

**THIS STAFF REPORT COVERS CALENDAR ITEM NO.: 11
FOR THE MEETING OF: June 11, 2009**

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Approve the Initial Project Report dated June 11, 2009, and a Resolution of Project Compliance for the allocation of Regional Measure 1 Funds in the Amount of \$10,426,000.

SUMMARY:

In November 1988, Bay Area voters approved Regional Measure 1 (RM-1), which authorized a standard auto toll of \$1 for all seven state-owned Bay Area toll bridges. The additional revenues generated by the toll increase were identified for use for certain highway and bridge improvements, public transit rail extensions, and other projects that reduce congestion in the bridge corridors. Resolution 3434 includes \$53 million in RM-1 funds for the Transbay project. To date, MTC has allocated \$1,400,000 in RM-1 funds to the project, which were provided as local matching funds to the TJPA's Federal Section 1601 planning grant.

TJPA staff and consultants have discussed the need for RM-1 funding with MTC staff regularly over the last several months. Through an iterative process of reviewing anticipated expenditures for upcoming project funding needs with the availability of various funding sources, the attached funding request (Initial Project Report or "IPR") has been developed. Funding in the identified amounts would enable the TJPA to pay for PM/PC services for FY2010.

The attached IPR comprises the TJPA's allocation request for RM-1 funds in the amount of \$10,426,000. Allocation and disbursement is contingent upon the TJPA Board approving the Initial Project Report and the corresponding resolution of project compliance. The attached IPR provides additional details regarding the scope of the request.

Initial Project Report

MTC's policies and procedures require that the IPR and corresponding Resolution of Project Compliance adopted by the TJPA match the allocation action taken by MTC. The IPR for the current request is based upon the most up-to-date cost and funding information, and reflects recent TJPA activities, including the agreed-upon funding request.

Implementing Agency Resolution of Project Compliance

The required Resolution of Project Compliance indicates the TJPA's agreement to complete the project described in the IPR and to comply with all provisions of MTC Resolution 3636, Revised, the Policies and Procedures for RM-2 funds. In addition, the TJPA Board agrees that all funds received under this allocation will be subject to MTC Resolution 3636, Revised.

Commitment of Complementary Funds

MTC requires evidence of the commitment of complementary funds for the phase for which an allocation of RM-1 funds is sought. In the near term, grants from SAFETEA-LU earmarks, Regional Transportation Improvement Program funds (RTIP), San Francisco County Proposition K, and RM-2 funds will serve as complementary funds to the RM-1 funds for the project.

ENCLOSURES:

1. RM-1 Implementing Agency Resolution of Project Compliance
2. RM-1 Initial Project Report (IPR), June 11, 2009

RECOMMENDATION:

Approve the Initial Project Report dated June 11, 2009, and a Resolution of Project Compliance for the allocation of Regional Measure 1 Funds in the amount of \$10,426,000.

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, Regional Measure 1 (RM1) funds have been committed to the Transbay Joint Powers Authority project in the Metropolitan Transportation Commission's (MTC) Resolution 3434; and

WHEREAS, RM1 allocation requests to MTC must be submitted consistent with procedures and conditions as outlined in RM2 Policy and Procedures; and

WHEREAS, The RM1 allocation request attached hereto in the Initial Project Report and incorporated herein as though set forth at length, lists the project purpose, schedule, budget, expenditure and cash flow plan for which TJPA is requesting that MTC allocate RM1 funds; and

WHEREAS, RM1 funds are needed for the Final Design Phase of the Transbay Transit Center project; now, therefore, be it

RESOLVED, That the TJPA and its agents shall comply with the provisions of MTC's RM2 Policy Guidance (MTC Resolution No. 3636); and be it further

RESOLVED, That the TJPA certifies that the Project is consistent with MTC's Regional Transportation Plan (RTP); and be it further

RESOLVED, That the TJPA approves the Initial Project Report, as set forth in Attachment A; and be it further

RESOLVED, That the TJPA approves the cash flow plan as set forth in Attachment A; and be it further

RESOLVED, That the TJPA has reviewed the Project needs and has adequate staffing resources to deliver and complete the Project within the schedule set forth in Attachment A; and be it further

RESOLVED, That the TJPA agrees to complete the project as described in the IPR; and be it further

RESOLVED, That the TJPA certifies that the Project and purpose for which RM1 funds are being requested is in compliance with the requirements of the California Environmental Quality Act (Public Resources Code Section 21000 *et. seq.*), and with the State Environmental Impact Review Guidelines (14 California Code of Regulations Section 15000 *et seq.*) and the National Environmental Policy Act (NEPA), 42 USC Section 4-1 *et. seq.* and the applicable regulations thereunder; and be it further

RESOLVED, That there is no pending or threatened litigation which might in any way adversely affect the Project, or the ability of the TJPA to deliver such Project; and be it further

RESOLVED, That the TJPA shall indemnify and hold harmless MTC, its Commissioners, representatives, agents, and employees from and against all claims, injury, suits, demands, liability, losses, damages, and expenses, whether direct or indirect (including any and all costs and expenses in connection therewith), incurred by reason of any act or failure to act of the TJPA, its officers, employees or agents, or subcontractors or any of them in connection with its performance of services under this allocation of RM1 funds. In addition to any other remedy authorized by law, so much of the funding due under this allocation of RM2 funds as shall reasonably be considered necessary by MTC may be retained until disposition has been made of any claim for damages; and be it further

RESOLVED, That if the TJPA receives any revenues or profits from any non-governmental use of property (or project), then those revenues or profits shall be used exclusively for the public transportation services for which the project was initially approved, either for capital improvements or maintenance and operational costs, otherwise MTC is entitled to a proportionate share equal to MTC's percentage participation in the project(s); and be it further

