STAFF REPORT FOR CALENDAR ITEM NO.: 12
FOR THE MEETING OF: August 10, 2023

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Approve the Governance Blueprint for the Downtown Rail Extension, now known as The Portal, as recommended by the Executive Steering Committee (ESC) under the terms of the San Francisco Peninsula Rail Program Memorandum of Understanding with the Metropolitan Transportation Commission (MTC), the San Francisco County Transportation Authority (SFCTA), the Peninsula Corridor Joint Powers Board (Caltrain), the California High-Speed Rail Authority (CHSRA), and the City and County of San Francisco (Mayor's Office).

EXPLANATION:

Background

The TJPA, with the support and engagement of its partners, is actively developing Phase 2 of the Transbay Program, which includes design and construction of The Portal. The San Francisco Peninsula Rail Program Memorandum of Understanding (MOU), effective June 5, 2020, described, in part, an organizational structure to support the efforts of the TJPA to develop The Portal project to ready for procurement status. The MOU codified a multi-agency approach among TJPA and the five other partner agencies to deliver on a project development work program for The Portal and established the ESC and the Integrated Program Management Team (IPMT) to support the TJPA in this effort.

Among the elements of the MOU was the creation of a detailed Comprehensive Work Plan for the development of DTX, which was adopted by the Board in December 2020. In April 2021, the Board adopted an acceleration modification to the Work Plan. The MOU and Work Plan describe various tasks to be conducted in the project development process. One of the MOU tasks, the Governance Study, considers the institutional arrangement and governance for the delivery of The Portal through construction, with recommendations for such going to the TJPA Board. Per the MOU, the Governance Study has been co-led by the SFCTA and the MTC, in cooperation with TJPA and the other MOU partners. The MOU contemplates that the TJPA Board will exercise approval authority over the governance recommendation.

Governance Study Purpose and Previously-Approved Recommendations

The purpose of the Governance Study is to recommend a governance structure for the delivery of The Portal, encompassing the procurement and construction of the project. In the context of The Portal, "governance" refers to the organizational, oversight, and decision-making framework to direct and manage the project's scope, schedule, budget, risks, and change.

In September 2022, the TJPA Board approved a set of Governance Study recommendations, as recommended by the ESC, as follows:

1. Confirm TJPA as the lead agency for DTX procurement and construction, and continue to build the capacity of TJPA and partner agencies for project delivery.
2. Develop a collaborative, integrated management approach and core management team, in order to support TJPA, align direction to the multi-agency delivery team, and actively manage risks and challenges.
3. Provide a transparent venue for the development and review of policy-level recommendations and reporting to the TJPA Board.
4. Utilize a stage-gate process to align decision-making at major milestones, ensure readiness for successive phases of work, and provide for periodic independent/expert review and advice.
5. Define/codify the governance and management structure through bi-lateral agreements between agencies, a successor to the existing Peninsula Rail Program MOU, and detailed program management plans.
6. Empower project leadership staff through delegated authorities, in conjunction with an integrated management approach and structured review/oversight processes.
7. Institute process/structure for management and oversight of configuration and change, including contractual changes.
8. Embed risk management and risk review at all levels, including policy oversight, technical management, and project execution.
9. Prepare "single-source" project reporting to provide timely and reliable information to management, partners, and decision-makers.
10. Develop an integrated project delivery team, including TJPA staff, consultants, and key partner agency resources/personnel, and pursue project partnering to strengthen collaboration.

At that time, MTC and SFCTA explained that the next step would be preparation of a Governance Blueprint that would reflect:

- Delineation of anticipated policy decisions/decision types by project phase – focus on pre-procurement, procurement, and pre-construction, and on decisions with multi-party scale/impact
- Governance structure organizational design and composition/reporting of bodies, including IMT membership and mandate
- Framework for delegated authorities; configuration/change management procedures and structure
- Further definition of stage milestones, inputs, and non-TJPA agency decision requirements; process for periodic independent review and expert advice
- Coordination of related tasks/agreements and alignment with project delivery implementation roadmap

MTC and SFCTA also explained that in parallel with preparation of the Governance Blueprint, the following activities were expected to occur:

- Bi-lateral agreements for DTX – agreements between TJPA and other public entities, including Caltrain and the City and County, with these agreements codifying agency rights, responsibilities, and resourcing. Agreements must be executed prior to the August 2023 funding submittal to the Federal Transit Administration (FTA).
- Program Management Plans – detailed package of plans to document approach to managing

delivery of the project, as required by the FTA, to be submitted with the February 2023 request to enter the FTA Engineering phase.
- Successor to Current MOU – development of a framework and/or agreement to succeed the existing Peninsula Rail Program MOU.
- Funding Actions and Oversight Conditions – agency-level funding decisions and agreements, subject to oversight procedures/protocols

Since the Board's approval of these recommendations, MTC and SFCTA have worked with the IPMT to prepare The Portal Governance Blueprint (Blueprint), which is attached to this memorandum. The Blueprint provides more detailed recommendations regarding the governance approach for procurement and construction of the project. The ESC discussed and provided guidance for the Blueprint at its March, April, May, and June 2023 meetings.

This memorandum summarizes the Blueprint's recommendations and next steps and provides the ESC's recommendation that the Board approve the Blueprint.

Blueprint Purpose and Components

The Blueprint is intended to guide the preparation of a new, multi-party MOU (Successor MOU), among TJPA and the five other partner agencies, to succeed the Peninsula Rail Program MOU, which expires on December 31, 2023. The Blueprint focuses on the broad structure for multi-agency collaboration across The Portal partner agencies and does not address individual agencies' commitments, responsibilities, and decision rights. Multiple bi-lateral agreements between TJPA and individual partner agencies will be developed to enable implementation of The Portal. These include the approved CCSF Interagency Cooperation Agreement (ICA) and the future Caltrain Master Cooperative Agreement (MCA).

The Blueprint provides recommendations in the following component areas:

- Governance Structure and Bodies
- Policy Baseline and Stage Gate Framework
- Change Decision Framework
- Project Reporting Approach
- General Procedures for Decision-Making and Recommendations

Governance Structure and Bodies

The September 2022 governance recommendations reflected an indicative structure with multiple governance bodies. The Blueprint recommends a refined governance structure for project delivery, including the following bodies:

- *The Portal Board Committee*, established as a standing committee of the TJPA Board with three voting members, including representation from Caltrain and San Francisco, and with non-voting membership by MTC, providing transparent and dedicated venue for review and recommendation to the TJPA Board of policy matters.
- *Executive Working Group*, convened by the TJPA Executive Director, with senior executive representation from TJPA and the five other partner agencies.
- *Change Control Board (CCB)*, serving as multi-agency body to review and recommend

changes in project scope, schedule, budget, and contracts, informed by the project's risk management program, composed of senior technical representation from TJPA and the five other partner agencies.
- *Integrated Management Team (IMT)*, led by the TJPA Project Director, supporting the active management of delivery and aligning management activities across the partner agencies.
- *Project Delivery Team (PDT)*, the integrated team of TJPA staff, consultants, and partner agency resources.

The Blueprint provides recommended parameters for each of these governance bodies, which will be confirmed and elaborated on in the Successor MOU. The Policy Review function (called for in the recommendations approved by the TJPA Board in September 2022) will be provided at the senior executive level by the Executive Working Group and at the Board level by The Portal Board Committee.

Policy Baseline and Stage Gate Framework

The Blueprint recommends the use of a Policy Baseline and a Stage Gate Framework to help structure and focus policy-level decision-making. The Policy Baseline is recommended to consist of five documents, controlled at the Policy Board level: Project Definition, Schedule, Budget, Funding Plan (capital and operations and maintenance), and Risk Matrix. Actions that are materially inconsistent with the Policy Baseline would generally be matters of policy-level decision-making.

The Blueprint identifies an initial Stage Gate framework aligned to future phase milestones on the project as follows:

- *Stage Gate #1: Procurement and Enabling Program* – Initiation of procurement of the project's major contracts, planned to begin with release of bid documents for the Progressive-Design Build (PDB) contract. Procurement and delivery of the Enabling Program would also proceed.
- *Stage Gate #2: Pre-Construction* – Initiation of the Pre-Construction phase for the project's major contracts, beginning with the PDB.
- *Stage Gate #3: Construction* – Initiation of the Construction phase of the major contracts, beginning with the PDB.
- *Stage Gate #4: Operations* – Initiation of Caltrain revenue service.

The project's advancement through Stage Gate #1 is scheduled to proceed under the existing Peninsula Rail Program MOU; the Successor MOU is planned to be in place for subsequent Stage Gate milestones. The Successor MOU will refine Stage Gates #2-4 and will describe more detailed Stage Gate procedures, including review/decision processes and partner agency requirements.

Change Decision Framework

The Blueprint describes the broad approach for review and recommendation with respect to changes to project scope, schedule, budget, and contracts. The Blueprint identifies a framework for Change Types and recommended change processes. This framework contemplates three broad types of changes:

- *Minor Changes:* consistent with the Policy Baseline and less than a defined threshold – TJPA Board delegation of authority through the TJPA Executive Director to Project Delivery Team / Project Director level, with reporting to CCB (through the TJPA Project Director and IMT).
- *Significant Changes:* consistent with the Policy Baseline and less than a defined threshold – subject to recommendation by the CCB. TJPA Board delegation of authority to the TJPA Executive Director; potential reservation by TJPA Board of approval over certain Significant Changes. If CCB does not recommend a proposed change, TJPA Executive Director will not approve. TJPA Board reserves right to approve proposed Significant Changes that are not recommended by CCB, but subject to transparency of CCB position at the Board-level, and reservation of rights by partner agencies.
- *Policy Changes:* changes that significantly alter or threaten the project's planned outcomes, including changes inconsistent with the Policy Baseline – subject to Board-level approval.

