EXHIBIT A

CALIFORNIA STATE TRANSPORTATION AGENCY PROJECT SUPPLEMENT NO. 2

AGREEMENT NO.:	CalSTA xx-xxx

PROVISION SECTION

This PROJECT SUPPLEMENT hereby incorporates all of the provisions contained in BASELINE AGREEMENT, entered into between **CALIFORNIA STATE TRANSPORTATION AGENCY (CalSTA)** and **PORT OF OAKLAND (officially known as the City of Oakland, a municipal corporation, acting by and through its Board of Port Commissioners, or Port)** on July 21, 2022 and is subject to all the terms and conditions thereof.

For the purposes of this Project Supplement No. 2, the Project is defined as all of the subprojects identified in Section B of Exhibit A.

Notwithstanding Recital 6 on Page 5 of the Baseline Agreement, CalSTA retains its rights and responsibilities under the Baseline Agreement and this Project Supplement and does not delegate any of its rights and responsibilities to Caltrans.

Notwithstanding Section 2.1.1 of the Baseline Agreement, the Port shall submit its Overall Funding Plan to CalSTA for CalSTA's approval.

Notwithstanding Section 2.1.4 of the Baseline Agreement, there is no Caltrans Project Representative for the Project.

Notwithstanding Section 2.2.2.1 of the Baseline Agreement, all references to Caltrans shall be disregarded and any determinations to be made by Caltrans will be made by CalSTA and any notices to be made by Port to Caltrans should be instead made to CalSTA.

Notwithstanding Section 2.2.3.1 of the Baseline Agreement, in determining cost savings as discussed in that section, the Port and CalSTA shall take into account all avoided costs, including avoided design, material, equipment, labor, construction, testing, acceptance and overhead costs, and avoided costs due to time savings, and all the savings in financing costs associated with such avoided costs.

Notwithstanding Section 2.2.3.2 of the Baseline Agreement, all references to Caltrans shall be disregarded and if the Port and CalSTA approve an alternative resulting in reduction of Project costs or there are other Program savings or windfalls, the Parties may revise the Overall Funding Plan to show the affected Project Supplement(s).

Notwithstanding Section 2.3.1.1 of the Baseline Agreement, at intervals mutually agreed upon by the Port and CalSTA, but not more frequently than monthly, the Port will prepare and submit to CalSTA a Progress Payment Invoice. If no costs were incurred during any given quarter, the Port is exempt from submitting a signed Progress Payment Invoice.

Notwithstanding Section 2.3.1.2 of the Baseline Agreement, with approval of each Progress Payment Invoice by CalSTA, CalSTA shall pay to the Port those uncontested allowable costs under such Progress Payment Invoice or final Progress Payment Invoice.

Notwithstanding Section 2.3.1.3 of the Baseline Agreement, CalSTA shall hold the right to determine reimbursement availability based on an approved expenditure plan and actual funding capacity.

Notwithstanding Section 2.3.2 of the Baseline Agreement, the Parties agree that the Project Closeout Report and final Progress Payment Invoice need only be submitted to CalSTA.

Notwithstanding Section 3.2.1.3 of the Baseline Agreement, for any reallocation provided by this section, CalSTA in its sole discretion but in consultation with Port only and not Caltrans, will determine if reallocation is possible and if so, how to reallocate the amount of such costs to other Project work to be performed.

Notwithstanding Section 3.2.1.6 of the Baseline Agreement, CalSTA will consult with the Port only and not Caltrans regarding the findings contemplated in that section and their curability.

Notwithstanding Section 3.2.3.1 of the Baseline Agreement, reports made under this section will be made to CalSTA and not Caltrans.

Notwithstanding Section 3.2.3.2 of the Baseline Agreement, progress reporting made under this section will be made to CalSTA and not Caltrans and the frequency shall be determined by CalSTA and not Caltrans.

Notwithstanding Section 3.3.7 of the Baseline Agreement, Caltrans shall not be a part of the dispute resolution process and any and all disputes shall be resolved between Port and CalSTA only.

Notwithstanding Section 3.3.7.1 of the Baseline Agreement, CalSTA's project manager and the Port's Executive Director (or designee) may initiate the process of informal dispute resolution by providing the other party with written notice of a dispute. The written notice shall provide a clear statement of the dispute, and shall refer to the specific provisions of this Baseline Agreement or Project Supplement that pertain to the dispute. CalSTA's project manager and the Port's Executive Director (or designee) shall meet and attempt to resolve the dispute within five days from the written notice. If the dispute is resolved, the parties shall create and sign a short description of the facts and the resolution that was agreed upon by the parties.

Notwithstanding Section 3.3.15 of the Baseline Agreement, the Force Majeure provision extends only to the Parties.