RESOLVED, That assets purchased with RM1 funds including facilities and equipment shall be used to support the public transportation uses intended, and should said facilities and equipment cease to be operated or maintained for their intended public transportation purposes for its useful life, that the MTC shall be entitled to a present day value refund or credit (at MTC's option) based on MTC's share of the fair market value of the said facilities and equipment at the time the public transportation uses ceased, which shall be paid back to MTC in the same proportion that RM2 funds were originally used; and be it further

RESOLVED, That the TJPA shall post on both ends of the construction site(s) at least two signs visible to the public stating that the Project is funded with RM1 Toll Revenues; and be it further

RESOLVED, That the TJPA authorizes its Executive Director, or her designee, to execute and submit an allocation request for Program Management Project Control services with MTC for RM1 funds in the amount of \$10,426,000, for the project, purposes and amounts included in the project application as identified in Attachment A; and be it further

RESOLVED, That the Executive Director is hereby delegated the authority to make non-substantive changes or minor amendments to the Initial Project Report as she deems appropriate; and be it further

RESOLVED, That a copy of this resolution shall be transmitted to MTC in conjunction with the filing of the Transbay Joint Powers Authority allocation request referenced herein.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of June 11, 2009.

Secretary, Transbay Joint Powers Authority

Regional Measure 1 Initial Project Report (IPR)

Project Title:

Transbay Transit Center / Downtown Caltrain Extension

Current Allocation Request:

IPR Date	Amount Being Requested	Phase Requested
June 11, 2009	\$10,426,000	FD

Regional Measure 1 – INITIAL PROJECT REPORT

I. OVERALL PROJECT INFORMATION

A. Project Sponsor / Co-sponsor(s) / Implementing Agency

Transbay Joint Powers Authority (TJPA), responsible for all phases of project

B. Project Purpose

The Transbay Transit Center in San Francisco will incorporate improved regional bus service, extend Caltrain to downtown, incorporate future high-speed rail, and link all corners of the Bay Area as well as major West Coast cities to downtown San Francisco. The principal goals of the Project are to provide a multi-modal transit facility that meets future transit needs and is compliant with the Americans with Disabilities Act (ADA) and seismic regulations, to improve public access to bus and rail services, to modernize the Transbay Terminal and improve service, to reduce non-transit vehicle usage, and to alleviate blight and revitalize the Transbay Terminal area. When the new Transit Center is complete, it will serve 8 northern California counties and accommodate San Francisco, East Bay, Marin and San Mateo County buses as well as Greyhound, Caltrain, and future high-speed rail.

The scope of the project is anticipated to generate at least 125,000 trips per day which will be supported by a dynamic mixed-use neighborhood. The development plan intends to provide a pedestrian environment with services, restaurants, entertainment and retail for use primarily by financial district workers, commuters, and local residents. In addition to the Transit Center, a landmark Transit Tower with a mix of uses is planned.

C. Project Description (please provide details)

Project Graphics to be sent electronically with This Application

The Transbay Transit Center / Downtown Caltrain Extension Project, or the "Project," consists of three major components: a new, multi-modal Transbay Transit Center on the site of the present Transbay Terminal; the extension of Caltrain commuter rail service from its current San Francisco terminus at Fourth and King Streets to a new underground terminus underneath a new Transbay Transit Center; and the establishment of a Redevelopment Area with related development projects, including transit-oriented development on publicly owned land in the vicinity of the new multi-modal Transbay Terminal.

Other components of the project include a temporary bus terminal facility to be used during construction of the new Transbay Transit Center; a new, permanent off-site bus storage/layover facility; reconstructed bus ramps leading to the new Transbay Transit Center; and a redesigned Caltrain storage yard.

The present Transbay Terminal, which was opened in 1939, does not meet current seismic safety, Americans with Disabilities Act, or building code or space utilization standards. In 1999, San Francisco voters resolved that Caltrain should be extended to the Transbay Terminal site. The need to modernize the Transbay Terminal and public desire to extend Caltrain to downtown San Francisco provide an opportunity to enhance regional transit connectivity, increase transit ridership, and revitalize the surrounding area.

The Project provides the following public benefits: improved access to rail and bus services; improved Caltrain service by providing direct access to downtown San Francisco; enhanced connectivity between Caltrain and other major transit providers; modernization of the Transbay Transit Center that meets future transit needs; reduced non-transit vehicle use; accommodation of projected growth in travel demand in the San Jose - San Francisco corridor; reduced traffic congestion on US Highway 101 and I-280 between San Jose and San Francisco and other routes; reduced vehicle hours of delay on major freeways in the

Regional Measure 1 – INITIAL PROJECT REPORT

Peninsula corridor; improved regional air quality by reduced auto emissions; direct access to downtown San Francisco for future intercity and/or high-speed rail service; alleviation of blight and revitalization of the Transbay Terminal Area; construction of up to 4,700 new housing units (full build), one-third of which would be affordable; facilitation of transit use by developing housing next to a major transit hub; enhanced access to employment, retail, and entertainment opportunities; and support of local economic development goals.

The Project is included in MTC's Resolution 3434 (the Regional Transit Expansion Program), the RTP, MTC's 2000 Blueprint, the San Francisco Countywide Transportation Plan, the San Francisco Countywide Congestion Management Plan, the New Transportation Expenditure Plan for San Francisco, the Expenditure Plan for Regional Measure 2, the Transbay Redevelopment Project Area Design for Development, and ABAG's designated list of FOCUS Priority Development Areas (PDAs). All of these plans included extensive public outreach regarding the inclusion of and prioritization of projects.

