DEPARTMENT OF FINANCE
OFFICE OF THE DIRECTOR

EDMUND G. BROWN JR. • GOVERNOR
STATE CAPITOL ■ ROOM 1145 ■ SACRAMENTO CA ■ 95814-4998 ■ WWW.DOF.CA.GOV

May 26, 2017

Mr. Jeff Morales
Chief Executive Officer
California High-Speed Rail Authority
770 L Street, Suite 620
Sacramento, CA 95814

San Francisco to San Jose Peninsula Corridor Funding Plan

Dear Mr. Morales:

On January 3, 2017, pursuant to Streets and Highways Code section 2704.08 (d), you submitted a funding plan for the $1.98 billion San Francisco to San Jose Peninsula Corridor electrification project. At that time you identified all funding sources for the project, but noted that the Federal Transit Administration (FTA) had deferred execution of the Full Funding Grant Agreement to provide Core Capacity funding of $647 million to Caltrain for the project.

I informed you on March 3, 2017, that the funding plan would likely be successfully implemented as proposed but the federal decision left a significant gap in the project's financing plan. Solely due to that federal decision, I deferred action on the Peninsula Corridor Funding Plan. In the letter, I asked that the California High Speed Rail Authority (Authority) inform me once the federal funding for the project is secured so that I could make a final determination.

I have now received your letter dated May 24, 2017, stating that the FTA has approved the Full Funding Grant Agreement, thus securing the commitment of the full $647 million in Core Capacity funding for the electrification project. Consistent with my March letter and upon review of the executed grant agreement, I find that the Peninsula Corridor Funding Plan submitted by the Authority is likely to be successfully implemented as proposed. The Authority may now enter into commitments to expend bond funds and accept offered commitments from private parties in support of the San Francisco to San Jose Peninsula Corridor segment.

Sincerely,

Eraina Ortega for

MICHAEL COHEN
Director

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March 3, 2017

Jeff Morales
Chief Executive Officer
California High-Speed Rail Authority
770 L Street, Suite 620
Sacramento, CA 95814

San Francisco to San Jose Peninsula Corridor Funding Plan

Dear Mr. Morales:

In 2008, California voters approved $9.9 billion in bond funding for high-speed rail with the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century (Proposition 1A). Under Proposition 1A, as outlined in Streets and Highways Code Section 2704.08(d), the Director of Finance must review a funding plan for each corridor or segment to determine if "the plan is likely to be successfully implemented" prior to the Authority's expenditure of Prop 1A bonds for construction under that plan.

The High-Speed Rail Authority submitted a funding plan for the San Francisco to San Jose Peninsula Corridor to the Department of Finance on January 3, 2017. Proposition 1A requires that an independent consultant prepare a report assessing each funding plan. Finance has received and reviewed the independent consultant's report on the Peninsula Corridor funding plan. Finance also received and reviewed comments by the Joint Legislative Budget Committee, other legislators, the Legislative Analyst's Office, the Legislature's California High-Speed Rail Peer Review Group, and the Community Coalition on High-Speed Rail. Finally, Finance received and reviewed the Authority's response to the Legislative Analyst's Office's analysis of the plan, which attached the independent consultant's supplemental report evaluating projections of revenue and operating profit/loss.

Requirements under the Funding Plan

Proposition 1A requires the Authority to submit a funding plan that specifies the usable segment, estimates segment construction costs, identifies funding sources, provides a report on projected ridership and operating revenue, describes changes since the preliminary 2011 funding plan, and outlines contract terms. These elements are reviewed below.

Usable Segment and Construction Costs

The Peninsula Corridor funding plan identifies the segment as from the 4th and King Station in San Francisco to Tamien Station in San Jose, which includes high-speed rail stations at 4th and King Station in San Francisco and Diridon Station in San Jose. As for estimated construction costs, the funding plan estimates that it will cost $1.98 billion to design and construct the electrified infrastructure and purchase vehicles.

Funding Sources
The funding plan for this segment identifies the amount, source, and estimated time of receipt for all construction funding. State, local, and federal funding have all been committed to this Project.

The Legislature has appropriated $600 million of Proposition 1A bond funding for the Project. Proposition 1A states that, where feasible, the system should be placed within existing transportation corridors. The High-Speed Rail Authority's 2012 Business Plan outlined "bookend" projects in existing rail corridors where the Caltrain and Metrolink services operate which, after suitable investments are made, could accommodate high-speed rail service. The Legislature appropriated $1.1 billion in bond funds for these bookend projects in Chapter 152, Statutes of 2012 (SB 1029). Chapter 216, Statutes of 2013 (SB 557), apportioned $600 million of this amount for the electrification of Caltrain's rail service.