Notwithstanding Section 4.3 of the Baseline Agreement, there is no Caltrans contact for notices for the Project.

With respect to Section 4.9 of the Baseline Agreement, the Parties agree that the above provisions relating to the Baseline Agreement are not conflicts as contemplated by Section 4.9, but changes to acknowledge that CalSTA, and not Caltrans, will be administering the Baseline Agreement and this Project Supplement No. 2.

This PROJECT SUPPLEMENT is adopted in accordance with ARTICLE II of the aforementioned BASELINE AGREEMENT under authority of a Resolution approved by the Port. The Port further stipulates that, as a condition to the receipt of State funds obligated to this PROJECT, it accepts and will comply with the covenants, obligations, terms and conditions set forth in said BASELINE AGREEMENT and on the following page(s) of this PROJECT SUPPLEMENT including all attachments.

Consistent with Section 2.2.1.7 of the BASELINE AGREEMENT, this PROJECT SUPPLEMENT shall terminate no later than June 30, 2027.

FUNDING SOURCE	CHAPTER / DATE	FISCAL YEAR	FUND	AMOUNT	PHASE	3RD PARTY CONTRACT	FUND REVERSION DATE
ASSEMBLY BILL 128 (TING, 2021) BUDGET ACT OF 2021 ITEM 0521-102-0001	CHAPTER 21 STATUTES OF 2021 / JUNE 28, 2021	2021/22	GENERAL FUND	$17,969,402	Environ-mental & Design	MOU	JUNE 30, 2027

PROJECT TITLE: Port of Oakland Truck, Rail and Neighborhood Safety Corridor Infrastructure Improvements Design Projects

PROJECT SUMMARY: Of the $279,500,000 appropriated in the Port of Oakland Budget Item $17,969,402 are for various design projects of the Port of Oakland Budget Item. The designs are for projects that will substantially improve safety, strengthen connectivity, increase access to Oakland's Downtown, West Oakland, the Port of Oakland and its historic waterfront, and separate modes so rail, vehicles, pedestrians, and cyclists can more safely navigate the area around the Seaport and reduce goods movement delays.

DISTRIBUTION LIST

CalSTA Accounting

CalSTA Legal (1)

Port of Oakland (1)

City of Oakland (1)

LIST OF ATTACHMENTS INCLUDED

- ☒ **I. Port of Oakland Truck, Rail and Neighborhood Safety Corridor Infrastructure Improvements Design Projects**
- ☒ **II. CalSTA Port of Oakland Baseline Agreement, July 21, 2022**
- ☒ **III. Reimbursement Agreement with UPRR and Authorizing City Council Resolution**
- ☒ **IV. Project Funding Plan**

ATTACHMENT I

Port of Oakland Truck, Rail and Neighborhood Safety Corridor Infrastructure Improvements Planning and Design

Scope of Work

A. Project Background

The Port of Oakland Truck, Rail and Neighborhood Safety Corridor Infrastructure Improvements Design Project will advance proposed improvements that facilitate enhanced freight and passenger access in and around the seaport and waterfront and promote the efficient and safe movement of goods and people. The efforts described herein extend to planning, design, environmental review, and similar assessment efforts, but do not involve any commitment to construction of any proposed improvements.

The design efforts are directed towards long-standing bottlenecks for freight and passenger rail on the National Multimodal Freight Network, in addition to efficiency and resiliency improvements accessing to, from and along the National Highway System. The design efforts also seek to redress harm caused by physical barriers and lack of investments within several Areas of Persistent Poverty and Historically Disadvantaged Communities through a network of multimodal infrastructure projects that improve safety, strengthen connectivity, and increase access to Oakland's Downtown, West Oakland, the Port of Oakland and its historic waterfront.

The design efforts center on a transformative investment along the Embarcadero West corridor, which connects Downtown Oakland, West Oakland, Old Oakland and Chinatown to the Jack London District and its historic waterfront. Adjacent to the Port of Oakland, in the Embarcadero West rail corridor, freight and passenger trains run down the middle of the street and through the waterfront in a configuration that dates to the 1870s. These design efforts will seek to address long-standing conflicts and

safety issues through corridor safety improvements and proposed grade separations.

The design efforts will also include critical access improvements to the Port of Oakland, including efficiency improvements to the Port's main entry point on Adeline Street, and the establishment of a permanent heavyweight corridor following the termination of the existing heavyweight corridor due to structural inadequacies.

Finally, the design improvements include a set of parking and traffic management strategies, and bicycle, pedestrian, and transit improvements intended to reduce vehicle trips to the area in order to prevent goods movement delays and meet vehicle trip reduction goals, while simultaneously providing safe and attractive alternatives to vehicles trips that separate these modes from Port-serving goods movement in order to ensure safety for all users accessing the waterfront.