Based upon the TJPA Board's adopted implementation plan, the Project is divided into two phases: the design and construction of the Transit Center Building and Rail Foundations as Phase 1; and the design and construction of the Caltrain Downtown Extension (DTX) as Phase 2. Phase 1 (Transbay Transit Center Building and Rail Foundations) is fully funded with committed revenues, and has completed major milestones. Phase 2 (DTX) final design and construction will commence when the required revenues and financing have been secured.

D. Impediments to Project Completion

Coordination with the Caltrans West Approach (I-80) Retrofit project has been ongoing since 2004 and has been previously identified as a potential impediment to project completion. Caltrans anticipates closing the project out in September 2009, thereby significantly reducing any impediment to completion of the Transbay project. Right of way activities have been coordinated with the construction schedule to ensure timely availability of right of way. Property transfers have been and are expected to continue on schedule.

A funding need for Phase 2 (DTX) of approximately \$2.3 billion in Year of Expenditure dollars exists. This is based upon a Baseline Budget for Phase 2 which was approved by the TJPA Board in March 2008. TJPA will continue working with its funding partners and member agencies to secure full funding for the project.

E. Operability

The Project would result in two separate operations and maintenance components: the Transbay Transit Center Building and the Caltrain Downtown Extension. Both are independently self-sufficient.

Phase 1: Transbay Transit Center Building and Rail Foundations: The new Transbay Transit Center Building design includes features to reduce maintenance requirements and operating costs, including an open design to optimize natural ventilation by prevailing winds and maximize natural light, and a system to collect rainwater for maintenance and irrigation. In addition, the building plans include significant leaseable space in a prime real estate market. A preliminary analysis of the operating costs and revenues from the Transbay Transit Center Building has been completed. The analysis is the primary reference document for the operations and maintenance portion of the Lease and Use Agreement with AC Transit. The building foundation systems will be designed and constructed to allow for Caltrain and High Speed Rail operations.

Regional Measure 1 – INITIAL PROJECT REPORT

Phase 2: Caltrain Downtown Extension: As noted in the Final EIS/EIR, moving the Caltrain San Francisco terminal 1.3 miles from Fourth and King to the Transbay Terminal would have a modest effect on the total annual operating costs of Caltrain service. However, the extension would generate new ridership for Caltrain.

The downtown extension would increase annual Caltrain ridership by 13,500 riders in year 2020, as discussed in the Final EIS/EIR. By applying the then current average Caltrain fare of \$2.76, the extension was projected to generate more than \$9 million (in 2003 dollars) in new fare revenue each year. The annual operating costs for the 1.3-mile extension was approximately \$7.5 million in 2003 dollars, based on Caltrain's hourly operating cost, as estimated at that time. The use of the excess revenues generated by the extension are to be determined by Caltrain.

II. PROJECT PHASE DESCRIPTION and STATUS

F. Environmental –

Does NEPA Apply: Yes No

The San Francisco Planning Department, the Peninsula Corridor Joint Powers Board, and the San Francisco Redevelopment Agency certified the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project EIS/EIR under CEQA on April 22, 2004. The San Francisco Board of Supervisors unanimously upheld certification on June 16, 2004. FTA issued a Record of Decision to complete the NEPA process on February 8, 2005. The Transbay Joint Powers Authority is the Public Agency Project Sponsor and Responsible Agency under the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq.

G. Design –

The design of the Program is currently in the Preliminary Engineering phase. However, the design of the Early Works components of the Program (including the Temporary Terminal, Bus Storage facility, and Utility Relocation) are in Final Design.

The TJPA has contracted with a Program Management / Program Controls team to provide assistance with the design and oversight of the Program. This work is ongoing.

Based on cost information updated from the environmental review process, the TJPA Board of Directors adopted an implementation strategy for the Refined LPA in June 2006, which includes two phases for the program: the Transit Center building and rail foundation as Phase 1, and the Downtown Extension as Phase 2.

Preliminary Engineering work for Phase 2 (DTX) is underway. The baseline budget was adopted in March 2008. A Notice to Proceed for the second part of preliminary engineering for Phase 2 was issued in June 2008.

On September 20, 2007, the TJPA Board selected Pelli Clarke Pelli Architects and Hines to design and develop the new landmark Transbay Transit Center and Transit Tower. The Board's unanimous vote culminated an eight-month international Design and Development Competition that was launched to select an outstanding, functional and economically viable design for a transportation centerpiece that will become the Grand Central of the West. The TJPA has entered into exclusive negotiations with Hines for development of the office tower. On May 15, 2008, the TJPA Board approved an agreement with Pelli Clarke Pelli Architects for professional design and construction administration services for the Transit Center Building and Related Structures. Schematic design is scheduled for completion in June 2009.

Regional Measure 1 – INITIAL PROJECT REPORT

H. Right-of-Way Activities / Acquisition –

All private properties required for the temporary terminal have been acquired, as of June 4, 2008. All occupants will be moved out by October 31, 2008. Associated Caltrans parcels are scheduled to be transferred by November 1, 2008. Other Phase 1 Right of Way acquisitions are scheduled for completion in 2010.

In May 2003, the California Department of Transportation proposed to transfer approximately 20 acres of property, including the existing Transbay Terminal building, to the City & County of San Francisco and to the TJPA. The San Francisco Board of Supervisors, Mayor of San Francisco and the TJPA Board executed the Cooperative Agreement setting forth the terms for the transfer. In December 2007, the California Transportation Commission approved the transfer of the State land parcels to the TJPA, City of San Francisco, and San Francisco Redevelopment Agency.

