>
<td>$0.4</td>
<td>$0.4</td>
<td>$0.0</td>
<td>30.8%</td>
</tr>
<tr>
<td>Dumbarton Rail Corridor</td>
<td>$1.9</td>
<td>$2.0</td>
<td>$0.1</td>
<td>95.2%</td>
</tr>
<tr>
<td>Palo Alto Intermodal Transit Center</td>
<td>$0.2</td>
<td>$0.2</td>
<td>$0.0</td>
<td>50.0%</td>
</tr>
<tr>
<td>ACE Upgrades</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td>X</td>
</tr>
<tr>
<td>Total</td>
<td>$57.1</td>
<td>$61.6</td>
<td>$4.5</td>
<td>47.6%</td>
</tr>
<tr>
<td>Bus Program</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BRT - Santa Clara/Alum Rock</td>
<td>$6.6</td>
<td>$8.5</td>
<td>$1.9</td>
<td>7.4%</td>
</tr>
<tr>
<td>BRT - El Camino Real</td>
<td>$2.6</td>
<td>$3.5</td>
<td>$0.9</td>
<td>18.1%</td>
</tr>
<tr>
<td>Other BRT (incl Bus Procurement)</td>
<td>$2.2</td>
<td>$2.2</td>
<td>$0.1</td>
<td>3.1%</td>
</tr>
<tr>
<td>Money Counting Facility Replacement</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td>Hwy 17 Bus Service Improvements</td>
<td>$2.5</td>
<td>$2.5</td>
<td>$0.0</td>
<td>100.0%</td>
</tr>
<tr>
<td>ZEB Demonstration and Improvements</td>
<td>$19.4</td>
<td>$19.4</td>
<td>$0.0</td>
<td>99.0%</td>
</tr>
<tr>
<td>Total</td>
<td>$33.3</td>
<td>$36.1</td>
<td>$2.9</td>
<td>15.7%</td>
</tr>
<tr>
<td>San Jose Mineta Airport People Mover</td>
<td>$1.2</td>
<td>$1.2</td>
<td>$0.0</td>
<td>30.0%</td>
</tr>
<tr>
<td>GRAND TOTAL</td>
<td>$1,409.5</td>
<td>$1,554.6</td>
<td>$145.3</td>
<td>41.7%</td>
</tr>
</tbody>
</table>

*December 31, 2011 incurred cost figures are unaudited and are subject to change.
D. MEASURE A FUND EXCHANGE

State law guarantees Santa Clara County a formula share of the State Transportation Improvement Program (STIP) over a six-year period. State law and regional policy make the VTA Board of Directors responsible for determining which eligible transportation projects will receive those funds.

The VTA Board of Directors, at its June 7, 2007, and December 13, 2007 meetings approved the exchange of STIP grant funds for Measure A funds and programmed STIP funds to Measure A projects in exchange for an equivalent amount of 2000 Measure A Sales Tax funds. The exchange of funds creates the Local Program Reserve (LPR) which allows the Board of Directors to use those funds to program to other transportation projects. The Board approved the fund exchange because it:

- **Accelerates Project Delivery and Reduces Administrative Costs** - STIP funds come with substantial state requirements that impact schedule and cost of project delivery. The exchange of funds allows the Board to free the projects from costly administrative burdens.

- **Enables the VTA Board to Manage Valley Transportation Plan (VTP) Expenditures** - By exchanging STIP funds, the VTA Board eliminates the need for Metropolitan Transportation Commission (MTC) and the California Transportation Commission (CTC) to approve all STIP programming decisions after they are approved by the VTA Board. Further, it eliminates the CTC’s approval of all subsequent STIP fund allocations for all STIP funded projects.

A portion of the exchange funds will be used to pay interest to the Measure A Program for fund advances. The initial amount is paid back when the CTC allocates STIP funds to the Measure A projects and VTA draws the cash from the State. The interest will be calculated, and paid from the LPR account when (1) all STIP funds are drawn by the project and (2) all associated LPR funds are actually paid to projects. Interest will be calculated at that time as well, based on VTA's rates of return on its pooled investment accounts at the time the advances occurred.

Of note, the first three projects in the "Local Program Reserve Projects" table (Appendix C) qualified for CMIA funds only because we were able to use exchange funds to advance these projects. CMIA funds allocated to each project were:

- $71.6 million for I-880 HOV Widening: SR-237 to US-101
- $30.0 million for US 101 Improvements (280/680 to Tully)
- $84.9 million for US 101 Improvements (SR-85 to Embarcadero)

These and other VTP Highway projects that utilize Measure A exchange funds are the subject of the VTP Highways Semi-Annual Report that goes as an information item to the VTA Board in September and January of each year.
E. FUNDING

Funding is a key issue for many of the 2000 Measure A projects. As a consequence, in this report we refer to several terms associated with a project’s funding level. These terms, arranged in order of increasing certainty of funding availability, are as follows:

1. **Estimated Cost** – An estimate of the total cost of a project given the currently known scope and configuration of the project. In the case of projects where there is little or no scope definition, “TBD” (To be Determined) is shown. As the project is better defined, estimated cost figures will be included for these projects. In the individual project information sheets, we have included the “Estimate Class” in order to give an idea of the level of uncertainty associated with the estimated cost. A more detailed discussion of this topic is included in the appendix.

2. **Appropriation Through FY13** - The most recent Adopted Budget includes appropriations, based on an estimate of expenditures during FY12 and FY13, for various 2000 Measure A projects. Since these projects can run beyond FY13, the appropriation amount is only a time-constrained slice of total estimated expenditures.

3. **Secured Funding** – Funding that has been committed by funding agencies and is now available to VTA for project expenditures. In many cases, secured funding is at a lower level than the appropriation in the Adopted Budget. For these projects, it is anticipated that additional funding may be secured during the FY12/FY13 period. It is important to note that, regardless of the level of appropriation, actual expenditures will not exceed secured funding at any time.
SECTION 2
PROJECT SUMMARY REPORTS
MEASURE A PROJECT SUMMARY REPORTS

A. SILICON VALLEY RAPID TRANSIT
   1. BART Silicon Valley
   2. Freight Rail Relocation And Other Corridor Establishment And Maintenance Activities

B. LIGHT RAIL PROGRAM
   1. Capitol Expressway Light Rail to Eastridge
   2. Light Rail System Improvements
   3. Extension to Vasona Junction

C. COMMUTER RAIL PROGRAM
   1. Caltrain Service Upgrades
   2. Caltrain South County
   3. Caltrain Electrification / High Speed Rail
   4. Dumbarton Rail Corridor
   5. Palo Alto Intermodal Transit Center
   6. ACE Upgrades

D. BUS PROGRAM
   1. BRT - Santa Clara / Alum Rock
   2. BRT - El Camino Real
   3. Bus Rapid Transit
   4. ZEB Demonstration and Facility Improvements
   5. Money Counting Facility Replacement

E. SAN JOSE MINETA AIRPORT PEOPLE MOVER

F. CLOSED PROJECTS
   1. Highway 17 Bus Service Improvements
   2. Low Floor Light Rail Vehicles
**Estimated Cost:** $3.157 billion*

*Estimate Class 3 (see appendix)*

**Appropriation Through FY13:** $2.19 billion

**Secured Funding:** $1.28 billion

**Year of Completion:** 2018 (Berryessa Extension)

**Project Manager:** Carolyn Gonot

**Designers (PE):** HNTB, HMM/Bechtel, Wong/PB, AECOM, Booz Allen Hamilton, Kimley-Horn, STV

**Contractor (DB):** Skanska-Shimmick-Herzog

**Project Description:**
The Silicon Valley Rapid Transit (SVRT) Project extends BART from Warm Springs, through Milpitas and downtown San Jose to Santa Clara, a distance of 16.1 miles.

The first phase, the Berryessa Extension Project, is under implementation for 10 miles from Warm Springs to San Plumas Avenue in San Jose including two stations, and is expected to be completed in 2018.

**Project Status:**

**Project Development:** On January 9, 2012, VTA was notified by the Federal Transit Administration (FTA) that its $900 million grant request had received all administrative approvals. The grant packet was then submitted to Congress with a recommendation for grant award, and to begin the mandatory 60-day congressional notification period.

**Right-of-Way:** All major municipal and utility master agreements required for SVBX have been executed. Acquisition of right-of-Way continued to progress with development of the Phase 1 and 2 Environmental Site Assessments (ESA’s), pre-appraisal work, appraisals, offers and negotiations.

**Design/Construction:** At its December 2011 meeting, the VTA Board of Directors awarded a Design-Build contract for Line, Track, Systems and Stations (Contract C700) to Skanska-Shimmick-Herzog, a Joint Venture, with a contract price of $772 million. At that same meeting, the VTA Board authorized the SVBX construction management contract as well as amendments to existing project management, planning, and engineering services contracts.

At its October 2011 meeting, the VTA Board of Directors authorized the General Manager to execute an agreement with the Bay Area Rapid Transit (BART) District for the purchase of property and the design and construction work for the Hayward Maintenance Complex project.

**Project Schedule:** (For Berryessa Extension only)

<table>
<thead>
<tr>
<th></th>
<th></th>
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<th></th>
<th></th>
<th></th>
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<td>Environmental</td>
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<td>Early 2011</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
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<td>Design</td>
<td>Early 2004</td>
<td>Late 2013</td>
<td>Y</td>
<td>Y</td>
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<td>Y</td>
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<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Right-of-Way</td>
<td>Mid 2007</td>
<td>Late 2013</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
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<tr>
<td>Construction</td>
<td>Mid 2012</td>
<td>Late 2017</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
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<tr>
<td>Testing and Commissioning</td>
<td>Mid 2017</td>
<td>Mid 2018</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
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<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
<td>Y</td>
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<tr>
<td>Revenue Service</td>
<td>Mid 2018</td>
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</tbody>
</table>

*P-0501 through P-0507, P-0509, P-0728, P-0732, P-3101, P-3124, P-3125 for SVRT Program activities through 2018, including the Berryessa Extension Project*
Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>111,729</td>
<td>3,209</td>
<td>2,702</td>
</tr>
<tr>
<td>Real Estate</td>
<td>259,209</td>
<td>145,019</td>
<td>142,513</td>
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<tr>
<td>Labor, Services and Support</td>
<td>725,128</td>
<td>548,717</td>
<td>503,974</td>
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<tr>
<td>Contingency</td>
<td>101,699</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Financing Costs</td>
<td>82,119</td>
<td>82,119</td>
<td>82,119</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>1,279,884</strong></td>
<td><strong>779,064</strong></td>
<td><strong>731,308</strong></td>
</tr>
</tbody>
</table>

- Secured Funding Incurred: 57%
- Secured Funding Committed: 61%

NOTES: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
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</thead>
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<td>State (TCRP)</td>
<td>$638 million</td>
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<tr>
<td>State (STIP)</td>
<td>50 million</td>
</tr>
<tr>
<td>State (SLPP)</td>
<td>47 million</td>
</tr>
<tr>
<td>Federal (New Starts)</td>
<td>900 million</td>
</tr>
<tr>
<td>Local (Meas A, Others)</td>
<td>1,522 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$3,157 million</strong></td>
</tr>
</tbody>
</table>

State 23%
Federal 28%
Local (Meas A) 48%

Artist’s Rendering of Berryessa Station
Artist’s Rendering of Milpitas Station
Freight Rail Relocation And Other Corridor Establishment And Maintenance

**Estimated Cost:** $393.9 million*

*Includes a net $61.6 million for UPRR right-of-way

**Appropriation Through FY13:** $391 million*

*Includes a net $61.6 million for UPRR right-of-way

**Secured Funding:** $320.0 million

**Year of Completion:** 2014

**Project Manager:** Jim Costantini, Carolyn Gonot

**Designer:** HNTB Corporation

**Project Description:**
- Relocate freight railroad from VTA-purchased right-of-way to existing UPRR right-of-way, between Warm Springs Yard and Calaveras Blvd.
- Build new railroad overcrossing structure at Mission Boulevard.
- Build roadway underpass at Warren Avenue and Kato Road.
- Sever shipper freight service south of Montague Expressway.
- Construct flood control improvements at Berryessa Creek, Wrigley Creek, Scott Creek and Line B.
- Construct creek improvements and environmental mitigation at Wrigley Creek and Lower Penitencia Creek

**Project Status:**
- The Chevron petroleum pipelines relocation, SFPP/Kinder- Morgan petroleum pipeline relocation, and Verizon/MCI fiber optic relocation have been completed.
- The Berryessa Creek crossing, Abel Street Seismic Retrofit, and Railroad Relocation contract was substantially completed in December 2010.
- Construction of the Wrigley Creek Improvements is complete and the Plant Establishment Period is underway.
- On the Mission/Warren Truck Rail, work continued on the Agua Fria, Toroges and Agua Caliente Creek Improvement Construction Package (C115). Work is underway to develop a master agreement among the funding partners and complete other items to support advertisement of Mission Boulevard/Warren Avenue Union Pacific Railroad Relocation Construction Contract (C101) for bids. The Alum Rock Fish Passage Improvements Package (C111) construction contract will mitigate impacts from the Mission Warren Truck-Rail culvert extensions and other drainage improvements. Bids on this contract were received in December 2011.
- The VTA Board of Directors authorized award of Kato Road Grade Separation (C222) in September 2011. Construction work is underway.

**Project Schedule:**

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2008</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</td>
<td>Early 2008</td>
<td>Mid 2011</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Utility Relocations</td>
<td>Mid 2008</td>
<td>Late 2011</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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<tr>
<td>Construction</td>
<td>Early 2009</td>
<td>Late 2014</td>
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<td></td>
<td></td>
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<td></td>
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</tr>
</tbody>
</table>
## Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>121,998</td>
<td>103,302</td>
<td>76,826</td>
<td>45,171</td>
</tr>
<tr>
<td>Real Estate</td>
<td>80,168</td>
<td>78,400</td>
<td>78,281</td>
<td>1,887</td>
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<tr>
<td>Labor, Services and Support</td>
<td>88,385</td>
<td>62,690</td>
<td>57,420</td>
<td>30,965</td>
</tr>
<tr>
<td>Contingency</td>
<td>29,423</td>
<td>-</td>
<td>-</td>
<td>29,423</td>
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<tr>
<td><strong>Totals</strong></td>
<td><strong>319,973</strong></td>
<td><strong>244,392</strong></td>
<td><strong>212,527</strong></td>
<td><strong>107,446</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred 66%
Secured Funding Committed 76%

**NOTE:** All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

## Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$259.1 million</td>
</tr>
<tr>
<td>Local (Fremont)</td>
<td>25.7 million</td>
</tr>
<tr>
<td>Local (SCVWD)</td>
<td>17.5 million</td>
</tr>
<tr>
<td>Local (ACTA)</td>
<td>3.5 million</td>
</tr>
<tr>
<td>Local (ACFC)</td>
<td>1.0 million</td>
</tr>
<tr>
<td>Local (Milpitas)</td>
<td>0.2 million</td>
</tr>
<tr>
<td>State (TCRP, HRCSA, AB1462, Others)</td>
<td>82.7 million</td>
</tr>
<tr>
<td>Federal (FHWA)</td>
<td>4.1 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$393.9 million</strong></td>
</tr>
</tbody>
</table>

State 21%  Federal 1%  Local (Other) 12%
Local (Meas A) 66%

Aerial view of work on the Agua Fria, Toroges and Agua Caliente Creek Improvement (C115)

Backfilling temporary storm drain diversion pipe at Kato Road (C222)
Capitol Expressway Light Rail to Eastridge

Estimated Cost: $375 million
   Estimate Class 2 (see appendix)

Appropriation Through FY13:
$150.4 million

Secured Funding: $109.8 million

Year of Completion: Phase 1: 2014, Phase 2 TBD

Project Manager: Ken Ronsse

Designer: Rajappan & Meyer

Project Description:
This project will transform Capitol Expressway into a multi-modal boulevard offering bus rapid transit (BRT), light rail transit, and safe pathways with connections to the regional trail system.

Phase I includes pedestrian and bus improvements along Capitol Expressway to accommodate pedestrian access and to improve safety. It includes new sidewalks and a landscaping buffer between the sidewalk and roadway from Capitol Avenue to Quimby Road. During this phase, reconstruction of the Eastridge Transit Center will also take place. These improvements will support subsequent BRT shelters and amenities at Story and Ocala as part of the future Santa Clara/Alum Rock BRT service.

Phase II will extend light rail from the existing Alum Rock Light Rail Station to the Eastridge Transit Center. Light rail will operate primarily in the center of Capitol Expressway, with elevated track structures crossing Capitol Avenue, Story Road, and Tully Road. The Eastridge extension will include three stations: Story Road, Ocala Avenue (optional) and Eastridge.

Project Status:
In May 2005 and in August 2007, the VTA Board of Directors certified the Final Environmental Impact Report, and the Supplemental EIR, respectively, and approved the Light Rail Alternative. In order to make the projects eligible for federal funding, VTA is in the process of preparing an Environmental Impact Statement for the Light Rail Alternative.

The pedestrian improvement portion includes State (STIP) funding and is now under construction with completion scheduled in summer 2012.

Property acquisition and final design for the transit center and bus stops are underway. Construction is anticipated to begin in fall 2012.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Environmental</td>
<td></td>
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<tr>
<td>Env. Impact Stmt.</td>
<td>Mid 09</td>
<td>Late 11</td>
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</tr>
<tr>
<td>Sidewalk and Landscaping</td>
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<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Design</td>
<td>Early 10</td>
<td>Early 11</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td>Early 11</td>
<td>Mid 12</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Closeout</td>
<td>Mid 12</td>
<td>End 12</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Eastridge Transit Center</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Design</td>
<td>Mid 10</td>
<td>Late 12</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right-of-Way</td>
<td>Mid 10</td>
<td>Early 12</td>
<td></td>
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</tr>
<tr>
<td>Construction</td>
<td>Late 12</td>
<td>Early 14</td>
<td></td>
<td></td>
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<tr>
<td>Closeout</td>
<td>Early 14</td>
<td>Mid 14</td>
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P-0375, P-0476, P-0743, P-0744, P-0787
Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding $a$</th>
<th>Dec-11 Committed Costs $b$</th>
<th>Dec-11 Incurred Costs $c$</th>
<th>Balance $d = (a-c)$</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>12,562</td>
<td>8,723</td>
<td>4,793</td>
<td>7,769</td>
</tr>
<tr>
<td>Real Estate</td>
<td>9,691</td>
<td>8,072</td>
<td>7,836</td>
<td>1,855</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>58,764</td>
<td>55,136</td>
<td>53,588</td>
<td>5,176</td>
</tr>
<tr>
<td>Contingency</td>
<td>19,389</td>
<td>-</td>
<td>-</td>
<td>19,389</td>
</tr>
<tr>
<td>Financing Costs</td>
<td>9,366</td>
<td>9,366</td>
<td>9,366</td>
<td>-</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>109,772</strong></td>
<td><strong>81,297</strong></td>
<td><strong>75,583</strong></td>
<td><strong>34,189</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred: 69%
Secured Funding Committed: 74%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change.

Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$79.5 million</td>
</tr>
<tr>
<td>Local (Other)</td>
<td>5.7 million</td>
</tr>
<tr>
<td>State (STIP)</td>
<td>45.0 million</td>
</tr>
<tr>
<td>State (Other)</td>
<td>0.2 million</td>
</tr>
<tr>
<td>TBD</td>
<td>244.6 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>(170,628,404,628) $375.0 million</td>
</tr>
</tbody>
</table>

State 12%  Local (Meas A) 21%
Local (Other) 2%
Other (TBD) 65%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change.

Excavation at Capitol Expressway  
Sidewalk at Capitol Expressway
Light Rail Program

Light Rail System Improvements

Estimated Cost: $40 million

Appropriation Through FY13:
$9.0 million

Secured Funding: $9.0 million

Year of Completion: Varies

Project Manager:
Kevin Connolly

Designers:
TBD

Description Of Efforts:
The VTA Board adopted the Light Rail Systems Analysis in May 2010. The Systems Analysis provides an evaluation of infrastructure and operational deficiencies of the existing light rail system along with a three-phase improvement plan for immediate action.

Near-term recommended projects from the Light Rail Systems Analysis are as follows:

- **Guadalupe Express.** The top priority recommendation from the Systems Analysis will reconfigure the southern half of the Light Rail System to allow express trains and integrate the Almaden shuttle trains into the larger system. This project will require planning and design of a storage track in the Downtown-Civic Center area of San Jose.

- **North First Street Speed Improvements.** The Systems Analysis recommended speeding up travel times throughout the system but especially on North First Street between Metro Airport and Tasman stations. Among the specific project recommendations are fencing the trackway to allow for 45 mph operation, grade separations, signal retiming and crossover track.

- **Long T Conceptual Engineering.** The Phase II recommendation from the Systems Analysis developed a series of improvements to the Tasman corridor including double-tracking in Mountain View, to allow for express trains and more frequent service to serve the future BART station connection at Montague. This project will begin Conceptual Engineering for the Long T Improvement.

- **LRT Crossovers.** The Systems Analysis identified up to 12 locations where new crossovers will improve operational flexibility and safety throughout the system. This project would begin design and construction on the highest priority locations.

Status:
The Light Rail Systems Analysis was adopted by the VTA Board in May 2010. The initial projects recommended from the Systems Analysis began planning, design and construction in fall 2011.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Light Rail Systems Analysis</td>
<td>Late 2008</td>
<td>Mid 2010</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Guadalupe Express</td>
<td>Late 2011</td>
<td>Late 2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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</table>

P-0552, P-0660, P-0722, P-0784
Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>3,205</td>
<td>-</td>
<td>-</td>
<td>3,205</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>4,900</td>
<td>2,241</td>
<td>2,231</td>
<td>2,668</td>
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<tr>
<td>Contingency</td>
<td>753</td>
<td>-</td>
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<td>753</td>
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<tr>
<td>Financing Costs</td>
<td>134</td>
<td>134</td>
<td>134</td>
<td>-</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>8,992</strong></td>
<td><strong>2,375</strong></td>
<td><strong>2,366</strong></td>
<td><strong>6,626</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred: 26%
Secured Funding Committed: 26%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$9.0 million</td>
</tr>
<tr>
<td>TBD</td>
<td>31.0 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$40.0 million</strong></td>
</tr>
</tbody>
</table>
Light Rail Program

Extension to Vasona Junction

Estimated Cost: $120 – 160 million

Appropriation Through FY13: $12.8 million

Secured Funding: $0.8 million

Year of Completion: TBD

Project Manager:
Ken Ronsse
Ann Calnan

Designer: N/A

Project Description:
The 5.3-mile Vasona Light Rail line between Downtown San Jose and Campbell was opened in October 2005.

An extension from the end of the line at Winchester Station in Campbell to Vasona Junction (Winchester Boulevard at Route 85) in Los Gatos will add another 1.6 miles, two stations, and a transit center with parking at Vasona Junction.

Project Status:
Conceptual engineering and both State and Federal clearances were completed in 2000. Since 2000, environmental and design conditions have changed and the project needs to be re-evaluated and undergo additional environmental review. Accordingly, the remaining appropriation of $7.4 million has been reallocated from Measure A funding to future Federal.

Additional environmental studies are underway in order to make this project eligible for federal funding. The draft environmental document will be available for public review in mid 2012, with final approval from FTA scheduled in late 2012.

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>
</tr>
</thead>
<tbody>
<tr>
<td>Environmental Design</td>
<td>Late 2009</td>
<td>Late 2012</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right-of-Way</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenue Service</td>
<td></td>
<td></td>
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<td></td>
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<td>Closeout</td>
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<td></td>
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<td></td>
</tr>
</tbody>
</table>

Schedule for future activities will be established when funding is secured.
Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Real Estate</td>
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<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>785</td>
<td>694</td>
<td>622</td>
<td>164</td>
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<tr>
<td>Contingency</td>
<td>26</td>
<td>-</td>
<td>-</td>
<td>26</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>811</strong></td>
<td><strong>694</strong></td>
<td><strong>622</strong></td>
<td><strong>190</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred 77%
Secured Funding Committed 86%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$0.8 million</td>
</tr>
<tr>
<td>Other (TBD)</td>
<td>120 - 160 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$120 - 160 million</strong></td>
</tr>
</tbody>
</table>

View of Proposed Alignment Looking North from the Route 85 Terminus
Caltrain Service Upgrades

Estimated Cost: TBD

Appropriation Through FY13: $63.8 million

Secured Funding: $63.8 million

Year of Completion: TBD

Project Managers: Ken Ronsse

Designer: Various

Project Description:
Capital improvement projects to the Caltrain system with the goals of improving service ridership and passenger accessibility.

Project Status:

- **Mountain View Parking** – Project is inactive until right-of-way needs of High Speed Rail project are known, and the plan for future Caltrain capital and operating improvements is determined. Funds from the City of Mountain View could be used for preliminary engineering and environmental clearance.

- **Blossom Hill Pedestrian Grade Separation** – Construction is underway and scheduled for completion in February 2012.

- **Safety Enhancements** – The current phase of the project includes engineering and construction for at-grade crossings, with improvements such as pedestrian and swing gates, sidewalks, signing and striping, warning bands, and channelization for pedestrians. Construction along the JPB segment is completed and design for approximately 15 crossings along the UPRR segment is schedule to restart in late February 2012.

- **Santa Clara Station Pedestrian Underpass Extension** – This project will provide an extended pedestrian tunnel under the UPRR tracks at the Santa Clara Station. Preliminary engineering work was completed in early 2011 and final engineering has begun.

- **Santa Clara and Diridon Station Upgrades** – In January 2009 the VTA Board approved an $11.6 million Measure A contribution to these two station upgrades ($10 million for Santa Clara Station, $1.6 million for Diridon Station), which are being implemented by Caltrain. Work was consolidated into a single contract, with construction now substantially complete.

- **The Bike Share Pilot Program** would initially provide approximately 100 bikes and 10-12 bike share stations at one or more Caltrain stations and supporting pod locations. It is envisioned that users would be able to transition between transit and bikes seamlessly, connecting to major activity centers without the need to drive or walk long distances between transit stops.

Project Schedule:

<table>
<thead>
<tr>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Environmental</td>
<td>Mid 2007</td>
<td>Early 2009</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Design</td>
<td>Mid 2007</td>
<td>Early 2011</td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right-of-Way</td>
<td>Early 2009</td>
<td>Mid 2010</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td>Late 2008</td>
<td>Late 2015</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Schedule only includes projects with approved budgets.
Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>24,283</td>
<td>23,294</td>
<td>14,065</td>
<td>10,218</td>
</tr>
<tr>
<td>Trackage Rights</td>
<td>10,000</td>
<td>10,000</td>
<td>10,000</td>
<td>-</td>
</tr>
<tr>
<td>Real Estate</td>
<td>27</td>
<td>22</td>
<td>17</td>
<td>11</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>19,820</td>
<td>16,161</td>
<td>14,680</td>
<td>5,140</td>
</tr>
<tr>
<td>Contingency</td>
<td>6,867</td>
<td></td>
<td>-</td>
<td>6,867</td>
</tr>
<tr>
<td>Financing Costs</td>
<td>2,815</td>
<td>2,815</td>
<td>2,815</td>
<td>-</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>63,813</strong></td>
<td><strong>52,292</strong></td>
<td><strong>41,577</strong></td>
<td><strong>22,236</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred: 65%
Secured Funding Committed: 82%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

Anticipated Funding (reflects only appropriated budget):

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
<th>Local (Other)</th>
<th>State</th>
<th>Federal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$51.3 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Local (Mt. View)</td>
<td>0.4 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Local (San Jose)</td>
<td>0.3 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Local (RM2)</td>
<td>0.5 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>State (Prop 1B)</td>
<td>7.2 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Federal (FHWA)</td>
<td>2.5 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Federal (CMAQ)</td>
<td>1.6 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$63.8 million</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Blossom Hill West Ramp
Blossom Hill Cast In Drilled Hole (CIDH) Foundation for Bridge Bent 2

P-0511, P-0740, P-3201 through P-3205
Commuter Rail Program

Caltrain South County

Estimated Cost: $61.9 million

Appropriation Through FY13: $61.9 million

Secured Funding: $61.9 million

Year of Completion: Phase 1 - 2012

Project Manager: Ken Ronsse

Designer: AECOM

Project Description:
16.5 miles of double track on the Union Pacific Railroad (UPRR) corridor between San Jose, in the Coyote area, and Gilroy. Capacity improvements for storage of additional train sets at Gilroy.

In late-2004, VTA paid $10 million to UPRR as a Capital Access Fee for a 15-year period for the future addition of train pairs No. 6 and 7. (This cost was borne by the Caltrain Service Upgrades Project – see pages 2-13 and 2-14.)

Project Status:

Environmental Document: A Statutory Exemption (SE) has been filed on the basis that construction will be restricted to the UPRR corridor.

Construction: Fiber optic cable relocation in the northerly 5-mile segment is complete. The grading contract for Phase 1 (8.3 miles) has been placed on temporary suspension while the scope is being reviewed in consideration of the recent uncertainties in the Caltrain program and the upcoming release of the High Speed Rail (HSR) environmental document, now scheduled for end of 2011.

Phase 2 (8.2 miles) Preliminary Engineering was completed in December 2008. The project budget identified for Phase 2 has been de-obligated pending analysis of future ridership forecasts and service demands of Caltrain, and final alignment of future High Speed Rail (HSR) system.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2005</th>
<th>2006</th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Environmental</td>
<td>Mid 2005</td>
<td>Mid 2007</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Design Phase 1</td>
<td>Mid 2005</td>
<td>Early 2009</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction Phase 1</td>
<td>TBD</td>
<td>TBD</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>50,006</td>
<td>25,765</td>
<td>8,521</td>
<td>41,485</td>
</tr>
<tr>
<td>Real Estate</td>
<td>25</td>
<td>-</td>
<td>-</td>
<td>25</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>10,094</td>
<td>9,092</td>
<td>8,890</td>
<td>1,204</td>
</tr>
<tr>
<td>Contingency</td>
<td>1,759</td>
<td>-</td>
<td>-</td>
<td>1,759</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>61,884</strong></td>
<td><strong>34,857</strong></td>
<td><strong>17,411</strong></td>
<td><strong>44,473</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred 28%
Secured Funding Committed 56%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>State (TCRP)</td>
<td>$33.0 million</td>
</tr>
<tr>
<td>Local (Measure A)</td>
<td>28.9 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$61.9 million</strong></td>
</tr>
</tbody>
</table>

State (Meas A) 47%
Local 53%

Typical South County Crossing
Llagas Creek Bridge
Commuter Rail Program

Caltrain Electrification / High Speed Rail

Estimated Cost: TBD
Appropriation Through FY13: $1.3 million
Secured Funding: $1.3 million
Year of Completion: TBD
Project Manager: Caltrain – PCJPB Staff
VTA – Steven Fisher
Designer: Parsons Brinckerhoff

Project Description:

Caltrain from San Jose to San Francisco will be upgraded to an electric, fully grade separated system in conjunction with the California High Speed Rail Project. The High Speed Rail Project will also serve south Santa Clara County through Gilroy and Pacheco Pass. In cooperation with Caltrain and the High Speed Rail Authority, VTA will participate in planning and engineering activities that will ultimately lead to an upgraded Caltrain system.

Project Status:

California Proposition 1A, a $9.95 billion bond measure for High Speed Rail (HSR), passed in November 2008. This provides funding for the initial segments of an HSR line from San Francisco to Los Angeles/Anaheim.

California also received close to $6 billion in ARRA funds. In December 2010, the California HSR Authority Board decided to build the first segment of the project in the Central Valley, effectively pushing out project implementation in other parts of the state until funding is identified.

When complete, the Caltrain Corridor will contain four tracks – two for Caltrain and freight movements, and two for HSR – fully grade-separated, and using electric power for both modes.

The California High Speed Rail Project has opened the opportunity for a joint engineering and environmental effort that will cover both modes in the corridor. The HSRA has entered into a Memorandum of Understanding that will construct HSR and an upgraded electrified Caltrain system as one project. HSRA and the JPB have begun an engineering effort that will identify a phased implementation approach.

In conjunction with Caltrain, which is administering the Caltrain Electrification project, the budget for this project will partially fund planning and engineering activities through FY 2013 and coordination work with Caltrain staff.

Project Schedule:

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
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<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Environmental Design</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Testing &amp; Commissioning</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Revenue Service</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

A project schedule will be developed based on how Caltrain electrification and the High Speed Rail Project will be integrated within the corridor.
### Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding (a)</th>
<th>Dec-11 Committed Costs (b)</th>
<th>Dec-11 Incurred Costs (c)</th>
<th>Balance (d = (a-c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>-</td>
<td>-</td>
<td>-</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>1,224</td>
<td>448</td>
<td>447</td>
<td>777</td>
</tr>
<tr>
<td>Contingency</td>
<td>85</td>
<td>-</td>
<td>-</td>
<td>85</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>1,309</strong></td>
<td><strong>448</strong></td>
<td><strong>447</strong></td>
<td><strong>862</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred 34%
Secured Funding Committed 34%

Note: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change.

### Anticipated Funding (reflects only appropriated budget):

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
<th>Local (Meas A) 100%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$1.3 million</td>
<td>100%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$1.3 million</strong></td>
<td></td>
</tr>
</tbody>
</table>

High Speed Rail Simulation - Diridon Station
**Commuter Rail Program**

**Dumbarton Rail Corridor**

**Estimated Cost:** $0.7 - $1 billion

   Estimate Class 3 (see appendix)

**Appropriation Through FY13:**

$2.1 million

**Secured Funding:** $2.1 million

**Year of Completion:** TBD

**Project Manager:**

Caltrain – Aidan Hughes

VTA – Kevin Connolly

**Designer:** TBD

**Project Description:**

This project represents VTA’s share of matching funds for a partnership with Alameda and San Mateo counties for the rebuilding of the Dumbarton Rail Corridor.

The project will rehabilitate rail bridges and tracks that span the bay between Redwood City and Newark and make improvements to existing tracks in Union City and Fremont. The project will involve the construction of two new rail stations at Menlo Park and Newark, as well as upgrades to the Fremont Centerville Station and a new intermodal station at the Union City BART station.

**Project Status:**

**Environmental/Design:** Based on the detailed cost estimate prepared by the Peninsula Corridor Joint Powers Board (JPB), the project is now projected to cost between $700 million and $1 billion. In response, JPB is now exploring various strategies to close the funding shortfall and redefine the project by adding more service in an effort to increase ridership.

The project will complete a Federal Environmental Document in mid 2012. No operating funding or an operator has been identified for the proposed service.

MTC has also reprioritized $91 million in Regional Measure 2 funding from the Dumbarton project to the Warm Springs BART extension, with those funds being paid back by the Alameda County Congestion Management Agency. VTA is participating in a partnership of regional transit providers to analyze the cost and benefits of providing Express Bus service in the Dumbarton corridor.

**Project Schedule:**

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2006</th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Environmental</td>
<td>Late 2006</td>
<td>Late 2012</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Design</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Project development will proceed on a schedule consistent with available funding.*
## Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>-</td>
<td>-</td>
<td>-</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>2,019</td>
<td>1,877</td>
<td>1,874</td>
<td>146</td>
</tr>
<tr>
<td>Contingency</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Financing Costs</td>
<td>103</td>
<td>103</td>
<td>103</td>
<td>-</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>2,122</strong></td>
<td><strong>1,980</strong></td>
<td><strong>1,977</strong></td>
<td><strong>146</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred: 93%
Secured Funding Committed: 93%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change.

## Anticipated Funding (reflects only appropriated budget):

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
<th>Local (Meas A) 100%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$2.1 million</td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$2.1 million</strong></td>
<td></td>
</tr>
</tbody>
</table>
Palo Alto Intermodal Transit Center

Estimated Cost: TBD

Appropriation Through FY13: $0.2 million

Secured Funding: $0.36 million

Year of Completion: TBD

Project Manager: Steven Fisher

Designer: TBD

Project Description:
This project will create an intermodal facility for trains, buses, bicycles, autos and pedestrians, and act as a gateway to both Downtown Palo Alto and Stanford University.