During implementation of the Blueprint, a more detailed Delegated Authorities Framework will be prepared, including the establishment of thresholds for decision-making.

Project Reporting Approach

The Blueprint provides recommendations with respect to flow of project information through the governance structure. The key underlying principle is to have a single flow of information up from the Project Delivery Team to management-level and policy-level decision-makers, with input and review facilitated at each level.

General Procedures for Decision-Making and Recommendations

The Blueprint describes recommended "General Procedures" for decision-making and/or recommendations at each level of the governance structure. These procedures provide overall guidance and expectations for the relationship of governance bodies to one another and the typical flow of recommendations and decision-making on the project.

Next Steps

The Blueprint identifies recommended steps to advance the proposed governance approach, specifically in the following areas:

- Preparation of the Successor MOU among TJPA and the five other Portal partner agencies;
- Establishment of the more detailed Delegated Authorities Framework, including levels/thresholds for decision-making recommendations with recognition that TJPA is the Delivery Agency; and
- Formation of the governance bodies recommended in the Blueprint.

TJPA and The Portal partner agencies are initiating work to prepare the Successor MOU. Preparation of the Successor MOU will begin by developing a draft term sheet by Fall 2023. The Successor MOU will also be aligned, as appropriate, with the project's bilateral intergovernmental agreements, including the Caltrain MCA and CCSF ICA.

ESC Recommendation

On July 21, 2023, the ESC reviewed the draft Governance Blueprint. The ESC unanimously adopted a motion of support for the Blueprint, subject to:

- Clear identification in the Blueprint of MTC as a non-voting member of The Portal Board Committee; and
- Clarifying revisions to the Blueprint's General Procedures for Decision-Making, to respond to ESC discussion on July 21.

The enclosed Blueprint reflects the incorporation of these revisions.

RECOMMENDATION:

Approve the DTX/The Portal Governance Blueprint, as recommended by the ESC.

ATTACHMENTS:

1. Resolution
2. DTX/The Portal Governance Blueprint

TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS

Resolution No. _____

WHEREAS, The Transbay Joint Powers Authority (TJPA) is a joint powers agency organized and existing under the laws of the State of California; and

WHEREAS, Pursuant to state law and the Joint Powers Agreement creating the TJPA, dated April 4, 2001, the TJPA has primary jurisdiction over and will implement all aspects of the Transbay Program, including the portion of the Transbay Terminal/Caltrain Downtown Extension/ Redevelopment Project commonly referred to as Phase 2/Downtown Rail Extension (DTX or The Portal); and

WHEREAS, The TJPA is actively engaged in developing the DTX; and

WHEREAS, On April 9, 2020, the TJPA Board of Directors authorized the TJPA Board Chair to execute the San Francisco Peninsula Rail Program Memorandum of Understanding (MOU) with the Metropolitan Transportation Commission, the San Francisco County Transportation Authority, the Peninsula Corridor Joint Powers Board (Caltrain), the California High-Speed Rail Authority, and the City and County of San Francisco (Mayor's Office); and

WHEREAS, The MOU described, in part, an organizational structure to support the efforts of the TJPA to develop the DTX project to ready for procurement status, including the formation of an Executive Steering Committee (ESC) to make recommendations to the TJPA Board; and

WHEREAS, The MOU contemplates that the ESC would, among other things, recommend to the TJPA Board for approval an institutional arrangement and governance structure for delivery of the DTX ("Governance Study"); and

WHEREAS, On September 8, 2022, the TJPA Board of Directors approved DTX Governance Study recommendations; and

WHEREAS, At its July 21, 2023 meeting, the ESC unanimously recommended advancing the DTX/The Portal Governance Blueprint to the TJPA Board of Directors, the form of which Blueprint was presented to the TJPA Board herewith; and now, therefore, be it

RESOLVED, That the TJPA Board of Directors hereby approves the DTX/The Portal Governance Blueprint, as recommended by the ESC, in the form presented herewith.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of August 10, 2023.

_____
Secretary, Transbay Joint Powers Authority

San Francisco Peninsula Rail Program

The Portal: Downtown Rail Extension

Governance Blueprint

August 2023

1. Background and Context

The Downtown Rail Extension (DTX or The Portal) is Phase 2 of the Transbay Program, which is led by the Transbay Joint Powers Authority (TJPA). The Metropolitan Transportation Commission (MTC) and the San Francisco County Transportation Authority (SFCTA) have co-led The Portal Governance Study, in order to recommend the institutional arrangement and governance structure[1] through construction of the project, as described in Task 18 of the San Francisco Peninsula Rail Program Memorandum of Understanding (MOU). The MOU is a six-party agreement among the TJPA, the Peninsula Corridor Joint Powers Board (Caltrain), the California High-Speed Rail Authority (CHSRA), the City and County of San Francisco (CCSF), MTC, and SFCTA (collectively, Partner Agencies and individually, Partner Agency). The MOU defines a project development work program for The Portal and establishes the Integrated Program Management Team (IPMT) and the Executive Steering Committee (ESC), to undertake and guide this work program on behalf of the TJPA Board.

Governance Study Approved Recommendations

In September 2022, the TJPA Board approved a set of governance recommendations for The Portal, as recommended by the ESC:

1. Confirm TJPA as the lead agency for DTX procurement and construction, and continue to build the capacity of TJPA and Partner Agencies for project delivery.
2. Develop a collaborative, integrated management approach and core management team, in order to support TJPA, align direction to the multi-agency delivery team, and actively manage risks and challenges.
3. Provide a transparent venue for the development and review of policy-level recommendations and reporting to the TJPA Board.
4. Utilize a stage-gate process to align decision-making at major milestones, ensure readiness for successive phases of work, and provide for periodic independent/expert review and advice.
5. Define/codify the governance and management structure through bi-lateral agreements between agencies, a successor to the existing Peninsula Rail Program MOU, and detailed program management plans.
6. Empower project leadership staff through delegated authorities, in conjunction with an integrated management approach and structured review/oversight processes.
7. Institute process/structure for management and oversight of configuration and change, including contractual changes.
8. Embed risk management and risk review at all levels, including policy oversight, technical management, and project execution.
9. Prepare “single-source” project reporting to provide timely and reliable information to management, partners, and decision-makers.
10. Develop an integrated project delivery team, including TJPA staff, consultants, and key Partner Agency resources/personnel, and pursue project partnering to strengthen collaboration.

[1] **Project Governance** means the organizational, oversight, and decision-making framework to direct and manage the project’s scope, schedule, budget, risks, and change.

The Governance Study recommendations were accompanied by a set of Governance Objectives for The Portal, as follows:

- *Clarity of Purpose* – Establish and maintain a clear focus on delivering the project.
- *Representation and Voice* – Provide project partners with voice and say, consistent with their project interests and risk ownership.
- *Responsiveness and Oversight* – Enable timely decision-making, and ensure proper direction and oversight of the project delivery team.
- *Capacity and Capabilities* – Deliver the project with expert resources with the required skills and capacity.
- *Accountability and Authority* – Provide decision-making authority in alignment with delegated accountabilities for project outcomes.
- *Transparency* – Give the public, stakeholders, and partners visibility into the project's progress and opportunities for meaningful engagement.

The Portal Governance Blueprint

The Portal Governance Blueprint (Blueprint) builds on the Governance Study recommendations approved in September 2022. The Blueprint further describes the recommended governance approach for the project through procurement, enabling program, pre-construction, construction, and commissioning (with these phases collectively referred to as "project delivery"). This Blueprint is intended to guide the preparation of a new MOU among The Portal Partner Agencies, to succeed the existing Peninsula Rail MOU that has governed the project during the procurement-readiness work program.

This Blueprint focuses on the broad structure for multi-agency collaboration across The Portal Partner Agencies and does not address individual agencies' commitments, responsibilities, and decision rights. Multiple bi-lateral agreements between TJPA and Partner Agencies will be developed to enable implementation of The Portal. These include the Caltrain Master Cooperative Agreement (MCA) and the CCSF Interagency Cooperation Agreement (ICA). Caltrain's role in the project, as first operator, will be described in the MCA.

The Blueprint was prepared by MTC and SFCTA, in cooperation with the IPMT and with guidance from the ESC.

Organization of this Document

The Blueprint provides recommendations in the following five areas:

- Governance Structure and Bodies
- Policy Baseline and Stage Gate Framework
- Change Decision Framework
- Project Reporting Approach
- General Procedures for Decision-Making and Recommendations

This Blueprint addresses each of these topics and closes with a discussion of follow-up activities to implement the recommended governance model.

2. Governance Structure and Bodies

Section 2 of the Blueprint presents the overall recommended governance structure for project delivery and describes recommended parameters for each of the new governance bodies.