I. Construction / Vehicle Acquisition -

A NTP for Construction of Temporary Terminal was issued in November 2008. Construction of the Transit Center Building and Rail Foundations is anticipated to commence in Spring 2010. Construction of Phase 2 (DTX) will commence when full funding for Phase 2 has been identified.

The Authority currently anticipates that the Program will be divided and packaged as follows:

- The terminal building and associated bus viaducts will be designed by the Architectural/Engineering consultant Pelli Clark Pelli Architects. The construction will be bid out in a series of competitive packages administered under the Construction Manager/General Contractor contract, the joint venture between Webcor and Obayashi.
- The two bus facilities (temporary and permanent) will be designed by separate engineering groups and constructed under separate competitively bid construction contracts.
- The rail tunnel and cut-and-cover section between the proposed Fourth Street Station and the Transbay Terminal will be carried through the preliminary engineering phase by a separate Engineering Consultant, Parsons, who will produce a set(s) of contract documents covering the remainder of the design work of the tunnel and cut-and-cover section as well as its construction, testing and startup.
- The proposed Fourth Street Station as well as the cut-and-cover and surface sections leading southwesterly from the Fourth Street Station to a proposed connection with existing trackage in the vicinity of 16th Street and major modifications to the existing surface station at Fourth and Townsend will be entirely designed by the Engineering Consultant, Parsons, and constructed under one or more competitively bid construction contracts.

On March 12, 2009, the TJPA Board selected the joint venture of Webcor Builders/Obayashi Corporation to serve as the Construction Management/General Contractor (CM/GC) for construction of the Transbay Transit Center Building and Related Structures. The CM/GC will be involved in pre-construction activities, including review of design documents, pricing, procurement, constructability, and scheduling. During the construction phase, the CM/GC will be responsible for construction of the Transbay Transit Center, and will coordinate and manage all construction work through subcontractors.

III. PROJECT BUDGET

Regional Measure 1 – INITIAL PROJECT REPORT

J. Project Budget (Escalated to year of expenditure)

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$191,093
Design - Plans, Specifications and Estimates (PS&E)	\$214,374
Right-of-Way Activities /Acquisition (R/W)	\$254,245
Construction / Rolling Stock Acquisition (CON)	\$3,525,288
Total Project Budget (in thousands)	\$4,185,000

K. Project Budget (De-escalated to current year)

Phase	Total Amount - De-escalated - (Thousands, FY2006 \$s)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$189,707
Design - Plans, Specifications and Estimates (PS&E)	\$196,442
Right-of-Way Activities /Acquisition (R/W)	\$241,770
Construction / Rolling Stock Acquisition (CON)	\$2,802,612
Total Project Budget (in thousands)	\$3,430,531

IV. OVERALL PROJECT SCHEDULE

Phase 1 Phase-Milestone	Planned (Update as needed)	
	Start Date	Completion Date
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2009
Final Design - Plans, Specs. & Estimates (PS&E)	November 2007	July 2010
Right-of-Way Activities /Acquisition (R/W)	November 2005	March 2010
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	November 2008	March 2014

Phase 2 Phase-Milestone	Planned (Update as needed)	
	Start Date	Completion Date
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	June 2010
Final Design - Plans, Specs. & Estimates (PS&E)	July 2010	August 2012
Right-of-Way Activities /Acquisition (R/W)	November 2005	December 2010

Regional Measure 1 – INITIAL PROJECT REPORT

Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	July 2011	August 2020
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V. ALLOCATION REQUEST INFORMATION

L. Detailed Description of Allocation Request

The allocation request for RM-1 funds is for Program Management/Program Controls (PMPC) Services. The TJPA has contracted with a PMPC to provide assistance with the design, oversight, and management of the Program. This approach permits the TJPA to keep its staff size small while leveraging the expertise of many different professionals in developing and managing the project.

The PMPC has provided services to the Program since FY2005. Included as an attachment to this request is a document summarizing the accomplishments of the PMPC since the inception of the Program.

As of March 31, 2009, a total of about \$37 million had been allocated for PMPC. As of that time, the funding has consisted of funds from the San Francisco County Transportation Authority (51 percent), MTC (34 percent), the federal government (7 percent), and the San Mateo County Transportation Authority (8 percent). On average, the PMPC has expended about \$8 million a year in support of the project.

Additional details regarding this are included in the attached scope of work. Please note that the attached scope of work includes work being funded by the San Francisco County Transportation Authority in support of DTX.

Amount being requested (in escalated dollars)	\$10,426,000
Project Phase being requested	FD
Are there other fund sources involved in this phase?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Date of anticipated Implementing Agency Board approval the RM2 IPR Resolution for the allocation being requested	June 11, 2009
Month/year being requested for MTC Commission approval of allocation	June 2009

M. Status of Previous Allocations (if any)

None.

N. Workplan

Workplan in Alternate Format Enclosed

O. Impediments to Allocation Implementation

No impediments have been identified.

VI. RM-1 FUNDING INFORMATION

Regional Measure 1 – INITIAL PROJECT REPORT

P. RM-1 Funding Expenditures for funds being allocated

- The companion Microsoft Excel Project Funding Spreadsheet to this IPR is included**

Next Anticipated RM-1 Funding Allocation Request

- A&E for Transit Center and Ramps.