Together, the network of projects supported by these design efforts has the potential to improve efficiencies through the historical bottlenecks that currently negatively impact freight and passenger rail operations, and the quality of life of surrounding communities; support multimodal transit connections and active transportation; reduce greenhouse gas emissions and air pollution; and increase community access to recreational opportunities, jobs, and essential places.

This Project Supplement No. 2 will provide funding to perform preliminary design development activities for thirteen projects (also referred to as "subprojects"). The efforts will include environmental compliance certifications (as necessary), feasibility studies (where necessary), project design, project development and engagement, and/or development of preliminary engineering and cost estimates. Each subproject is described in more detail below.

The described milestones, tasks, and deliverables noted herein are based on advancing preliminary design concepts that were developed in the

CEQA environmental phase to achieve the 35% design development milestone for each subproject.

Subproject Descriptions:

<u>Subproject 1</u> – Planning, Environmental (NEPA) and Conceptual Design Development for Reconstructing Embarcadero West between Oak Street to Clay Street

Advance conceptual design development along the Embarcadero West corridor to improve the efficient movement of persons and goods that traverse this congested corridor.

This subproject is a candidate for federal funding. A component of the planning process herein may include NEPA certification – if federal grant(s) are awarded.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged the need to accommodate the increasing volume of users along this corridor. This one-half mile joint roadway and railroad segment is parallel to the historic waterfront and connects three major transit terminals: the San Francisco Bay Ferry terminal on Clay Street; the AC Transit bus terminal/station on Broadway; and the Jack London Square Amtrak station. This segment also serves as a mainline rail access corridor to and from the Port of Oakland.

The next phase of design development is to advance the 10% complete designs in collaboration with stakeholders. Achieving the goal of 35% geometric approval milestone will require collaborative consultations with local business owners, local residents, right of way owners, and transit service providers. The collective goal is to finalize the geometric designs to balance the needs and requirements of all stakeholders, while improving the efficient movement of persons and goods that traverse this congested corridor. The current designs identify dedicated space for a multiuse trail, limit or eliminate access for motor vehicles, install fencing and barriers to better define the railroad operating right of way, and modernize the at-

grade railroad crossings to achieve the most current operational and safety standards. These improvements specifically endeavor to improve safety and operational efficiencies by separating modes of travel so that railroad operators, motor vehicle drivers, pedestrians, cyclists, and other mobility users have defined areas of use/operations.

Subproject 2 – Planning, Environmental (NEPA) and Conceptual Design Development for Reconstructing Embarcadero West between Clay Street to Market Street

Advance conceptual design development along the Embarcadero West corridor to improve the efficient movement of persons and goods that traverse this congested corridor.

This subproject is a candidate for federal funding. A component of the planning process herein may include NEPA certification – if federal grant(s) are awarded.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged the need to accommodate the increasing volume of users along this corridor. This near one-half mile joint roadway and railroad segment serves as a mainline rail access corridor to and from the Port of Oakland.

The next phase of design development is to advance the 10% complete designs in collaboration with stakeholders. Achieving the goal of 35% geometric approval milestone will require collaborative consultations with the designers of the redevelopment project, local business owners, local residents, right of way owners, and transit service providers. The collective goal is to finalize the geometric designs to balance the needs and requirements of all stakeholders, while improving the efficient movement of persons and goods that traverse this congested corridor. The current designs identify dedicated space for a multiuse trail, limit or eliminate access for motor vehicles, install fencing and barriers to better define the railroad operating right of way, and modernize the at-grade railroad crossings to achieve the most current operational and safety standards.

These improvements specifically endeavor to improve safety and operational efficiencies by separating modes of travel so that railroad operators, motor vehicle drivers, pedestrians, cyclists, and other mobility users have defined areas of use/operations.

<u>Subproject 3</u> – Prepare Feasibility Study and Conceptual Designs Associated with Installing a New Vehicle Bridge and/or a Pedestrian and Bicycle Bridge Crossing Over the Embarcadero West Roadway and Railroad Corridor, Including Investigations of Improvements to Existing Grade Separated Structures

Prepare a feasibility study that evaluates multiple bridge locations that span the Embarcadero West roadway and railroad corridor between Adeline Street and Clay Street. The potential bridge location(s) will evaluate horizontal and vertical alignments that comply with motor vehicle, railroad, bicycle and ADA design standards and requirements.

The new or improved existing bridge(s) will also improve the efficient movement of freight trains and passenger rail trains that travel along the Embarcadero West corridor by minimizing motor vehicle drivers, pedestrians and/or cyclists interacting with trains at grade crossings.