This Section provides the structure underpinning subsequent sections of the Blueprint. Section 3 and Section 4 describe, respectively, the recommended frameworks for policy decision-making and change decision-making, which the governance bodies are intended to facilitate and fulfill. Section 5 presents the recommended approach to the flow of project reporting across the bodies. Finally, Section 6 of the Blueprint describes recommended procedures for decision-making at each level of project governance.

Governance Structure

The September 2022 governance recommendations reflected an indicative structure with multiple governance bodies. The Blueprint recommends a refined governance structure for project delivery, as shown in Figure 1, below.

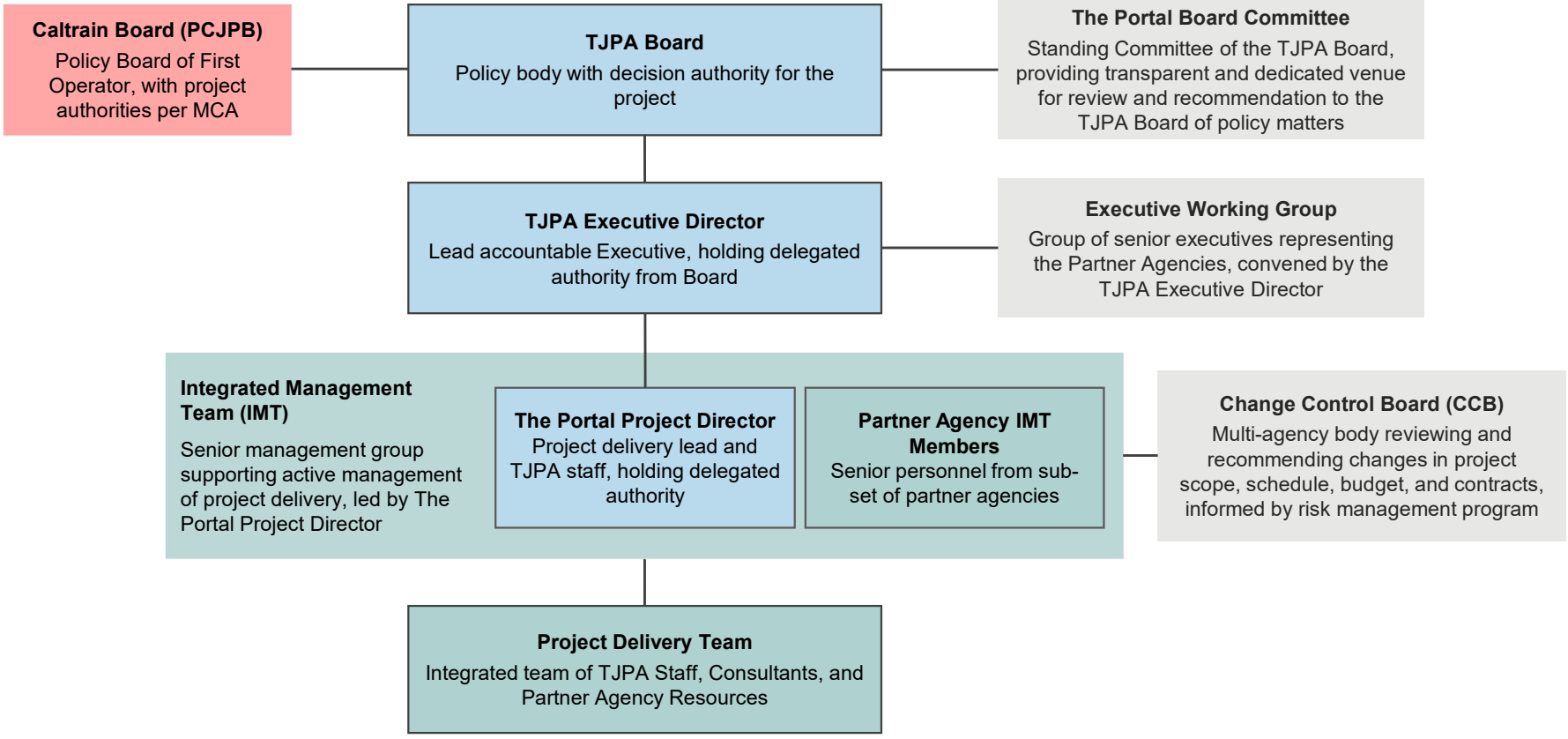
Table 1, below, provides an overview of each of the governance bodies.

Table 1. Summary Description of Governance Bodies

Body	Description
TJPA Board	Policy body with decision authority for the project
The Portal Board Committee	Standing Committee of the TJPA Board, providing transparent and dedicated venue for review and recommendation to the TJPA Board of policy matters
Executive Working Group	Group of senior executives representing the Partner Agencies, convened by the TJPA Executive Director, providing advice and recommendations to the TJPA Executive Director and, through the TJPA Executive Director, to The Portal Board Committee
Change Control Board	Multi-agency body reviewing and recommending changes in project scope, schedule, budget, and contracts, informed by the project's risk management program
Integrated Management Team	Senior management group supporting active management of project delivery, led by The Portal Project Director
Project Delivery Team	Integrated team of TJPA Staff, Consultants, and Partner Agency Resources

The immediately following sub-sections present recommended parameters for The Portal Board Committee, the Executive Working Group, the Change Control Board, and the Integrated Management Team. Subsequent sections of the Blueprint elaborate the functions, decision frameworks, and relationships of these bodies.

Figure 1. Recommended Governance Structure for Project Delivery



The Portal Board Committee

The TJPA Board holds decision authority on all matters related to The Portal project, including policy matters. The September 2022 governance recommendations called for the provision of "a transparent venue for the development and review of policy-level recommendations and reporting to the TJPA Board."

The Blueprint recommends the establishment of a standing committee of the TJPA Board, referred to as The Portal Board Committee. The Committee would be responsible for reviewing, considering, and recommending Board-level policy matters. As a standing committee of the TJPA Board, The Portal Board Committee would hold meetings governed by the Brown Act.

Table 2, below, presents recommended parameters for The Portal Board Committee.

Table 2. The Portal Board Committee

Primary Role/Function	• Focused policy review, making recommendations to the full TJPA Board for final action
Supporting Role/ Function	• Conduct oversight of project management and project performance
Membership	• To include three voting members • To include representation from Caltrain and San Francisco • To include MTC as a non-voting member
Provides Reports/ Recommendations to:	• TJPA Board
Receives Reports/ Recommendations From:	• TJPA Executive Director and Project Director (through TJPA Executive Director) • Executive Working Group (through TJPA Executive Director) • Change Control Board (through TJPA Executive Director)
Meetings	• Meetings governed by the Brown Act
Documentation	• Brown Act requirements • Formal meeting minutes

Executive Working Group

The Blueprint recommends the formation of an Executive Working Group, to facilitate multi-agency collaboration and project support at the executive level. The Group would consist of the Executive Director (or their designee) from each of the Partner Agencies.

The Executive Working Group would be convened by the TJPA Executive Director and would support the executive-level management of the project. The Group would also be responsible for providing policy

review support to The Portal Board Committee (through the TJPA Executive Director). The Executive Working Group meetings would not be governed by the Brown Act.

Table 3, below, presents recommended parameters for the Executive Working Group.

Table 3. Executive Working Group

Primary Role/Function	• Support the executive-level management of the project; solicit, discuss, and apply best practices and lessons learned • Provide policy review/oversight support to the TJPA Executive Director, and support the TJPA Executive Director's reporting to the Board Committee, including review of action items advancing to the Committee
Supporting Role/ Function	• Review/resolve issues escalated from the Project Director / IMT
Membership	• Executive Director (or designee) from the six Partner Agencies • Convened by, and under the authority of, the TJPA Executive Director; all members may agendize items for the Working Group's consideration
Provides Reports/ Recommendations to:	• TJPA Executive Director and the Board Committee (through the TJPA Executive Director)
Receives Reports/ Recommendations From:	• Project Director / IMT (through the TJPA Executive Director) • Change Control Board (through the TJPA Executive Director)
Meetings	• Typical quarterly meeting frequency, with additional meetings as necessary • Meetings not governed by the Brown Act
Documentation	• Record of deliberations and recommendations, including representation of minority views when applicable

Change Control Board

The Blueprint recommends the formation of a Change Control Board (CCB), with this body reviewing and recommending changes in project scope, schedule, budget, and contracts, including contractual and configuration changes, informed by the project's risk management program.

Risk management and contingency management are functions closely related to the management of project changes. Certain change decisions reflect the materialization of project risks, and change decisions will often draw on contingency funds. As such, the Blueprint recommends that the CCB receive and review project risk reporting on a regular basis. The CCB should also receive timely reporting on budget and contingency.

The CCB would have representation from The Portal's Partner Agencies. The Blueprint does not make detailed recommendations regarding voting procedures for the CCB; such detailed procedures should be codified in the Successor MOU. At the level of principles, the Blueprint recommends the following:

- The CCB should strive for consensus decision-making on whether to recommend a proposed change.
- Decision procedures on whether to recommend a proposed change should provide for clear escalation pathways to resolve conflict. TJPA Executive Director should not approve changes that are not recommended by the CCB; TJPA Board reserves authority to approve changes that are not recommended by the CCB, subject to transparency at the Board level regarding CCB position and Partner Agencies reservation of rights to impose consequences related to Board-approved changes that are not recommended by CCB.
- CCB decision-making on whether to recommend a proposed change should respect the differential risk profile and risk ownership of individual agencies (e.g., TJPA as lead agency and FTA grantee; Caltrain as first operator; CHSRA as future operator; funding agencies holding financial risk; and CCSF as host jurisdiction and as owner/operator of certain existing assets and future/project assets such as streets and utilities; etc.).