VII. GOVERNING BOARD ACTION

Check the box that applies:

Governing Board Resolution attached

Governing Board Resolution to be provided on or before: June 11, 2009

VIII. CONTACT / PREPARATION INFORMATION

Contact for Applicant's Agency

Name: Maria Ayerdi-Kaplan
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Title: Executive Director
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Information on Person Preparing IPR

Name: Nancy Whelan
Phone: (415) 896-6945
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Applicant Agency's Accounting Contact

Name: Sara Gigliotti
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Revised IPR 120905.doc

**TRANSBAY TRANSIT CENTER PROGRAM
SCOPE OF WORK
April 2009**

PROGRAM MANAGEMENT/PROGRAM CONTROLS (PMPC) SERVICES

The consultant scope of services consists of ongoing work on the Transbay Transit Center Program performed under the existing PMPC Contract.

This document describes in general the activities and deliverables that may be performed as part of this work scope. Specific activities or deliverables may be deleted, deferred or added as the needs of the Program evolve.

- 1. Program Management Services.** Provide a Program Manager, Deputy Program Manager and other qualified staff as needed with overall responsibility for managing the Program scope of work, developing and implementing Program Management and Program Controls scope including other related services requested by the TJPA. Program Management Services may also include provision of seconded support staff to the TJPA offices. Implement an internship and mentoring program. Fee amount: **\$1,274,000**

- 2. Management Policies and Procedures.** Develop new Program policies and procedures and update policies and procedures previously developed, as needed, to reflect changes in approved processes and address changing requirements of the Program. Fee amount: **\$46,000**

- 3. Program Implementation and Support.** Provide a Program Coordinator and support staff as necessary to coordinate various Program support activities as outlined below. Fee amount: **\$4,665,000**
 - Stakeholder Coordination. Assist the TJPA in coordination with regulatory agencies and other stakeholders that have an interest or are participants in the Program and facilitate resolution of issues related to planning, design, construction, and operations.
 - Design Reviews. Organize and conduct design reviews including value engineering, constructability reviews, and other technical reviews and workshops as required.
 - Procurement Documents. Assist the TJPA and its legal counsel in various Program procurement activities.
 - Contract Administration. Provide contract administration, including maintaining contract files and records, performing invoice reviews and other activities as requested.
 - Insurance Planning and Consulting. Subject to approval of an insurance program by the TJPA Board, develop and manage the insurance broker selection process; advise the TJPA in general on its insurance needs.
 - Real Estate Acquisition Services. Work with the TJPA legal counsel and staff to support the real estate acquisition and relocation assistance
 - Utility Coordination. Provide utility coordination oversight to verify project teams are successful in making all arrangements for timely and cost-effective relocations of existing facilities.

TRANSBAY TRANSIT CENTER PROGRAM SCOPE OF WORK, APRIL 2009

- Permit Management. Provide oversight and the management of processes related to obtaining the local, regional, state, and federal permits required to complete the component projects.
- Mitigation Support. Verify implementation of required environmental mitigation measures outlined in the FEIS/EIR. Oversee implementation of the Mitigation Monitoring Plan and verify that activities identified in the plan are implemented, completed and documented in accordance with local, state and federal regulations and guidelines.
- State Historical Preservation Officer (SHPO) and Archaeological Support. Provide technical assistance in performing all tasks required related to environmental mitigation requirements outlined in the “Memorandum of Agreement Among the FTA and the California State Historic Preservation Officer for the Transbay Terminal/Caltrain Downtown Extension/ Redevelopment Project.”
- EIS/EIR Documents. Provide ongoing consultation regarding project changes potentially requiring environmental analysis, more detailed analysis for project elements as design proceeds, and/or input on various environmental matters on an as-needed basis. Also includes any required reevaluations or amendments to the environmental clearance documents for the Program.
- Construction Management Plan. Update the Construction Management Plan for the Program as needed.
- Traffic Management and Operations Planning. Provide specialist assistance for pedestrian, bicycle and vehicular traffic planning as needed.
- CADD Management. Update and maintain the CADD database. Monitor and update as needed, procedures to permit efficient transfer of CADD documents and other design information among Program participants.
- Site Visits and Inspection of Foundations for Adjacent Buildings. Conduct surveys of existing and proposed foundation conditions at buildings adjacent to proposed Transit Center and DTX facilities as necessary to assist real estate acquisition and design teams.
- Operations and Maintenance Planning. Develop preliminary operations and maintenance (O&M) plans for the DTX and Transit Center building and Temporary Terminal, including estimates of O&M costs.
- Survey Coordination. Coordinate City Surveyor activities that include ALTA surveys of private properties to be acquired and State properties to be transferred, and surveys for the A/E design teams.
- System Testing and Startup. Preside over and provide oversight of System Testing and Startup activities including development and monitoring of commissioning schedule and plan.
- Safety and Security. Continue to coordinate security-related work for the Program including working with TJPA and the design teams regarding physical and operational issues; reviewing Transit Center design documents as the design progresses and updating the Transit Center Risk Assessment as requested. Update Safety and Security Management Plan (SSMP), as necessary, and assist and support TJPA in the implementation of actions outlined in SSMP.
- Economic Studies. Provide additional economic studies updates as requested by TJPA.

