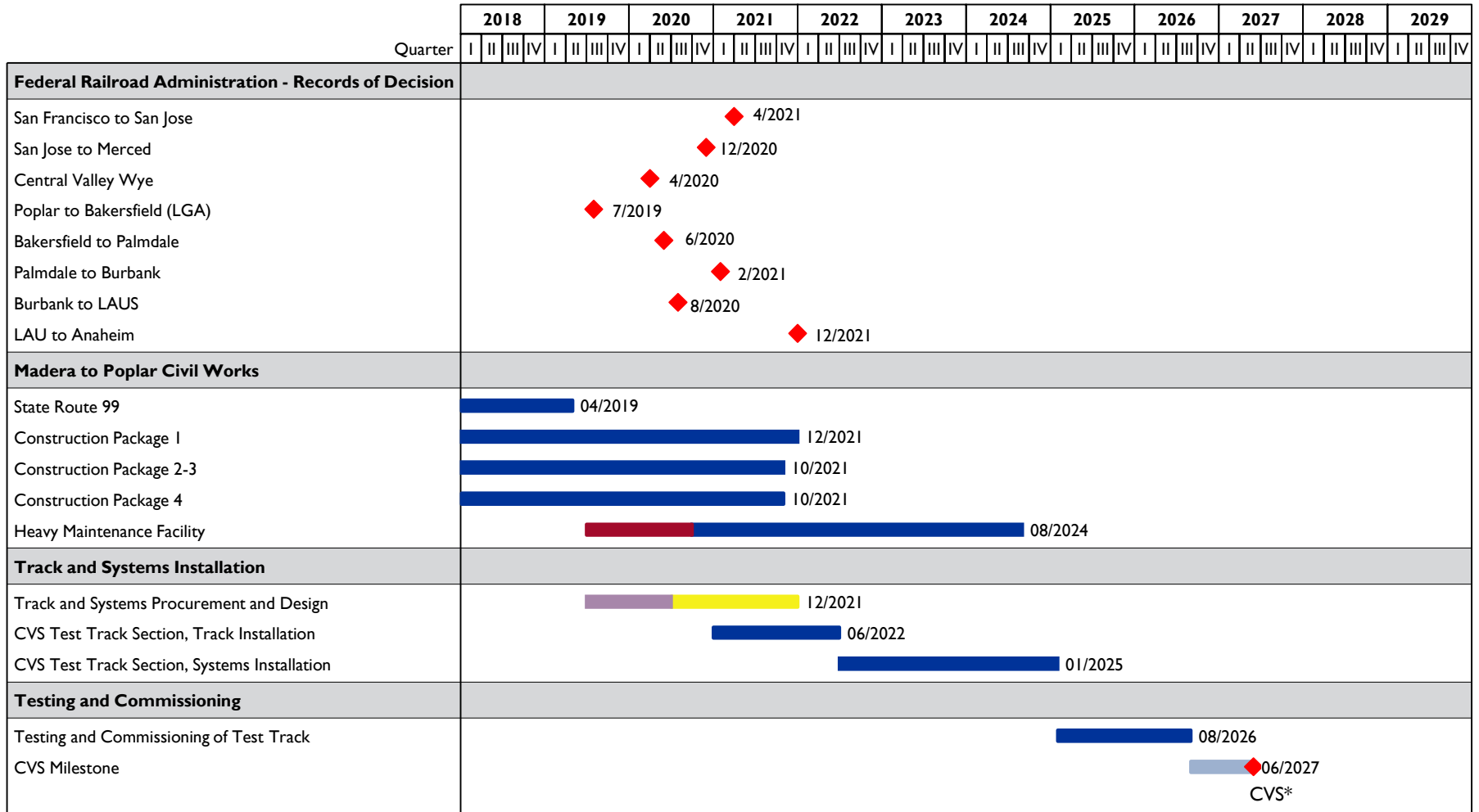


Exhibit A - Updated Program Baseline Schedule Summary



■ Procurement
 ■ Design//Manufacturing
 ■ Contractor Procurement
 ■ Design and Construction
 ■ Schedule Risk

