

Attachment A

Port of Oakland Truck, Rail and Neighborhood
Safety Corridor Infrastructure Improvements Design
CalSTA XX-XXXXX

EXHIBIT A

CALIFORNIA STATE TRANSPORTATION AGENCY PROJECT SUPPLEMENT NO. 3

AGREEMENT NO.:

CalSTA XX-XXXXX

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. 3, 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.

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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.

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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. 3.

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.

Notwithstanding Section 2.2.1.7 of the BASELINE AGREEMENT, this PROJECT SUPPLEMENT shall terminate no later than June 30, 2030, consistent with the reappropriation of the Port of Oakland Budget Item in the Budget Act of 2023 (SB 101 (2023), Sec. 2, Item 0521-491).

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FUNDING SOURCE	CHAPTER / DATE	FISCAL YEAR	FUND	AMOUNT	PHASE	3 RD 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	\$144,246,480	Environmental & Design	MOU	JUNE 30, 2030

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 as reappropriated in the Budget Act of 2023, \$144,246,480 are for various design and construction projects of the Port of Oakland Budget Item. The designs and construction 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. 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 build upon prior planning, environmental and conceptual designs, to the next phases of finalizing designs and completing construction of certain high priority subproject improvements.

The design and the prioritized construction of specific subprojects 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 and construction of specific subprojects 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 and construction of specific subprojects 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. The prioritized design

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and construction of specific subprojects will seek to address long-standing conflicts and safety issues through corridor safety improvements and proposed grade separations (pending the recommendations associated with the overcrossing feasibility study – subproject 3).

The design and construction of specific subprojects 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 and construction of specific subprojects 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.

Project Supplement No. 2 provided funding to perform preliminary design development activities for thirteen projects (subprojects 1-13) through the 35% design milestone. This Project Supplement No. 3 provides funding to perform preliminary design development activities (planning, environmental, and conceptual designs) for two additional subprojects (14 and 15). In addition, this Project Supplement No. 3 funds the finalization of design plans and specifications for nine (9) subprojects and

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will ultimately advance and complete construction of seven (7) subprojects (Subprojects 1, 2, 4, 9, 10, 11, 12). These seven (7) subprojects will conclude with these infrastructure improvements being open for use by the public.

Each subproject is described in more detail below.

Subproject Descriptions:

Subproject 1 – Reconstructing Embarcadero West between Oak Street to Clay Street

Subproject 1 improves the efficient movement of persons and goods that traverse along the congested Embarcadero West corridor from Oak Street to Clay Street. This portion of the 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. Infrastructure improvements within Subproject 1 include dedicated space for a multiuse trail, limiting or eliminating access for motor vehicles, installing fencing and barriers to better define the railroad operating right of way, and modernizing 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.

This Project Supplement No. 3 will provide matching funds resulting in full funding to complete the final design plans, final specifications, final cost estimates, procurement of a construction contractor, and the delivery of all contemplated infrastructure improvements.

Subproject 2 – Reconstructing Embarcadero West between Clay Street to Market Street

Subproject 2 improves the efficient movement of persons and goods that traverse along the congested Embarcadero West corridor from Clay Street to Market Street. This portion of the one-half mile joint roadway and railroad segment is parallel to the historic waterfront and contributes to the connectivity between 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. Infrastructure improvements include 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.

This Project Supplement No. 3 will provide matching funds resulting in full funding to complete the final design plans, final specifications, final cost estimates, procurement of a construction contractor, and the delivery of all contemplated infrastructure improvements within Subproject 2.

Subproject 3 – New Vehicle Bridge and/or a Pedestrian and Bicycle Bridge Crossing Over the Embarcadero West Roadway and Railroad Corridor

Reference to Subproject 3 herein is provided for context. There are no Subproject 3 tasks or budgets associated with this Project Supplement No. 3.

Subproject 4 – New Permitted Heavy Weight Vehicle Route and Emergency Vehicle Access Roadway

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. This will be accomplished by developing 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.