TRANSBAY TRANSIT CENTER PROGRAM SCOPE OF WORK, APRIL 2009

- Public Outreach Assistance. Implement a Community Outreach Program consistent with the provisions of the Program FEIS/EIR and serve as TJPA's liaison to stakeholders and interested parties.
- 4. Transit Center Project Management.** Provide a Transit Center Project Manager and support staff as necessary with overall responsibility for project management oversight of planning, design, procurement, and construction, startup and contract close-out phases of the Transit Center Project, including the Temporary Terminal, new Transit Center building, new Bus Ramps, and new Bus Storage facility: Fee amount: **\$1,968,000**
- A/E Contract Management Assistance. Assist the TJPA in formulating the scope of services, design requirements and deliverables, design schedule and budget for A/E contract(s) for the Transit Center Project.
 - Procurement Support. Manage bid document preparation, contract bidder prequalification, invitation for bids/solicitation and addenda, pre-bid meetings, analysis of bid results and award of contract. See 2C008 for procurement activities.
 - Project Scope and Budget. Work with estimators, technical specialists and Program Controls Manager to validate scope and develop the project budget for Phase 1 of the Transbay Transit Center Program.
 - Design Reviews. Coordinate reviews during the design phase, including progress reviews, risk management reviews, peer reviews, value engineering, and constructability reviews.
 - Design Submittal Reviews. Organize independent reviews of design submittal packages to verify that design is properly implemented and project scope is accurately represented in following contracts.
 - Procedures Implementation. Implement TJPA Program policies and procedures.
 - Issue-action Tracking. Manage resolution of outstanding project issues using the Issue Tracking System established for the Program.
 - Configuration Management Oversight. Provide oversight to verify that all proposed changes are communicated and implemented in accordance with the approved design management procedures.
 - Contract Packaging. Update project contract packaging and construction strategies as necessary.
 - Construction Management Oversight. Oversee TJPA construction management consultant activities. Coordinate design services and construction management services during construction.
 - Interface Management. Verify that physical and schedule interfaces are coordinated between the Transit Center Project and other projects, subprojects, components, and contract packages within the Program.
 - Transbay Ridership Projections Study. Update commuter passenger ridership projections related to the Transbay Transit Center as requested by TJPA.
 - LEED and Sustainability Analysis. Review Transit Center A/E sustainability documents, LEED matrix and scorecard, and drawings and specifications during schematic design and design development and provide one oversight review at each stage.

TRANSBAY TRANSIT CENTER PROGRAM SCOPE OF WORK, APRIL 2009

- Structural and Seismic Review. Provide independent review of design criteria and submittals as needed.
 - Partnering Facilitation. Provide facilitator to plan and implement a partnering program to include project metrics, issue escalation, development of team goals, and objectives.
- 5. DTX Project Management.** Provide a DTX Project Manager and support staff with overall responsibility for project management oversight of planning, design, procurement, and construction, startup and contract close-out phases of the DTX Project, including the cut-and-cover and mined tunnel components, the Fourth and Townsend Station, Caltrain Yard modifications, rail and systems. Fee amount: **\$1,599,000**
- DTX Contract Management Assistance. Assist the TJPA in formulating the scope of services, design requirements and deliverables, design schedule and budget for A/E contract(s) for Phase 2 of the Preliminary Engineering Contract for the DTX Project.
 - Project Scope and Budget. Work with the DTX Design Team, estimators, technical specialists and Program Controls Manager to validate scope and develop the project budget for Phase 1 of the Transbay Transit Center Program.
 - Design Reviews. Coordinate reviews as necessary, including progress reviews, risk management reviews, peer reviews and value management.
 - Design Submittal Reviews. Organize and provide independent reviews of design deliverable submittal packages prepared by the DTX Design Team to verify that the design intent is properly implemented, the project scope is accurately represented, assumptions are valid, and design submittals are consistent with established project design criteria.
 - Procedures Implementation. Implement TJPA Program policies and procedures.
 - Issue-action Tracking. Manage resolution of outstanding project issues using the Issue Tracking System established for the Program.
 - Contract Packaging. Update project contract packaging and construction strategies as necessary.
 - Construction Management Oversight. Oversee TJPA construction management consultant activities as necessary. Coordinate design services and construction management services during construction
- 6. Program Controls Management.** Provide a Program Controls Manager, cost engineers, schedulers, estimators and others as necessary to develop and implement Program and project-level cost and schedule controls: Fee amount: **\$1,790,000**
- Program Schedule Monitoring and Control. Review and analyze overall Program schedule progress. Review and analyze design and construction schedules for compliance with contractual and Program requirements. Identify areas of concern and provide input on corrective action plans as necessary.
 - Cost Monitoring, Forecasting and Reporting. Collect and analyze project and Program cost information, including encumbrances, commitments, actual expenditures, trends, forecasts, and variance information.

TRANSBAY TRANSIT CENTER PROGRAM SCOPE OF WORK, APRIL 2009

- Budget and Contingency Management. Assist TJPA with management of the approved budget, including tracking usage of contingency funds.
- Cost Accounting Technical Support and Budgeting. Assist the TJPA's financial staff and consultants with TJPA cost accounting activities as requested.
- Cash Flow Planning. Assist the TJPA's financial consultant with funding management by producing Program cash flow forecasts and analyses.
- Project Estimating and Bid Analyses. Prepare independent cost estimates as required, DTX project definition and development of the Phase 2 baseline budget. Review designer cost estimates and analyze and reconcile variances.
- Status Reporting. Prepare monthly reports of Program, project and contract status, and other reports as necessary.

7. Quality Assurance/Quality Control (QA/QC) Implement, and update as necessary, the Program Quality Management Plan.: Fee amount: **\$442,000**

- Review and recommend approval of A/E design team quality plans.
- Perform QA/QC oversight and report on results of QA audits and surveillances.
- Provide a monthly QA report to the TJPA.