*CVS is defined as 119-mile segment between Madera and Poplar Avenue

Exhibit B - Updated Program Baseline Cost Summary

Item	Rev 0 Approved June 2018 Baseline (P10)	Updated May 2019 Program Baseline (P70)	Notes
CVS including Track and Systems	\$10.6B	\$12.4B	CVS defined as 119 miles from Madera to Poplar Avenue
Phase I RODs Balance	\$0.8B	\$0.8B	Assumes completion by December 2022 to comply with FRA Grant Deadlines
Bookends/Early Investments	\$1.3B	\$1.3B	Includes Caltrain Electrification, San Mateo Grade Separations, Rosecrans/Marquardt Grade Separation and LinkUS
Other Funded Scope	\$1.0B	\$1.1B	Remaining Program-wide Support, Contingency, Interim Use, Project Reserve, historical Phase 2 expenditures
Total	\$13.7B	\$15.6B	

Notes:

- 1) All Updated Baseline Dollars are in Year of Expenditure at P70.
- 2) Values have been rounded to nearest hundred million. Totals may differ due to rounding.
- 3) Phase I RODs includes program-wide support costs.



Exhibit C Baseline Contract Amendments and Previous Board Actions

Regional Consultants - Parsons Transportation Group (PTG)

Mark McLoughlin

This request is to authorize an extension of time for two years to extend the contract to June 30, 2021. The amended schedule reflects additional time necessary to complete necessary environmental documentation for the CEQA-first strategy and coordination with federal agencies to complete ROD.

CONTRACT NO.	CONTRACTOR	EXISTING CONTRACT END DATE	PROPOSED END DATE	CURRENT CONTRACT VALUE	PROPOSED CONTRACT AMENDMENT	PROPOSED CONTRACT VALUE
HSR08-05	Parsons Transportation Group	06/30/2019	06/30/2021	\$80,640,000	NA	\$80,640,000

Previous Board Actions

- June 2018, Resolution #HSRA 18-11, Amendment to the Environmental and Engineering Contract for the Central Valley Wye supplemental environmental document to September 30, 2019 for an additional \$400,000 and total not to exceed amount of \$80,640,000.
- September 2017, Resolution #HSRA 17-18, Amendment to the Environmental and Engineering Contract for the Central Valley Wye, to add \$3M and extend the term of the contract to June 30, 2019.
- June 2016, Resolution #HSRA 16-18, Amend the Merced to Fresno Central Valley Wye Regional Consultant Contract with Parsons Transportation Group, Inc. to add \$4M and extend the term of the contract to June 30, 2018.
- June 2014, Resolution #HSRA 14-17, Amendment to the San Jose to Merced Project Section Regional Consultant Contract with Parsons Transportation Group, Inc., for an amount not to exceed \$8.94M for a total contract of \$73.3M and extend the term of the contract to June 30, 2016.
- April 2013, Resolution HSRA 13-05, Amendment to complete analysis of the Central Wye alternatives and prepare a Draft and Final Supplemental EIR and EIS for the Merced to Fresno section in an additional amount not to exceed \$9.3M for a total contract of \$64.3M through FY 13/14.
- September 3, 2008. Award of contract for San Jose – Merced Preliminary Design and Project-Specific Environmental Contract. Award of \$55,000,000.



This request is to approve updated baseline cost and the Record of Decision (ROD) schedule for HSR 14-39, the Los Angeles to Anaheim (LAA) section. HSR 14-39 requires amending to reflect incorporation of two BNSF facilities into the LAA environmental document in accordance with the MOU between the Authority and BNSF dated March 15, 2019. This amendment reflects scope, schedule, budget and expenditure forecasts assuming LAA ROD by November 2021. BLA ROD schedule remains at July 2020.

Contract No.	Contractor	Existing Contract End Date	Proposed End Date	Current Contract Value	Proposed Contract Amendment	Proposed Contract Value
HSR14-39 ¹	STV	1/31/2021	6/30/2022	\$63,483,097	\$4,046,155	\$67,529,252

¹ Currently the breakdown between BLA and LAA is \$29,276,588 for BLA and \$34,206,509 for LAA for a total of 63,483,097 for both sections. The total proposed budget for BLA would remain as is (\$29,276,599) and LAA would increase to \$38,252,664 for a new contract total of \$67,529,252.