This Project Supplement No. 3 will provide matching funds resulting in full funding to complete the final design plans, final specifications, final cost estimates, procurement of a construction contractor, and the delivery of all contemplated infrastructure improvements within Subproject 4.

Subproject 5 – Adeline Street and 5th Street

Reference to Subproject 5 herein is provided for context. There are no Subproject 5 tasks or budgets associated with this Project Supplement No. 3.

Subproject 5 includes 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. The proposed designs will accommodate the increasing volume of trucks and other users along this corridor.

**Subproject 6 – Traffic Signal Modifications at the Intersections of
Brush/17th, Brush/18th, Castro/5th, and MLK/17th**

Reference to Subproject 6 herein is provided for context. There are no Subproject 6 tasks or budgets associated with this Project Supplement No. 3.

Subproject 6 will 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.

Subproject 7 – Market Street Corridor

Reference to Subproject 7 herein is provided for context. There are no Subproject 7 tasks or budgets associated with this Project Supplement No. 3.

Subproject 7 improves Market Street between Embarcadero West and 7th Street such that port-related truck traffic and pedestrian and bicycle activity can both safely traverse this important corridor. The improvements include traffic signal modifications, new traffic signals, additional lighting, improved sidewalks and curb ramps, physically separating existing bicycle lanes, eliminating on street parking, and providing 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.

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Subproject 8 – 3rd Street Corridor Project

Reference to Subproject 8 herein is provided for context. There are no Subproject 8 tasks or budgets associated with this Project Supplement No. 3.

Subproject 8 makes improvements to 3rd Street between Adeline Street and Broadway, 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.

Subproject 9 – Martin Luther King, Jr. Way Corridor

Subproject 9 makes improvements on Martin Luther King, Jr. Way (MLK) between Embarcadero West and 12th Street. The proposed designs will improve this local thoroughfare to accommodate low-stress mobility for pedestrians, bicyclists, transit users, trucks, 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.

This Project Supplement No. 3 will provide matching funds resulting in full funding to complete the final design plans, final specifications, final cost

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estimates, procurement of a construction contractor, and the delivery of all contemplated infrastructure improvements within Subproject 9.

Subproject 10 – 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. Subproject 10 will make improvements between Mandela Parkway and Martin Luther King Jr Way to provide 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. The improvements include installation of new protected bike lanes, modification of existing traffic signals, installation of new fiber optic cabling, providing additional lighting, improving sidewalks and curb ramps, and installing new street trees.

This Project Supplement No. 3 will provide matching funds resulting in full funding to complete the final design plans, final specifications, final cost estimates, procurement of a construction contractor, and the delivery of all contemplated infrastructure improvements within Subproject 10.

Subproject 11 – Broadway Transit Corridor

Subproject 11 makes improvements on Broadway between 2nd Street and 11th Street, and 20th to Grand Ave. 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 Project Supplement No. 3 will provide matching funds resulting in full funding to complete the final design plans, final specifications, final cost estimates, procurement of a construction contractor, and the delivery of all contemplated infrastructure improvements within Subproject 11.

Subproject 12 – I-880 and I-980 undercrossings at Washington Street, Market Street, Martin Luther King Jr. Way, Broadway, and 7th Street Corridors

There is a need to improve corridor undercrossing locations to better connect pedestrians and bicyclists walking/riding to and from Downtown Oakland, Jack London Square, and West Oakland. Currently, the underpasses of Washington Street, Market Street, Martin Luther King Jr. Way, and Broadway at the I-880 undercrossings, and along 7th Street at the I-980 undercrossing, are dark, unsafe, and uninviting, thus discouraging people from choosing to walk or bike between neighborhoods. This contributes to more vehicle travel and congestion delaying goods movement in the immediate vicinity of the Port of Oakland.