Table 4, below, presents recommended parameters for the CCB.

Table 4. Change Control Board

Primary Role/Function	• Review and recommend changes in project scope, schedule, budget, and contracts, including changes to configuration and contracts, informed by the project's risk management program • Monitor changes implemented below CCB approval thresholds
Supporting Role/ Function	• Provide external input and advice to Risk Management Team: regularly review risk reporting, including project risk register; participate in quarterly risk workshops • Support identification of policy matters requiring consideration by other governance bodies • Provide staff-level review of items advancing to Executive Working Group
Membership	• Composed of senior technical representation from the Partner Agencies • FTA PMOC invited to attend meetings • Chair and Vice Chair elected by membership
Provides Reports/ Recommendations to:	• Project Director / Integrated Management Team (for escalation to the TJPA Executive Director, Board Committee, and TJPA Board, as appropriate) • Executive Working Group (through the TJPA Executive Director)
Receives Reports/ Recommendations From:	• Project Director / Integrated Management Team
Meetings	• The CCB should meet at least monthly, with the initial CCB group to recommend a proposed meeting structure/cadence • Meetings not governed by the Brown Act
Documentation	• Written record of CCB decision-making • Reports/recommendations to other bodies, as required or requested

Integrated Management Team

The Blueprint recommends the formation of an Integrated Management Team (IMT), to support TJPA in the active management of project delivery. The IMT would consist of senior managers from a subset of the Partner Agencies with the basis/need and capacity to participate at this level of project management. The IMT is intended to integrate/coordinate management-level activities across the agencies; to remove roadblocks and marshal resources; and to provide early/ongoing visibility into project status, issues, and risks.

The IMT would be led by the TJPA Project Director, and non-TJPA members would hold dual reporting obligations with the project and their home organizations. The IMT as a group would not have direct decision authority. Certain IMT member agencies will have specific decision rights established through bilateral agreements with TJPA. The IMT's processes and procedures should be consistent with such agreements, including the Caltrain MCA and the CCSF ICA.

Table 5, below, presents recommended parameters for the IMT.

Table 5. Integrated Management Team

Primary Role/Function	• Integrate/coordinate activities and commitments across agencies • Solve problems, remove roadblocks, and marshal resources • Align direction to the Project Delivery Team
Supporting Role/ Function	• Support management of risks and issues • Provide input to regular project reporting
Membership	• Led by Project Director, with senior management-level representation from a subset of Partner Agencies with the basis/need and capacity for participation
Provides Reports/ Recommendations to:	• Executive Working Group (through the TJPA Executive Director) • Members hold dual reporting to their home organizations
Receives Reports/ Recommendations From:	• Project Delivery Team (through the TJPA Project Director)
Meetings	• Regular meetings, to provide timely visibility into project activities and facilitate project management integration • Meetings not governed by the Brown Act
Documentation	• Summary meeting notes reflecting outcomes and action items • Reports/recommendations to other bodies, as required or requested

3. Policy Baseline and Stage Gate Framework

A critical function of The Portal project governance model will be to control the project scope, budget, and outcomes throughout delivery. Section 3 of the Blueprint recommends the use of a Policy Baseline and a Stage Gate Framework to help structure and focus policy-level decision-making, in support of the delegation of management-level decision-making.

Policy Baseline

The Blueprint recommends that a Policy Baseline be established, with this Policy Baseline controlled by the TJPA Board. The Policy Baseline should describe the scope, schedule, budget, funding plan, and risk allocation for the project. The Policy Baseline should be consistent with the full/complete Project Baseline prepared for the Federal Transit Administration (FTA).

A limited set of Policy Baseline documents is recommended, with these documents drawing on existing project documents where applicable. Table 6, below, describes each of the recommended Policy Baseline documents.

Table 6. Policy Baseline Documents

Document	Basis	Description
Policy Baseline Project Definition	• Existing documentation, including approved environmental documents and material prepared for the Federal Transit Administration (FTA) • Design criteria/requirements • Service plan	Summary description of the project scope, including project objectives, major design requirements, overall configuration, and service plan for revenue service.
Policy Baseline Schedule	• Master Schedule	Milestone schedule indicating target dates of major milestones, consistent with the Master Schedule.
Policy Baseline Budget	• Detailed Project Budget	Project budget describing expenditures at the level of major cost categories, consistent with the more detailed budget developed at an individual cost category level.
Policy Baseline Funding Plan	• 20-Year Financial Plan	The capital funding plan and operations and maintenance (O&M) funding plan.
Policy Baseline Risk Matrix	• Approved Project Delivery Strategy • Project Risk Register	Matrix describing major risks and risk categories, with planned risk ownership/allocation and mitigation approach.

Policy Baseline documents should be established through action of the TJPA Board. Subsequent changes to Policy Baseline documents would also be matters of TJPA Board decision-making. The Caltrain Board should also have a role in the Policy Baseline as appropriate and agreed.

Actions that are materially inconsistent with the Policy Baseline would generally be matters of policy-level decision-making. At project Stage Gates (as discussed below), the Policy Baseline should be reviewed and updated as required.

Stage Gates

The September 2022 governance recommendations called for the utilization of "a stage-gate process to align decision-making at major milestones, ensure readiness for successive phases of work, and provide for periodic independent/expert review and advice."

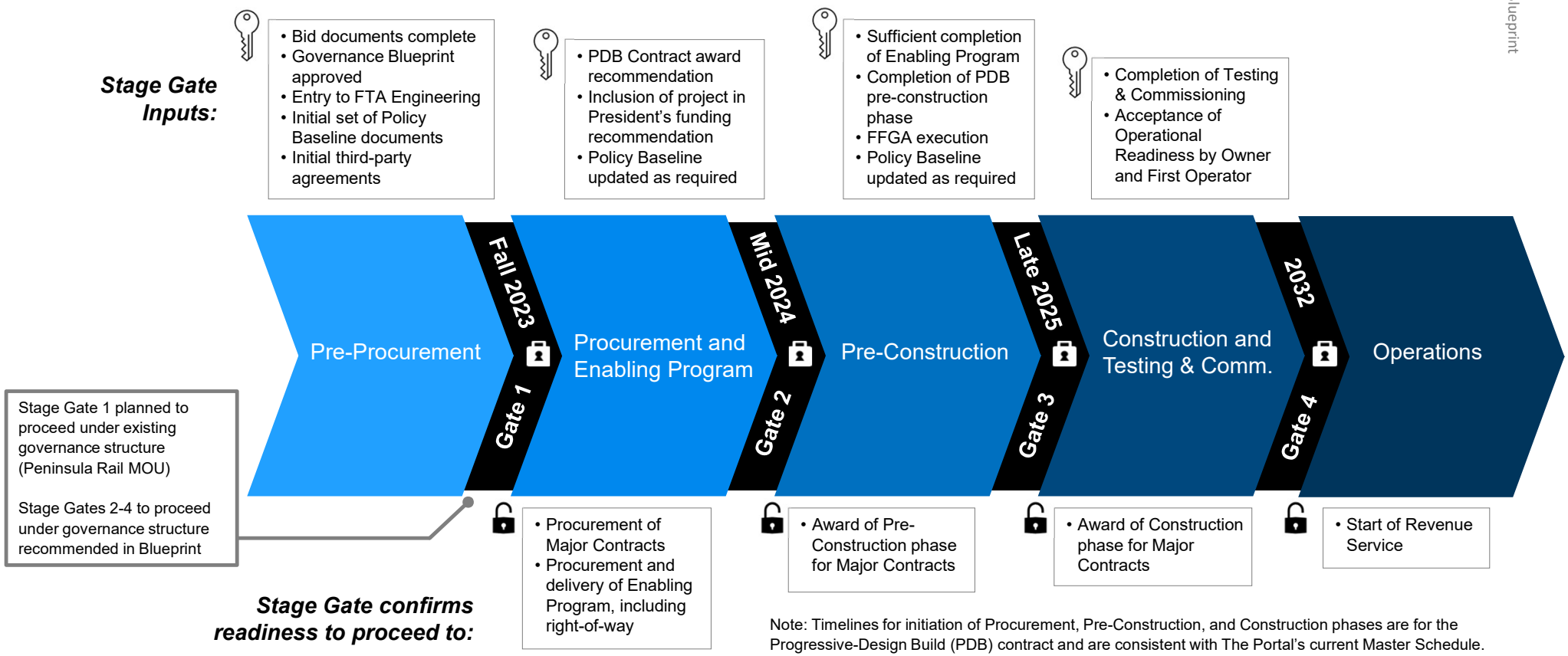
Each Stage Gate should have a limited set of expected precedent deliverables or milestones. At each Stage Gate, an assessment of project readiness should be prepared by the Project Delivery Team, with input and review from supporting governance bodies. Ultimately, the TJPA Board would grant approval to proceed to the next phase of the project and authorize any specific associated actions as required. Certain Stage Gate milestones may require precedent or concurrent decision-making by other agencies or parties (e.g., FTA, Caltrain, etc.).