Previous Board Actions:

- February 2015, Resolution #HSRA 15-03, Approval of Award of Burbank to Anaheim Corridor Environmental/Engineering Services contract in an amount not to exceed \$51M
- June 2018, Resolution #HSRA 18-11, Consider Adjusting Contracts Necessary to Implement 2018 Business Plan

EXHIBIT D: CAPITAL OUTLAY & EXPENDITURES REPORT

Total Program

Capital Outlay Budget (\$ in millions)							FY18-19 to 19-20 Budget	
	Program Budget as of 2017-18	Program to Date Expenditures as of June 2018	Program Budget as of 2018-19	Program to Date Expenditures as of February 2019	Program Budget as of 2019-20	\$ Change increase/ (decrease)	% Change increase/ (decrease)	
	C	D	E	F	G	(G - E)	(G-E) / E	
Bond Fund (Prop 1A) - Project Dev. Phase I	\$ 523.6	\$ 375.9	\$ 526.3	\$ 392.1	\$ 526.3	\$ -	0.0%	
Bond Fund (Prop 1A) - Project Dev. Phase II	\$ 51.2	\$ 41.8	\$ 48.5	\$ 40.6	\$ 48.4	\$ (0.1)	(0.2%)	
Federal Trust Fund (ARRA) - Project Dev	\$ 511.4	\$ 478.6	\$ 487.3	\$ 487.3	\$ 487.3	\$ -	0.0%	
Federal Trust Fund (Brownfields) - Project Dev	\$ 0.6	\$ -	\$ 0.6	\$ 0.0	\$ 0.6	\$ -	0.0%	
Cap and Trade - Project Dev	\$ 239.5	\$ 125.1	\$ 453.6	\$ 125.6	\$ 618.1	\$ 164.5	36.3%	
PROJECT DEVELOPMENT SUBTOTAL	\$ 1,326.3	\$ 1,021.4	\$ 1,516.3	\$ 1,045.6	\$ 1,680.7	\$ 164.4	10.8%	
Bond Fund (Prop 1A) - Construction	\$ 2,609.1	\$ 1,024.4	\$ 2,609.1	\$ 1,472.3	\$ 2,609.1	\$ 0.0	0.0%	
Federal Trust Fund (ARRA/FY10) - Construction	\$ 2,969.8	\$ 2,065.8	\$ 2,993.8	\$ 2,059.7	\$ 2,988.4	\$ (5.4)	(0.2%)	
Cap and Trade - Construction	\$ 1,675.2	\$ 473.1	\$ 5,445.4	\$ 496.5	\$ 7,234.5	\$ 1,789.1	32.9%	
CONSTRUCTION SUBTOTAL	\$ 7,254.1	\$ 3,563.3	\$ 11,048.3	\$ 4,028.5	\$ 12,832.0	\$ 1,783.7	16.1%	
Local Assistance (Bookends)	\$ 1,100.0	\$ -	\$ 1,100.0	\$ -	\$ 1,100.0	\$ -	0.0%	
Total Budget	\$ 9,680.4	\$ 4,584.7	\$ 13,664.5	\$ 5,074.1	\$ 15,612.7	\$ 1,948.2	14.3%	

- April-2019 Capital Outlay Report has data as of February 28, 2019
- The Total Program Budget prioritizes the ARRA Grant Scope of work, completing the CVS, and Bookend Corridor projects, which is consistent with the previous methodologies for the Capital Outlay Report.
- The Cap and Trade Appropriation has been increased to a total of \$11.422 billion which reflects one-time 2014-15 Budget Act appropriations of \$650 million, auction proceeds to date of \$1.772 billion, and the forecasted Cap and Trade auction proceeds through December 2030, at \$750 million per year (\$9 billion remaining), in line with the 2018 Business Plan as noted in the April-2019 Capital Outlay Report.
- Final FY2018-19 spend and accruals may impact FY2018-19 YTD values and FY2019-20- budget if invoices are delayed due to SCO timelines.