Determination of the bridge location(s) and design priorities will require collaborative consultations with local business owners, local residents, right of way owners, California Public Utilities Commission, and transit service providers. The collective goal is to finalize the bridge location and geometric designs to balance the needs and requirements of all stakeholders. The new and/or improved existing bridge crossing(s) endeavor to improve safety and operational efficiencies by separating modes of travel so that railroad operators, motor vehicle drivers, pedestrians, cyclists, and other mobility users have defined areas of use/operations.

<u>Subproject 4</u> – Planning and Conceptual Design Development to install a New Permitted Heavy Weight Vehicle Route and Emergency Vehicle Access Roadway

Develop conceptual designs of a new roadway that connects Middle Harbor Road/Adeline Street to Embarcadero West for the primary purpose of relocating the existing permitted heavy weight vehicle route. The new roadway will also provide secondary emergency vehicle access to the waterfront.

The Port and City desire to relocate the existing permitted heavy weight vehicle route in a manner that connects the seaport to 3rd Street and to warehouses near the Jack London Square district.

The next phase of design development is to collaborate with local business owners, right of way owners, and emergency service providers. The collective goal is to finalize the geometric designs of the new roadway to accommodate existing property rights, lease rights and applicable design standards.

<u>Subproject 5</u> – Planning, Environmental (NEPA) and Conceptual Design Development to Improve Adeline Street and 5th Street

Advance conceptual design development for improvements on Adeline Street between 3rd Street and 7th Street and improvements on 5th Street between Union Street and Adeline Street. The improvements will modify existing traffic signals, provide additional lighting, improve sidewalks and curb ramps, and reconfigure vehicle travel lanes to increase the efficient flow of vehicles traveling to/from the Port of Oakland.

This subproject is a candidate for federal funding. A component of the planning process herein may include NEPA certification – if federal grant(s) are awarded.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged the inefficient movement of trucks to/from the Port of

Oakland. The proposed designs will accommodate the increasing volume of trucks and other users along this corridor.

The next phase of design development is to collaborate with local business owners, right of way owners (Caltrans), and Port operations team members. The collective goal is to finalize the geometric designs of the proposed improvements and depict the geometric decisions onto 35% Geometric Approval Drawings.

Subproject 6 – Conceptual Design Development to Modify or Install Traffic Signal Equipment at the Intersections of Brush/17th, Brush/18th, Castro/5th, and MLK/17th

Develop conceptual designs to modify the existing traffic signals at Brush Street/17th Street, Brush Street/18th Street, and Martin Luther King Jr. Way/17th Street; and install a new traffic signal at the intersection of Castro Street/5th Street.

The traffic signal modifications at these four (4) intersections will benefit goods movement trucks that are transitioning to/from highways to/from the Port of Oakland. These improvements have the potential to significantly improve safety and the efficiency of goods movement to, from and around the Port of Oakland seaport and were identified as areas with concentrated traffic conflicts that can be addressed through engineering improvements. The identified intersections are along City truck routes and provide access between the Seaport and adjacent freeways.

The next phase of design development is to collaborate with Caltrans to determine the necessary traffic signal modifications and equipment needs.

Subproject 7 – Conceptual Design Development for the Market Street Corridor

Develop conceptual roadway designs for improving Market Street between Embarcadero West and 7th Street. The improvements will modify existing traffic signals, install new traffic signals, provide additional lighting,

improve sidewalks and curb ramps, improve existing bicycle lanes, eliminate on street parking, and provide left turn lanes to improve the overall efficient circulation of trucks to, from and between Interstate 880, nearby warehouses, and the Port of Oakland seaport.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged the inefficient movement of vehicles and specifically trucks to/from the Port of Oakland and the waterfront. The proposed designs will accommodate the increasing volume of trucks and other users along this corridor.

The next phase of design development is to collaborate with local business owners and right of way owners (Caltrans). The collective goal is to finalize the geometric designs of the proposed improvements and depict the geometric decisions onto 35% Geometric Approval Drawings.

<u>Subproject 8</u> – Conceptual Design Development for the 3rd Street Corridor Project

Develop conceptual street improvement designs on 3rd Street between Adeline Street and Broadway. This corridor is part of the City's truck route – linking the Port of Oakland Seaport to nearby warehouses. The improvements will close gaps in sidewalks between intersections, improve sidewalks and curb ramps, eliminate angled on-street parking, provide additional lighting, improve visibility for truck drivers, upgrade the corridor to be ADA compliant and/or evaluating intersection operations (possible additional stop signs). These improvements will significantly improve goods movement and safety because currently sidewalk gaps and inaccessible sidewalks force pedestrians to share the roadway with trucks on this overweight truck corridor.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged the need to improve this corridor to accommodate goods movement and pedestrian safety. The proposed designs will

accommodate the increasing volume of users along this corridor to accommodate goods movement and pedestrian safety.