Subprojects 9, 10, and 11 will install basic roadway and sidewalk enhancements on Martin Luther King, Jr. Way, 7th St, and Broadway, respectively, including ADA accessible curb ramps, planned pedestrian or bicycle infrastructure, and basic lighting elements. Subproject 12 will improve real and perceived feelings of safety through lighting, wayfinding, and placemaking to encourage walking and biking through five undercrossings. Examples of placemaking improvements include redesigning undercrossing spaces to ensure clear lines of sight and

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reduced shadows, installing enhanced pedestrian scale lighting to improve visibility for and of pedestrians, physically and visually separating and designating pedestrian routes from adjacent under freeway lots with fencing or retaining walls that include human-scaled design features (colors, patterns, textures etc.) that make the space welcoming and reflective of the surrounding community. Adding wayfinding through signs, colors, and other design elements that help people know where they are and see where they want to go will also encourage people to choose their most convenient and direct route without hesitancy. These improvements will address the aforementioned barriers in order to accommodate the increasing volume of users along these corridors. Subproject 12 also includes accessible curb ramps and basic lighting elements along Washington St in addition to the improvements described above.

This Project Supplement No. 3 will provide matching funds resulting in full funding to complete the final design plans, final specifications, final cost estimates, procurement of a construction contractor, and the delivery of all contemplated infrastructure improvements within Subproject 12.

Subproject 13 – Parking and Traffic Management

Reference to Subproject 13 herein is provided for context. There are no Subproject 13 tasks or budgets associated with this Project Supplement No. 3

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

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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.

Subproject 14 – 8th Street Corridor

Subproject 14 improves the 8th Street corridor in order to provide connections between Downtown Oakland and Jack London Square to the Lake Merritt BART station, which serves more frequent and direct access to Southern Alameda County than the 12th Street BART Station in Downtown Oakland. This helps to encourage more people to come to the Downtown and Chinatown area via walking and transit, reducing vehicle congestion in the Port of Oakland area. The project also improves safety and reduces the impacts of goods movement on the Chinatown community.

Subproject 14 will upgrade the sidewalk on both sides of 8th Street between Oak Street and Washington Street to provide minimum 8-foot clear space at fixed sidewalk obstacles; maximize sidewalk waiting areas within 20 to 30 feet of intersections; provide pedestrian lighting as necessary; correct sidewalk tripping hazards; daylight intersections and driveways with red curb per City guidance; and provide pedestrian wayfinding signage.

This Project Supplement No. 3 will provide matching funds to perform preliminary and final designs. Initially, the funds will be used to collaborate with stakeholders (local business owners, local residents, right of way owners, and transit service providers) and ultimately achieve the 35%

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geometric approval milestone for the corridor. Upon achievement of the final geometric designs that balance the needs and requirements of stakeholders, this Project Supplement No. 3 will continue design development to complete the final design plans, final specifications, and final cost estimates.

Subproject 15 – 2nd Street Transit Hub and Bike Gap Closure

This project provides improved multi-modal connections to the transit services in Jack London Square, including the Water Emergency Transportation Authority (WETA) Ferry Service, and the Oakland Amtrak Station, providing regional, mega-regional, and interstate passenger rail connections. This project will also provide a terminus to the transit corridor in Subproject 11. Combined with the many transit services and transit-focused projects in the vicinity, this project will further encourage the use of public transit over personal vehicle travel, thus reducing delay for Port of Oakland goods movement.

Subproject 15 will implement a Transportation Hub on the south side of 2nd Street between Martin Luther King Jr. Way and Broadway, including the reconstruction of the sidewalk on the south side of 2nd Street to maximize the sidewalk width for pedestrians, providing a uniform sidewalk and streetscape experience along the Transportation Hub with bus shelters, benches, pedestrian-scale lighting and landscaping, wayfinding, real-time transit arrival information, and/or concrete bus pads to support transit operations, and closing a class II bike lane gap closure on 2nd Street for the block between Alice Street and Harrison Street.

This Project Supplement No. 3 will provide funds to perform preliminary and final designs. Initially, the funds will be used to collaborate with stakeholders (local business owners, local residents, right of way owners, and transit service providers) and ultimately achieve the 35% geometric approval milestone for the corridor. Upon achievement of the final geometric designs that balance the needs and requirements of stakeholders, this Project Supplement No. 3 will continue design development to complete the final design plans, final specifications, and final cost estimates.