EXHIBIT E: CAPITAL OUTLAY & EXPENDITURES REPORT

Fiscal Year 2019/2020

Capital Outlay Budget (\$ in millions)							FY18-19 to FY19-20 Budget	
	FY2017-18 Budget	FY2017-18 YTD Expenditures as of June 2018	FY2018-19 Budget	FY2018-19 YTD Expenditures as of February 2019	FY2019-20 Budget	\$ Change increase/ (decrease)	% Change increase/ (decrease)	
	C	D	E	F	G	(G - E)	(G-E) / E	
Bond Fund (Prop 1A) - Project Dev. Phase I	\$ 107.5	\$ 73.5	\$ 112.5	\$ 41.1	\$ 80.2	\$ (32.3)	(28.7%)	
Bond Fund (Prop 1A) - Project Dev. Phase II	\$ 5.8	\$ 6.2	\$ -	\$ -	\$ -	\$ -	0.0%	
Federal Trust Fund (ARRA) - Project Dev	\$ -	\$ 3.9	\$ -	\$ -	\$ -	\$ -	0.0%	
Federal Trust Fund (Brownfields) - Project Dev	\$ 0.6	\$ -	\$ 0.6	\$ 0.0	\$ 0.5	\$ (0.1)	(16.7%)	
Cap and Trade - Project Dev	\$ 44.1	\$ 33.9	\$ 43.8	\$ 10.6	\$ 157.4	\$ 113.6	259.4%	
PROJECT DEVELOPMENT SUBTOTAL	\$ 158.0	\$ 117.5	\$ 156.9	\$ 51.7	\$ 238.1	\$ 81.2	51.8%	
Bond Fund (Prop 1A) - Construction	\$ 1,108.1	\$ 951.2	\$ 1,360.6	\$ 468.6	\$ 999.5	\$ (361.1)	(26.5%)	
Federal Trust Fund (ARRA/FY10) - Construction	\$ -	\$ (12.1)	\$ -	\$ -	\$ -	\$ -	0.0%	
Cap and Trade - Construction	\$ 145.5	\$ 87.8	\$ 76.9	\$ 41.9	\$ 732.8	\$ 655.9	852.9%	
CONSTRUCTION SUBTOTAL	\$ 1,253.6	\$ 1,026.9	\$ 1,437.5	\$ 510.5	\$ 1,732.3	\$ 294.8	20.5%	
Local Assistance (Bookends)	\$ 226.1	\$ -	\$ 192.5	\$ -	\$ 284.7	\$ 92.2	47.9%	
Total Budget	\$ 1,637.7	\$ 1,144.4	\$ 1,786.8	\$ 562.2	\$ 2,255.1	\$ 468.3	26.2%	

- April-2019 Capital Outlay Report has data as of February 28, 2019
- The Total Program Budget prioritizes the ARRA Grant Scope of work, completing the CVS, and Bookend Corridor projects, which is consistent with the previous methodologies for the Capital Outlay Report.
- The Cap and Trade Appropriation has been increased to a total of \$11.422 billion which reflects one-time 2014-15 Budget Act appropriations of \$650 million, auction proceeds to date of \$1.772 billion, and the forecasted Cap and Trade auction proceeds through December 2030, at \$750 million per year (\$9 billion remaining), in line with the 2018 Business Plan as noted in the April-2019 Capital Outlay Report.
- Final FY2018-19 spend and accruals may impact FY2018-19 YTD values and FY2019-20- budget if invoices are delayed due to SCO timelines.



EXHIBIT F: EXECUTIVE BUDGET

Summary by Office

Administrative Budget (\$ in thousands)						FY18-19 to FY19-20 Budget	
	FY2017-18 Budget	FY2017-18 Expenditures	FY2018-19 Budget	FY2018-19 YTD Expenditures as of Feb-2019	FY2019-20 Budget	\$ Change increase/ (decrease)	% Change increase/ (decrease)
	A	B	C	D	E	(C - A)	(D - B) / A
Executive Office	\$ 2,165	\$ 1,360	\$ 2,488	\$ 1,220	\$ 2,520	\$ 32	1.3%
Administration Office	\$ 8,300	\$ 6,994	\$ 6,411	\$ 4,076	\$ 6,515	\$ 104	1.6%
Strategic Communications Office	\$ 1,054	\$ 725	\$ 1,738	\$ 885	\$ 1,774	\$ 36	2.1%
Financial Office	\$ 4,159	\$ 3,255	\$ 5,160	\$ 2,410	\$ 5,046	\$ (114)	(2.2%)
Legal Office	\$ 3,251	\$ 1,969	\$ 3,238	\$ 1,258	\$ 3,285	\$ 47	1.5%
Program Delivery Office	\$ 17,500	\$ 13,746	\$ 21,460	\$ 10,826	\$ 21,430	\$ (30)	(0.1%)
Audit Office	\$ 2,428	\$ 1,307	\$ 1,678	\$ 799	\$ 1,621	\$ (57)	(3.4%)
Legislative Office	\$ 590	\$ 538	\$ 636	\$ 395	\$ 627	\$ (9)	(1.4%)
Risk Management & Project Controls Office	\$ 940	\$ 904	\$ -	\$ -	\$ -	\$ -	0.0%
Information Technology Office	\$ 4,102	\$ 3,799	\$ 4,411	\$ 2,202	\$ 8,865	\$ 4,454	101.0%
External Affairs Office	\$ 878	\$ 549	\$ -	\$ -	\$ -	\$ -	0.0%
Total Budget	\$ 45,367	\$ 35,146	\$ 47,220	\$ 24,071	\$ 51,684	\$ 4,464	9.5%
TOTAL POSITIONS	226		226		236	10	4.4%

