

**THIS STAFF REPORT COVERS CALENDAR ITEM NO.: 12  
FOR THE MEETING OF: June 10, 2010**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Approve the updated Initial Project Report dated June 10, 2010 and a Resolution of Project Compliance, and authorize the Executive Director to execute the Cooperative Agreement with the Metropolitan Transportation Commission for the allocation of AB 1171 Bridge Toll Funds in the Amount of \$134,074,000.

**SUMMARY:**

AB 1171 was adopted by California legislature to fund the cost of seismic retrofit of Bay Area toll bridges. MTC's Resolution 3434 includes \$150 million in AB 1171 funds for Transbay. The Transbay program is eligible for these funds under a provision that makes the money available to projects consistent with the purposes of the voter-approved Regional Measure 1 (RM-1) program.

In November 1988, Bay Area voters approved 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.

To date, MTC has allocated \$15,926,000 in AB 1171 funds to the project.

The current request would fund the Final Design phase for the Transit Center building and ramps and Construction of the Transit Center, including the below-grade rail levels of the Transit Center (Project). Final Design and Construction activities will be underway concurrently: while demolition, shoring wall, buttress and excavation construction work is progressing, the architecture and engineering teams will be completing final design of the Transit Center building, train box, bus ramps, utility relocation and bus storage facility. Proceeding with these activities concurrently will result in the Transit Center opening for public use sooner.

The TJPA is currently working with the Federal Railroad Administration (FRA) on finalizing a grant agreement for \$400,000,000 in American Reinvestment and Recovery Act (ARRA) High Speed and Intercity Passenger Rail (HSIPR) funds. This funding has been committed to the Transbay program by Secretary LaHood. TJPA anticipates receiving a grant before the end of the calendar year. The TJPA requests this allocation of AB 1171 funds in order to maintain the project schedule while awaiting the grant agreement. The TJPA will use the AB 1171 funds to certify near-term final design and construction contracts which it plans to ultimately fund with the ARRA HSIPR grant.

The TJPA has provided a Statement of Work to FRA as its proposed scope for the ARRA HSIPR funds. The AB 1171 funds in this allocation request would be used on these activities. However, TJPA will not know the precise uses of funds until the ARRA HSIPR grant is executed. Thus, the split between Final Design and Construction included in this IPR may change. During the course of the work, adjustments may be made to individual line-items within the scope. The attached IPR (Attachment A) comprises the TJPA's allocation request for AB 1171 funds in the amount of \$134,074,000, and 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 comply with the MTC's policy guidance, that the TJPA is an eligible project sponsor and is authorized to submit an application for funds, that the Transbay project is consistent with the Regional Transportation Plan, and provides various additional certifications and assurances. The resolution indicates that the TJPA approves the IPR which must be attached to the resolution when submitted to MTC. TJPA counsel has reviewed the resolution and has approved it as to form, including the indemnification clause.

## **Commitment of Complementary Funds**

MTC requires evidence of the commitment of complementary funds for the phase for which an allocation of bridge toll funds is sought. San Francisco County Proposition K, Regional Measure 2, and Regional Transportation Improvement Program funds have already been allocated to support Final Design services. San Francisco County Proposition K funds have been allocated to support Construction services. A grant agreement with FRA for ARRA HSIPR funds is pending for Final Design and Construction services.

## **Cooperative Agreement with MTC for the Allocation of AB 1171 Funds**

The attached draft Cooperative Agreement (Attachment B) is required by MTC for allocations of AB 1171 funds, and serves as a funding agreement. The Agreement describes the roles and responsibilities of MTC and the TJPA related to the allocation. Staff is currently working with MTC to finalize the agreement, but does not anticipate significant changes. Thus, the TJPA Board Resolution authorizes the Executive Director to modify the draft Cooperative Agreement as necessary.

## **ENCLOSURES:**

1. AB 1171 Implementing Agency Resolution of Project Compliance
2. AB 1171 Initial Project Report (IPR), June 10, 2010 (Attachment A)
3. Cooperative Agreement between Metropolitan Transportation Commission and Transbay Joint Powers Authority for the Transbay Transit Center (Attachment B)

## **RECOMMENDATION:**

Approve the updated Initial Project Report dated June 10, 2010 and a Resolution of Project Compliance and authorize the Executive Director to execute the Cooperative Agreement with MTC for the allocation of AB 1171 bridge toll Funds in the amount of \$134,074,000.

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**Resolution No. \_\_\_\_\_**

WHEREAS, AB 1171 bridge toll (bridge toll) funds have been committed to the Transbay Joint Powers Authority project in the Metropolitan Transportation Commission's (MTC) Resolution 3434; and

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

WHEREAS, The bridge toll 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 bridge toll funds; and

WHEREAS, bridge toll funds are needed for the Final Design and Construction Phases 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 bridge toll 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 bridge toll funds. In addition to any other remedy authorized by law, so much of the funding due under this allocation of bridge toll 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 bridge toll 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 bridge toll 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 AB 1171 bridge 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 Final Design and Construction services with MTC for AB 1171 funds in the amount of \$134,074,000, for the project, purposes and amounts included in the project application as identified in Attachment A; and be it further

RESOLVED, That the TJPA authorizes its Executive Director, or her designee, to make modifications as necessary and to execute the Cooperative Agreement with MTC for the allocation of AB 1171 funds as identified in Attachment B; 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 10, 2010.