Project Status:
This project is inactive. Significant issues related to the High Speed Rail project will need to be resolved before further planning work can proceed for this project.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
<th>2022</th>
<th>2023</th>
<th>2024</th>
<th>2025</th>
</tr>
</thead>
<tbody>
<tr>
<td>Environmental</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Design</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Right-of-Way</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Project Opening</td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Closeout</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

A project schedule will be developed when a determination is made concerning the configuration of a High Speed Rail stop in Palo Alto.
Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>-</td>
<td>-</td>
<td>-</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>361</td>
<td>214</td>
<td>214</td>
<td>147</td>
</tr>
<tr>
<td>Contingency</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>361</strong></td>
<td><strong>214</strong></td>
<td><strong>214</strong></td>
<td><strong>147</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred 59%
Secured Funding Committed 59%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

Anticipated Funding (reflects only appropriated budget):

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
<th>Local (Meas A) 14%</th>
<th>Local (Other) 17%</th>
<th>Federal 69%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$0.05 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Local (Palo Alto)</td>
<td>0.06 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Federal</td>
<td>0.25 million</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$0.36 million</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
ACE Upgrades

Estimated Cost: TBD
Appropriation Through FY13: $0
Secured Funding: $0
Year of Completion: TBD
Project Manager:
San Joaquin Regional Rail Commission
VTA – Steven Fisher
ACE – Brian Schmidt
Designer: TBD

Project Description:
The current ACE service provides weekday commute service with four trains in each direction between Stockton and San Jose. ACE serves three stations in Santa Clara County: Great America, Santa Clara and Downtown San Jose.

This program will upgrade service by providing funds for rolling stock and track improvements.

Project Status:
VTA staff will work with San Joaquin Regional Rail Commission staff to implement this program.

In January 2009 the VTA Board approved a $10 million Measure A contribution to the $26 million Santa Clara Station project, and this appropriation is included in the Caltrain Service Upgrades project.

The improvements to the Santa Clara Station that will allow ACE trains to stop at the station, are described in the Caltrain Service Upgrades project. Work is expected to be complete in 2012 which will allow ACE trains to resume service to Santa Clara Station.

ACE, in joint sponsorship with the California High Speed Rail Authority, has begun an Environmental Impact Statement/Environmental Impact Report looking at alternatives to upgrade the ACE rail corridor.

Project Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rolling Stock Procurement</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track Improvements</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Schedule and Scope for Rolling Stock Procurement, Track Improvements, and other upgrades will be developed when funding is secured.
**Cost Information:**

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Real Estate</td>
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<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>-</td>
<td>-</td>
<td>-</td>
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</tr>
<tr>
<td>Contingency</td>
<td>-</td>
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<tr>
<td><strong>Totals</strong></td>
<td>-</td>
<td>-</td>
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<td>-</td>
</tr>
</tbody>
</table>

Secured Funding Incurred X
Secured Funding Committed X

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

**Anticipated Funding:**
No funding has been identified.
**Estimated Cost:** $114.1 million  
Estimate Class 4 (see appendix)

**Appropriation Through FY13:**  
$114.1 million  
*(PE included in Eastridge Ext.)*

**Secured Funding:**  
$36.3 million

**Year of Completion:**  
2015

**Project Manager:**  
Ken Ronsse

**Designer:**  
CH2M Hill (PE)

---

**Project Description:**

This project will provide a transit enhancement in the county’s highest transit ridership corridor from Downtown San Jose to the Eastridge Transit Center on Capitol Expressway. The first phase will introduce Bus Rapid Transit (BRT) in the corridor with dedicated lanes on Alum Rock Avenue (eastern segment) and mixed flow operations on Santa Clara Street (western segment). This BRT project is being designed in an alignment consistent with light rail stations level amenities, enabling a conversion to light rail in the future, if desired.

**Project Status:**

Project environmental review was completed with the certification of the EIR in December 2008.

Preliminary Engineering was performed from April 2010 to December 2011. Final Design will begin in January 2012 and will end in early 2013. Right-of-way acquisition began October 2010 and is scheduled to run through late 2012. Utility relocation is expected to begin in mid 2013 with bus improvements scheduled for early 2015. Procurement of buses for this project is included separately as part of the overall procurement of articulated buses for BRT shown elsewhere in this report (see page 2-29).

**Project Schedule:**

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<td>Right-of-Way</td>
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<tr>
<td>Construction</td>
<td>Mid 2013</td>
<td>Late 2014</td>
<td><img src="#" alt="Yellow" /></td>
<td><img src="#" alt="Yellow" /></td>
<td><img src="#" alt="Yellow" /></td>
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<td><img src="#" alt="Yellow" /></td>
<td><img src="#" alt="Yellow" /></td>
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<td>Revenue Service (Santa Clara)</td>
<td>Late 2014</td>
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<td><img src="#" alt="Red" /></td>
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<td><img src="#" alt="Red" /></td>
<td><img src="#" alt="Red" /></td>
<td><img src="#" alt="Red" /></td>
</tr>
<tr>
<td>Revenue Service (Alum Rock)</td>
<td>Mid 2015</td>
<td>N/A</td>
<td><img src="#" alt="Blue" /></td>
<td><img src="#" alt="Blue" /></td>
<td><img src="#" alt="Blue" /></td>
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<td><img src="#" alt="Blue" /></td>
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<tr>
<td>Closeout</td>
<td>Early 2015</td>
<td>Late 2015</td>
<td><img src="#" alt="Purple" /></td>
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### Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
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<td>40</td>
<td>-</td>
<td>40</td>
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<tr>
<td>Real Estate</td>
<td>7,793</td>
<td>1,610</td>
<td>351</td>
<td>7,442</td>
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<td>Labor, Services and Support</td>
<td>27,658</td>
<td>8,965</td>
<td>8,152</td>
<td>19,506</td>
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<tr>
<td>Contingency</td>
<td>796</td>
<td>-</td>
<td>-</td>
<td>796</td>
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<tr>
<td><strong>Totals</strong></td>
<td><strong>36,286</strong></td>
<td><strong>10,616</strong></td>
<td><strong>8,503</strong></td>
<td><strong>27,783</strong></td>
</tr>
</tbody>
</table>

- Secured Funding Incurred: 23%
- Secured Funding Committed: 29%

**NOTE:** All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change.

### Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$24.1 million</td>
</tr>
<tr>
<td>State (Prop 1B)</td>
<td>90.0 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$114.1 million</strong></td>
</tr>
</tbody>
</table>

Local (Meas A) 21%
State 79%
**BRT - El Camino Real**

**Estimated Cost:** $250 million

Estimated Class 5 (see appendix)

**Appropriation Through FY13:**

$19.3 million

**Secured Funding:** $19.3 million

**Year of Completion:** 2016

**Project Manager:**

Steven Fisher

**Designer:**

Parsons Transportation Group

**Project Description:**

The proposed alignment extends 16.6 miles from HP Pavilion in downtown San Jose to the Palo Alto Transit Center and is an extension of the BRT – Santa Clara/Alum Rock project. BRT improvements will consist of new exclusive bus lanes, bulb outs, distinct shelters, branded hybrid vehicles, off-board fare collection and other improvements along the corridor. The project is envisioned to include 16 new BRT stations.

**Project Status:**

Conceptual Engineering began in May 2010 with a project environmental review, the Caltrans process, and FTA Small Starts review planned to commence in mid-2012. Different cross-sections have been analyzed and preliminary ridership and traffic projections have been developed. VTA is working with cities to determine sections of the Corridor where BRT can use dedicated lanes.

**Project Schedule:**

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</tr>
</thead>
<tbody>
<tr>
<td>Conceptual</td>
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<td>Late 2011</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Environmental</td>
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<td>Late 2012</td>
<td></td>
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<td></td>
<td></td>
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<tr>
<td>Design</td>
<td>Mid 2012</td>
<td>Mid 2014</td>
<td></td>
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<td>Late 2015</td>
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<tr>
<td>Revenue Service</td>
<td>Early 2016</td>
<td>Mid 2016</td>
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<tr>
<td>Closeout</td>
<td>Early 2016</td>
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### Cost Information:

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<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance d = (a-c)</th>
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<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>-</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>19,349</td>
<td>5,760</td>
<td>3,475</td>
<td>15,874</td>
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<tr>
<td>Contingency</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>19,349</strong></td>
<td><strong>5,760</strong></td>
<td><strong>3,475</strong></td>
<td><strong>15,874</strong></td>
</tr>
</tbody>
</table>

- Secured Funding Incurred: 18%
- Secured Funding Committed: 30%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

### Anticipated Funding (reflects only appropriated budget):

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
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<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$19.3 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$19.3 million</strong></td>
</tr>
</tbody>
</table>

Local (Meas A) 100%
Bus Program

Bus Rapid Transit

Estimated Cost: TBD

Appropriation Through FY13: $70.3 million

Secured Funding: $60.4 million

Year of Completion: TBD

Project Manager: Kevin Connolly

Designers: CH2M Hill, Parsons Transportation Group

Project Description:

Bus Rapid Transit (BRT) is an enhanced bus transit service that offers many of the same service attributes as rail transit, such as specialized vehicles, large stations, real-time information, and more frequent and reliable operations. VTA intends to develop an integrated BRT network throughout the County, providing high quality service to areas not served by light rail transit (LRT).

Project Status:

The VTA Board of Directors adopted the Bus Rapid Transit (BRT) Strategic Plan in May 2009. Based on the criteria established in the Transit Sustainability Policy, the BRT strategic plan recommends moving forward with BRT deployment in the Santa Clara/Alum Rock corridor (see page 2-25), and continuing conceptual engineering, environmental and other work for the El Camino Real and Stevens Creek Boulevard corridors. Work has recently begun on the El Camino Real improvements (see page 2-27). A fourth project, King Road, may begin development activity within the next two years.

• The Stevens Creek Blvd corridor stations and vehicles will feature passenger amenities such as real-time information, high quality waiting environments and off-board fare collection. Planning work will continue in 2012.
• King Road was identified in the BRT Strategic Plan for future (Phase II) development. However, because the BART extension is being delivered in phases, the King Road BRT project will likely be revised as a feeder and distributor for BART patrons using the Berryessa Station.
• Procurement of Articulated Buses required for 2013 service on the Santa Clara Alum Rock and El Camino corridors will be initiated in Fiscal Year 2012. Includes bus procurement for SCAR corridor.
• Funds were included in the adopted FY12/13 Measure A Transit Improvement Program for Facility Modifications at the Chaboya and North Divisions required in order to accommodate BRT buses.

Project Schedule:

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<tr>
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<tr>
<td>Environmental Design</td>
<td>Late 2008</td>
<td>Mid 2016</td>
<td></td>
<td></td>
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<tr>
<td>Construction</td>
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</tbody>
</table>

Scope and schedule will be finalized as projects are better defined.
**Cost Information:**

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
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<td>-</td>
<td>-</td>
<td>38,132</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>15,143</td>
<td>2,275</td>
<td>2,248</td>
<td>12,895</td>
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<tr>
<td>Contingency</td>
<td>7,138</td>
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<td>-</td>
<td>7,138</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>60,413</strong></td>
<td><strong>2,275</strong></td>
<td><strong>2,248</strong></td>
<td><strong>58,165</strong></td>
</tr>
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</table>

Secured Funding Incurred 4%
Secured Funding Committed 4%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's

December 31, 2011 incurred cost figures are unaudited and are subject to change

**Anticipated Funding (reflects only appropriated budget):**

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$59.6 million</td>
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<tr>
<td>Federal (Other)</td>
<td>$0.7 million</td>
</tr>
<tr>
<td>TBD</td>
<td>$10.0 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$70.3 million</strong></td>
</tr>
</tbody>
</table>

Specialized BRT Vehicle

P-0551, P-0715, P-0719, P-0725, P-0783, P-0785
ZEB Demonstration and Facility Improvements

**Estimated Cost:** TBD

**Appropriation Through FY13:**
$19.6 million

**Secured Funding:** $19.6 million

**Year of Completion:** 2019

**Project Manager:**
Art Douwes

**Manufacturer:**
Gillig / Ballard

---

**Project Description:**
In December 2000, the VTA Board adopted the low-emission diesel path in complying with California Air Resources Board’s (CARB) regulation to reduce nitrogen oxide and particulate matter emitted by public transit buses. In accordance with these regulations, VTA, in a joint program with SamTrans, implemented a demonstration program to test the viability of zero-emission fuel-cell bus (ZEB) technology.

VTA procured three 40-foot low-floor ZEBs, modified facilities, installed a hydrogen fueling station, and provided training for staff, emergency responders and others. The three ZEBs started revenue service in February 2005.

VTA intends to comply with the new CARB regulation for transit agencies which requires that 15% of all new transit buses purchased by VTA after 2011 be ZEBs. The program will also include facilities construction and training to support the increased ZEB fleet.

---

**Project Status:**
The VTA Board has adopted a strategy of partnering with other Bay Area transit properties and designating AC Transit as the lead agency for procuring and deploying the Advanced ZEB Demonstration vehicles. VTA’s participation will be primarily financial.

$6.248 million in VTA Enterprise funds were allocated to this effort. (Note that as this work is funded entirely with VTA Enterprise funds, not Measure A funds, this amount is not reflected in the budget or funding amounts shown in this report.)
### Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance $d = (a-c)$</th>
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<td>14,512</td>
<td>14,405</td>
<td>14,405</td>
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<tr>
<td>Labor, Services and Support</td>
<td>5,056</td>
<td>5,044</td>
<td>5,044</td>
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<tr>
<td>Contingency</td>
<td>-</td>
<td>-</td>
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<td><strong>Totals</strong></td>
<td><strong>19,569</strong></td>
<td><strong>19,448</strong></td>
<td><strong>19,448</strong></td>
<td><strong>120</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred: 19,448 / 19,569 = 99%
Secured Funding Committed: 19,448 / 19,569 = 99%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's. December 31, 2011 incurred cost figures are unaudited and are subject to change.

### Anticipated Funding (reflects only appropriated budget):

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$5.65 million</td>
</tr>
<tr>
<td>Local (SAMTRANS)</td>
<td>4.92 million</td>
</tr>
<tr>
<td>Federal</td>
<td>7.70 million</td>
</tr>
<tr>
<td>State</td>
<td>1.30 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$19.57 million</strong></td>
</tr>
</tbody>
</table>

**Funding Source Breakdown:**

- Federal: 39%
- Local (Other): 25%
- State: 7%
- Local (Meas A): 29%

---

**ZEB in New Maintenance Facility**

**ZEB Hydrogen Fuel Cell**
Money Counting Facility Replacement

Estimated Cost: $4.2 million

Appropriation Through FY13: $4.2 million

Secured Funding: $4.2 million

Year of Completion: 2013

Project Manager: David Sausjord

Designer: TBD

Project Description:
This project will construct a new revenue processing facility at the Cerone Division to replace VTA’s existing undersized and inefficient Money Room. The existing facility is over 30 years old and cannot be readily expanded. A new facility is required in order to maintain revenue security and support the implementation of new Ticket Vending Machines (TVMs) for planned Bus Rapid Transit (BRT) service.

Project Status:
Work on this project is anticipated to begin in early 2012.

Project Schedule:

<table>
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<tr>
<th>Activity</th>
<th>Start</th>
<th>End</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
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<tbody>
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<td>Design</td>
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<td>Late 2012</td>
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<tr>
<td>Construction</td>
<td>Early 2013</td>
<td>Late 2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Closeout</td>
<td>Early 2014</td>
<td>Mid 2014</td>
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</table>
## Cost Information:

<table>
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<tr>
<th>Project Cost Element</th>
<th>Secured Funding ( a )</th>
<th>Dec-11 Committed Costs ( b )</th>
<th>Dec-11 Incurred Costs ( c )</th>
<th>Balance ( d = (a-c) )</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>1,840</td>
<td>-</td>
<td>-</td>
<td>1,840</td>
</tr>
<tr>
<td>Real Estate</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Labor, Services and Support</td>
<td>2,025</td>
<td>-</td>
<td>-</td>
<td>2,025</td>
</tr>
<tr>
<td>Contingency</td>
<td>305</td>
<td>-</td>
<td>-</td>
<td>305</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>4,170</strong></td>
<td>-</td>
<td>-</td>
<td><strong>4,170</strong></td>
</tr>
</tbody>
</table>

Secured Funding Incurred 0%
Secured Funding Committed 0%

NOTE: All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

## Anticipated Funding:

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$4.2 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$4.2 million</strong></td>
</tr>
</tbody>
</table>
San Jose Mineta Airport People Mover

**Estimated Cost:** TBD

**Appropriation Through FY13:**
$4.0 million

**Secured Funding:**
$4.0 million

**Year of Completion:** TBD

**Project Manager:**
City of San Jose – Henry Servin / Laura Stuchinsky
VTA – Lilia Scott / Chris Augenstein

**Designer:** TBD

**Project Description:**
The Airport People Mover Project will provide a dedicated guideway connection from the San Jose International Airport to the Caltrain and future BART stations at the Santa Clara Transit Center, and the VTA Light Rail on North First Street.

The City of San Jose Department of Transportation currently leads this effort. They envision an automated transit network - similar to a Personal Rapid Transit system - of lightweight, automated computer-controlled vehicles operated on or suspended below an elevated guideway, similar to a horizontal elevator.

VTA funds are specific to a connection between the Airport terminals and Caltrain/BART and Light Rail, and not any pre-determined technology.

**Project Status:**
The City of San Jose has engaged a team of consultants including ARUP to lead planning, and a federally funded research center firm, Aerospace, to assess the viability of Personal Rapid Transit (PRT) technology for San Jose Mineta International Airport.