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

Task 1 (Global) – Preliminary design development activities that are globally associated with two (2) subprojects (Planning and Design)

Scope: Preliminary planning and design activities will be performed in a manner that will globally support and inform two (2) 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 – two (2) 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.

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Task 1 (Global) Deliverables:

Prepare quarterly reports that summarize the Task 1 progress.

Task 1 (Global) Funding Plan:

The Task 1 budget (Supplement No. 3) is \$215,766.

Task 1 (Global) Schedule:

Task 1 will commence December 1, 2023, and end on June 30, 2025.

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: There are no Task 2 (NEPA) scope items associated with this Project Supplement No. 3. Reference to task 2 is provided for consistency.

Task 2 (NEPA) Activities:

None.

- Task 2 (NEPA) Deliverables:

None.

Task 2 (NEPA) Funding Plan:

None.

Task 2 (NEPA) Schedule:

None.

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

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report that summarizes the progress (percent complete) on the Deliverables, Funding Plan and Schedule.

- **Task 3 (Geometric Designs) Activities – Subprojects 14 and 15:**

The geometric designs for Subprojects 14 and 15 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 environmental 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 14 and 15 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 (Supplement No. 3) is \$215,766.

Task 3 (Geometric Designs) Schedule:

Task 3 will commence December 1, 2023, and end on June 30, 2027.

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

Scope: There are no Task 4 (UPRR Reimbursement) scope items associated with this Project Supplement No. 3. Reference to task 4 is provided for consistency.

Task 4 (UPRR Reimbursement):

- None.

Task 4 (UPRR Reimbursement) Activity:

- None.

Task 4 (UPRR Reimbursement) Deliverables:

None.

Task 4 (UPRR Reimbursement) Funding Plan:

None.

Task 4 (UPRR Reimbursement) Schedule:

None.

Task 5 (Management) – Project Management and Reviews

Scope: Manage the delivery of Tasks 1, 3, 6 and 7.

Task 5 (Management) Activities - Subprojects 1, 2, 4, 9, 10, 11, 12, 14 and 15:

- Attend weekly project meetings to inform and assess the progress of Tasks 1, 2, 4, 9, 10, 11, 12, 14 and 15.
- Prepare and update progress reports, schedules, risk registries, and other technical tracking matrices associated with the Tasks 1, 2, 4, 9, 10, 11, 12, 14 and 15 deliverables.
- Coordination with partner agencies and funding entities

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Task 5 (Management) Deliverables:

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

Task 5 (Management) Funding Plan:

The Task 5 budget (Supplement No. 3) is \$11,471,185.

Task 5 (Management) Schedule:

Task 5 will commence December 1, 2023, and end on June 30, 2027.

Task 6 (Final Designs) – Prepare final plans, specifications, and cost estimates for the following nine (9) subprojects

Scope: The preparation of final plans, specifications, and cost estimates will be performed for the identified subprojects. Task 6 also includes the preparation of a quarterly report that summarizes the progress (percent complete) on the Deliverables, Funding Plan and Schedule.

Task 6 (Final Designs) Activities:

Subproject 1, 2 and 4 – Final Designs for Reconstructing Embarcadero West Corridor between Oak Street and Market Street and Final Designs for the Construction of a New Permitted Heavy Weight Vehicle Route and Emergency Vehicle Access Roadway

- Develop final plans, specifications, and cost estimates.
- Identify, analyze, negotiate, and complete right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete utility agreements with utility owners that have utility assets or rights that are impacted by the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete Construction and Maintenance agreement(s) with Union Pacific Railroad Company.
- Identify, analyze, negotiate, and complete all necessary California Public Utility Commission agreements and/or approvals that are associated with proposed infrastructure improvements.

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- Identify, process, secure and/or develop the actions necessary to secure construction-related permits.
- Prepare construction contract documents associated with soliciting public bids from skilled construction contractors to perform the work.

Subproject 9 – Final Designs for Reconstructing the Martin Luther King Jr. Way Corridor between 2nd Street and 12th Street

- Develop final plans, specifications, and cost estimates.
- Identify, analyze, negotiate, and complete right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete utility agreements with utility owners that have utility assets or rights that are impacted by the proposed infrastructure improvements.
- Identify, process, secure and/or develop the actions necessary to secure construction-related permits.
- Prepare construction contract documents associated with soliciting public bids from skilled construction contractors to perform the work.