8. Document Control and Administrative Support. Provide administrative, document and other support staff to support the PMPC Team, including processing, recording, tracking and maintaining all Program and contract documents, providing graphics and other support for presentation materials, and providing general office administrative staff support. Fee amount: **\$730,000**

9. Project Management Information Systems (PMIS) Support. Provide information technology services related to implementation of the Program Management Information System (Constructware), the Cost Management System (Prism), hosting of the TJPA website and other software and hardware support for the Program as required. Fee amount: **\$20,000**

Deliverables

As part of the work scope described above, the following deliverables may be prepared, if requested by the TJPA:

- Program or Project Implementation Plan updates as requested
- Draft procedures for
 - Contracts Management
 - Procurement
 - Administration
 - Construction Management
 - Updates to previously drafted procedures as requested
- Insurance Broker Selection
 - Insurance Broker Service Agreement
 - Insurance Specification
 - Insurance Reference Manual
 - Insurance Training Program

TRANSBAY TRANSIT CENTER PROGRAM SCOPE OF WORK, APRIL 2009

- Mitigation Monitoring Reports
- Environmental Addenda as required
- Report of Terminal Salvageable Components
- Conceptual Design Parameters for Exhibit
- Consult with City of Oakland/Identify Additional Architectural/Decorative Components
- Report on Potential Caltrans Exhibits at Oakland Museum
- HABS/HAER Historic Property Documentation
- Archaeological Research Design and Treatment Plan
- Preconstruction Testing and Data Recovery
- Environmental documentation as required
- Transit Center Building, Bus Storage, and DTX Value Engineering Workshop Reports
- O&M Plans and Cost Estimates
- Review of designer QA Plans
- QA audits and reports
- Partnering Program process and procedures
- Monthly Progress Reports

RM-1 Initial Project Report

TOTAL PROJECT FUNDING PLAN

DRAFT

(Amounts Escalated in Thousands)

Project Title:		Transbay Transit Center / Caltrain Downtown Extension Program											Project ID:		
Agency:		Transbay Joint Powers Authority											Date: 5/29/2009		
TOTAL PROJECT: COMMITTED + UNCOMMITTED+ TO BE DETERMINED															
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
COMMITTED FUNDING PLAN (PROGRAMMED, ALLOCATED, APPROVED FUNDING)															
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,254										8,796
RM-1	ENV / PA&ED	994	166		240										1,400
Other Local	ENV / PA&ED	799													799
RM-2	ENV / PA&ED		11,801	2,323	8,836	26,354	5,000								54,314
SF Prop K	ENV / PA&ED		4,242	2,374	11,938	5,104	32,126	8,374							64,158
San Mateo Sales Tax	ENV / PA&ED			125	7,155										7,280
SAFETEA-LU Earmark	ENV / PA&ED			6,650				2,417	1,994	688	140	704			12,593
RTIP	ENV / PA&ED					4,000									4,000
SF Prop K	PS&E							3,700	10,200						13,900
RM-1	PS&E							13,000		1,475					14,475
RM-2	PS&E					12,719									12,719
AB 1171	PS&E								12,237	3,349	1,475				17,061
SAFETEA-LU Earmark	PS&E							12,198	22,953	3,136	3,350	1,475			43,112
RM-1	ROW							567	100						667
RM-2	ROW			29,000		23,745									52,745
SF Prop K	ROW			29,000		23,665									52,665
San Mateo Sales Tax	ROW							22,385							22,385
RTIP	ROW					3,391									3,391
Lease Proceeds, TDR	ROW			37											37
RM-1	CON							28,352	6,707	2,800					37,859
RM-2	CON						28,900								28,900
AB 1171	CON								13,000	16,076	98,172	5,691			132,939
AC Transit Capital Cont.	CON							7,240	8,879	8,676	8,472	5,279			38,546
SF Prop K	CON						12,300		4,300						16,600
Lease Proceeds, TDR	CON											6,741			6,741
TIFIA Loan Proceeds	CON										61,584	109,416			171,000
UNCOMMITTED FUNDING PLAN (NON-PROGRAMMED/ALLOCATED, BUT PLANNED FUNDING)															
RTIP	CON									10,475	10,475				20,950
Land Sales	CON						87,446	183,976	152,400	4,563			72,084	351,670	852,139
TIFIA Loan Proceeds	CON												445,000		445,000
FUNDING SOURCE STILL TO BE DETERMINED (LIST POTENTIAL SOURCES THAT WILL LIKELY BE PURSUED)															
TBD	PS&E							23,500	30,287	5,294					59,081
TBD	ROW						49,215	70,500	37,017						156,732
TBD	CON								61,696	264,706	640,000	583,916	281,698		1,832,016
TOTAL PROJECT: COMMITTED + UNCOMMITTED + TBD FUNDING TOTAL															
		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
		2,474	20,575	65,354	36,073	98,978	100,711	212,509	346,109	326,488	460,105	781,256	656,000	1,078,368	4,185,000
Comments:															
Costs based on draft Baseline Budget, March 2008.															
Financial Plan based on commitment schedule.															

Enter all funding for the project - both Committed and Uncommitted. Enter amounts in thousands and escalated to the year of funding
 Eligible Phases: ENV (or PA&ED), PS&E, R/W or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT R/W SUP or CT CON SUP for Caltrans support, but not necessary (optional).