**Project Schedule:**
The Requests for Proposal process and subsequent studies are expected to take up to two years to complete.
### Cost Information:

<table>
<thead>
<tr>
<th>Project Cost Element</th>
<th>Secured Funding</th>
<th>Dec-11 Committed Costs</th>
<th>Dec-11 Incurred Costs</th>
<th>Balance (d = (a-c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>Construction and Major Procurement</td>
<td>-</td>
<td>-</td>
<td>-</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>4,021</td>
<td>2,044</td>
<td>1,215</td>
<td>2,806</td>
</tr>
<tr>
<td>Contingency</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>4,021</strong></td>
<td><strong>2,044</strong></td>
<td><strong>1,215</strong></td>
<td><strong>2,806</strong></td>
</tr>
</tbody>
</table>

-Secured Funding Incurred 30%
-Secured Funding Committed 51%

**NOTE:** All amounts are Year Of Expenditure dollars in $1,000's
December 31, 2011 incurred cost figures are unaudited and are subject to change

### Anticipated Funding (reflects only appropriated budget):

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local (Measure A)</td>
<td>$4.0 million</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$4.0 million</strong></td>
</tr>
</tbody>
</table>
Closed Projects

**Highway 17 Bus Service Improvements**

**Final Cost:** $2.5 million  
**Year of Completion:** 2011  
**Project Manager:** Jim Unites  
**Designer:** Santa Cruz Metro

**Project Description:**
Santa Cruz Metro has procured five buses necessary to operate service between Santa Cruz, Scotts Valley, and Downtown San Jose. These buses replaced existing buses that are 20 years old, with an average of 950,000 miles each.

The five (5) buses went into service in March/April 2011. VTA has reimbursed Santa Cruz Metro for the $2.5 million purchase price.

**Low Floor Light Rail Vehicles**

**Final Cost:** $200.6 million  
**Year of Completion:** 2004  
**Project Manager:** Art Douwes  
**Contractor:** Kinkisharyo International, LLC

**Project Description:**
Purchased 70 low floor light rail vehicles to serve the entire VTA Light Rail system.

Low floor vehicles provide enhanced ADA accessibility and improved service by minimizing boarding and exit times for all riders. Low floor light rail vehicles eliminate the need for wheelchair lifts and enhance access for all VTA riders, as well as providing additional space for bicycles.
APPENDIX A – COST ESTIMATE CLASSES

Figure 1 – Cost Estimate Classification Matrix
(Adapted from AACE Skills & Knowledge of Cost Engineering, 4th ed., Chapter 1)

<table>
<thead>
<tr>
<th>Estimate Class</th>
<th>Level of Project Definition</th>
<th>Expected Accuracy Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class 5</td>
<td>0% to 5%</td>
<td>-50% to +100%</td>
</tr>
<tr>
<td>Class 4</td>
<td>5% to 25%</td>
<td>-30% to +50%</td>
</tr>
<tr>
<td>Class 3</td>
<td>35%</td>
<td>-20% to +30%</td>
</tr>
<tr>
<td>Class 2</td>
<td>65%</td>
<td>-15% to +20%</td>
</tr>
<tr>
<td>Class 1</td>
<td>90% to 100%</td>
<td>-10% to +15%</td>
</tr>
</tbody>
</table>

Figure 1 shows a mapping of Estimate Class to Level of Project Definition. Intuitively, estimates become more accurate and have less uncertainty as project definition increases. This table provides a rough framework to describe the accuracy of project estimated costs in this report. A discussion of cost estimate classes, in order of increasing accuracy, is presented below:

- **Class 5** (Order-of-Magnitude Estimates) – Order-of-magnitude estimates are sometimes referred to as “conceptual” or “ballpark” estimates. These estimates are made without detailed engineering data using only basic criteria such as area or distance. An estimate of this type would normally be expected to be accurate within +100 percent to -50 percent. Order-of-magnitude estimates are used to quickly screen several types of alternative designs.

- **Classes 4 and 3** (Preliminary Estimates) – Preliminary estimates are prepared once enough preliminary engineering has taken place to further define the project scope. An estimate of this type is normally expected to be accurate within +50 percent to -30 percent. Since the preliminary estimate is more definitive than the order-of-magnitude estimate, it is better suited for determining project feasibility.

- **Classes 2 and 1** (Final Estimates) – Final estimates are prepared from very defined engineering data. This data includes, as a minimum, fairly complete plans and specifications. An estimate of this type is usually expected to be accurate within +15 percent to -15 percent. The final estimate has a level of accuracy that is appropriate for setting project budgets.
A ½ CENT TRANSIT SALES TAX

To:
- Connect BART to Milpitas, San Jose, Santa Clara;
- Build rail connection from San Jose International Airport to BART, Caltrain, light rail;
- Purchase vehicles for disabled access, senior safety, clean air buses;
- Provide light rail throughout Santa Clara County;
- Expand, electrify Caltrain;
- Increase rail, bus service.

Shall Santa Clara Valley Transportation Authority enact a ½ cent sales tax for 30 years beginning 4/1/06 when current tax expires, with annual audits published in local newspapers and an independent citizens watchdog committee?

COMPLETE TEXT OF MEASURE A

Shall the Board of Directors of the Santa Clara Valley Transportation Authority (VTA) be authorized to enact a retail transactions and use tax ordinance imposing (a) a tax for the privilege of selling tangible personal property at retail upon every retailer in Santa Clara County, the territory of VTA; such tax to be at the rate of one-half of one percent of the gross receipts of the retailer from the sale of all tangible personal property sold by him at retail in the territory of VTA, and (b) a complimentary tax upon the storage, use, or other consumption in Santa Clara County, the territory of VTA; such tax to be at the rate of one-half of one percent of the sales price of the property whose storage, use, or other consumption is subject to the tax, such taxes to be imposed for a period not to exceed 30 years, and to take effect only upon the expiration of the current County of Santa Clara 1996 Measure B ½ cent sales tax in April, 2006, and to be used only to:

- Extend BART from Fremont through Milpitas to Downtown San Jose and the Santa Clara Caltrain Station, specifically,

To build a BART Extension from Fremont to Milpitas, San Jose and Santa Clara with a major connection to the Tasman Light Rail line at the Milpitas BART Station. In San Jose to include a BART subway section with stations at San Jose State University, the new San Jose City Hall, Downtown San Jose at Market Street, San Jose Arena and the Diridon Multimodal Station connecting to Caltrain, ACE, Amtrak, the Vasona Light Rail line and VTA bus service. In Santa Clara, to serve Santa Clara University, and the Caltrain Station with a
people mover connection to San Jose International Airport.

- **Provide Connections from San Jose International Airport to BART, Caltrain and the VTA Light Rail, specifically,**
  
  To build a people mover rail line connecting the airport passenger terminals directly with BART, Caltrain and the VTA Light Rail line.

- **Extend Light Rail from Downtown San Jose to the East Valley by**
  
  Building a Downtown/East Valley Light Rail line from downtown San Jose serving the new San Jose City Hall and San Jose State University, out Santa Clara Street to Capitol Avenue to join the Capitol Light Rail line then south to Eastridge Shopping Center.

- **Purchase Low Floor Light Rail Vehicles, specifically**
  
  To better serve disabled, seniors and others; purchase an additional 20 low floor light rail vehicles to join the 30 low floor vehicles now being constructed for the new Tasman, Capitol and Vasona Light Rail lines and 50 new low floor vehicles to replace VTA's existing 50 light rail vehicles.

- **Improve Caltrain: Double Track to Gilroy and Electrify from Palo Alto to Gilroy**
  
  Extend the Caltrain double track from the San Jose Tamien Station through Morgan Hill to Gilroy. Provide VTA's funds for the partnership with San Francisco and San Mateo counties to electrify Caltrain from San Francisco to Gilroy.

- **Increase Caltrain Service, specifically**
  
  Purchase new locomotive train sets for increased Caltrain service in Santa Clara County from Gilroy to Palo Alto and provide additional facilities to support the increased service.

- **Construct a New Palo Alto Intermodal Transit Center**
  
  In partnership with the City of Palo Alto and Stanford University, design and construct a new parkway and underpass for University Avenue from the campus to downtown Palo Alto to improve bicycle, pedestrian and transit access to the campus, Palo Alto Caltrain station and downtown Palo Alto. Upgrade passenger facilities at the historic Palo Alto Caltrain station, upgrade transit facilities for VTA, SAMTRANS, Dumbarton Express and the Stanford Marguerita and Palo Alto shuttle services.

- **Improve Bus Service in Major Bus Corridors**
  
  For VTA Line 22 (Palo Alto to Eastridge Center) and the Stevens Creek Boulevard Corridor, purchase new low floor articulated buses. Improve bus stops and major passenger transfer points and provide bus queue jumping lanes at intersections to permit buses quick access along the corridors.

- **Upgrade Altamont Commuter Express (ACE)**
  
  Provide VTA's matching funds for additional train sets, passenger facilities and service upgrades for the ACE Commuter Service from San Joaquin and Alameda Counties.
• **Improve Highway 17 Express Bus Service**

  Provide VTA's share of funds for the partnership with the Santa Cruz County Transit District for additional buses and service upgrades for the Highway 17 Express Bus Service.

• **Connect Caltrain with Dumbarton Rail Corridor**

  Provide VTA's share of matching funds for a partnership with Alameda and San Mateo counties for the rebuilding of the Dumbarton Rail Corridor to connect to Caltrain and train sets for this new service conditioned on Alameda and San Mateo County's funding.

• **Purchase Zero Emission Buses and Construct Service Facilities**

  Provide funds to supplement federal funds to expand and replace existing VTA diesel bus fleet from current size of just over 500 vehicles to 750 vehicles with the new zero emission buses and to provide maintenance facilities for this new, clean vehicle propulsion system. All new buses to be low floor for easier boarding by seniors and the disabled.

• **Develop New Light Rail Corridors**

  Provide capital funds for at least two new future light rail corridors to be determined by Major Investment Studies (MIS). Potential corridors include: Sunnyvale/Cupertino; Santa Teresa/Coyote Valley; Downtown/East Valley Connection to Guadalupe Line; Stevens Creek Boulevard; North County/Palo Alto; Winchester/Vasona Junction; and, initial study of BART connection from Santa Clara through Palo Alto to San Mateo County.

• **Fund Operating and Maintenance Costs for Increased Bus, Rail and Paratransit Service**

  Provide revenue to ensure funding, to at least 2014, and possibly longer, of the following: the new Tasman East, Capitol and Vasona Light Rail lines, the commuter rail connection to BART, expanded paratransit services, expanded bus fleet of 750 vehicles, the Downtown/East Valley Light Rail line operations, which can commence in 2008, and the BART extension to San Jose which can commence operations by 2010;

All subject to the following mandatory requirements:

• **The Tax Must Expire 30 Years After Implementation.**

  If approved by the voters, this half-cent sales tax must expire 30 years after implementation. The tax will be imposed for the period commencing April 1, 2006 when current tax expires and terminate on March 31, 2036. The length of this tax cannot be extended without a vote – and the approval – of the residents of Santa Clara County.

• **An Independent Citizen's Watchdog Committee Must Review all Expenditures.**

  The Independent Citizen’s Watchdog Committee will consist of private citizens, not elected officials, who comprise the VTA’s Citizen’s Advisory Committee. Responsibilities of the Citizen’s Watchdog Committee are:

  • Public Hearings and Reports: The Committee will hold public hearings and issue reports on at least an annual basis to inform Santa Clara County residents how the
funds are being spent. The hearings will be held in full compliance with the Brown Act, California’s open meeting law with information announcing the hearings well-publicized and posted in advance.

- Annual Independent Audits: An annual audit conducted by an independent Auditor will be done each fiscal year to ensure tax dollars are being spent in accordance with the intent of this measure.

- Publish results of Audits and Annual Reports: The Committee must publish the results of the Independent Auditor and the Annual Report in local newspapers. In addition, copies of these documents must be made available to the public at large.

such authorization being pursuant to the provisions of Sections 100250 et seq. of the public Utilities Code and Sections 7251 et seq. of the Revenue and Taxation Code.
### Figure 1.3
Funds Outgoing From Measure A: Local Program Reserve Projects Receiving Measure A Funds

<table>
<thead>
<tr>
<th>Sponsor</th>
<th>LPR Funds Allocated by Board (000s)</th>
<th>Expended to Date (000s)</th>
<th>Project Description</th>
<th>Status Phase</th>
</tr>
</thead>
<tbody>
<tr>
<td>VTA</td>
<td>$21,000</td>
<td>$14,951</td>
<td>I-880 HOV Widening: SR-237 to US-101</td>
<td>Design / ROW Completed</td>
</tr>
<tr>
<td>VTA</td>
<td>$7,644</td>
<td>$4,600</td>
<td>US 101 Improvements (280/680 to Tully)</td>
<td>Construction</td>
</tr>
<tr>
<td>VTA</td>
<td>$15,670</td>
<td>$13,750</td>
<td>US 101 Improvements (85 to Embarcadero)</td>
<td>Design / ROW Completed</td>
</tr>
<tr>
<td>VTA</td>
<td>$500</td>
<td>$447</td>
<td>I-880/I-280/Stevens Creek Interchange</td>
<td>Prelim Engineering</td>
</tr>
<tr>
<td>VTA</td>
<td>$4,500</td>
<td>$4,408</td>
<td>US 101/SR-25 Interchange</td>
<td>Env./PA/ED</td>
</tr>
<tr>
<td>VTA/ACCMA</td>
<td>$8,000</td>
<td>$147</td>
<td>I-680 Sunol Grade HOV/HOT Lane</td>
<td>Construction</td>
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<tr>
<td>VTA</td>
<td>$2,500</td>
<td>$2,497</td>
<td>SR-87 HOV North &amp; South - Cost Increase</td>
<td>Completed</td>
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<tr>
<td>VTA</td>
<td>$1,000</td>
<td>$125</td>
<td>SR-152/SR-156 Interchange - Cost Increase</td>
<td>Completed</td>
</tr>
<tr>
<td>Gilroy</td>
<td>$6,725</td>
<td>$6,725</td>
<td>Gilroy/Arroyo Circle/Arroyo Camino Improvements</td>
<td>Completed</td>
</tr>
<tr>
<td>Sunnyvale</td>
<td>$524</td>
<td>$524</td>
<td>Mathilda Ave Caltrain Bridge Reconstruction</td>
<td>Completed</td>
</tr>
<tr>
<td>SCCounty</td>
<td>$450</td>
<td>$331</td>
<td>ITS Enhancements on Bascom Ave</td>
<td>Completed</td>
</tr>
<tr>
<td>Morgan Hill</td>
<td>$2,510</td>
<td>$2,330</td>
<td>Butterfield Blvd Extension Project</td>
<td>Design Completed</td>
</tr>
<tr>
<td>SCCounty</td>
<td>$275</td>
<td>$268</td>
<td>Santa Teresa/Fitzgerald Ave Intersection Signals</td>
<td>Completed</td>
</tr>
<tr>
<td>Saratoga</td>
<td>$400</td>
<td>$0</td>
<td>Citywide Signal Upgrade Project Phase 2</td>
<td>Not initiated yet</td>
</tr>
<tr>
<td>SCCounty</td>
<td>$315</td>
<td>$321</td>
<td>Alum Rock School District Area Traffic Calming</td>
<td>Completed</td>
</tr>
<tr>
<td>Sunnyvale</td>
<td>$3,725</td>
<td>$0</td>
<td>Mary Ave Extension PS&amp;E</td>
<td>Pending</td>
</tr>
<tr>
<td>San Jose</td>
<td>$5,076</td>
<td>$4,560</td>
<td>Julian/St. James Downtown Couplet Conversion</td>
<td>Construction</td>
</tr>
<tr>
<td>VTA</td>
<td>$3,940</td>
<td>$0</td>
<td>I-280 Soundwalls: Bird Ave to Los Gatos Crk</td>
<td>Not initiated yet</td>
</tr>
<tr>
<td>VTA</td>
<td>$3,860</td>
<td>$0</td>
<td>I-680 Soundwalls: Capitol Xwy to Mueller Ave</td>
<td>Not initiated yet</td>
</tr>
<tr>
<td>VTA/SBCOG</td>
<td>$5,000</td>
<td>$2,775</td>
<td>SR-152 New Alignment</td>
<td>Pre-PA/ED</td>
</tr>
<tr>
<td>Milpitas</td>
<td>$1,800</td>
<td>$0</td>
<td>Tasman East LRT Landscaping</td>
<td>Construction</td>
</tr>
<tr>
<td>VTA</td>
<td>$4,356</td>
<td>$2,305</td>
<td>US 101/Capitol Expwy and Yerba Buena Int. Imp.</td>
<td>Design</td>
</tr>
<tr>
<td>VTA</td>
<td>$100</td>
<td>$34</td>
<td>VTP Highway Programwide Project</td>
<td>Various</td>
</tr>
<tr>
<td>VTA</td>
<td>$3,800</td>
<td>$239</td>
<td>US 101 Express Lanes</td>
<td>Environmental</td>
</tr>
<tr>
<td>N/A</td>
<td>$4,310</td>
<td>$0</td>
<td>Unprogrammed LPR - TBD</td>
<td>Unprogrammed</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td>$107,980</td>
<td>$61,837</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Figure 1.4
Funds Incoming to Measure A: Projects Receiving STIP Funds

<table>
<thead>
<tr>
<th>Project No.</th>
<th>Sponsor</th>
<th>STIP Funds (000s)</th>
<th>Fiscal Year</th>
<th>Project Description</th>
<th>Status Phase</th>
</tr>
</thead>
<tbody>
<tr>
<td>P-0476</td>
<td>VTA</td>
<td>$57,540</td>
<td>2011</td>
<td>Capitol Expressway LRT Extension - Construction</td>
<td>ROW / Construction</td>
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<tr>
<td>P-0728</td>
<td>VTA</td>
<td>$50,440</td>
<td>2013</td>
<td>Silicon Valley Rapid Transit Project - Berryessa Extension</td>
<td>Construction</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>$107,980</td>
<td></td>
<td></td>
<td></td>
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</tbody>
</table>
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief Information Officer Gary Miskell

SUBJECT: Clipper Fare Collection System – Final Launch

FOR INFORMATION ONLY

BACKGROUND:

Project History

Clipper (formerly known as TransLink) is a regional electronic fare collection system sponsored by the Metropolitan Transportation Commission (MTC). While its initial intent was primarily to facilitate inter-operator transit trips, the program is now targeted to become the primary means of fare collection for both intra- and inter-operator travel within the region. Clipper has been implemented and is currently in operation in several Bay Area transit systems including AC Transit, BART, Caltrain, Golden Gate Ferry and Transit, SAMTRANS, and SFMTA.