Subproject 10 – Final Designs for Reconstructing the 7th Street Corridor between Mandela Parkway and Martin Luther King Jr Way

- Develop final plans, specifications, and cost estimates.
- Identify, analyze, negotiate, and complete right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete utility agreements with utility owners that have utility assets or rights that are impacted by the proposed infrastructure improvements.
- Identify, process, secure and/or develop the actions necessary to secure construction-related permits.
- Prepare construction contract documents associated with soliciting public bids from skilled construction contractors to perform the work.

Subproject 11 – Final Designs for Reconstructing the Broadway Corridor between 2nd Street and 11th Street

- Develop final plans, specifications, and cost estimates.

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- Identify, analyze, negotiate, and complete right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete utility agreements with utility owners that have utility assets or rights that are impacted by the proposed infrastructure improvements.
- Identify, process, secure and/or develop the actions necessary to secure construction-related permits.
- Prepare construction contract documents associated with soliciting public bids from skilled construction contractors to perform the work.

Subproject 12 – Final Designs for Reconstructing the I-880 and I-980 undercrossings at Washington Street, Market Street, Martin Luther King Jr. Way, Broadway and 7th Street Corridors

- Develop final plans, specifications, and cost estimates.
- Identify, analyze, negotiate, and complete right of way agreements with Caltrans that are associated with the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete utility agreements with utility owners that have utility assets or rights that are impacted by the proposed infrastructure improvements.
- Identify, process, secure and/or develop the actions necessary to secure construction-related permits and/or agreements.
- Prepare construction contract documents associated with soliciting public bids from skilled construction contractors to perform the work.

Subproject 14 – Final Design Development for the 8th Street Corridor

- Develop final plans, specifications, and cost estimates.
- Identify, analyze, negotiate, and complete right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete utility agreements with utility owners that have utility assets or rights that are impacted by the proposed infrastructure improvements.
- Identify, process, secure and/or develop the actions necessary to secure construction-related permits.

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- Prepare construction contract documents associated with soliciting public bids from skilled construction contractors to perform the work.

Subproject 15 – Final Design Development for the 2nd Street Transit Hub and Bike Gap Closure

- Develop final plans, specifications, and cost estimates.
- Identify, analyze, negotiate, and complete right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Identify, analyze, negotiate, and complete utility agreements with utility owners that have utility assets or rights that are impacted by the proposed infrastructure improvements.
- Identify, process, secure and/or develop the actions necessary to secure construction-related permits.
- Prepare construction contract documents associated with soliciting public bids from skilled construction contractors to perform the work.

Task 6 (Final Designs) Deliverables:

- Prepare quarterly reports that summarize the Task 6 progress.
- Develop final plans, specifications, and cost estimates for the nine (9) subprojects defined in the task 6 scope.

Task 6 (Final Designs) Funding Plan:

The Task 6 budget (Supplement No. 3) is \$30,641,026.

Task 6 (Final Designs) Schedule:

Task 6 will commence December 1, 2023, and end on June 30, 2027.

Task 7 (Construction) – Complete the Installation of Public Infrastructure Improvements

Scope: Manage the construction contract and construction contractor to install the designed public infrastructure improvements associated with selected seven (7) high priority subprojects that were completed in Task 6.