In addition to $600 million in Proposition 1A funding, the state has committed up to $113 million in Cap and Trade auction proceeds or other Authority resources, a $20 million grant under the Transit and Intercity Rail Capital Program, and $8 million of Prop 1B bond funding. Various local sources have committed a total of $262 million. The federal government is the source of $331 million in Federal Transit Administration Formula Program funds and $647 million in Section 5309 Core Capacity funds.

Caltrain's application for the federal Core Capacity funds has progressed to a late phase in the grant approval process and Caltrain had secured $73 million of the $647 million in funding. However, in a letter dated February 17, 2017, the Federal Transit Administration informed Caltrain that FTA is deferring a decision on whether to execute the Full Funding Grant Agreement for the remaining funds so that the Project may be considered in conjunction with the development of the President's Fiscal Year 2018 Budget. While past transportation projects have received federal funding when they have advanced to this stage of the grant approval process, the FTA's letter has created uncertainty as to whether the remaining Core Capacity funds—representing nearly one-third of the segment's cost—will be provided.

Ridership and Operating Revenue
Proposition 1A requires that the funding plan address any ridership or operating costs for the Authority's operation of high-speed rail on the segment. The Peninsula funding plan does not specifically address ridership and operating costs because the Authority is not planning to operate high-speed rail passenger service on the Peninsula until the Valley to Valley line is completed. Chapter 744, Statutes of 2016 (AB 1889), clarifies that the Authority may use Proposition 1A for:

> *"capital cost for a project that would enable high-speed trains to operate immediately or after additional planned investments are made on the corridor or useable segment thereof and passenger train service providers will benefit from the project in the near-term."*

The funding plan notes that Caltrain will be able to start electrified service on this segment immediately upon completion of the Project, and indicates the Project will reduce overall run times and increase Caltrain ridership. The independent consultant concluded that the Project "will provide significant near term benefit to . . . [Caltrain's] passenger service operations" and that it will "provid(e) a foundation for eventual HSR service." The Authority's 2011 preliminary funding plan and its 2016 Business Plan indicated the Authority's rail service will not require a subsidy.

In response to requests for additional analysis, the independent consultant prepared a supplemental report evaluating the Authority's projections of revenue and operating profit/loss for the funding plan. This report confirms the Authority's conclusion that the planned level of service on the Peninsula is likely to be sufficient to operate without a subsidy after an initial start-up period.

Changes from the 2011 Funding Plan

Proposition 1A requires the Authority to describe any changes in this funding plan that differ materially from the funding plan required under Streets and Highways code section 2704.08(c). However, because the Legislature appropriated the funding for the Project without a plan, there is nothing against which to compare this funding plan.

Contract Terms

The funding plan includes a summary of the terms and conditions of the agreements the Authority has entered into for the construction or operation of the system, including a summary of the terms and conditions of the agreements that the Authority has entered into with Caltrain for the Project. Additionally, the Plan includes a summary of the construction agreements that Caltrain has entered into for the Project.

Risk Management

The independent consultant reviewed the Project and funding plan, identified risks, and offered strategies to address these risks. Additionally, the consultant concluded that Caltrain "has a well-developed Risk Management Process." The Authority has indicated it will continue to monitor risks to the project overall and the segment identified in the plan in its biennial Business Plans and Project Update Reports. Finally, Proposition 1A requires the Authority to promptly update the Administration and Legislature when events occur that could endanger the completion of the segment outlined in the funding plan and provide options to address these challenges.

Conclusion

As noted above, the February 17, 2017 letter from the Federal Transit Administration deferring the execution of the grant agreement to provide Core Capacity funding leaves a significant gap in the Project's financing plan. Absent this federal decision, the Peninsula funding plan would likely have been successfully implemented as proposed. That is, Caltrain would have been able to enter commitments to expend the Proposition 1A bond funds along with the other sources of funding. However, the federal decision prevents me from reaching a conclusion regarding the Project's financial viability at this time. Therefore, solely due to the federal decision, I am deferring action on the funding plan. This will allow more time for Caltrain to resolve the situation with the federal authorities. When the federal funding for the Project is secured, please inform me so I can make a final determination expeditiously.

Sincerely,

MICHAEL COHEN
Director