The next phase of design development is to collaborate with local business owners. The collective goal is to finalize the geometric designs of the proposed improvements and depict the geometric decisions onto 35% Geometric Approval Drawings.

Subproject 9 – Planning, Environmental (NEPA) and Conceptual Design Development for the Martin Luther King, Jr. Way Corridor

Advance conceptual design development for improvements on Martin Luther King, Jr. Way (MLK) between Embarcadero West and 12th Street. The proposed designs will improve this local thoroughfare that accommodates low-stress mobility for pedestrians, bicyclists, transit users and motor vehicles. In addition, these improvements will also result in significantly improving goods movement along adjacent and parallel corridors that are already designated routes for trucks to, from and between warehouses, Interstate 880 and the Port of Oakland seaport. Thus, by designing the following improvements, local pedestrians and bicyclists will be encouraged to use this parallel low-stress corridor along Martin Luther King Jr. Way which will reduce local trips along important truck routes to/from the Port of Oakland.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged the need to improve this corridor to accommodate non-truck mobility between downtown Oakland and the waterfront. The proposed designs will accommodate the increasing volume of users along this corridor.

The next phase of design development is to collaborate with local business owners, local residents, right of way owners, and transit service providers. The collective goal is to finalize the geometric designs of the proposed improvements and depict the geometric decisions onto 35% Geometric Approval Drawings.

<u>Subproject 10</u> – Planning, Environmental (NEPA) and Conceptual Design Development for the 7th Street Corridor

7th Street is a primary artery to/from the Port of Oakland, is the cultural and commercial heart of the West Oakland community and connects West Oakland to Downtown Oakland. Design of corridor improvements that will potentially be implemented between Mandela Parkway and Martin Luther King Jr Way envision an improvement to multi-modal safety and accessibility by separating bicyclists from truck, transit, and vehicular traffic, improving intersection safety for all modes, especially pedestrians, and ensuring that the corridor improvements facilitate goods movement activities.

Conceptual design development has commenced for improvements on 7th Street between Mandela Parkway and Martin Luther King Jr. Way. The design development phase is funded through an Active Transportation ATP grant. The improvements will install new protected bike lanes, modify existing traffic signals, potentially install a new traffic signal, provide additional lighting, improve sidewalks and curb ramps, and install new street trees.

This subproject is a candidate for federal funding. A component of the planning process herein may include NEPA certification – if federal grant(s) are awarded.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged the priority of goods movement and community benefits associated with implementing a road diet. Throughout this next phase of design development, the design teams will collaborate with local business owners, local residents, right of way owners, and transit service providers. Upon future finalization of community input, pending and future grant commitments, ultimate designs, updated cost estimates and design collaboration between the Port and the City, there may be a need to augment construction budgets with CalSTA funds.

<u>Subproject 11</u> – Planning, Environmental (NEPA) and Conceptual Design Development to Improve the Broadway Transit Corridor

Advance conceptual design development for improvements on Broadway between 2nd Street and 11th Street. The improvements will install a dedicated bus only lane in each direction, modify existing traffic signals, install new traffic signals, provide additional lighting, improve sidewalks and curb ramps, and install new street trees.

Broadway is Oakland's "main street", and this corridor has become the major transit corridor throughout the AC Transit system. More buses currently operate along Broadway than on any other street in Oakland, and bus service on Broadway connects to all parts of the AC Transit system. The improvements associated with this subproject element along Broadway will expand upon the recently implemented bus-only lanes between 11th Street to 20th Street. The existing bus-only lanes are anticipated to be expanded from nine (9) blocks to 21 blocks, between 2nd Street and Grand Avenue. By designing improved access to reliable transit along Broadway, more people will use transit; thus, eliminating vehicle trips along vital goods movement corridors to/from the Port of Oakland.

This subproject is a candidate for federal funding. A component of the planning process herein may include NEPA certification – if federal grant(s) are awarded.

The partially developed (approximately 10% complete) proposed designs were approved under the approved environmental document, which acknowledged community benefits associated with installing bus only lanes along Broadway. The proposed designs will accommodate the increasing volume of transit users along this corridor.

The next phase of design development is to collaborate with local business owners, local residents, right of way owners, and transit service providers. The collective goal is to finalize the geometric designs of the proposed improvements and depict the geometric decisions onto 35% Geometric Approval Drawings.

<u>Subproject 12</u> – Conceptual Design Development for the Washington Street Corridor

Develop designs along Washington Street at the I-880 undercrossing to implement designs for underpass improvements (lighting and ADA accessibility).

There is a need to improve this corridor to accommodate pedestrian and bicyclists walking/riding to and from downtown Oakland and the Jack London District. These improvements will accommodate the increasing volume of users along this corridor.