Clipper's benefits for customers include simplicity, flexibility, and convenience compared to current paper passes and cash payments. With automatic reloading of fare products and e-cash, riders will not need to stop and buy paper tickets at light rail stations or use cash on buses. By registering the Clipper card, the card's value is secure even if it is lost or stolen.

The original plan for the Clipper system was to replicate and integrate each participating agency's existing fare policies (e.g. regular and discounted cash fares; transfer rules; day, week, and monthly passes; etc.). However, in the course of its development it has been necessary for participating transit agencies to make some modifications to their fare policies to accommodate Clipper technology.

The initial development contract for Clipper was awarded in 1999 to a consortium led by Motorola, based on hardware and software supplied by ERG Limited (ERG) of Australia. After Motorola made a strategic decision to exit the smart card business, ERG took over leadership of the contractor team for several years. When ERG ran into financial difficulties, MTC approved a transfer of the contract from Motorola/ERG to the Cubic Corporation, a major international fare
collection supplier.

In February 2010 MTC adopted Resolution 3866, updating the Transit Coordination Implementation Plan, including extensive requirements for participation and support of TransLink (now Clipper). Among these requirements is that operators shall “implement, operate, and promote Clipper as the primary fare payment system for each Operator.” Failure to comply may result in sanctions including withholding of funds to operators. In November 2011, Resolution 3866 was again updated to include, among other changes, a specific timeline for VTA to transition existing fare media to Clipper. The key requirement is that VTA is expected to transition its existing printed monthly passes to “Clipper only” by June 30, 2012.

Following the phased roll-out of Clipper on Golden Gate Ferry and Transit, AC Transit, BART, SFMTA, and Caltrain, VTA implemented an initial launch (phase one) of Clipper in early 2011. Similar to the “soft launch” approach by several of the other operators, the objective was to test the Clipper system using a controlled group of regular VTA riders, plus customers already using the Clipper system with adjoining agencies.

**Project Launch Issues**

A key limitation of the initial launch was that Cubic was not able to provide a Clipper alternative for VTA’s Day Pass. Also, Clipper did not have in place the full retail network necessary to support customers “adding value” to their Clipper cards, including add-value capability at VTA light rail ticket vending machines (TVMs). Because of these limitations, and while other hardware and software issues were being resolved, VTA has not extensively marketed or promoted Clipper during the initial launch to date. VTA staff negotiated with MTC and received a $315,000 funding agreement for marketing and outreach activities. The major marketing activities include radio and TV commercials on English and Spanish language stations. Print ads will be placed in the community newspapers as well as in Spanish, Chinese, Vietnamese, Korean, Tagalog and Punjabi language periodicals. Online/digital ads will also be heavily used; and VTA will place printed materials on all VTA transit vehicles, most light rail station platforms and major bus stops to inform all riders about VTA’s transition to Clipper.

From March through June, all monthly paper passes will be wrapped in a cover fully explaining VTA’s transition to Clipper. The cover will provide monthly pass users information about Clipper as well as a call to action. More than 60 outreach activities will be planned to supplement the marketing campaign. Multilingual teams will make presentations at schools, senior centers, current retail locations (with consignment agreements), immigrant and refugee forums and major transit stations to inform customers about Clipper.

A Clipper version of the VTA Day Pass was developed in fall of 2011 and successfully tested by Cubic in December. The Day Pass is being implemented as an “accumulator” that will automatically provide customers with an equivalent day pass after they have paid the equivalent value of a day pass using Clipper “e-cash”. The Day Pass will be awarded after a rider pays e-cash for three rides. Cubic has also made significant progress in establishing a Santa Clara County retail network, including all Walgreens drug stores. Work on modification of VTA’s light rail TVMs is on-going with a current target of summer 2012 to support purchase of multiple
agency passes, or adding e-cash to customer Clipper Cards. The work necessary to enable the TVMs to accept credit cards, while meeting Payment Card Industry Data Security Standards (PCI-DSS), has been a significant part of this phase of the project.

**DISCUSSION:**

With the successful development of a Clipper solution for the VTA Day Pass, and progress on the retail network and TVM integration program, VTA is now preparing for the final roll-out of Clipper to our customers including the transition of monthly passes to “Clipper only” as mandated by Resolution 3866.

In support of the roll-out, VTA will implement a major information campaign to the general public starting in March of 2012.

Facilitating inter-operator travel has been one of MTC’s key goals. To advance this goal, Clipper has been designed to automatically provide free or reduced price transfers between operators, consistent with existing transfer agreements. For VTA, these agreements address transfers to or from AC Transit, BART, Samtrans, and the Dumbarton Express service, and VTA also provides fare credits for Caltrain pass holders. (VTA also has transfer agreements or arrangements with Altamont Commuter Express, Capitol Corridor, Highway 17 Express, and Monterey-Salinas Transit, but these services extend outside of MTC’s jurisdiction and are not included in Clipper).

Whereas existing transfer agreements address procedures for transfers using paper fare media (which must be visually validated by a coach operator or fare inspector), transfers made using Clipper are validated electronically by Clipper card readers on the bus or rail platform, without any human involvement. Although this has many advantages, the shift towards electronic validation has required that rules for accepting transfers be revised to be time-based rather than location-based. That is, whereas in the past VTA would accept most transfers only at specific locations (at shared stops with AC transit or BART, or anywhere in Palo Alto for Samtrans), in Clipper transfers can be accepted anywhere on VTA’s services, as long as the ride history on Clipper card shows a prior boarding on a Clipper neighbor agency, within a designated time window (typically two hours prior to boarding VTA). This has yet to be fully negotiated between VTA, Samtrans, and MTC.

To date Clipper has been successfully programmed to provide the same transfer benefits to/from VTA with AC Transit, BART, and the Dumbarton Express as have been provided under existing agreements (using time-based rather than location-based rules). The benefit for VTA riders transferring to AC Transit has actually been improved, as AC Transit now provides a credit on their system for any VTA rider whose Clipper card shows a prior boarding on VTA within two hours (whereas under the former agreement the rider had to show either a VTA day pass or a VTA monthly pass).

For trips to/from VTA and Samtrans, Clipper also provides the same benefits for monthly pass holders of each system as previously provided for printed passes. However, Clipper presently does not provide the ability for Samtrans to recognize and honor the VTA Day Pass as implemented using the day pass accumulator model. Further, per MTC, there are no plans at this time to amend Clipper to allow other operators to recognize the VTA day pass. VTA staff is
continuing discussions with Samtrans and MTC regarding a resolution for this issue that would maintain the transfer entitlement for VTA day pass users. One possible option would be a reciprocal agreement to provide a credit for any rider transferring between VTA and Samtrans (within a two-hour period) similar to the existing Clipper arrangement between VTA and AC Transit. This would represent an improvement of the transfer agreement for both VTA and Samtrans customers, and would offer the additional benefit of establishing consistency among VTA’s agreements with Samtrans, AC Transit, and the Dumbarton Express. Achieving consistency in this regard is considered a high priority for VTA.

Although VTA has not yet extensively promoted Clipper to the general public, testing of Clipper during the initial launch period has been successful with about 7,000 Clipper boardings per average weekday (about 4% of VTA ridership) in recent months. With the completion of work to enable the Day Pass accumulator, and progress on the availability of “reload” locations in Santa Clara County, VTA is now poised for Clipper deployment toward a much broader audience, utilizing a full marketing roll-out. Consistent with MTC Resolution 3866 requirements, it is expected that VTA will phase out sales of paper monthly passes, and also, that all transfers to and from operators who have implemented Clipper, such as AC Transit, Caltrain, BART, and Samtrans, will utilize Clipper only, this will need to be negotiated between VTA Samtrans and MTC.

While VTA shifts into high gear for promotion of Clipper, confirmation of a final date for transition of all VTA monthly passes to Clipper remains subject to completion of an analysis required by federal law (Title VI) regarding impacts to minority communities, and any required mitigations. MTC has previously completed such an analysis for Clipper implementing at the five major operators which transitioned before VTA, and is presently working on an update to include VTA. Formal adoption of changes to transfer agreements, to reflect a transition to Clipper, also remains to be completed pending completion of the Title VI review process.

**STANDING COMMITTEE DISCUSSION:**

The Transit Planning & Operations Committee considered this item at the February 16, 2012 meeting, attended by Chairperson Rosa Herrera, Member Nancy Pyle, Member Margaret Abe-Koga and Member Sam Liccardo.

Chairperson Herrera noted that she was very please to hear the we were entering into the final phase of the Clipper deployment, and that we were already live on the day pass solution. Member Liccardo asked a number of questions about the retail sales chain and how the transition was going to Clipper sales locations and the day pass. He also asked about the Ticket Vending Machines TVM go live date and it's importance to our customers. Mr. Miskell confirmed that we have made significant progress in setting up Walgreen stores in the county to sell Clipper products along with a few specialty locations. Key to our retail outlet is the TVM which allows our customers to add value and most system wide passes to their Clipper card. In response to the Day pass Mr. Miskell explained how the Clipper Day Pass worked and why this was to the customers advantage. We also noted that in most cases when there was a difference between the paper pass system and the Clipper system VTA opted to give the advantage to the customer.
Member Pyle asked if we get reimbursed for these other agency sales, at this time no. Mr. Miskell also noted that we do expect our TVM located in our around the Caltrain stations to get heavily used by Caltrain monthly pass purchases. Member Abe-Koga noted that she indeed know that riders in her area wanted this capability.

Member Liccardo also asked about the Monthly pass marketing material and specifically the wrapper that goes with every monthly pass, starting next month, how many languages will the wrapper support. Dino Guevarra the Clipper Marketing representative explained the program and that the wrapper supported 4 languages.

Member Abe-Koga and Member Pyle asked about using smart phones or a smart phone application with Clipper. Mr. Burns responded that with the current technology that might prove to be difficult but it is something that all the agencies would like to see.

Member Liccardo and Member Herrera asked if we would provide a follow up report sometime in the future. Mr. Miskell and Mr. Burns confirmed that we would do so probability in late summer or early fall after the TVM's were to go into service and the paper Monthly pass had been phased out.

Chairperson Herrera closed the discussion with a positive statement around the Clipper system and the Boards continuing support of Clipper.

Prepared By: Gary Miskell & Ali Hudda
Memo No. 3510
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
   Board of Directors

THROUGH: General Manager, Michael T. Burns

FROM: Chief CMA Officer, John Ristow


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

ACTION ITEM

RECOMMENDATION:

Approve the following actions to fill a funding gap for the US 101/Capitol Interchange project:
deprogram $7.8 million in Local Program Reserve (LPR) funding from two soundwall projects
on I-280 and I-680 in San Jose; deprogram federal funds of $1.1 million from the Palo Alto’s
California Avenue Project with the understanding that the project will retain funding if pending
litigation is resolved in a timely manner, program $1.52 to 2.63 million LPR funds to the US
101/Capitol Interchange project; and retain a $24 million Corridor Mobility Improvement
Account (CMIA) grant.

BACKGROUND:

On June 7, 2007 and December 13, 2007, the VTA Board of Directors programmed $7.644
million in Local Program Reserve (LPR) funds to deliver the US-101/Tully Interchange and the

On April 25, 2011, VTA requested $31 million in Corridor Mobility Improvement Account
(CMIA) funds from the California Transportation Commission (CTC) to construct the US-
101/Capitol/Yerba Buena Interchange. On June 22, 2011, the CTC programmed $24 million in
CMIA funds to the project, leaving a $7 million funding gap. The CTC is requiring VTA to show
how it will provide the balance from locally controlled sources, and to secure those sources by
VTA Board action and Metropolitan Transportation Commission action where necessary.
**DISCUSSION:**

The project will be ready to advertise for construction in May 2012. The CTC needs to execute a CMIA Project Baseline Agreement with VTA before they will provide the funds. The Baseline Agreement came before the CTC for execution at its January 25th meeting and was deferred by the CTC. The State considers this project "High Risk" until the additional funds are secured by both VTA Board and MTC action, where necessary.

VTA staff discussed funding solutions for this project with MTC and CTC staff for several months. At the January 25 meeting where the Baseline Agreement was deferred, the CTC deprogrammed approximately $56 million in CMIA savings from the US 101 Auxiliary Lane project in Mountain View and Palo Alto and the I-880 High Occupancy Vehicle Lane project in Milpitas and San Jose. Both of these projects are coming in significantly under budget. Despite this, CTC staff will not make these savings available for the US 101/Capitol Interchange, and have threatened to de-program the $24 million CMIA grant if VTA is unable to provide the $7 million difference.

In response, VTA staff initially proposed to divert funding from several sources to close the gap. At their February meetings, the Citizen’s Advisory, Bicycle & Pedestrian Advisory, Technical Advisory, the Policy Advisory, and the Congestion Management Planning & Programming committees all heard and discussed a staff proposal to deprogram Federal funds from Palo Alto’s California Avenue Transit Hub project and use funding from the 2010 Vehicle Registration Fee (VRF).

However, the committees indicated their preference not to use the VRF funds and to maintain funding for the Palo Alto project, if the city can favorably resolve pending litigation that is currently holding up the project, and use soundwall project funds for 101/Capitol Project.

The City of Palo Alto is optimistic about its chances of resolving the pending litigation in order to proceed with the California Avenue Project. Regardless, the resolution of that lawsuit is not likely to occur before the VTA must commit to local funding sources in order to retain the CMIA grant funds. Therefore, VTA staff proposes a new funding plan, outlined as follows:

**Funding Proposal Summary ($ Millions)**

<table>
<thead>
<tr>
<th>Element</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Revised Project Cost</td>
<td>($28.20)</td>
</tr>
<tr>
<td>CMIA Grant</td>
<td>$24.00</td>
</tr>
<tr>
<td>Balance (Funding Gap)</td>
<td>($4.2)</td>
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<tr>
<td>VTA Local Program Reserve (LPR) currently on US 101/Capitol</td>
<td>$1.57</td>
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<tr>
<td>Federal funds currently on Palo Alto's California Avenue Project</td>
<td>$1.10</td>
</tr>
<tr>
<td>VTA Local Program Reserve currently on Soundwalls</td>
<td>$1.53 to 2.63</td>
</tr>
<tr>
<td>Balance</td>
<td>$0.0</td>
</tr>
</tbody>
</table>
**Revised Project Cost:** The original construction cost estimate that was submitted to the CTC was developed at the 35% design stage. VTA’s best estimate at that time was $31.1 million. Design is now complete, and the cost has been re-estimated at $28.2 million. The new cost estimate is under review by Caltrans. No VTA Board action is required.

**CMIA Grant:** The amount approved by the CTC on June 22, 2011. No VTA Board action is required.

**VTA Local Program Reserve Currently on US 101/Capitol Project:** This is the remainder of VTA Local Program Reserve money that was originally programmed to this project and the Tully Interchange. No VTA Board action is required.

**Federal Funds on Palo Alto’s California Avenue Transit Hub Project:** As discussed above, VTA staff recommends that the federal funds of $1.1 million assigned to this project be transferred to the US 101/Capitol Interchange project with the understanding that the project will retain funding if the pending litigation are resolved in a timely manner. Palo Alto may also reapply for funding for this project during the upcoming OneBayArea Grant call for projects which is anticipated to occur in summer 2012.

**VTA Local Program Reserve Currently on Soundwalls:** At its December 2007 meeting, the VTA Board of Directors programmed $3.94 million to a soundwall in San Jose on I-280 from Bird Ave. to Los Gatos Creek and $3.86 million to another soundwall on I-680 between Capitol Expressway and Mueller Avenue. VTA staff recommends deprogramming both soundwalls and reprogramming $1.52 to 2.63 million to the US 101/Capitol Interchange to complete the funding plan, with the remaining funds returning to the Local Program Reserve for future VTA Board actions. Actual amount of funding needed will depend on the delivery of the California Avenue project. VTA staff would recommend that both of these soundwalls be included as projects in the next State Transportation Improvement Program (STIP) which will occur in late 2013.

VTA staff discussed this alternative verbally with the advisory and standing committees, all of whom indicated their support.

**ALTERNATIVES:**

The VTA Board may consider alternative funding strategies.

**FISCAL IMPACT:**

No VTA Budgets are affected by this action and this action will prevent the loss of the $24 million CMIA grant that would have delayed the project indefinitely. The two deprogrammed sound wall projects will be included in the next STIP cycle.

**ADVISORY COMMITTEE DISCUSSION/RECOMMENDATIONS:**

This item was reviewed and discussed by the Citizen's Advisory Committee (CAC), the Bicycle
and Pedestrian Advisory Committee (BPAC), the Technical Advisory Committee (TAC) and the Policy Advisory Committee at their respective February 8 and 9, 2012 meetings.

VTA staff discussed both the original Palo Alto/VRF funding strategy, and the alternative proposal to use the soundwall funds. After discussion, the CAC, TAC, PAC supported the staff recommendations. They recommended that Palo Alto’s funding should remain if the city prevailed in the lawsuit and was able to deliver the California Avenue project. The BPAC recommended that using the soundwall funds should be pursued if, and only if, Palo Alto was unable to deliver their project.

**STANDING COMMITTEE DISCUSSION/RECOMMENDATIONS:**

The Congestion Management Program & Planning Committee reviewed this item at its February 16, 2012 meeting. After a brief discussion of the two proposals, the committee voted to forward this recommendation to the Board of Directors for approval.

Prepared by: Marcella Rensi
Memo No. 3494
CALL TO ORDER

The Regular Meeting of the Administration and Finance Committee (A&F) was called to order at 12:12 p.m. by Vice Chairperson Kalra in Room B-104, VTA River Oaks Campus, 3331 North First Street, San Jose, California.