Task 7 (Construction) Activities:

Subproject 1, 2 and 4 – Manage the Construction Contract and Construction Contractor to Fully Implement all Designs and Revisions for the Embarcadero West Corridor between Oak Street and Market Street, and for a New Permitted Heavy Weight Vehicle Route and Emergency Vehicle Access Roadway

- Perform actions necessary to advertise and solicit bids from contractors. Actions include facilitating pre-bid meeting(s), answering bidder inquiries, issuing bid addendums, facilitating public bid opening, analyzing bid results, preparing award recommendations, and facilitating contract award finalization.
- Perform community engagement throughout the construction phase with a specific effort to clearly communicate and/or mitigate construction impacts on businesses. Business impact mitigations may involve increased costs by issuing construction change orders to accelerate construction fronting businesses or requiring the contractor to perform work on specific days or times to minimize disruptions to businesses. Business impact mitigations may also include change orders or direct payments to private property owners to alter private assets (parking lots or buildings, etc.), or mitigate impacts to disadvantaged businesses due to the proposed project improvements.
- Manage the construction contract and contractor to implement the proposed infrastructure improvements in accordance with the final plans, specifications, and cost estimates, and conduct design review during construction as necessary.
- Comply with the final right of way agreements with property owners that are impacted by the proposed infrastructure improvements.

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- Comply with the utility agreements and coordinate with utility owners to ensure the proper protections and relocations of utilities that may be impacted by the proposed infrastructure improvements.
- Comply with the Construction and Maintenance agreement with Union Pacific Railroad Company.
- Comply with the California Public Utility Commission agreements and/or approvals that are associated with proposed infrastructure improvements.
- Comply with the requirements of the construction-related permits.
- Perform project closeout documentation and requirements at the end of the construction phase.

Subproject 9 – Manage the Construction Contract and Construction Contractor to Fully Implement all Designs and Revisions for the Martin Luther King Jr. Way Corridor between 2nd Street and 12th Street

- Perform actions necessary to advertise and solicit bids from contractors. Actions include facilitating pre-bid meeting(s), answering bidder inquiries, issuing bid addendums, facilitating public bid opening, analyzing bid results, preparing award recommendations, and facilitating contract award finalization.
- Perform community engagement throughout the construction phase with a specific effort to clearly communicate and/or mitigate construction impacts on businesses. Business impact mitigations may involve increased costs by issuing construction change orders to accelerate construction fronting businesses or requiring the contractor to perform work on specific days or times to minimize disruptions to businesses. Business impact mitigations may also include change orders or direct payments to private property owners to alter private assets (parking lots or buildings, etc.), or mitigate impacts to disadvantaged businesses due to the proposed project improvements.
- Manage the construction contract and contractor to implement the proposed infrastructure improvements in accordance with the final plans, specifications, and cost estimates, and conduct design review during construction as necessary.
- Comply with the final right of way agreements with property owners that are impacted by the proposed infrastructure improvements.

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- Comply with the utility agreements and coordinate with utility owners to ensure the proper protections and relocations of utilities that may be impacted by the proposed infrastructure improvements.
- Comply with the requirements of the construction-related permits.
- Perform project closeout documentation and requirements at the end of the construction phase.

Subproject 10 – Manage the Construction Contract and Construction Contractor to Fully Implement all Designs and Revisions for the 7th Street Corridor between Mandela Parkway and Martin Luther King Jr Way

- Perform actions necessary to advertise and solicit bids from contractors. Actions include facilitating pre-bid meeting(s), answering bidder inquiries, issuing bid addendums, facilitating public bid opening, analyzing bid results, preparing award recommendations, and facilitating contract award finalization.
- Perform community engagement throughout the construction phase with a specific effort to clearly communicate and/or mitigate construction impacts on businesses. Business impact mitigations may involve increased costs by issuing construction change orders to accelerate construction fronting businesses or requiring the contractor to perform work on specific days or times to minimize disruptions to businesses. Business impact mitigations may also include change orders or direct payments to private property owners to alter private assets (parking lots or buildings, etc.), or mitigate impacts to disadvantaged businesses due to the proposed project improvements.
- Manage the construction contract and contractor to implement the proposed infrastructure improvements in accordance with the final plans, specifications, and cost estimates, and conduct design review during construction as necessary.
- Comply with the final right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Comply with the utility agreements and coordinate with utility owners to ensure the proper protections and relocations of utilities that may be impacted by the proposed infrastructure improvements.
- Comply with the requirements of the construction-related permits.

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- Perform project closeout documentation and requirements at the end of the construction phase.