The Blueprint identifies an initial Stage Gate framework, as shown in Figure 2, below. This framework is organized around the following project milestones:

- Stage Gate #1 – Procurement and Enabling Program: Initiation of procurement of the project's Major Contracts, planned to begin with release of bid documents for the Progressive-Design Build (PDB) contract. Procurement and delivery of the Enabling Program will also proceed.
- Stage Gate #2 – Pre-Construction: Initiation of the Pre-Construction phase for the project's Major Contracts, beginning with the PDB.
- Stage Gate #3 – Construction: Initiation of the Construction phase of the Major Contracts, beginning with the PDB.
- Stage Gate #4 – Operations: Start of revenue service.

The project's advancement through Stage Gate #1 is scheduled to proceed under the existing Peninsula Rail MOU; the Successor MOU is planned to be in place for subsequent Stage Gate milestones. The Successor MOU should refine Stage Gates #2-4 and should define more detailed Stage Gate procedures, including review/decision processes and Partner Agency requirements.

Figure 2. Draft Stage Gate Framework



Note: Timelines for initiation of Procurement, Pre-Construction, and Construction phases are for the Progressive-Design Build (PDB) contract and are consistent with The Portal's current Master Schedule.

4. Change Decision Framework

Throughout the life of the project, including during procurement and construction, the need for changes will occur. These include changes from what was previously approved with respect to project configuration and project contracts. Project changes must be carefully controlled to ensure that the desired project scope is delivered and the impacts of change decisions on the rest of the project and its stakeholders are well understood. Section 4 of the Blueprint describes the framework for change decision-making, including a framework for Change Types and the broad recommended change process. During implementation of the Blueprint, a more detailed Delegated Authorities Framework should be prepared, including the establishment of specific thresholds for decision-making.

Change Types

The Blueprint recommends that The Portal's change management/decision process classify changes in three categories, as shown in Table 7, below.

Table 7. Change Type Framework

Change Type	Definition	Decision Process
1. Minor Change	A change that does not conflict with the Policy Baseline and is less than a defined threshold.	• TJPA Board delegates (through the TJPA Executive Director) to Project Delivery Team, with all changes reported to CCB (through TJPA Project Director and IMT)
2. Significant Change	A change that does not conflict with the Policy Baseline and is more than a defined threshold.	• CCB reviews and recommends whether to approve changes • TJPA Board delegates to TJPA Executive Director (and TJPA Project Director); Delegated Authorities Framework should consider thresholds for TJPA Board delegation to TJPA Executive Director or retention of authority by TJPA Board for very large Significant Changes.
3. Policy Change	A change that significantly alters or threatens the planned outcomes of the project, including all changes that are materially inconsistent with the Policy Baseline.	• TJPA Board approves, with recommendation by CCB (through TJPA Executive Director) • Where required: approval by other agency with decision authority, per governing agreements (e.g., MCA)

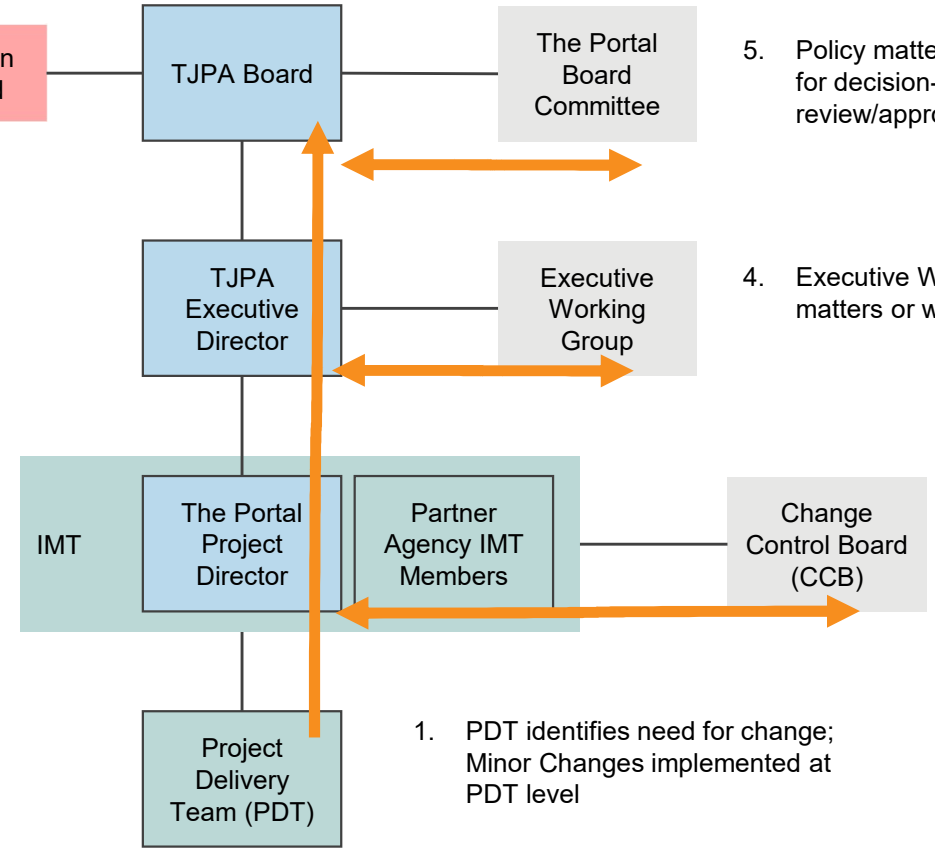
Change Decision Escalation Pathway

Changes may originate throughout the project organization including from stakeholder requests, revisions by the design team, and contractor requests. Regardless of the source, a member of the Project

Delivery Team should be responsible for coordinating the change through the appropriate review and approval process, with changes documented using a consistent template.

Table 7, above, describes the recommended decision process for each change type. Figure 3, below, illustrates the typical escalation pathway for change decision-making, consistent with the recommended decision process. Procedures for change-related decision-making are further described in Section 6, below.

Figure 3. Change Decision Escalation Pathway



5. Policy matters escalated to the Board Level for decision-making (with Caltrain Board review/approval where required)

4. Executive Working Group consulted on policy matters or where there is disagreement

2.
- The Project Director has authority for all Minor Changes
- For Significant Changes or Policy Changes, Project Director shall have authority to classify change type and forward to appropriate decision body.

3.
- CCB concurs with classification of change (Significant or Policy)
- Recommends Significant Changes
- Escalates policy changes, with recommendation as appropriate

1. PDT identifies need for change; Minor Changes implemented at PDT level

5. Project Reporting Approach

Timely, accurate, and accessible project information is essential to effective decision-making at all levels. Section 5 of the Blueprint provides recommendations with respect to flow of project information through the governance structure.

Project Status Reporting

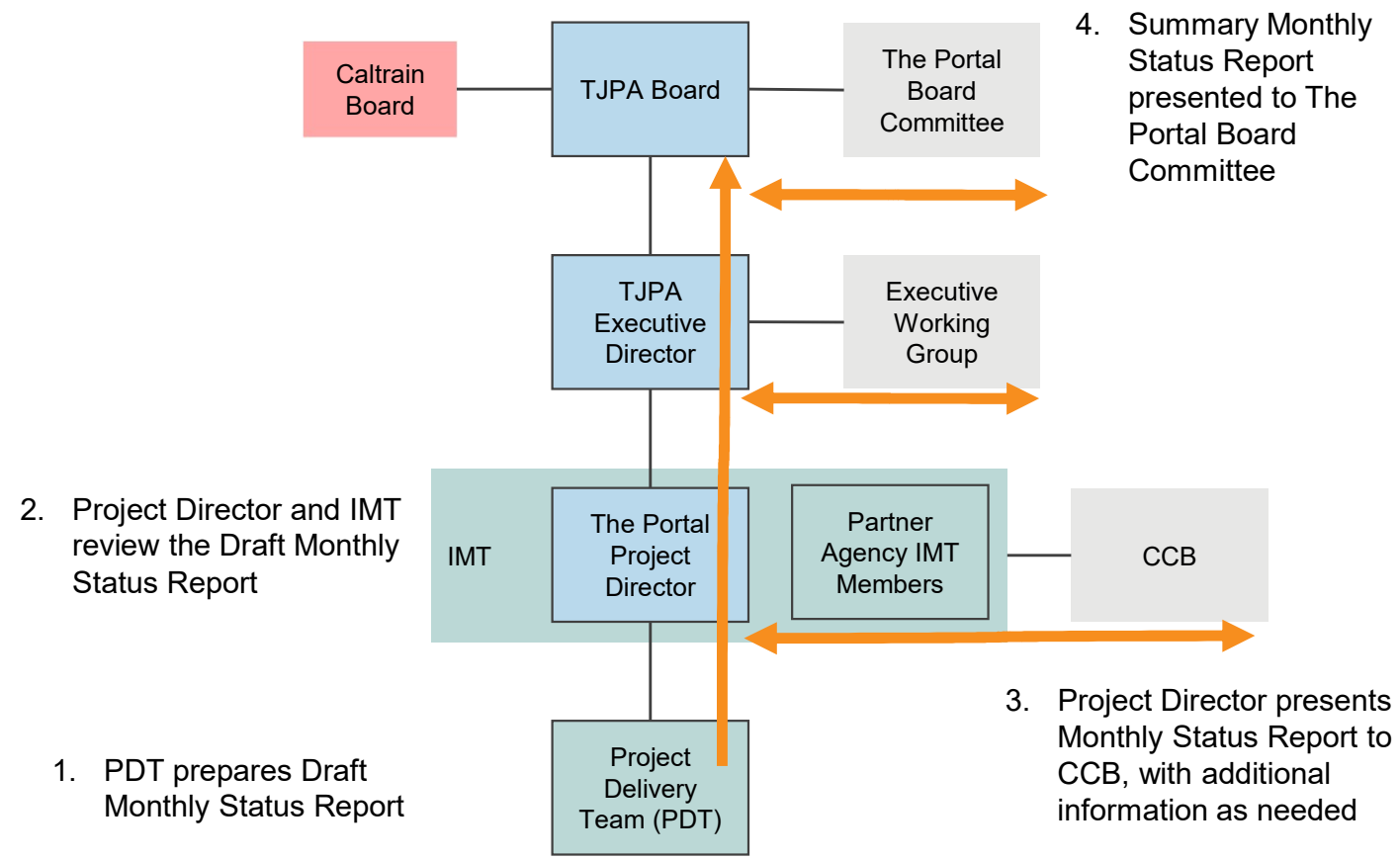
The Project Status Report should be consistent with the requirements of FTA and supplemented as necessary to meet the needs of The Portal's governance bodies.