1. ROLL

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<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
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</thead>
<tbody>
<tr>
<td>Ash Kalra</td>
<td>Vice Chairperson</td>
<td>Present</td>
</tr>
<tr>
<td>Liz Kniss</td>
<td>Chairperson</td>
<td>Absent</td>
</tr>
<tr>
<td>Pete McHugh</td>
<td>Board Member</td>
<td>Present</td>
</tr>
<tr>
<td>Perry Woodward</td>
<td>Board Member</td>
<td>Present</td>
</tr>
<tr>
<td>George Shirakawa</td>
<td>Alternate Board</td>
<td>Absent</td>
</tr>
<tr>
<td>David Whittum</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

Vice Chairperson Kalra noted the request to move the following Item to the Consent Agenda: **Agenda Item #13.** Receive the final report on the Advisory Committee Enhancement (ACE) Process and on changes implemented resulting from it.

M/S/C (Woodward/McHugh) to accept the Orders of the Day.

CONSENT AGENDA

4. Regular Meeting Minutes of January 19, 2012

M/S/C (McHugh/Woodward) to approve the Regular Meeting Minutes of January 19, 2012.

5. Monthly Legislative History Matrix

M/S/C (McHugh/Woodward) to review the Monthly Legislative History Matrix.

NOTE: M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.
   M/S/C (McHugh/Woodward) to review the Quarterly Purchasing Report for October 1 through December 31, 2011.

7. Second Quarter FY 2012 Public Liability/Property Damage Claims Activity Report
   M/S/C (McHugh/Woodward) to review Second Quarter FY 2012 Public Liability/Property Damage Claims Activity Report.


9. 2011 Year End Attendance Report
   M/S/C (McHugh/Woodward) to review the 2011 Year End Attendance Report for the VTA Board of Directors, Ad-Hoc Committees, Board Standing Committees, and Board Advisory Committees.

10. Bicycle & Pedestrian Advisory Committee Reappointment
    M/S/C (McHugh/Woodward) to ratify the reappointment of Jim Bell to the Bicycle & Pedestrian Advisory Committee representing the City of San Jose for the remainder of the term ending June 30, 2012 and for the new term ending June 30, 2014.

    M/S/C (McHugh/Woodward) to review and accept the Fiscal Year 2012 Quarterly Statement of Revenues and Expenses for the period ending December 31, 2011.

13. Culmination of Advisory Committee Enhancement (ACE)
    M/S/C (McHugh/Woodward) to approve submitting a recommendation to the Board of Directors to receive the final report on the Advisory Committee Enhancement (ACE) Process and on changes implemented resulting from it.

REGULAR AGENDA

    Sean Bill, Investment Program Manager, reported that VTA’s Investment Performance for the month of December 2011, the investments were all in line with the benchmarks.

    Mr. Bill provided a brief update on VTA’s investment accounts, Gross Domestic Product (GDP), interest rates, unemployment rates, and general market conditions.

    On order of Vice Chairperson Kalra and there being no objection, the Committee approved submitting a recommendation to the Board of Directors to receive a Report on Santa Clara Valley Transportation Authority Investments for the Month of December 2011.

Carolyn Gonot, Chief SVRT Program Officer, provided a brief staff report, noting the recommended contract award will provide professional services for the Campus Roadways and Parking facilities for the BART Silicon Valley Berryessa Extension Project.

Ms. Gonot reported VTA’s selection panel evaluated the bids and recommends WMH Corporation as the preferred firm. Ms. Gonot stated negotiations are on-going and a revised memorandum will be forwarded for consideration to the March 1, 2012 Board of Directors Regular meeting.

**M/S/C (Woodward/McHugh)** to approve submitting a recommendation to the Board of Directors to authorize the General Manager to execute a contract for procuring services for engineering and preparation of procurement documents related to the Campus Area, Roadway and Parking Structures for the Milpitas and Berryessa Stations of the Silicon Valley Berryessa Extension (SVBX) Project.

**OTHER ITEMS**

15. **Other Significant Items for Board Action. (Verbal Reports)**

The following are items for Board consideration on March 1, 2012:

- **Paratransit Vehicle Procurement**
  
  Michael T. Burns, General Manager, commented on VTA’s procurement of 70 Toyota Prius vehicles for Outreach Paratransit Service that will be funded completely from a grant from the Public Transportation, Modernization, Improvement, and Service Enhancement Account (PTMISEA) Program.

- **Programming Actions in Support of US-101/Capitol Interchange**
  
  Mr. Burns commented on staff’s recommended strategies to fill a funding gap for the U.S. 101/Capitol Interchange Project.

16. **Items of Concern and Referral to Administration**

There were no Items of Concern and Referral to Administration.

17. **Committee Work Plan**

Joe Smith, Chief Financial Officer, reviewed the work plan.

**On order of Vice Chairperson Kalra** and there being no objection, the Committee reviewed the Committee Work Plan.

18. **Committee Staff**

There was no Committee Staff Report.

19. **Chairperson’s Report**

There was no Chairperson’ Report.
20. Determine Consent Agenda for the March 1, 2012 Board of Directors Meeting

CONSENT:

Agenda Item #10. Ratify the reappointment of Jim Bell to the Bicycle & Pedestrian Advisory Committee representing the City of San Jose for the remainder of the term ending June 30, 2012 and for the new term ending June 30, 2014;

Agenda Item #11. Review and accept the Fiscal Year 2012 Quarterly Statement of Revenues and Expenses for the period ending December 31, 2011;

Agenda Item #12. Receive a Report on Santa Clara Valley Transportation Authority Investments for the Month of December 2011;

Agenda Item #13. Receive the final report on the Advisory Committee Enhancement (ACE) Process and on changes implemented resulting from it; and

Agenda Item #14. Authorize the General Manager to execute a contract for procuring services for engineering and preparation of procurement documents related to the Campus Area, Roadway and Parking Structures for the Milpitas and Berryessa Stations of the Silicon Valley Berryessa Extension (SVBX) Project.

REGULAR:

NONE

21. Announcements

Vice Chairperson Kalra announced VTA’s new Express Bus was on display at VTA’s River Oaks Campus in the Visitor Parking Lot on Thursday, February 16, 2012 and encouraged everyone to view the new vehicle design and try out the great amenities on the vehicle.

22. ADJOURNMENT

On order of Vice Chairperson Kalra and there being no objection, the Committee meeting was adjourned at 12:39 p.m.

Respectfully submitted,

Michelle M. Garza, Board Assistant
VTA Office of the Board Secretary
AUDIT COMMITTEE
Thursday, February 2, 2012

MINUTES

CALL TO ORDER

The Regular Meeting of the Audit Committee was called to order at 4:38 p.m. by Chairperson Herrera in Room 157, County Government Center, 70 West Hedding Street, San Jose, California.

1. ROLL CALL

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<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>Sam Liccardo</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Joe Pirzynski</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Perry Woodward</td>
<td>Vice Chairperson</td>
<td>Present</td>
</tr>
</tbody>
</table>

A quorum was present.

2. PUBLIC PRESENTATIONS

There were no public presentations.

3. ORDERS OF THE DAY

There were no Orders of the Day.

4. Chairperson’s Report

Chairperson Herrera welcomed the new members and highlighted the Committee’s responsibilities including; 1) Assessing, prioritizing and managing risk; 2) Protecting VTA’s fiscal and operational integrity as well as its reputation; 3) Ensuring the integrity of VTA financial statements and compliance with legal and regulatory requirements; and 4) Guarantee an effective system of internal management and financial controls.

Chairperson Herrera also outlined several Committee goals for 2012 which included identifying and prioritizing the various risk elements of delivering the BART Silicon Valley project and VTA’s Bus Rapid Transit projects.

CONSENT AGENDA

5. Meeting Minutes of May 5, 2011

M/S/C (Liccardo/Pirzynski) to approve the regular meeting minutes of May 5, 2011.

NOTE: M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.
6. **Meeting Minutes of November 3, 2011**

M/S/C (Liccardo/Pirzynski) to approve the regular meeting minutes of November 3, 2011.

7. **2012 Audit Committee Meeting Schedule**

M/S/C (Liccardo/Pirzynski) to approve the 2012 Audit Committee Meeting Schedule.

8. **Audit Mission, Responsibilities, and Background**

M/S/C (Liccardo/Pirzynski) to review the Audit Committee’s Mission, responsibilities, and background.

**REGULAR AGENDA**

9. **Elect Committee Vice Chairperson for 2012**

Chairperson Herrera opened the nominations from the floor for the position of Audit Committee Vice Chairperson for 2012.

Member Liccardo nominated Member Pirzynski for the position. Member Pirzynski declined the nomination and nominated Member Woodward for the position.

M/S/C (Pirzynski/Liccardo) to close nominations and elect Perry Woodward as the Audit Committee Vice Chairperson for 2012.

   Member Woodward arrived at 4:44 p.m.

10. **Leading Practices and Recommendations for Implementing an Integrity Helpline**

Erick Bell, Deloitte Senior Manager, provided an overview of the report.

Michael Burns, General Manager, indicated management is researching independent third-party service providers. Additional information and policy and procedures will be provided at the May Audit Committee meeting.

The Committee discussed the possibility of the complaints becoming public record and the recommendation of phasing implementation of the integrity helpline. The Committee suggested the following; 1) The policy should address confidentiality; and 2) Constituents should be added quickly.

Member Liccardo suggested clarity be provided in the policy regarding confidentiality.

Chairperson Herrera suggested that constituents be added fairly quickly if the rollout is phased.

M/S/C (Pirzynski/Liccardo) to approve submitting a recommendation to the Board of Directors to review and receive the Auditor General’s report on leading practices and recommendations for implementing an Integrity Helpline.
11. **Record Retention Program Assessment**

Greg Thomas, Auditor General, provided an overview of the staff report.

Mr. Burns indicated staff is developing a workplan and budget for accomplishing a true records retention program and is researching electronic processes and systems.

M/S/C (Woodward/Liccardo) to approve submitting a recommendation to the Board of Directors to review and receive the Auditor General's report on the VTA Record Retention Program Assessment.

12. **Investment Internal Controls Audit**

Farah Faruqui, Partner, Deloitte provided an overview of the report.

M/S/C (Pirzynski/Liccardo) to approve submitting a recommendation to the Board of Directors to review and receive the Auditor General's report on the Investment Controls Internal Audit.

13. **FY2013 VTA Risk Assessment Refresh**

Mr. Thomas provided background of the Risk Assessment plan and a brief overview of the report.

Member Liccardo left his seat at 5:15 p.m.

M/S/C (Woodward/Pirzynski) to approve submitting a recommendation to the Board of Directors to review and receive the Auditor General's report on the FY 2013 VTA Risk Assessment Refresh.

14. **FY 2012 Internal Audit Workplan Amendment**

Mr. Burns provided a brief overview of the staff report.

M/S/C (Pirzynski/Woodward) to approve submitting a recommendation to the Board of Directors to amend the FY 2012 Internal Audit Work Plan to add a high-level risk assessment of the BART extension project to identify the project’s various key components and evaluate their relative risk. This project will be accomplished using the existing FY 2012 Internal Audit Work Plan budget; no new funding is required.

15. **FY 2012 Internal Audit Workplan**

Mr. Thomas provided an overview of the report noting all projects are on track to be completed on time.

On order of Chairperson Herrera and there being no objection, the Committee received an update from Auditor General staff on the status of the audits in the current Internal Audit Work Plan.
16. **Extend Contract with Deloitte & Touche, LLP for Auditor General Services**

Mr. Burns provided background on the Auditor General’s contract and an overview of the staff report.

**M/S/C (Woodward/Pirzynski)** to authorize the General Manager to exercise the second one-year option to extend the task order contract with Deloitte & Touche, LLP for Auditor General services, in amount not to exceed $175,000 as specified in the contract, for a new contract term to July 8, 2013 and a revised maximum contract value of $950,500.

**OTHER ITEMS**

17. **Items of Concern and Referral to Administration**

There were no Items of Concern or Referral to Administration.

18. **Review Committee Work Plan**

**On order of Chairperson Herrera** and there being no objection, the Committee reviewed the Committee Work Plan.

19. **Committee Staff Report**

There was no staff report.

20. **Items for the Consent Agenda for the Board of Directors’ meeting.**

**CONSENT:**

- **Agenda Item #10.**, Review and receive the Auditor General's report on leading practices and recommendations for implementing an Integrity Helpline.

- **Agenda Item #11.**, Review and receive the Auditor General's report on the VTA Record Retention Program Assessment.

- **Agenda Item #12.**, Review and receive the Auditor General's report on the Investment Controls Internal Audit.

- **Agenda Item #13.**, Review and receive the Auditor General's report on the FY 2013 VTA Risk Assessment Refresh.

- **Agenda Item #14.**, Amend the FY 2012 Internal Audit Work Plan to add a high-level risk assessment of the BART extension project to identify the project’s various key components and evaluate their relative risk. This project will be accomplished using the existing FY 2012 Internal Audit Work Plan budget; no new funding is required.

**REGULAR:**

None
21. **ANNOUNCEMENTS**

There were no announcements.

22. **ADJOURNMENT**

On order of Chairperson Herrera and there being no objection, the Committee meeting was adjourned at 5:25 p.m.

Respectfully submitted,

Menominee L. McCarter, Board Assistant
VTA Office of the Board Secretary
February 16, 2012
Congestion Management Program & Planning Committee Meeting Minutes

WILL BE FORWARDED UNDER SEPARATE COVER
February 16, 2012
Transit Planning & Operations Committee Meeting Minutes

WILL BE FORWARDED UNDER SEPARATE COVER
CALL TO ORDER
The Regular Meeting of the Citizens Advisory Committee (CAC) was called to order at 4:05 p.m. by Chairperson Brownley, in Conference Room B-104, VTA River Oaks Campus, 3331 North First Street, San Jose, California.

1. ROLL CALL

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<tr>
<td>Jeremy Barousse</td>
<td>Member</td>
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<tr>
<td>Stephen Blaylock</td>
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<tr>
<td>Clinton Brownley</td>
<td>Chairperson</td>
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<tr>
<td>Bena Chang</td>
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<td>Chris Elias</td>
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<td>William Hadaya</td>
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<td>Ray Hashimoto</td>
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<td>Roberta Hughan</td>
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<tr>
<td>Aaron Morrow</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Charlotte Powers</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Sally Probst</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Connie Rogers</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Martin Schulter</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Noel Tebo</td>
<td>Member</td>
<td>Present</td>
</tr>
<tr>
<td>Herman Wadler</td>
<td>Member</td>
<td>Present</td>
</tr>
</tbody>
</table>

A quorum was present.

2. ORDERS OF THE DAY
There were no Orders of the Day.

3. PUBLIC PRESENTATIONS
There were no Public Presentations.

4. Committee Staff Report

   Member Elias took his seat at 4:09 p.m.
   Member Wadler took his seat at 4:11 p.m.

Greta Helm, Chief External Affairs Officer and Staff Liaison, introduced new General Counsel Robert Fabela. Mr. Fabela provided a brief report on his employment history.
Ms. Helm provided a report, highlighting: 1) February 2, 2012, VTA Solar Project Dedication at VTA’s Cerone Operations; 2) February 16, 2012, VTA Express Bus Display at its River Oaks Campus from 10:00 a.m. to 2:00 p.m.; 3) Take VTA to the “Moveable Feast” (gourmet food trucks) event occurring every Friday in February 2012 from 5:00 p.m. to 9:00 p.m. at the Curtner Light Rail Station/Park & Ride Lot and every Monday in March from 5:00 p.m. to 9:00 p.m. at the Blossom Hill Light Rail Station/Park & Ride Lot; and 4) March 2012 opening of the SR 237 Express Lanes.

On order of Chairperson Brownley and there being no objection, the Committee Staff Report was received.

5. Chairperson’s Report

Chairperson Brownley reported on the January 7, 2012, Advisory Committee Leadership Orientation & Training, that he and Vice Chairperson Hadaya attended.

Members of the Committee mentioned receiving notification to submit their Annual Statement of Economic Interests-Form 700 electronically via the County of Santa Clara’s eDisclosure system.

6. Committee for Transit Accessibility (CTA) Report

Member Morrow provided a brief report on the discussions held at the February 8, 2012, CTA Workshop meeting.

On order of Chairperson Brownley and there being no objection, the Committee received the CTA Report.

7. Bicycle and Pedestrian Advisory Committee (BPAC) Report

Member Wadler noted that the BPAC would be taking action on the Committee’s amended by-laws at their February 8, 2012 meeting.

Ms. Helm noted the anticipated timeframe of VTA’s YouTube video featuring BPAC.

On order of Chairperson Brownley and there being no objection, the Committee received the Bicycle and Pedestrian Advisory Committee (BPAC) Report.

BUSINESS REFERRED TO COMMITTEE BY THE BOARD OF DIRECTORS/GENERAL MANAGER

The Agenda was taken out of order.

CITIZENS ADVISORY COMMITTEE REGULAR AGENDA

10. Monthly Legislative History Matrix

Upon query of Members of the Committee, Scott Haywood, Policy and Community Relations Manager, provided a brief status report on Assembly Bill 57 (Beall) – Metropolitan Transportation Commission: Governance and the proposed State Budget.

On order of Chairperson Brownley and there being no objection, the Committee reviewed the Monthly Legislative History Matrix.
COMBINED CAC AND 2000 MEASURE A CITIZENS WATCHDOG COMMITTEE CONSENT AGENDAS

8. **Regular Meeting Minutes of January 11, 2012**
   M/S/C (Morrow/Powers) to approve the Regular Meeting Minutes of January 11, 2012.

9. **Express Lanes Update**
   M/S/C (Morrow/Powers) to receive a report on the status of SR 237 Express Lanes project.

10. **(Removed from the Consent Agenda and placed on the Citizens Advisory Committee Regular Agenda.)**
    Review the Monthly Legislative History Matrix.

2000 MEASURE A CITIZENS WATCHDOG COMMITTEE REGULAR AGENDA

    Member Schulter took his seat at 4:23 p.m.
    Mark Robinson, Chief Engineering and Construction Officer, provided the staff report.
    Members of the Committee made the following comments: 1) inquired about the ability to continue to swap funds once the OneBay Area Grant Program becomes effective; 2) inquired about the bond rates Measure A was paying and interest rates reinvested bond proceeds were earning; and 3) requested an update on the following: a. San Jose Mineta Airport People Mover; and b. El Camino Real Bus Rapid Transit Project incorporating the Grand Boulevard Initiative.
    **On order of Chairperson Brownley** and there being no objection, the Committee received the Semi-Annual Report for the 2000 Measure A Transit Improvement Program through December 2011.