The next phase of design development is to collaborate with local business owners and local residents and finalize the necessary designs at this undercrossing.

<u>Subproject 13</u> – Conceptual Design Development for Parking and Traffic Management

Based on a technical analysis conducted for the City, parking management has been identified as the most effective strategy at reducing vehicle trips and encouraging more efficient modes of transportation, thereby improving the efficiency of goods movement around the Port area. The Oakland Parking Management Plan (known as "OakPark+") draws on national best practices to build a state-of-the-art parking program to actively manage traffic and reduce overall vehicle trips in the area through innovative on-street and off-street parking strategies. This program is complemented by the roadway design improvements in projects 1-12 that provide safe alternatives to driving between the Waterfront/Seaport area and surrounding communities.

The parking management plan is a three-pronged strategy, consisting of: 1) expanding meters and dynamically pricing on street parking to match demand, (2) improving parking and transit wayfinding and proactive curb management associated with projects 1-12, and (3) managing off-street parking in publicly accessible garages throughout the Jack London Square area, including through a reservation system. It should be noted that most if not all of the OakPark+ program will not be on Port property,

and none of the program will be on any property that could be construed as the seaport.

The next phase of design development is to gather information about existing parking conditions, including curb painting, existing wayfinding, parking meters, accessible parking stalls, public and private parking structures, and public and private surface parking lots.

B. Detailed Design Scope, Milestones, Deliverables, and Schedule of Individual Subprojects

Task 1 (Global) – Preliminary design development activities that are globally associated with all thirteen (13) subprojects (Planning and Design)

Scope: Preliminary planning and design activities will be performed in a manner that will globally support and inform all thirteen (13) subprojects. Task 1 also includes the preparation of a quarterly report that summarizes the progress (percent complete) on the Deliverables, Funding Plan and Schedule.

Task 1 (Global) Activities – all 13 subprojects:

- Prepare for and conduct community engagement meetings and solicit community input.
- Perform aerial topographic mapping and surveys within the limits of the entire project.
- Perform investigative utility coordination and solicit as-built documents. Commence formal correspondence regarding potential utility relocations with utility owners.
- Secure as-built infrastructure plans within and surrounding all subprojects.
- Perform baseline data collection – volumes for vehicle, bikes, peds, transit.

- Prepare an overall project schedule and develop a preliminary prioritization of sequencing the delivery of each subproject.
- Collect initial right of way baseline information and assess preliminary right of way needs.
- Develop project baseline mapping that compiles the above noted topographic, utility, as-built, right of way and other project data.
- Develop a project-wide risk registry to identify and track major issues.

Task 1 (Global) Deliverables:

Prepare quarterly reports that summarize the Task 1 progress.

Task 1 (Global) Funding Plan:

The Task 1 budget is $6,542,062.

Task 1 (Global) Schedule:

Task 1 will commence June 1, 2023, and end on November 30, 2023.

Task 2 (NEPA) – Prepare supplemental environmental technical studies to achieve NEPA clearance for specific projects that have or are anticipated to be federally funded (Planning)

Scope: All thirteen (13) subprojects have been approved under CEQA environmental requirements. However, six (6) of the subprojects may need additional technical studies to be compliant with NEPA – subject to the anticipated award of federal funding. For subprojects 1, 2, 5, 9, 10 and 11, additional planning activities will augment prior environmental technical studies or develop new technical studies, as required, to receive programmed or future awarded federal funds. Task 2 also includes the preparation of a quarterly report that summarizes the progress (percent complete) on the Deliverables, Funding Plan and Schedule.

Task 2 (NEPA) Activities – Subprojects 1, 2, 5, 9, 10 and 11:

- Prepare environmentally focused applications.
- Conduct environmentally focused technical meetings.
- Attend warranted field reconnaissance meetings.
- Secure formal agreement on required NEPA technical studies.
- Develop scope and schedules to deliver NEPA technical studies.
- Commence preparation of NEPA technical studies, as warranted.

Task 2 (NEPA) Deliverables:

Prepare quarterly reports that summarize the Task 2 progress.

Task 2 (NEPA) Funding Plan:

The Task 2 budget is $1,699,271.

Task 2 (NEPA) Schedule:

Task 2 will commence June 1, 2023, and end on January 31, 2024.

Task 3 (Geometric Designs) – Prepare preliminary geometric designs for specific subprojects that are on the critical path schedule or require design development to inform community engagement activities (Design)

Scope: The following geometric design activities will be performed for the identified subprojects. Task 3 also includes the preparation of a quarterly report that summarizes the progress (percent complete) on the Deliverables, Funding Plan and Schedule.