Figure 4, below, illustrates the pathway for development and review of the Project Status Report. The key underlying principle is to have a single flow of information up from the Project Delivery Team to management-level and policy-level decision-makers, with input and review facilitated at each level.

A detailed Project Status Report will be prepared by the Project Delivery Team on a monthly basis. As shown in Figure 4, the Project Director and IMT will review the draft Status Report and provide input as required. The Project Director would be responsible for approving the report. The Project Director (or their delegate) will present the Status Report to the CCB; the CCB presentation should include any other material or information reasonably requested by the CCB to enable the body to fulfill its functions.

A summary version of the Status Report should be prepared and presented (through the TJPA Executive Director) to The Portal Board Committee (or otherwise provided to the Committee on months where the Committee does not meet), with this report also made available to the full TJPA Board (through the TJPA Executive Director).

Figure 4. Project Status Report: Development/Review Pathway



6. General Procedures for Decision-Making and Recommendations

Section 6 of the Blueprint describes recommended "General Procedures" for decision-making and/or recommendations at each level of the governance structure. These procedures integrate the recommendations of the above sections and are intended to provide overall guidance and expectations for the relationship of governance bodies to one another and the typical flow of decision-making on the project. In addition, the procedures include consideration of emergency situations and instances in which decision items may be advanced directly to the Board level.

General Procedures: The Portal Project Director and Integrated Management Team

The Portal Project Director and IMT:

- The Project Director will be responsible for making project management decisions.
- The Project Director shall consult regularly with the Integrated Management Team (IMT), and the IMT shall advise and support the Project Director in management-level decision-making.
    - The Project Director shall be transparent with IMT and responsive to IMT member inquiries.
    - The IMT shall be readily available to advise and support the Project Director.
- Partner Agency IMT members shall have appropriate qualifications and shall be sufficiently dedicated to the project to keep pace with the project and its decision-making.
    - Partner Agency IMT members shall work to mobilize resources, decisions, and information from within their home organizations, to advance the project.
- Partner agencies shall retain all such authorities and decision rights that are provided for in relevant agreements, including the MCA and ICA.

General Procedures: Change Control Board

CCB:

- Minor Changes approved and implemented at the PDT/PD level, with reporting to CCB (through the TJPA Project Director).
- The CCB will review and recommend Significant contract changes above agreed thresholds. Where Board approval is required, CCB recommendations will be provided by the TJPA Executive Director to the Board. The TJPA Executive Director will not approve changes that are not recommended by CCB. The TJPA Board may approve changes that are not recommended by CCB, if the CCB position is provided to Board and Partner Agencies reserve rights to impose consequences.
- The CCB will monitor changes approved below these thresholds.
- The CCB will review and recommend changes to configuration. Configuration changes that are of a policy nature shall be advanced to the Board level for approval.

General Procedures: TJPA Executive Director and Executive Working Group

TJPA Executive Director and Executive Working Group:

- The Executive Director will be responsible for bringing forward items to the Portal Board Committee and the full TJPA Board
- The Executive Working Group (EWG) shall be readily available to advise and support the Executive Director.
- The TJPA Executive Director shall either consult with or inform the EWG of decision items advancing to the Board Committee or full Board depending on the type and magnitude of the item at hand, generally distinguished as:
    - *EWG Consulted* – policy decisions, including approval/revision to Policy Baseline Documents, policy-level changes to contracts and configuration, dedication of program reserve funds, and other policy matters.
    - *EWG Informed* – non-policy decisions, including "Significant" contract changes, administrative matters, etc.
- Where the EWG is to be consulted, EWG review would generally occur through a meeting of the EWG. The EWG will convene on an immediate/urgent basis as necessary. The TJPA Executive Director may advance items directly to Board level if the EWG is unable to convene in a timely manner.
- The EWG will support resolution of disagreements and decision impasses at the IMT and CCB.

General Procedures: TJPA Board and The Portal Board Committee

TJPA Board and The Portal Board Committee:

- The Portal Board Committee (PBC) shall review proposed actions considered to be policy matters, including approval of (and revisions to) Policy Baseline documents, and make recommendations to the TJPA Board.
    - The PBC provides for a focused review of such matters, which are then referred to the full TJPA Board for approval.
- Board-level items/actions that are identified as non-policy matters may proceed directly to the TJPA Board for consideration/action. This would include:
    - Award/amendment of contracts that are consistent with the Policy Baseline;
    - Approval of very large Significant Changes, to the extent Board approval is required; and
    - Other administrative matters.

General Procedures: Other Agency Boards

Other Agency Boards:

- Items for which the Caltrain Board is the responsible or co-responsible decision authority (per the future MCA) shall require approval by the Caltrain Board.

- The Caltrain representatives to the IMT and EWG shall be responsible for working to facilitate this decision process, in coordination with TJPA staff.

- To the extent other Partner Agency Board decisions are required, an analogous process would be followed, with IMT/EWG representatives responsible for facilitating this process, working in coordination with TJPA staff.

General Procedures: "Direct to Board" and Emergencies

"Direct to Board" and Emergencies:

- The TJPA Executive Director retains the authority to directly bring forward decision items to The Portal Board Committee and/or the full TJPA Board at any time.
    - If an item is brought forward directly to the Board-level due to an emergency situation where delay is unacceptable, the TJPA Executive Director shall:
        - Identify the emergency situation in TJPA staff's written report/memo to the Board;
        - Report back to the CCB and EWG in a timely fashion, with reconciliation decisions as required.
    - If EWG and/or CCB review has taken place, but the TJPA Executive Director brings forward a recommendation different from than the course of action recommended by EWG/CCB, this disagreement shall be noted in TJPA staff's written report/memo to the Board.
- In emergency situations (e.g., to protect health and safety), the Executive Director and Project Director shall have the responsibility and authority to take immediate required actions. In such cases:
    - The Executive Director shall promptly inform The Portal Board Committee Chair and the EWG.
    - The Project Director shall promptly inform the IMT.
    - TJPA Staff shall bring forward reconciliation decision items, where required, through normal processes, including documentation of the emergency situation and the rationale for taking immediate action.

7. Governance Implementation

The Portal project Partner Agencies should act quickly to establish the governance structure identified in the Blueprint. Section 7 briefly reviews key areas of follow-up work to pursue the recommendations of the Blueprint. Specifically, this section discusses the preparation of the Successor MOU; the development of the more detailed Delegated Authorities Framework; and considerations for the formation of new governance bodies.

Successor MOU

The existing Peninsula Rail MOU is intended to bring the project to "ready-for-procurement" status. In Spring 2023, a time-only amendment of the MOU was executed, extending the term of the agreement to December 31, 2023.

To implement the Blueprint and govern multi-agency cooperation during project delivery, The Portal Partner Agencies should immediately initiate work to prepare, negotiate, and execute a new multi-party MOU (the Successor MOU) to succeed the Peninsula Rail MOU. The Successor MOU should codify the new governance structure and broadly describe the planned multi-agency work program for the project through construction and commissioning. Preparation of the Successor MOU should begin by developing and negotiating a draft term sheet by Fall 2023.

The Successor MOU should formalize Partner Agency agreement with the Delegated Authorities Framework discussed immediately below. The Successor MOU (and any future amendments to it) should also be aligned, as appropriate, with the project's bilateral intergovernmental agreements, including the Caltrain MCA and CCSF ICA.

Delegated Authorities Framework

A set of clear business rules is required to specify the use of delegated authorities and align with decision procedures at each level/body. Within these business rules, specific dollar/percentage value thresholds should be set for each change/action type. This Delegated Authorities Framework will require approval by the TJPA Board and should be incorporated into the Successor MOU. The Framework is recommended to reflect the following principles:

- The "Minor" dollar value threshold should be set high enough to allow for rapid decision-making on matters that are not related to policy and do not significantly impact the project budget.
- The CCB should have the ability to consider multiple change decisions together where those decisions stem from the same core issue as well as any decision that exceeds defined aggregate thresholds. Disputes related to classification of changes may be escalated to the Executive Working Group (through the TJPA Executive Director).
- The Delegated Authorities Framework should consider thresholds for TJPA Board delegation to TJPA Executive Director or retention of authority by TJPA Board for very large Significant Changes.
- The Framework should describe the approach to review/approve changes resulting in cost *savings*, including where such savings are the result of revised scope.
- Consideration of O&M cost impacts/savings should be provided for in cases where a contemplated change would have material impact on such costs.