RM-1 Initial Project Report

DEFINED SEGMENT FUNDING PLAN

DRAFT

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program													Project ID:		
Agency: Transbay Joint Powers Authority													Plan Date: 05/29/09		
RM-1 DELIVERABLE SEGMENT - Fully Funded Phase or Segment of Total Project															
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,254										8,796
RM-1	ENV / PA&ED	994	166		240										1,400
Other Local	ENV / PA&ED	799													799
RM-2	ENV / PA&ED		3,846	2,323	8,836	26,354	5,000								46,359
SF Prop K	ENV / PA&ED		1,351		14,408	14,194	12,810								42,763
San Mateo Sales Tax	ENV / PA&ED			125	7,155										7,280
SAFETEA-LU Earmark	ENV / PA&ED				6,650			2,417	1,994	688	140	704			12,593
RTIP	ENV / PA&ED					4,000									4,000
SF Prop K	PS&E							3,700	10,200						13,900
RM-1	PS&E							13,000		1,475					14,475
RM-2	PS&E					12,719		1,322							14,041
AB 1171	PS&E									12,237	3,349	1,475			17,061
SAFETEA-LU Earmark	PS&E							12,198	22,953	3,136	3,350	1,475			43,112
RM-1	ROW							567	100						667
RM-2	ROW			29,000		23,745									52,745
SF Prop K	ROW					23,665									23,665
RTIP	ROW					3,391									3,391
Lease Proceeds, TDR	ROW			37											37
RM-1	CON							28,352	6,707	2,800					37,859
RM-2	CON						28,900								28,900
AB 1171	CON								13,000	16,076	98,172	5,691			132,939
AC Transit Capital Cont.	CON							7,240	8,879	8,676	8,472	5,279			38,546
RTIP	CON										10,475	10,475			20,950
Land Sales	CON							87,446	183,976	152,400	4,563				428,385
SF Prop K	CON					12,300			4,300						16,600
Lease Proceeds, TDR	CON											6,741			6,741
TIFIA Loan Proceeds	CON										61,584	109,416			171,000
		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL
RM-2 SEGMENT FUNDING TOTAL															
		2,474	9,729	33,980	38,543	108,068	59,010	156,242	252,109	197,488	190,105	141,256			1,189,004

Comments:

Costs based on Draft Detailed Financial Plan Baseline Budget Phase 1, November 2007.
Financial Plan based on commitment schedule.

(Complete this spreadsheet only if RM-2 funds are dedicated to deliver a specific phase or deliverable segment of the overall total project)

Enter funds on the RM-2 Deliverable Phase or Segment, ONLY if the RM-2 Phase or Segment is different from the overall total project. The RM-2 Segment must be Fully Funded and result in a operable or useable segment.

Enter only funds **Committed** to the RM-2 Funded Segment and only if different from Total Project. Enter amounts in thousands and escalated to the year of funding. DO NOT enter uncommitted funding - The RM-2 Phase or Segment must be fully funded.

Eligible Phases: ENV (or PA&ED), PS&E, R/W or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT R/W SUP or CT CON SUP for Caltrans support, but not necessary (optional).

RM-1 Initial Project Report

EXPENDITURES TO-DATE BY PHASE AND FUND SOURCES

Phase	Fund Source	Date of Last Expenditure	Amount Expended to date (Thousands)	Available Balance Remaining (Thousands)
ENV / PA&ED	RM-2	Mar-09	35,629	13,685
	SF Prop K Sales Tax	Mar-09	32,002	31,906
	San Mateo Meas. A Sales Tax	Feb-08	7,277	3
	Federal Earmarks	Mar-09	19,331	13,373
	RM-1 (Local Match)	Oct-06	1,400	0
	Lease Income, Other	Mar-09	1,184	4,954
	In Kind Contribution	FY 2005	799	(0)
PS&E	RM-2	Mar-09	1,854	15,865
	STIP	Mar-09	112	3,888
R/W	RM-2	Feb-09	43,187	9,558
	SF Prop K Sales Tax	Mar-09	39,393	13,378
	STIP	Jan-08	3,391	0
	Lease Income, Other	Feb-08	38	0
CON / Operating	RM-2	Mar-09	6,449	17,051
	SF Prop K Sales Tax			12,300
Total to date (in thousands)			192,047	135,960

Comments:

Available Balance Remaining held in reserve funds based on TJPA Board policy.
At this time, Programwide funding is considered part of PA&ED.

As required by RM-1 Legislation, provide funds expended to date for the total project. Provide both expenditure by Fund Source and Expenditure by Phase, with the date of the last expenditure, and any available balance remaining to be expended.

Project ID: 0
Date: 5/29/2009

Regional Measure 2 Program
Estimated Budget Plan

Please complete this form based the proposed allocation for your project. The scope should be consistent with the funding you are requesting the MTC allocate. Projects with complementary fund sources, should list the estimated cost of the entire work scope. Note that this information may not only represent the RM1 funding. A separate EBP needs to be completed for each allocation request or each phase of such request.

TITLE OF PROJECT Transbay Transit Center / Caltrain Downtown Extension Program	RM1 Legislation ID (and project subelements if any) 0
NAME AND ADDRESS OF IMPLEMENTING AGENCY Transbay Joint Powers Authority 201 Mission Street, Suite 1960 San Francisco, CA 94105	

DETAIL DESCRIPTION	ESTIMATED HOURS	RATE/HOUR	TOTAL ESTIMATED COST (Dollars)
1. DIRECT LABOR of Implementing Agency (Specify by task)			
			0
			0
			0
			0
TOTAL DIRECT LABOR			0
2. DIRECT BENEFITS (Specify)			
	Benefit Rate	X BASE	
		0	
TOTAL BENEFIT			0
3. DIRECT CAPITAL COSTS (include construction, right-of-way, or vehicle acquisition)			
	Unit (if applicable)	Cost per Unit (\$)	
TOTAL DIRECT CAPITAL COSTS			0
4. CONSULTANTS (Identify purpose and or consultant)			
PMPC			10,426,000
			0
TOTAL CONSULTANTS			10,426,000
5. OTHER DIRECT COSTS (Specify - explain costs, if any)			
TOTAL OTHER DIRECT COSTS			
6. TOTAL ESTIMATED COST			10,426,000

Comments:

Date: 5/29/2009