- The FY2019-20 budget increased from \$47.2M to \$51.7M, an increase of \$4.5M or 9.5%, and a net 10 total positions. Shifts between offices are to address fiscal year priorities and are managed by the Administrative Committee and Financial Office.
- Statewide employee bargaining contracts are negotiated with the Administration on a periodic basis. Changes to these agreements impact the Authority's budget and updates to the budget are reflected subsequently at the appropriate reporting time.
- FY2018-19 budget and expenditure data as of February 28, 2019.
- As of Oct-2018, the Authority implemented the Program Management Plan (PMP). The organizational changes include: (1) the Risk Management and Project Controls Office merged into the Program Delivery Office, (2) the Government Relations Office was changed to the Legislative Affairs Office, and (3) the External Affairs Office and the Communications Office were merged to create a Strategic Communications Office.
- The FY2019-20 budget includes two IT Budget Change Proposals for 10 new positions for IT security and IT transition.
- The Authority submitted a Budget Change Proposal that was included in the Governor's May Revision update to the legislature. The proposal requests 35 new state positions for contract administration and management, and the financial office, with an offsetting reduction to consultant resources. This proposal is progressing through the legislature and if approved, the budget will be updated accordingly.



EXHIBIT G: EXECUTIVE BUDGET

Summary by Activity

Administrative Budget (\$ in thousands)							
						FY18-19 to FY19-20 Budget	
	FY2017-18 Budget	FY2017-18 Expenditures	FY2018-19 Budget	FY2018-19 YTD Expenditures as of April 2019	FY2019-20 Budget	\$ Change increase/ (decrease)	% Change increase/ (decrease)
	A	B	C	D	E	(C - A)	(C - A) / C
Salaries and Wages	\$ 22,663	\$ 20,100	\$ 23,821	\$ 13,902	\$ 24,921	\$ 1,100	4.6%
Benefits	\$ 10,701	\$ 9,338	\$ 11,856	\$ 6,692	\$ 12,283	\$ 427	3.6%
General Office Expense	\$ 401	\$ 153	\$ 378	\$ 76	\$ 238	\$ (140)	(37.0%)
Board Costs	\$ 176	\$ 49	\$ 176	\$ 30	\$ 176	\$ -	0.0%
Printing	\$ 103	\$ 92	\$ 55	\$ -	\$ 113	\$ 58	105.5%
Communications	\$ 153	\$ 152	\$ 145	\$ 90	\$ 175	\$ 30	20.7%
Postage	\$ 20	\$ 5	\$ 20	\$ 0.84	\$ 20	\$ -	0.0%
Travel, In-State	\$ 582	\$ 483	\$ 561	\$ 242	\$ 516	\$ (45)	(8.0%)
Travel, Out-Of-State	\$ 75	\$ 32	\$ 77	\$ 0.60	\$ 57	\$ (20)	(26.0%)
Training	\$ 236	\$ 142	\$ 238	\$ 61	\$ 203	\$ (35)	(14.7%)
Rent - Building And Grounds	\$ 1,860	\$ 1,527	\$ 1,552	\$ 1,185	\$ 2,184	\$ 632	40.7%
Consulting and Professional Services: Interdepartmental	\$ 3,476	\$ 1,202	\$ 3,363	\$ 721	\$ 3,949	\$ 586	17.4%
Consulting and Professional Services: External	\$ 3,099	\$ 163	\$ 2,941	\$ 353	\$ 2,689	\$ (252)	(8.6%)
Consolidated Data Centers	\$ 776	\$ 693	\$ 953	\$ 380	\$ 1,003	\$ 50	5.2%
Information Technology	\$ 1,046	\$ 1,015	\$ 1,084	\$ 337	\$ 3,157	\$ 2,073	191.2%
Total Budget	\$ 45,367	\$ 35,146	\$ 47,220	\$ 24,071	\$ 51,684	\$ 4,464	9.5%
TOTAL POSITIONS	226		226		236	10	4.4%