- Changes requiring the use of Program Reserve funds shall require TJPA Board approval, regardless of nature or size.

Formation of Recommended Governance Bodies

The establishment of the delivery-phase governance structure will require a transition and start-up period in order to form new governance bodies, implement/develop business processes, and build strong working relationships within and across governance bodies. The Portal Board Committee and its membership will be established through action of the TJPA Board.

The CCB should be in place as a body no later than the start of construction for the Enabling Program, which is scheduled to be underway in mid-2024. There is also the opportunity for the CCB group to begin convening at an earlier date in order to allow its membership to establish work practices and to provide input and review to the development of more detailed CCB business processes.

San Francisco Peninsula Rail Program – The Portal Governance Blueprint

TJPA Board

August 10, 2023

TJPA
TRANSBAY JOINT POWERS AUTHORITY

Background

- Peninsula Rail Program MOU executed in June 2020 among TJPA, Caltrain, CHSRA, CCSF, MTC, and SFCTA
- MOU established organizational structure and work program to develop The Portal to “ready for procurement” status
- MTC and SFCTA have led The Portal Governance Study, in cooperation with TJPA and the other MOU partners

Peninsula Rail Program MOU Task 18 (Co-Lead Agencies: MTC, SFCTA)

Explore the best institutional arrangement and governance for the delivery of the DTX Rail Program through construction and make recommendations to TJPA Board.

Approved Governance Recommendations

In September 2022, the TJPA Board approved a set of Governance Study recommendations, as recommended by the ESC:

1. Confirm TJPA as the lead agency for DTX procurement and construction and continue to build the capacity of TJPA and partner agencies for project delivery.
2. Develop a collaborative, integrated management approach and core management team, in order to support TJPA, align direction to the multi-agency delivery team, and actively manage risks and challenges.
3. Provide a transparent venue for the development and review of policy-level recommendations and reporting to the TJPA Board.
4. Utilize a stage-gate process to align decision-making at major milestones, ensure readiness for successive phases of work, and provide for periodic independent/expert review and advice.
5. Define/codify the governance and management structure through bi-lateral agreements between agencies, a successor to the existing Peninsula Rail Program MOU, and detailed program management plans.
6. Empower project leadership staff through delegated authorities, in conjunction with an integrated management approach and structured review/oversight processes.
7. Institute process/structure for management and oversight of configuration and change, including contractual changes.
8. Embed risk management and risk review at all levels, including policy oversight, technical management, and project execution.
9. Prepare “single-source” project reporting to provide timely and reliable information to management, partners, and decision-makers.
10. Develop an integrated project delivery team, including TJPA staff, consultants, and key partner agency resources/personnel, and pursue project partnering to strengthen collaboration.

Purpose of the Governance Blueprint

Since approval of governance recommendations, MTC/SFCTA have prepared the Governance Blueprint, in cooperation with TJPA and the other MOU partners.

- Blueprint intended to guide preparation of a new, multi-party Successor MOU among the partners, to serve the project through construction and commissioning
- Blueprint focuses on structure for multi-agency collaboration across The Portal partner agencies
- Blueprint does not address individual agencies' commitments, responsibilities, and decision rights
  - Multiple bi-lateral agreements between TJPA and individual partner agencies will enable project implementation

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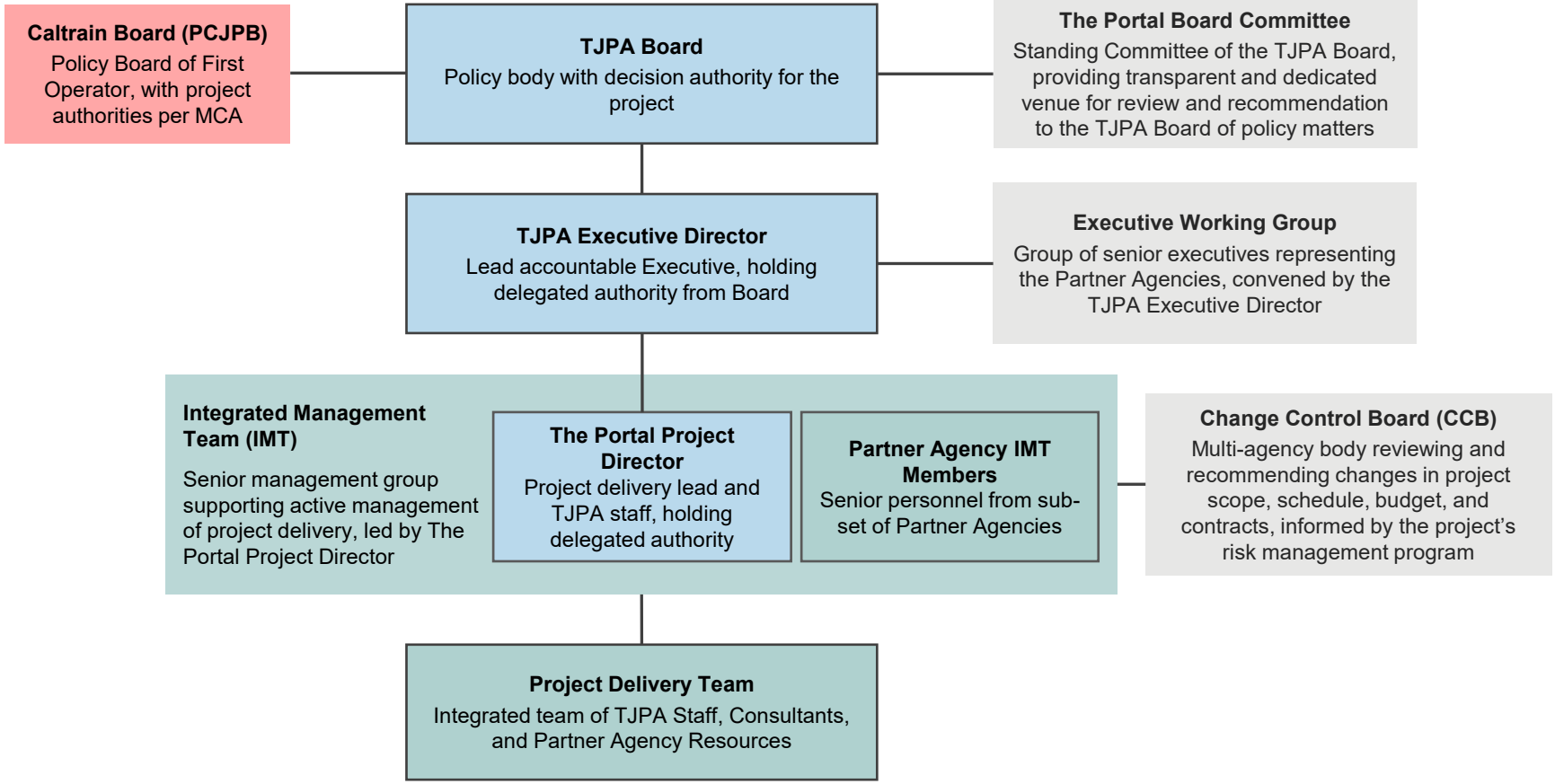
What's covered in Blueprint recommendations?

Blueprint Section	Recommended in Blueprint	Follow-up Work
1. Governance Structure and Bodies	• Overall governance structure • Representation on Board Committee, Executive Working Group, and Change Control Board • Approach to documentation at each body	• Detailed procedures for decision-making, including voting procedures for Change Control Board • Formation/establishment of new governance bodies
2. Policy Baseline and Stage Gate Framework	• Purpose of Policy Baseline; identification of specific Policy Baseline documents • Draft framework for Stage Gates including decision points and identification of expected precedent activities for each Gate	• Preparation and approval of initial set of Policy Baseline documents • Review/decision process for Stage Gates 2-4 (to proceed under future governance structure), including Partner Agency considerations
3. Change Decision Framework	• Framework for Change Types • Review and decision processes for each Change Type • Principles for Delegated Authorities	• Preparation of Delegated Authorities Framework, including specific thresholds for each Change Type
4. Project Reporting Approach	• Intended flow of regular project status reporting through governance structure	• Reporting Plan and timelines • Reporting templates and governance body information needs/requests
5. Decision Procedures	• General procedures for decision-making, to depict relationships between governance bodies • Escalation paths for decisions / disagreements • Special considerations/cases	• More detailed decision procedures to align with Delegated Authorities Framework and relevant Management Plans • Decision process timelines