CITIZENS ADVISORY COMMITTEE REGULAR AGENDA (Continued)

12. **Proactive CMP Quarterly Report for October-December 2011**
    Member Chang took her seat at 4:50 p.m.
    Robert Swierk, Senior Transportation Planner, provided the staff report.
    Members of the Committee made the following comments: 1) expressed support for VTA’s continued coordination with Member Agencies; and 2) offered suggestions on how to improve the feedback mechanism between decision-makers regarding impacts of local land-use decisions on the transportation system.

**NOTE:** M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.
On order of Chairperson Brownley and there being no objection, the Committee received the Proactive CMP Quarterly Report for October through December 2011.

13. **Local Program Reserve Reallocation**

Marcella Rensi, Transportation Planning Manager, provided the staff report.

M/S/C (Probst/Hadaya) to recommend that the VTA Board of Directors approve reallocation of Local Program Reserve (LPR) savings of $2,260,000 to five identified projects.


Ms. Rensi indicated that the recommendation had been updated since the printing of the Advisory Committee packets and advised the Committee of the correct recommendation, noting it was reflected in the Staff Report, Page 2 of 3, under the heading entitled, “Funding Proposal Summary.”

Ms. Rensi provided a report on the complexities and challenges of the funding for the US-101/Capitol Interchange Project and explained the events that called for a corrected staff recommendation. She explained the recommendation may change again prior to the March 1, 2012 Board of Directors’ meeting, depending on the outcome of the lawsuit against the City of Palo Alto regarding the California Avenue project.

At the request of Members of the Committee, staff will update the CAC regarding the final staff recommendation that the Board will consider.

M/S/C (Powers/Probst) to recommend that the Board of Directors approve the following actions to fill a funding gap for the US-101/Capitol Interchange project: reprogram $1.1 million in Federal Funding; program $1.53 million in Santa Clara Vehicle Registration Fee; and retain a $24 million Corridor Mobility Improvement Account (CMIA) grant.

15. **OneBayArea Grant Proposal Update**

Ms. Rensi provided a presentation entitled, OneBayArea Grant (OBAG), Understanding the State Transportation Program (STP)/Congestion Management and Air Quality Improvement Program (CMAQ) Funding Cycle, highlighting: 1) Federal Highway Funding Programming Responsibilities; 2) VTA Programming Process; 3) OBAG Program of Flexible Highway Funds & OBAG distribution between counties; 4) Use of the Funds; 5) January Update; and 6) Summary of VTA Staff Considerations.

Member Elias left the meeting at 5:35 p.m.

Members of the Committee made the following comments: 1) expressed concern regarding accessibility for all users and suggested VTA encourage cities to accelerate the adoption of the Complete Streets policy to help improve accessibility; 2) requested information listing the Priority Development Areas (PDAs) from county to county in a clearer format; and 3) expressed concern that the incentive monies that will encourage high-density transit-oriented development is reduced.

Member Morrow left the meeting at 5:40 p.m.
On order of Chairperson Brownley and there being no objection, the Committee received OneBayArea Grant (OBAG) Proposal Update.

16. **Culmination of Advisory Committee Enhancement (ACE) Process**

Stephen Flynn, Advisory Committee Coordinator, provided the staff report.

Members of the Committee made the following comments: 1) commended the implementation of recommendations that resulted in costs reduction; 2) conveyed the value of the VTA Board of Directors Chairperson meeting regularly with the Advisory Committee Chairpersons/Vice Chairpersons; and 3) noted the ACE process improved Committee communication with the Board of Directors.

On order of Chairperson Brownley and there being no objection, the Committee received the final report on the Advisory Committee Enhancement (ACE) Process and on changes implemented resulting from it.

**COMBINED CAC AND CITIZENS WATCHDOG COMMITTEE ITEMS**

17. **Citizens Advisory Committee and Citizens Watchdog Committee Work Plans**

Members of the Committee requested an update on Caltrain.

On order of Chairperson Brownley and there being no objection, the Committee reviewed the Citizens Advisory Committee and Citizens Watchdog Committee Work Plans.

**OTHER**

18. **ANNOUNCEMENTS**

There were no Announcements.

19. **ADJOURNMENT**

On order of Chairperson Brownley and there being no objection, the meeting was adjourned at 5:55 p.m.

Respectfully submitted,

Tracene Y. Crenshaw, Board Assistant
VTA Office of the Board Secretary
CALL TO ORDER

The Regular Meeting of the Valley Transportation Authority (VTA) Bicycle and Pedestrian Advisory Committee (BPAC) was called to order at 6:34 p.m. by Chairperson Goldstein in Building B, Conference Room B-104, VTA, 3331 North First Street, San Jose, California.

1. ROLL CALL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
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<tbody>
<tr>
<td>Jim Bell, Vice Chairperson</td>
<td>City of San Jose</td>
<td>Present</td>
</tr>
<tr>
<td>Wes Brinsfield</td>
<td>City of Los Altos</td>
<td>Present</td>
</tr>
<tr>
<td>Ray Cosyn</td>
<td>City of Saratoga</td>
<td>Present</td>
</tr>
<tr>
<td>Aaron Faupell</td>
<td>City of Milpitas</td>
<td>Absent</td>
</tr>
<tr>
<td>Paul Goldstein, Chairperson</td>
<td>Ex-Officio, SVBC</td>
<td>Present</td>
</tr>
<tr>
<td>Melanie Hanssen</td>
<td>Town of Los Gatos</td>
<td>Present</td>
</tr>
<tr>
<td>Breene Kerr</td>
<td>Town of Los Altos Hills</td>
<td>Present</td>
</tr>
<tr>
<td>Steven Levin</td>
<td>County of Santa Clara</td>
<td>Present</td>
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<tr>
<td>Jerri-Ann Meyer</td>
<td>City of Mountain View</td>
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<tr>
<td>Thomas Muniz</td>
<td>City of Gilroy</td>
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</tr>
<tr>
<td>Richard Ruh</td>
<td>City of Monte Sereno</td>
<td>Present</td>
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<tr>
<td>David Simons</td>
<td>City of Sunnyvale</td>
<td>Present</td>
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<tr>
<td>John Sullivan</td>
<td>City of Santa Clara</td>
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<tr>
<td>Richard Swent</td>
<td>City of Palo Alto</td>
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<tr>
<td>Herman Wadler</td>
<td>City of Campbell</td>
<td>Present</td>
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<tr>
<td>James Want</td>
<td>City of Cupertino</td>
<td>Present</td>
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<tr>
<td>Corinne Winter</td>
<td>Alt Ex-Officio, SVBC</td>
<td>NA</td>
</tr>
</tbody>
</table>

A quorum was present.

2. ORDERS OF THE DAY

There were no Orders of the Day.

3. PUBLIC PRESENTATIONS

There were no Public Presentations.

4. Committee Staff Report

Michelle DeRobertis, Staff Liaison, provided an overview of the staff report.

On order of Chairperson Goldstein and there being no objection, the Committee received the Committee Staff Report.
5. Chairperson’s Report
Chairperson Goldstein announced Dawn Cameron, Santa Clara County Roads and Airports is replacing Dan Collen as the Santa Clara County staff liaison for BPAC.
Chairperson Goldstein recommended adopting a Resolution of Appreciation for Dan Collen.
Chairperson Goldstein provided a report highlighting: 1) New Chairperson and Vice Chairperson Orientation; 2) Recognition by Board of Directors for outgoing Advisory Chairpersons and introduced new Chairpersons for 2012; 3) Formulation of new Caltrans district; 4) Announcement of new VTA General Counsel, Rob Fabela; 5) Discussed agenda timeline; and 6) BPAC’s new meeting time.

6. BPAC Subcommittee Reports
Chairperson Goldstein provided an update of the BPAC Subcommittees. He clarified that the Special Events Subcommittee and one of the Education subcommittees could be disbanded. The Popular Bike Rides on Country Roads Subcommittee, Education Subcommittee, and the Bylaw Subcommittee will remain active.
Dawn Cameron, Santa Clara County, discussed Santa Clara County upcoming bicycle and pedestrian workshop activities.
On order of Chairperson Goldstein and there being no objection, the Committee received the BPAC Subcommittee Reports.

CONSENT AGENDA
7. (Removed from the Consent Agenda and placed on the Regular Agenda)
Minutes of January 11, 2012
M/S/C (Wadler/Simons) to receive the Programmed Projects Quarterly Monitoring Report for October-December 2011.

The Agenda was taken out of order.

REGULAR AGENDA
7. Minutes of January 11, 2012
M/S/C (Wadler/Levin) to approve the Regular Minutes of January 11, 2012 as amended to reflect Agenda Item #9., Election Process for 2012 Committee Leadership: Conduct Elections; M/S/C (Wadler/Simons) on a vote of 13 ayes to 0 no to 2 abstentions to close the nominations and elect Paul Goldstein as chairperson for 2012. Members Brinsfield and Levin abstained.

M/S/C/ (Wadler/Simons) on a vote of 14 ayes to 0 no to 1 abstention to close the nominations and elect Jim Bell Vice Chairperson for 2012. Member Brinsfield abstained.
9. **Final Report - Advisory Committee (ACE) Process**

Steven Flynn, Advisory Committee Coordinator, provided an overview of the Final Report Advisory Committee (ACE) Process.

**On order of Chairperson Goldstein** and there being no objection, the Committee received the Final Report of the Advisory Committee (ACE) Process.

10. **Amendments to the Bicycle and Pedestrian Advisory Committee Bylaws Incorporating Additional ACE Process Recommendations**

Mr. Flynn provided an overview of the staff report.

Member Kerr expressed concern with the membership provision that prevents elected officials from serving on the BPAC.

Committee discussion ensued regarding amending the Bylaws, the Workshop Committee Meeting title and, clarification regarding attendance.

**M/S/C (Kerr/Bell) on a vote of 10 ayes to 3 noes to 1 abstention** to approve the staff recommendation, to amend the Bicycle & Pedestrian Advisory Committee bylaws, to incorporate additional recommendations from the Advisory Committee Enhancement (ACE) process, including a mission statement and other minor changes to clarify and enhance understanding and, with the amendment to remove the provision that precludes elected public officials to represent their Member Agencies. Members Levin, Muniz, Sullivan voted no. Member Wadler abstained.


Marcella Rensi, Transportation Planning Manager, noted the staff recommendation has been changed since the meeting packet was printed and advised the Committee of the correct recommendation. She discussed the complexities and challenges for the funding for the US-101 Capitol Interchange Project. She explained the recommendation may change again prior to the March 1, 2012 Board of Directors’ meeting, depending on the outcome of the lawsuit against the City of Palo Alto regarding the California Avenue Project.

Discussion ensued and Committee members recommended the corrected VTA staff proposal be pursued if, and only if, Palo Alto was unable to deliver the project.

**M/S/C (Swent/Kerr)** to recommend that the Board of Directors approve the following actions to fill a funding gap for the US-101/Capitol Interchange project; reprogram $1.1 million in Federal Funding; program $1.53 million in Santa Clara Vehicle Registration Fee; and retain a $24 million Corridor Mobility Improvement Account (CMIA) with the amendment to approve the table in the staff report adding the statement if the California Avenue project in Palo Alto could not be approved, funds will not be reprogrammed but can be backfilled into the project.
12. **OneBayArea Grant (OBAG) Proposal Update**

Marcella Rensi, provided a overview of the staff report. She distributed a document entitled, “OneBayArea Grant” highlighting: 1) understanding the Surface Transportation Program (STP); and 2) the Congestion Mitigation and Air Quality (CMAQ) funding cycle.

*On Order of Chairperson Goldstein* and there being no objection the Committee received the OneBayArea Grant (OBAG) Proposal Update.

13. **Verbal Report on Sustainable Communities Strategies, Regional Transportation Plan, and VTP Related Activities**

Ying Smith, Staff Liaison, provided an overview of the staff report.

*On Order of Chairperson Goldstein* and there being no objection the Committee received the Proactive Congestion Management Program (CMP) Quarterly report for October-December 2011.

**SANTA CLARA COUNTY BPAC AGENDA**

14. **County Staff Report**

Dawn Cameron, Santa Clara County Roads and Airports Department, provided a report highlighting several County projects.

*On order of Chairperson Goldstein* and there being no objection, the Committee received the County Staff Report.

**OTHER**

15. **Citizens Advisory Committee (CAC) and 2000 Measure A Citizens Watchdog Committee (CWC) Report**

Member Wadler provided a brief report from the Citizens Advisory Committee (CAC) and 2000 Measure A Citizens Watchdog Committee (CWC) highlighting the proposed San Jose Mineta International Airport people mover.

16. **Local Jurisdiction Project Review Section**

*On order of Chairperson Goldstein* and there being no objection, the Committee received the report on the Local Jurisdiction Project Review Section.

17. **BPAC Work Plan**

Ms. Smith distributed a detailed work plan and discussed several items being presented within the coming months.

*On order of Chairperson Goldstein* and there being no objection, the Committee reviewed the BPAC work plan.
18. ANNOUNCEMENTS
Dawn Cameron provided information regarding the Stevens Creek Trail, and the El Camino Real Bus Rapid Transit (BRT) proposed express lanes in the City of Mountain View.

Member Hansen provided information on recent sustainability activities in the City of Los Gatos.

19. ADJOURNMENT
On order of Chairperson Goldstein and there being no objection, the Committee meeting was adjourned at 8:25 p.m.

Respectfully submitted,

Jacqueline F. Golzio, Board Assistant
VTA Office of the Board Secretary
TECHNICAL ADVISORY COMMITTEE
February 9, 2012

MINUTES

CALL TO ORDER

The Regular Meeting of the Technical Advisory Committee (TAC) was called to order at 1:32 p.m. by Chairperson Armendariz in Conference Room B-104, Santa Clara Valley Transportation Authority (VTA), 3331 North First Street, San José, California.

1. ROLL CALL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Representing</th>
<th>Status</th>
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<tbody>
<tr>
<td>Greg Armendariz</td>
<td>Chairperson</td>
<td>City of Milpitas</td>
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<tr>
<td>Scott Creer</td>
<td>Alternate Member</td>
<td>City of Morgan Hill</td>
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<tr>
<td>Timm Borden</td>
<td>Member</td>
<td>City of Cupertino</td>
</tr>
<tr>
<td>Dan Collen</td>
<td>Member</td>
<td>County of Santa Clara</td>
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<tr>
<td>Todd Capurso</td>
<td>Member</td>
<td>Town of Los Gatos</td>
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<tr>
<td>John Cherbone</td>
<td>Member</td>
<td>City of Saratoga</td>
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<tr>
<td>Richard Chiu</td>
<td>Member</td>
<td>Town of Los Altos Hills</td>
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<td>Don Dey</td>
<td>Member</td>
<td>City of Gilroy</td>
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<td>Helen Kim</td>
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<tr>
<td>Larry Lind</td>
<td>Member</td>
<td>City of Los Altos</td>
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<tr>
<td>Michelle Quinney</td>
<td>Member</td>
<td>City of Campbell</td>
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<tr>
<td>Rajeev Batra</td>
<td>Member</td>
<td>City of Santa Clara</td>
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<tr>
<td>Jaime Rodriguez</td>
<td>Member</td>
<td>City of Palo Alto</td>
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<tr>
<td>Mo Sharma</td>
<td>Member</td>
<td>City of Monte Sereno</td>
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<tr>
<td>Lee Taubeneck</td>
<td>Ex-Officio Member</td>
<td>Dept. of Transportation (Caltrans)</td>
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<tr>
<td>Ben Tripousis</td>
<td>Member</td>
<td>City of San José</td>
</tr>
<tr>
<td>Jack Witthaus</td>
<td>Member</td>
<td>City of Sunnyvale</td>
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</tbody>
</table>

A quorum was present.

2. PUBLIC PRESENTATIONS

There were no Public Presentations.

3. ORDERS OF THE DAY

M/S/C (Collen/Tripousis) to move Agenda Item #11, Culmination of Advisory Committee Enhancement (ACE) Process, and Agenda Item #15, Express Lanes Update, to the Consent Agenda.

M/S/C (Capurso/Batra) to move Agenda Item #9, Proactive CMP Quarterly Report for Oct-Dec 2011, to the Regular Agenda.

NOTE: M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.
4. **Committee Staff Report**

John Ristow, Chief Congestion Management Agency (CMA) Officer and Staff Liaison reported: 1) Full funding grant agreement for the $900 million Bay Area Rapid Transit (BART) project is expected to be signed by the Federal Transportation Administration (FTA) on March 12, 2012; 2) The BART project’s ground breaking event is scheduled for April 12, 2012; 3) The US 101 and the I-880 widening projects (Milpitas, San José, Mountain View and Palo Alto) are scheduled to begin in the March/April 2012 timeframe; and 4) Per VTA Board Chairperson Yeager’s request, staff is to provide regular updates on the California Transportation Commission (CTC) and Metropolitan Transportation Commission (MTC) activities to the Board, TAC and Policy Advisory Committee (PAC).

Member Cherbone took his seat at 1:38 p.m.

5. **Chairperson’s Report**

There was no Chairperson’s Report.

6. **TAC Working Groups**

- **Capital Improvement Program (CIP)**

  Amin Surani, Principal Transportation Planner, reported: 1) The CIP met on January 24, 2012, to discuss the One Bay Area Grant (OBAG) and the US-101/Capitol Interchange funding; 2) Sylvia Fung, California Department of Transportation (Caltrans) will be at the February 28, 2012, CIP meeting.

  Ex-Officio Member Taubeneck took his seat at 1:40 p.m.

- **Systems Operations & Management (SOM)**

  Eugene Maeda, Senior Transportation Planner, reported: 1) The SOM met on January 25, 2012, and elected Dennis Ng, City of Santa Clara, as Chairperson and Matthew Jue, City of Campbell, as Vice Chairperson for 2012; 2) MTC staff presented information on the I-880 Integrated Management Corridor Plan; 3) MTC provided a presentation on the development of a Bay Area Signalized Intersection System Database; 4) An OBAG update was provided; and 5) The next SOM meeting will be held on February 22, 2012.