Task 3 (Geometric Designs) Activities - Subprojects 1 – 5:

Subproject 1 and 2 – Designs for Reconstructing Embarcadero West between Oak Street to Market Street

- Develop conceptual roadway designs for this segment of the Embarcadero West corridor, including documentation of design decisions.

- Geometric roadway designs will be developed to inform right of way authorities, adjacent property owners, and the community about the proposed improvements. Improvements include identifying dedicated space for a multiuse trail, limit or eliminate access for motor vehicles, install fencing and barriers to better define the railroad operating right of way, and modernize the at-grade railroad crossings to achieve the most current operational and safety standards.
- Develop infrastructure capital cost estimates associated with the proposed geometric designs.
- Prepare materials for site diagnostic meetings with UPRR, CPUC, and community meetings with other relevant stakeholders.

<u>Subproject 3</u> – Prepare Feasibility Study and Conceptual Designs Associated with Installing a New Vehicle Bridge and/or a Pedestrian and Bicycle Bridge Crossing Over the Embarcadero West Roadway and Railroad Corridor, Including Investigations of Improvements to Existing Grade Separated Structures

- Develop a feasibility study and conceptual roadway and bridge designs that provide for one or two new and/or improved existing grade separated crossing(s) of the Embarcadero West corridor. Each new or improved existing bridge could provide motor vehicles, pedestrians and/or cyclists with the option of crossing over the railroad and vehicle corridor without using the existing at-grade crossings.
- Feasibility-level geometric roadway and bridge designs will be developed to inform right of way authorities, adjacent property owners, and the community about the proposed improvements. Preliminary designs include identifying impacts to existing infrastructure, identifying impacts to adjacent properties (if any), and confirmation of complying with established design standards.
- Develop feasibility-level infrastructure capital cost estimates associated with the proposed geometric designs.
- Prepare materials for site diagnostic meetings with UPRR, CPUC, and community meetings with other relevant stakeholders.

<u>Subproject 4</u> – Designs for Constructing a New Permitted Heavy Weight Vehicle Route and Emergency Vehicle Access Roadway

- Develop conceptual roadway geometrics to connect Adeline Street with Embarcadero West.
- Geometric roadway designs will be developed to inform right of way authorities, adjacent property owners, and the community about the proposed improvements. Preliminary designs include identifying impacts to existing infrastructure, identifying impacts to adjacent properties (if any), and confirmation of complying with established design standards.
- Develop infrastructure capital cost estimates associated with the proposed geometric designs.
- Prepare materials for site diagnostic meetings with UPRR, CPUC, and community meetings with other relevant stakeholders.

<u>Subproject 5</u> – Designs for Reconstructing and/or Improving Adeline Street and 5th Street between 3rd Street, 7th Street and adjacent to I-880

- Develop conceptual roadway designs to improve lane configurations, signals, signage, sidewalks, crosswalks, bicycle facilities, and other infrastructure to improve the efficient flow of vehicles to/from the Port of Oakland.
- Geometric roadway designs will be developed to inform right of way authorities, adjacent property owners, and the community about the proposed improvements. Preliminary designs include identifying impacts to existing infrastructure, identifying impacts to adjacent properties (if any), and confirmation of complying with established design standards.
- Develop infrastructure capital cost estimates associated with the proposed geometric designs.
- Prepare materials for encroachment permit meetings with Caltrans and community meetings with other relevant stakeholders.

<u>Task 3 (Geometric Designs) Activities – Subprojects 6-13:</u>

The geometric designs for Subprojects 6-13 will use baseline information compiled under Task 1 to develop conceptual roadway geometric layouts that are compliant with established roadway design standards, consistent with project CEQA approvals, in collaboration with partner agencies, and informed by the community engagement process. These Task 3 conceptual

roadway geometric layouts will define the location of curb alignments, roadway striping, curb ramp reconstruction, drainage inlets, and traffic signal modifications, as uniquely appropriate for each Subproject.
The specific activities for Subprojects 6-13 are:

- Develop graphics to inform stakeholders about the proposed designs.
- Determine preliminary impacts to existing infrastructure.
- Determine preliminary impacts to adjacent properties (if any).
- Determine preliminary compliance with established design standards.
- Develop infrastructure capital cost estimates.
- Prepare materials for site diagnostic and community meetings.

Task 3 (Geometric Designs) Deliverables:

- Prepare quarterly reports that summarize the Task 3 progress.
- Develop conceptual geometric designs for all projects as defined in the task 3 scope.

Task 3 (Geometric Designs) Funding Plan:

The Task 3 budget is $6,616,215.

Task 3 (Geometric Designs) Schedule:

Task 3 will commence June 1, 2023, and end on January 31, 2024.