Subproject 11 – Manage the Construction Contract and Construction Contractor to Fully Implement all Designs and Revisions for the Broadway Corridor between 2nd Street and 11th Street

- Perform actions necessary to advertise and solicit bids from contractors. Actions include facilitating pre-bid meeting(s), answering bidder inquiries, issuing bid addendums, facilitating public bid opening, analyzing bid results, preparing award recommendations, and facilitating contract award finalization.
- Perform community engagement throughout the construction phase with a specific effort to clearly communicate and/or mitigate construction impacts on businesses. Business impact mitigations may involve increased costs by issuing construction change orders to accelerate construction fronting businesses or requiring the contractor to perform work on specific days or times to minimize disruptions to businesses. Business impact mitigations may also include change orders or direct payments to private property owners to alter private assets (parking lots or buildings, etc.), or mitigate impacts to disadvantaged businesses due to the proposed project improvements.
- Manage the construction contract and contractor to implement the proposed infrastructure improvements in accordance with the final plans, specifications, and cost estimates, and conduct design review during construction as necessary.
- Comply with the final right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Comply with the utility agreements and coordinate with utility owners to ensure the proper protections and relocations of utilities that may be impacted by the proposed infrastructure improvements.
- Comply with the requirements of the construction-related permits.
- Perform project closeout documentation and requirements at the end of the construction phase.

Subproject 12 – Manage the Construction Contract and Construction Contractor to Fully Implement all Designs and Revisions for the Final I-

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880 and I-980 undercrossings at Washington Street, Market Street, Martin Luther King Jr. Way, Broadway and 7th Street Corridors

- Perform actions necessary to advertise and solicit bids from contractors. Actions include facilitating pre-bid meeting(s), answering bidder inquiries, issuing bid addendums, facilitating public bid opening, analyzing bid results, preparing award recommendations, and facilitating contract award finalization.
- Perform community engagement throughout the construction phase with a specific effort to clearly communicate and/or mitigate construction impacts on businesses. Business impact mitigations may involve increased costs by issuing construction change orders to accelerate construction fronting businesses or requiring the contractor to perform work on specific days or times to minimize disruptions to businesses. Business impact mitigations may also include change orders or direct payments to private property owners to alter private assets (parking lots or buildings, etc.), or mitigate impacts to disadvantaged businesses due to the proposed project improvements.
- Manage the construction contract and contractor to implement the proposed infrastructure improvements in accordance with the final plans, specifications, and cost estimates, and conduct design review during construction as necessary.
- Comply with the final right of way agreements with property owners that are impacted by the proposed infrastructure improvements.
- Comply with the utility agreements and coordinate with utility owners to ensure the proper protections and relocations of utilities that may be impacted by the proposed infrastructure improvements.
- Comply with the requirements of the construction-related permits.
- Perform project closeout documentation and requirements at the end of the construction phase.

Task 7 (Construction) Deliverables:

- Prepare quarterly reports that summarize the Task 7 progress.
- Manage the construction contract and contractor to implement the proposed infrastructure improvements in accordance with the final plans, specifications, and cost estimates for all projects as defined in the task 7 scope.

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Task 7 (Construction) Funding Plan:

The Task 7 budget (Supplement No. 3) is \$101,702,737.

Task 7 (Construction) Schedule:

Task 7 will commence April 1, 2024, and end on June 30, 2030.

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. 3 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 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.

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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, as reappropriated in the Budget Act of 2023 (SB 101 (2023), Sec. 2, Item 0521-491): (1) are available for encumbrance until June 30, 2027; (2) are available for liquidation until June 30, 2030; 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 15 subprojects identified above, validated those cost estimates with bid prices, and assessed soft costs for design phases based on typical projects. Supplement 2 further refined cost estimates based on geometric design

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decisions through the 35% design milestone for subprojects 1-13. Supplement 3 continues through design from the 35% milestone completed during Supplement 2 to final design and construction for seven subprojects. Supplement 3 also provides matching funds for the 35% design milestone through final design for two new subprojects (14 and 15).

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ATTACHMENT II

CalSTA Port of Oakland Baseline Agreement, July 21, 2022

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ATTACHMENT III

Project Funding Plan