Recommended Governance Structure



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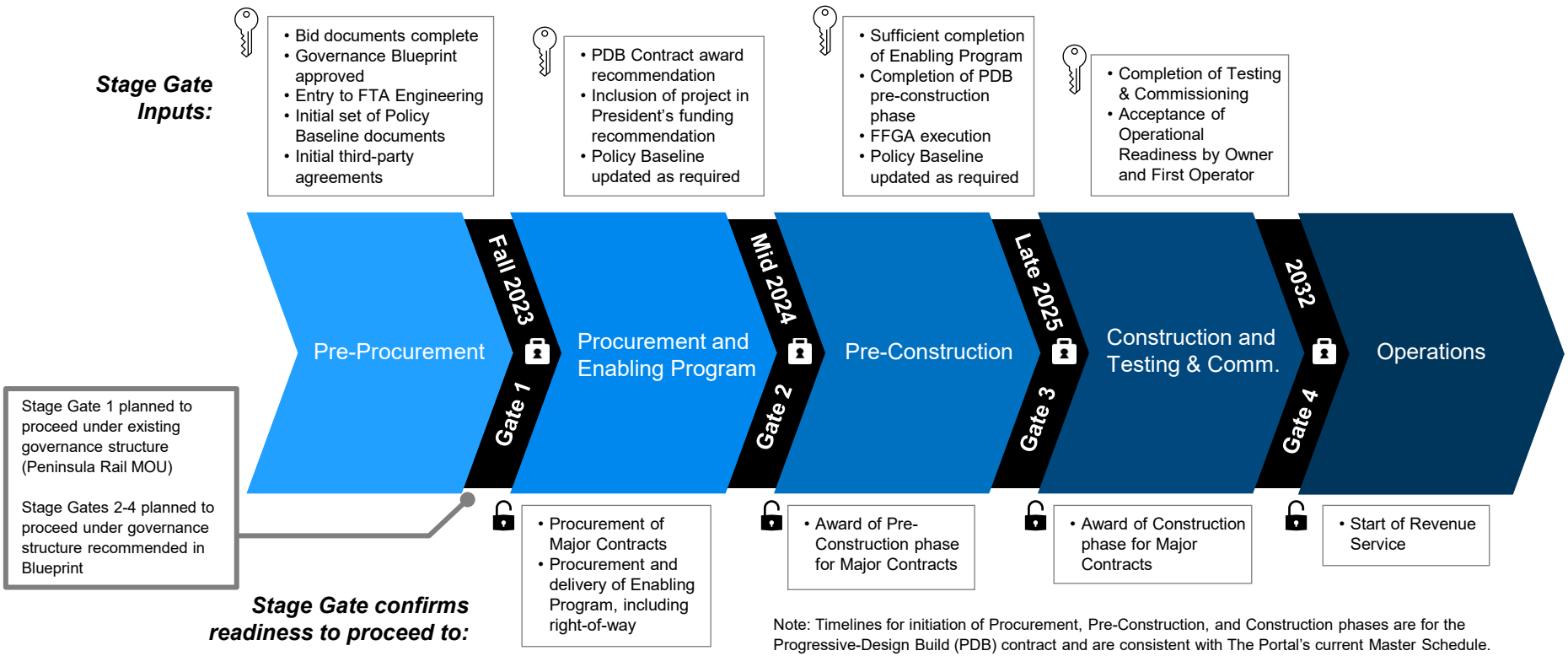
Policy Baseline Documents

- Blueprint recommends structure for Policy Baseline as part of overall approach to control scope, budget, and schedule
- Policy Baseline documents to be controlled at Board level:

Document	Description	Basis
Policy Baseline Project Definition	Summary description of the project scope, including project objectives, major design requirements, overall configuration, and service plan for revenue service	▪ Existing documentation, including approved environmental documents and material prepared for the Federal Transit Administration (FTA) ▪ Design criteria/requirements ▪ Service plan
Policy Baseline Schedule	Milestone schedule indicating target dates of major milestones, consistent with the Master Schedule	▪ Master Schedule
Policy Baseline Budget	Project budget describing expenditures at the level of major cost categories, consistent with the more detailed budget developed at an individual cost category level	▪ Detailed Project Budget
Policy Baseline Funding Plan	The capital funding plan and operations and maintenance (O&M) funding plan	▪ 20-Year Financial Plan
Policy Baseline Risk Matrix	Matrix describing major risks and risk categories, with planned risk ownership/allocation and mitigation approach	▪ Approved Project Delivery Strategy ▪ Project Risk Register

Stage Gate Framework

- Blueprint recommends Stage Gate Framework to support alignment of decision-making at project milestones



Note: Timelines for initiation of Procurement, Pre-Construction, and Construction phases are for the Progressive-Design Build (PDB) contract and are consistent with The Portal's current Master Schedule.

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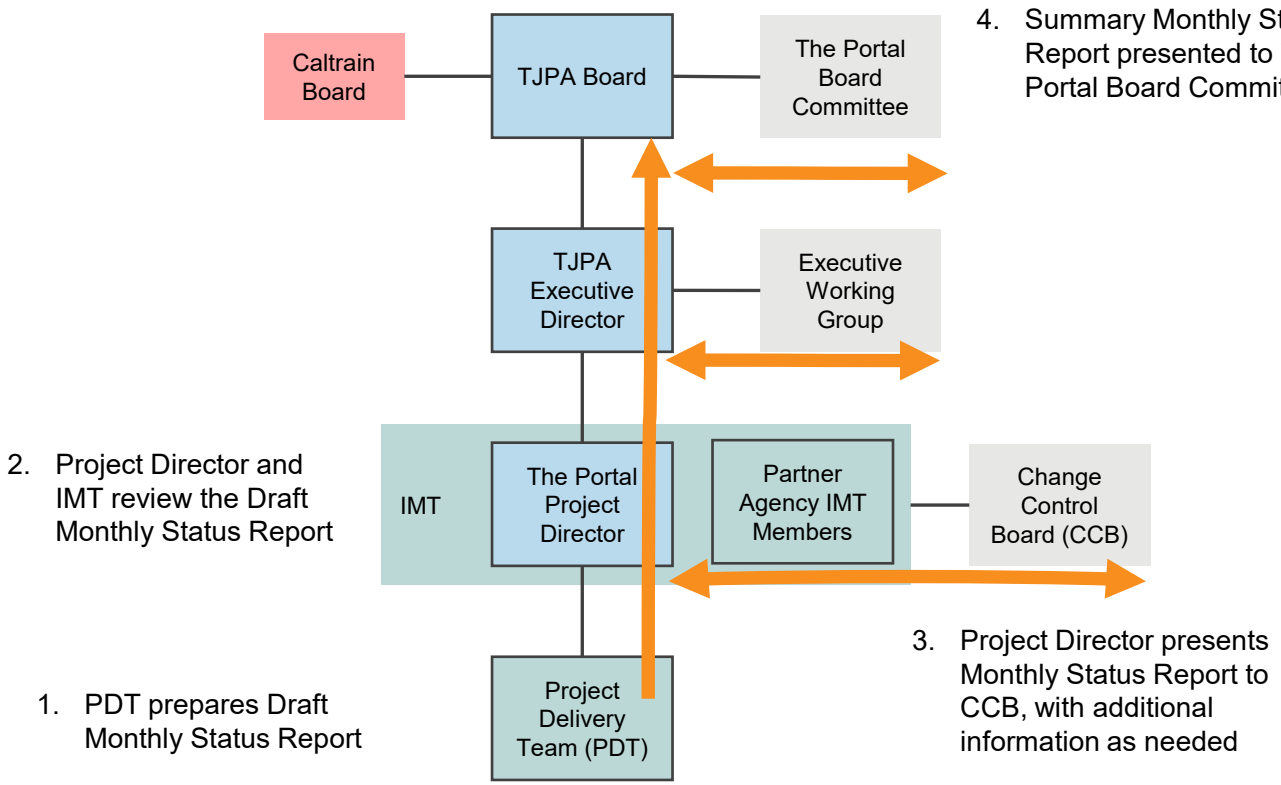
Change Control: Change Types

- Blueprint recommends framework for change types and associated decision-making:

Change Type	Definition	Decision Process
1. Minor Change	A change that does not conflict with the Policy Baseline and is less than a defined threshold.	▪ TJPA Board delegates (through the TJPA Executive Director) to Project Delivery Team, with all changes reported to CCB (through TJPA Project Director and IMT)
2. Significant Change	A change that does not conflict with the Policy Baseline and is more than a defined threshold.	▪ CCB reviews and recommends whether to approve changes ▪ TJPA Board delegates to TJPA Executive Director (and TJPA Project Director); Delegated Authorities Framework should consider thresholds for TJPA Board delegation to TJPA Executive Director or retention of authority by TJPA Board for very large Significant Changes.
3. Policy Change	A change that significantly alters or threatens the planned outcomes of the project, including all changes that are materially inconsistent with the Policy Baseline.	▪ TJPA Board approves, with recommendation by CCB (through TJPA Executive Director) ▪ Where required: approval by other agency with decision authority, per governing agreements (e.g., MCA)

Project Status Reporting

- Blueprint recommends single flow of project information up from the PDT to management, executive, and policy levels



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Governance Blueprint Implementation

Blueprint identifies major areas of follow-up work to implement the Blueprint:

- **Delegated Authorities Framework** to establish thresholds for each Change Type and align with decision procedures across the governance structure – to be reflected in Successor MOU
- **Successor MOU** to replace the existing Peninsula Rail Program MOU, which expires on 12/31/2023
- **Formation of Governance Bodies**
  - Establishment of The Portal Board Committee by TJPA Board
  - Formation of CCB, to be in place as a body no later than start of Enabling Program construction (mid-2024)

ESC Recommendation

Approve the DTX/The Portal Governance Blueprint, as recommended by the ESC.

Questions?

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