Task 4 (UPRR Reimbursement) – Reimburse Union Pacific Railroad Staff, Consultants, and Expenses in Accordance with the UPRR Reimbursement Agreement

Scope: Review and process UPRR invoices for services provided in accordance with the UPRR reimbursement agreement. The City of Oakland must enter into this reimbursement agreement to start scheduling diagnostic meetings with UPRR and CPUC. The City may enter into this agreement upon approval of this supplemental agreement, as defined by a City Council resolution adopted on December 6, 2022. The authorizing resolution and reimbursement agreement are available as **Attachment III**.

Task 4 (UPRR Reimbursement) Scope for Subprojects 1 – 4:

- Subprojects 1 – 4 require reviews and approvals from UPRR and CPUC. The UPRR reimbursement agreement requires the applicant to reimburse UPRR for staff time, consultant time and expenses.

Task 4 (UPRR Reimbursement) Activity:

- Process UPRR invoices for payment.

Task 4 (UPRR Reimbursement) Deliverables:

Prepare quarterly reports that summarizes the Task 4 progress.

Task 4 (UPRR Reimbursement) Funding Plan:

The Task 4 budget is $900,000.00.

Task 4 (UPRR Reimbursement) Schedule:

Task 4 will commence April 1, 2023, and is anticipated to end on January 31, 2024.

Task 5 (Management) – Project Management and Reviews

Scope: Manage the delivery of Tasks 1 - 4.

Task 5 (Management) Activities - Subprojects 1 – 13:

- Attend weekly project meetings to inform and assess the progress of Tasks 1 – 4.
- Prepare and update progress reports, schedules, risk registries, and other technical tracking matrices associated with the Task 1 – 4 deliverables.
- Coordination with partner agencies and funding entities

Task 5 (Management) Deliverables:

- Prepare a quarterly report that summarizes the Task 5 progress.

Task 5 (Management) Funding Plan:

The Task 5 budget is $2,211,854.

Task 5 (Management) Schedule:

Task 5 will commence April 1, 2023, and end on January 31, 2024.

Project Funding Plan

The project funding plan is attached (**Attachment IV**).

C. Special Conditions

None.

D. Reporting Requirements

Concurrent with the submission of each Progress Payment Invoice and the Final Invoice, Port shall report for each individual subproject identified in this Project Supplement No. 2 the following items:

- The status of each deliverable (e.g., not started, in progress, percentage complete, complete, etc.);
- The deliverables and subproject components that are behind schedule or are in danger of being of behind schedule;
- The deliverables and subproject components that are over budget or are in danger of being over budget; and
- The procedure and point of contact for inspecting and / or verifying the deliverables completed that quarter.

For each deliverable or subproject component that is behind schedule or overbudget, Port shall provide a narrative explanation for how it expects to complete the subproject on time and within the budget.

EXHIBIT B

BUDGET DETAIL AND PAYMENT PROVISIONS

The 2021 Budget Act (A.B. 128) allocated up to $279,500,000 to the California State Transportation Agency (CalSTA) for the Port of Oakland Truck, Rail and Neighborhood Safety Corridor Infrastructure to fund improvements that facilitate enhanced freight and passenger access in and around the seaport and waterfront, and to promote the efficient and safe movement of goods and people.

The funds appropriated under the Port of Oakland Budget Item: (1) are available for encumbrance until June 30, 2024; (2) are available for liquidation until June 30, 2027; and (3) may be transferred to item 0521-002-0001 of the Act with the prior approval of the Department of Finance.

Budget Contingency Clause

It is mutually agreed that if the Budget Act of the current year and/or any subsequent years covered under this Project Supplement does not appropriate sufficient funds for the program, this Project Supplement shall be of no further force and effect. In this event, the State shall have no liability to pay any funds whatsoever to Port or to furnish any other considerations under this Project Supplement and Port shall not be obligated to perform any provisions of this Agreement.

If funding for any fiscal year is reduced or deleted by the Budget Act for purposes of this program, the State shall have the option to either cancel this Project Supplement with no liability occurring to the State, or offer an amendment to Port to reflect the reduced amount.

Cost Justification

In 2021-2022, the City of Oakland developed detailed cost estimates of the 13 projects identified above, validated those cost estimates with bid prices, and assessed soft costs for design phases based on typical projects. In addition, the City submitted a formal Public Project Inquiry to Union Pacific Railroad (UPRR) and received a reimbursement agreement for preliminary

engineering services from UPRR estimating that the costs associated with their review of these projects would amount to $900,000.

ATTACHMENT II

CalSTA Port of Oakland Baseline Agreement, July 21, 2022

ATTACHMENT III

Reimbursement Agreement with UPRR and Authorizing City Council Resolution

ATTACHMENT IV

Project Funding Plan