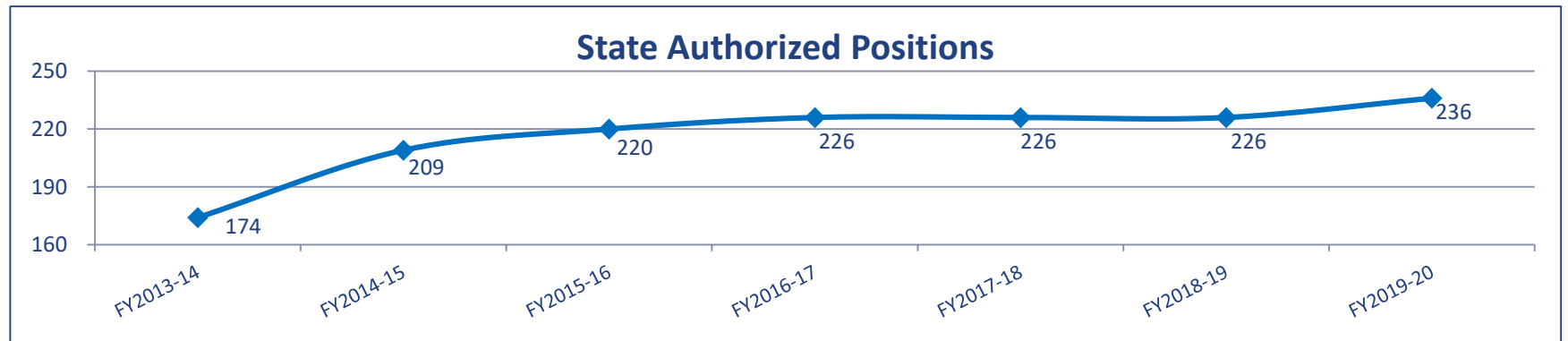
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- Statewide employee bargaining contracts are negotiated with the Administration on a periodic basis. Changes to these agreements impact the Authority's budget and updates to the budget are reflected subsequently at the appropriate reporting time.
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- The FY2019-20 budget includes two IT Budget Change Proposals for 10 new positions for IT security and IT transition.
- The Authority submitted a Budget Change Proposal that was included in the Governor's May Revision update to the legislature. The proposal requests 35 new state positions for contract administration and management, and the financial office, with an offsetting reduction to consultant resources. This proposal is progressing through the legislature and if approved, the budget will be updated accordingly.



EXHIBIT H: EXECUTIVE BUDGET

Summary - State Positions by Office

Office	FY16-17	Change	% Change	FY17-18	Change	% Change	FY18-19	Change	% Change	FY19-20	Change	% Change
Executive Office	6.0	1.0	20.0%	7.0	1.0	16.7%	7.0	1.0	14.3%	8.0	1.0	14.3%
Administration Office	32.0	1.0	3.2%	37.0	5.0	15.6%	37.0	5.0	13.5%	35.0	(2.0)	-5.4%
Strategic Communications Office	11.0	-	0.0%	7.0	(4.0)	-36.4%	7.0	(4.0)	-57.1%	10.0	3.0	42.9%
Financial Office	49.0	-	0.0%	29.0	(20.0)	-40.8%	29.0	(20.0)	-69.0%	29.0	-	0.0%
Legal Office	10.0	1.0	11.1%	10.0	-	0.0%	10.0	-	0.0%	10.0	-	0.0%
Program Delivery Office	64.0	(1.0)	-1.5%	95.0	31.0	48.4%	95.0	31.0	32.6%	102.0	7.0	7.4%
Audit Office	13.0	6.0	0.9	13.0	-	0.0%	13.0	-	0.0%	13.0	-	0.0%
Legislative Office	4.0	-	-	4.0	-	-	4.0	-	0.0%	4.0	-	0.0%
Risk Management and Project Controls Office	4.0	-	-	4.0	-	-	4.0	-	0.0%	-	(4.0)	-100.0%
Information Technology Office	-	-	-	15.0	15.0	1.0	15.0	15.0	100.0%	25.0	10.0	66.7%
External Affairs Office	-	-	-	5.0	5.0	1.0	5.0	5.0	100.0%	-	(5.0)	-100.0%
Regional Director's Office	20.0	(1.0)	-	-	(20.0)	(1.0)	-	(20.0)	0.0%	-	-	0.0%
Strategic Initiatives	1.0	1.0	-	-	(1.0)	(1.0)	-	(1.0)	0.0%	-	-	0.0%
Rail Operations and Maintenance	12.0	(2.0)	-14.3%	-	(12.0)	-100.0%	-	(12.0)	0.0%	-	-	0.0%
Total Authorized Positions	226	6	2.7%	226	-	0.0%	226	-	0.0%	236	10.0	4.4%



- Reallocation of positions varies year-to-year due to reorganizations to align with the Authority's long-term strategy.
- Historical fiscal year data is as of June in each respective fiscal year and FY2017-18 data is as of April 30, 2018.