- **Land Use/Transportation Integration (LUTI)**

  Rob Swierk, Senior Transportation Planner, reported the LUTI met on February 8, 2012. The Executive Director of the Moffett Park Business Group spoke to the group regarding trip reduction and transportation management demand efforts. The committee also discussed: 1) Sustainable Community Strategy; 2) Valley Transportation Plan; 3) Regional Transportation Plan Process; 4) OBAG; and 5) the relationship between Priority Development Areas (PDAs), the VTA Community Design, and Transportation Cores Corridors and station-area framework. The next LUTI meeting will be held on May 9, 2012.
Member Chiu took his seat at 1:42 p.m.

7. **High Speed Rail (HSR)/Caltrain Project**

Steve Fisher, Senior Transportation Planner, provided the staff report.

Member Dey reported on the Gilroy Station Area Plan.

Member Rodriguez expressed concern regarding the HSR Revised Draft Program Environment Impact Report (EIR), the impact on Alma Street in Palo Alto, and the potential loss of the Stanford Stadium Station.

**On order of Chairperson Armendariz** and there being no objection, the Committee received a verbal report on High Speed Rail/Caltrain Project.

**BUSINESS REFERRED TO COMMITTEE BY THE BOARD OF DIRECTORS/GENERAL MANAGER**

**CONSENT AGENDA**

8. **Regular Meeting Minutes of January 12, 2012**

M/S/C (Batra/Dey) to approve the Regular Meeting Minutes of January 12, 2012.

9. **(Removed from the Consent Agenda and placed on the Regular Agenda.)**

Proactive CMP Quarterly Report for October through December 2011.

10. **Programmed Project Monitoring -Quarterly Report**

**On order of Chairperson Armendariz** and there being no objection, the Committee received the Programmed Projects Quarterly Monitoring Report for October-December 2011.

11. **Culmination of Advisory Committee Enhancement (ACE) Process**

**On order of Chairperson Armendariz** and there being no objection, the Committee received the final report on the Advisory Committee Enhancement (ACE) Process and on changes implemented resulting from it.

15. **Express Lanes Update**

**On order of Chairperson Armendariz** and there being no objection, the Committee received a report on the status of SR 237 Express Lanes project.

**REGULAR AGENDA**


Rob Swierk, Senior Transportation Planner, provided the staff report.
On order of Chairperson Armendariz and there being no objection, the Committee received the Proactive CMP Quarterly Report for October through December 2011.

11. (Removed from the Regular Agenda and placed on the Consent Agenda.)

Receive the final report on the Advisory Committee Enhancement (ACE) Process and on changes implemented resulting from it.


Marcella Rensi, Transportation Planning Manager, provided and updated memorandum with the corrected staff recommendation. She discussed the 1) complexities of challenges for funding the US101/Capitol Interchange Project; 2) events that led to the revision of recommendation; and 3) the alternate recommendation should Palo Alto receive a favorable decision on the California Avenue Streetscape Project lawsuit.

Members of the Committee expressed concern over regional rather than local use of the vehicle registration fee (VRF), but noted the importance of using the fees regionally rather than losing the funding altogether.

Members of the Committee supported the corrected staff recommendation, with the condition that staff pursue the alternative recommendation should Palo Alto prevail in the lawsuit and be able to deliver the California Avenue Streetscape Project.

M/S/C (Dey/Batra) to approve the following actions to fill a funding gap for the US 101/Capitol Interchange Project: reprogram $1.1 million in Federal Funding; program $1.53 million in Santa Clara Vehicle Registration Fee; and retain a $24 million Corridor Mobility Improvement Account (CMIA) grant.

Alternate Member Creer left his seat at 2:17 p.m.

13. Local Program Reserve Reallocation

Ms. Rensi provided the staff report.

M/S/C (Tripousis/Capurso) to recommend that the VTA Board of Directors approve reallocation of Local Program Reserve (LPR) savings of $2,260,000 to five identified projects. Alternate Member Creer was absent.

14. RTP/SCS/VTP Activities

Chris Augenstein, Deputy Director Planning, provided the staff report and a handout on Valley Transportation Plan, Regional Transportation Plan and Sustainable Communities Strategy activities was provided.

Alternate Member Creer took his seat at 2:22 p.m.

On order of Chairperson Armendariz and there being no objection, the Committee received a verbal update on the Valley Transportation Plan, Regional Transportation Plan and Sustainable Communities Strategy activities.
15. (Removed from the Regular Agenda and placed on the Consent Agenda.)

Receive a report on the status of SR 237 Express Lanes project.

OTHER

Members Tripousis and Rodriguez left the meeting at 2:34 p.m.

16. MTC Activities and Initiatives

Chairperson Armendariz noted MTC activities had been discussed during previous reports on the agenda.

On order of Chairperson Armendariz and there being no objection, the Committee received an update on MTC Activities and Initiatives.

17. TAC Subcommittee Report

Chairperson Armendariz thanked staff for their continued efforts with Caltrans Innovative District, or “iDistrict”. He noted other topics discussed were: 1) US 101/Capitol Interchange project; 2) OBAG; and 3) Caltrans resource funding.

On order of Chairperson Armendariz and there being no objection, the Committee received an update from the Technical Advisory Committee (TAC) Subcommittee.

18. TAC Committee Work Plan

On order of Chairperson Armendariz and there being no objection, the Committee reviewed the TAC Committee Work Plan.

19. ANNOUNCEMENTS

Member Batra announced that the Silicon Valley Chapter of the American Public Works Association (APWA) will be meeting on Wednesday, February 15, 2012, to discuss public/private partnership and the preparations necessary for a 49er’s stadium.

20. ADJOURNMENT

On order of Chairperson Armendariz and there being no objection, the meeting was adjourned at 2:35 p.m.

Respectfully submitted,

Susan E. Garcia, Board Assistant
VTA Office of the Board Secretary
POLICY ADVISORY COMMITTEE  
Thursday, February 9, 2012

MINUTES

CALL TO ORDER

The Regular Meeting of the Policy Advisory Committee (PAC) was called to order at 4:08 p.m. by Chairperson Satterlee in Conference Room B-104, Valley Transportation Authority (VTA), 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>Jeffrey Cristina</td>
<td>City of Campbell</td>
<td>Absent</td>
</tr>
<tr>
<td>Michael Kotowski (Alternate)</td>
<td>City of Campbell</td>
<td>Absent</td>
</tr>
<tr>
<td>Orrin Mahoney</td>
<td>City of Cupertino</td>
<td>Absent</td>
</tr>
<tr>
<td>Rod Sinks (Alternate)</td>
<td>City of Cupertino</td>
<td>Present</td>
</tr>
<tr>
<td>Cat Tucker</td>
<td>City of Gilroy</td>
<td>Absent</td>
</tr>
<tr>
<td>Dion Bracco (Alternate)</td>
<td>City of Gilroy</td>
<td>Absent</td>
</tr>
<tr>
<td>Megan Satterlee, Vice Chairperson</td>
<td>City of Los Altos</td>
<td>Present</td>
</tr>
<tr>
<td>Jarrett Fishpaw (Alternate)</td>
<td>City of Los Altos</td>
<td>NA</td>
</tr>
<tr>
<td><strong>Vacant</strong></td>
<td><strong>Town of Los Altos Hills</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Vacant (Alternate)</strong></td>
<td><strong>Town of Los Altos Hills</strong></td>
<td></td>
</tr>
<tr>
<td>Steve Leonardi</td>
<td>Town of Los Gatos</td>
<td>Absent</td>
</tr>
<tr>
<td>Steve Rice (Alternate)</td>
<td>Town of Los Gatos</td>
<td>Absent</td>
</tr>
<tr>
<td>Armando Gomez</td>
<td>City of Milpitas</td>
<td>Absent</td>
</tr>
<tr>
<td><strong>Vacant (Alternate)</strong></td>
<td><strong>City of Milpitas</strong></td>
<td></td>
</tr>
<tr>
<td>Burton Craig</td>
<td>City of Monte Sereno</td>
<td>Absent</td>
</tr>
<tr>
<td>Marshall Anstandig (Alternate)</td>
<td>City of Monte Sereno</td>
<td>Absent</td>
</tr>
<tr>
<td>Larry Carr</td>
<td>City of Morgan Hill</td>
<td>Absent</td>
</tr>
<tr>
<td>Rich Constantine (Alternate)</td>
<td>City of Morgan Hill</td>
<td>Present</td>
</tr>
<tr>
<td>John Inks</td>
<td>City of Mountain View</td>
<td>Present</td>
</tr>
<tr>
<td>Jae Siegel (Alternate)</td>
<td>City of Mountain View</td>
<td>NA</td>
</tr>
<tr>
<td>Gail A. Price</td>
<td>City of Palo Alto</td>
<td>Absent</td>
</tr>
<tr>
<td>Nancy Shepherd (Alternate)</td>
<td>City of Palo Alto</td>
<td>Present</td>
</tr>
<tr>
<td>Kansen Chu</td>
<td>City of San Jose</td>
<td>Absent</td>
</tr>
<tr>
<td><strong>Member TBD</strong></td>
<td><strong>City of Santa Clara</strong></td>
<td></td>
</tr>
<tr>
<td>Jamie McLeod (Alternate)</td>
<td>City of Santa Clara</td>
<td>Absent</td>
</tr>
<tr>
<td>Howard Miller</td>
<td>City of Saratoga</td>
<td>Present</td>
</tr>
<tr>
<td>Chuck Page (Alternate)</td>
<td>City of Saratoga</td>
<td>NA</td>
</tr>
<tr>
<td>David Whittum</td>
<td>City of Sunnyvale</td>
<td>Present</td>
</tr>
<tr>
<td>Jim Davis (Alternate)</td>
<td>City of Sunnyvale</td>
<td>NA</td>
</tr>
<tr>
<td>Mike Wasserman</td>
<td>SCC Board of Supervisors</td>
<td>Present</td>
</tr>
</tbody>
</table>

A quorum was not present and a Committee of the Whole was declared.

The Agenda was taken out of order.
REGULAR AGENDA

10. Regional Reports

A. Metropolitan Transportation Commission (MTC)

Scott Haywood, Policy and Community Relations Manager and Staff Liaison, provided a brief report, highlighting, Board Chairperson Ken Yeager’s request for staff to have an active role and provide updates to the Policy Advisory Committee (PAC) and Board of Directors regarding the Metropolitan Transportation Commission (MTC) regional level and California Transportation Commission (CTC) state level reports.

Mr. Haywood commented on the MTC’s policies and processes for the Sustainable Communities Strategies (SCS) and Regional Transportation Plan (RTP), noting that several projects have not scored well as compared to others.

VTA intends to submit compelling cases to the MTC Planning Committee at the March 9, 2012 meeting regarding two highway projects and two light rail projects, the Vasona and Eastridge Extension projects.

Mr. Haywood commented on the summary of VTA staff recommendations that will be submitted to MTC for consideration before the finalization of the RTP: 1) Broad definition of “Priority Development Areas” (PDA) and PDA Serving; 2) Exempt Local Road Rehabilitation from PDA requirement; 3) Practical, implementable Complete Streets Policy requirement; and 4) Practical, implementable Housing Policy requirement.

On order of Chairperson Satterlee and there being no objection, the Committee of the Whole received the Metropolitan Transportation Commission (MTC) Regional Report.

2. ORDERS OF THE DAY

Chairperson Satterlee requested the following Items moved to the Consent Agenda:

Agenda Item #9. Culmination of Advisory Committee Enhancement (ACE) Process and

Agenda Item #11. Amendments to the Policy Advisory Committee (PAC) Bylaws incorporating ACE Process Recommendations.

On order of Chairperson Satterlee and there being no objection, the Committee of the Whole accepted the orders of the day.

3. PUBLIC PRESENTATIONS

There were no Public Presentations.

Alternate Member Davis arrived the meeting and took his seat at 4:20 p.m. and a quorum was established.

4. Committee Staff Report

Mr. Haywood provided an overview of the February 2, 2012 Board of Director’s Regular Meeting, highlighting: 1) Completion of VTA’s Solar Project at three bus maintenance yards; 2) VTA’s Express Bus will be on display at VTA’s River Oaks Campus on Thursday, February 16, 2012 between 10:00 a.m. and 2:00 p.m.; and 3) Silicon Valley Rapid Transit (SVRT) Full Funding Grant Agreement (FFGA) scheduled for execution on March 12, 2012.
5. **Chairperson’s Report**

There was no Chairperson’s Report.

**BUSINESS REFERRED TO COMMITTEE BY THE BOARD OF DIRECTORS/ GENERAL MANAGER**

**CONSENT AGENDA**

6. **Regular Meeting Minutes of January 12, 2012**

M/S/C (Whittum/Wasserman) to approve the Regular Meeting Minutes of January 12, 2012.

7. **Programmed Project Monitoring – Quarterly Report**

On order of Chairperson Satterlee and there being no objection, the Committee received the Programmed Project Monitoring – Quarterly Report.

8. **Culmination of Advisory Committee Enhancement (ACE) Process**

On order of Chairperson Satterlee and there being no objection, the Committee received the final report on the Advisory Committee Enhancement (ACE) Process.

9. **Amendments to the Policy Advisory Committee Bylaws Incorporating ACE Process Recommendations**

M/S/C (Whittum/Wasserman) to approve amending the Policy Advisory Committee bylaws, as indicated, to incorporate recommendations from the Advisory Committee Enhancement (ACE) process, including a mission statement and other minor changes to clarify and enhance understanding.

**REGULAR AGENDA** (continued)

8. **July 12, 2012 Policy Advisory Committee (PAC) Meeting**

Mr. Haywood explained the rationale for recommending the cancellation of the July 12, 2012 PAC Meeting.

M/S/C (Whittum/Wasserman) to approve the recommendation to cancel the July 12, 2012 Policy Advisory Committee (PAC) Meeting.

12. **Programming Actions in Support of US 101/Capitol Interchange**

Marcella Rensi, Transportation Planning Manager, distributed to the Committee an updated recommendation and discussed the complexity and challenges for the U.S. 101/Capitol Interchange Project. She stated the recommendation may change again prior to the March 1, 2012, Board of Directors Regular Meeting, depending on the outcome of the lawsuit against the City of Palo Alto regarding the California Avenue Project.

Committee Members expressed support of the updated recommendation with the condition that staff would pursue the alternative recommendation if the City of Palo Alto succeeded in the lawsuit and was able to deliver the California Avenue Project.

Member Whittum noted the importance to receive clarity from the California Transportation Commission (CTC) regarding the funding policies.

**NOTE:** M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.
M/S/C (Whittum/Miller) to recommend that the Board of Directors approve the following actions to fill a funding gap for the US 101/Capitol Interchange project: reprogram $1.1 million in Federal Funding; program $1.53 million in Santa Clara Vehicle Registration Fee; and retain a $24 million Corridor Mobility Improvement Account (CMIA) grant.

10. Regional Reports

B. California Transportation Commission (CTC)

John Ristow, Chief CMA Officer, reported the following: 1) three Santa Clara County projects have returned $69 million in savings to the State for reconsideration; 2) VTA received $24 million to be used for another project; 3) At the request of Board Chairperson Yeager, staff raises project funding issues to prevent serious impacts to cities and the County; and 4) stressed the importance for Santa Clara County to receive its fair share of state funding.

On order of Chairperson Satterlee and there being no objection, the Committee received the California Transportation Commission (CTC) Regional Report.

13. Local Program Reserve Reallocation

Ms. Rensi provided an overview of the staff report.

M/S/C (Inks/Sinks) to recommend that the VTA Board of Directors approve reallocation of Local Program Reserve (LPR) savings of $2,260,000 to five identified projects.


Robert Swierk, Senior Transportation Planner, provided the staff report.

Members of the Committee commented on the following: 1) expressed support for the development on the Agnews site and 2) stressed the importance to complete the necessary sidewalks around the development area.

On order of Chairperson Satterlee and there being no objection, the Committee received the Proactive CMP Quarterly Report for October through December 2011.

15. Metropolitan Transportation Commission (MTC) Review Letter to Federal Highway Administration (FHWA) and the Federal Transit Administration (FTA)

Mr. Haywood reported VTA provided feedback to the federal agencies regarding MTC’s Role in the Bay Area Transportation Planning Process in a letter dated January 31, 2012.

Members of the Committee expressed appreciation and support of VTA for participating in the federal review.

On order of Chairperson Satterlee and there being no objection, the Committee received information on the letter to federal agencies regarding Metropolitan Transportation Commission (MTC).

16. Express Lanes Update

Murali Ramanujam, Transportation Engineer Manager, provided a brief staff report. He explained the toll rate pricing and the allowable uses for the generated express lanes revenues.

Member Wasserman left the meeting at 5:22 p.m. and a Committee of the Whole was declared.
On order of Chairperson Satterlee and there being no objection, the Committee of the Whole received a report on the status of Express Lanes Projects within Santa Clara County and other Express Lanes efforts within the Bay Area and California.

OTHER

17. Committee Work Plan
On order of Chairperson Satterlee and there being no objection, the Committee of the Whole reviewed the Work Plan.

18. Announcements
There were no Announcements.

19. ADJOURNMENT
On order of Chairperson Satterlee and there being no objection, the Committee of the Whole Meeting was adjourned at 5:37 p.m.

Respectfully submitted,

Michelle M. Garza, Board Assistant
VTA Office of the Board Secretary
NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority Downtown East Valley Policy Advisory Board meeting scheduled to be held on Thursday, March 1, 2012, at 4:30 p.m. has been rescheduled to Thursday, April 5, 2012, at 4:30 p.m., in the East Wing, Lower Level Conference Room, 70 West Hedding Street, San Jose, California.

Jacqueline F. Golzio, Board Assistant
Office of the Board Secretary
NOTICE OF CANCELLATION

NOTICE IS HEREBY GIVEN that the Santa Clara Valley Transportation Authority Silicon Valley Rapid Transit Corridor and BART Warm Springs Extension Policy Advisory Board Meeting scheduled for Wednesday, February 22, 2012 at 3:00 p.m. has been cancelled.

Jacqueline Golzio, Board Assistant
VTA Office of the Board Secretary