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Secretary, Transbay Joint Powers Authority

# **AB 1171 Bridge Tolls Initial Project Report (IPR)**

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**Project Title:**

Transbay Transit Center / Downtown Caltrain Extension

**AB 1171 Project No.**

XX

**Allocation History:**

<b>MTC Approval Date</b>	<b>Amount</b>	<b>Phase</b>
24-Feb-10	\$10,700,000	PS&E
24-Feb-10	\$5,226,000	PS&E

**Total: \$15,926,000**

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**Current Allocation Request:**

<b>IPR Date</b>	<b>Amount Being Requested</b>	<b>Phase Requested</b>
10-Jun-10	\$22,074,000	PS&E
	\$112,000,000	CON

# **AB 1171 Bridge Tolls – 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 that will also serve future high-speed rail; 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 and that the new station accommodate future high-speed rail. The need to modernize the Transbay Terminal and public desire to extend Caltrain to downtown San Francisco and accommodate future high-speed rail 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, including high-speed rail; reduced non-transit vehicle use; accommodation of projected

## **AB 1171 Bridge Tolls – INITIAL PROJECT REPORT**

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 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 2,600 new housing units (full build), thirty five percent 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 Train Box as Phase 1; and the design and construction of the Caltrain Downtown Extension (DTX) which includes the design for future high-speed rail service as Phase 2. Phase 1 (Transbay Transit Center Building and Train Box) 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**

A funding need for Phase 2 (DTX) of approximately \$2.0 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, and the assumption that the train box will be completed in Phase 1. 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 Train Box:* 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 leasable 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 train box will be designed and constructed to allow for Caltrain and High Speed Rail operations.

*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

## **AB 1171 Bridge Tolls – INITIAL PROJECT REPORT**

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 uses of the excess revenues generated by the extension are to be determined by Caltrain.

### **II. PROJECT PHASE DESCRIPTION and STATUS**

#### **A. 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 (ROD) 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. As a part of the ARRA HSIPR grant process, Federal Railroad Administration will be adopting the FTA ROD for Phase 1 of the Program this summer.

#### **B. Design –**

The design of the Program is currently in the Final Design phase. Construction of the Temporary Terminal is nearly complete.

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. In addition, TJPA has hired a Construction Manager/General Contractor (CM/GC) to assist with preconstruction services and to manage the construction of the Transbay Transit Center.

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. In May 2010, the Board approved the acceleration of the construction of the train box in Phase 1, based on the availability of American Reinvestment and Recovery Act (ARRA) High Speed and Intercity Passenger Rail (HSIPR) funding.

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 to design the new landmark Transbay Transit Center and Transit Tower and Hines to develop the 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. Design development has been completed. Development of Construction Documents is underway.

## **AB 1171 Bridge Tolls – INITIAL PROJECT REPORT**

### **C. Right-of-Way Activities / Acquisition –**

All private properties required for the temporary terminal were acquired by June 2008. Associated Caltrans parcels were transferred November 1, 2008. All occupants were moved out by commencement of construction of the temporary terminal. Six other properties required for Phase I have been acquired as of June 10, 2010. The final 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. Four parcels have been transferred as of June 10, 2010.

### **D. Construction / Vehicle Acquisition -**

Construction of the Temporary Terminal began in November 2008. Construction of the Transit Center Building and Train Box is anticipated to commence in Summer 2010. Construction of Phase 2 (DTX) will commence when full funding for Phase 2 has been identified.

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

- The terminal building, train box, and associated bus viaducts will be designed by the Architectural/Engineering consultant Pelli Clarke Pelli Architects. The construction will be bid out in a series of competitive packages administered under the CMGC contract, a joint venture between Webcor Builders and Obayashi Corporation.
- 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 Transit Center 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 16<sup>th</sup> 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 (CMGC) for construction of the Transbay Transit Center Building and Related Structures. The CMGC will be involved in pre-construction activities, including review of design documents, pricing, procurement, constructability, and scheduling. During the construction phase, the CMGC will be responsible for construction of the Transbay Transit Center, and will coordinate and manage all construction work through subcontractors.

## **III. PROJECT BUDGET**

### **A. Project Budget Phase 1 (Escalated to year of expenditure)**

**AB 1171 Bridge Tolls – INITIAL PROJECT REPORT**

<b>Phase</b>	<b>Total Amount - Escalated - (Thousands)</b>
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$119,239
Design - Plans, Specifications and Estimates (PS&E)	\$123,824
Right-of-Way Activities /Acquisition (R/W)	\$79,944
Construction / Rolling Stock Acquisition (CON)	\$1,265,993
<b>Total Project Budget (in thousands)</b>	<b>\$1,589,000</b>

**B. Project Budget Both Phases (De-escalated to current year)**

<b>Phase</b>	<b>Total Amount - De-escalated - (Thousands, FY2006 \$s)</b>
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
<b>Total Project Budget (in thousands)</b>	<b>\$3,430,531</b>

**IV. OVERALL PROJECT SCHEDULE**

<b>Phase 1</b>	<b>Planned (Update as needed)</b>	
	<b>Start Date</b>	<b>Completion Date</b>
<b>Phase-Milestone</b>		
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	May 2011
Right-of-Way Activities /Acquisition (R/W)	November 2005	December 2010
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	November 2008	August 2017

<b>Phase 2</b>	<b>Planned (Update as needed)</b>	
	<b>Start Date</b>	<b>Completion Date</b>
<b>Phase-Milestone</b>		
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 2012
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	July 2011	August 2020

## AB 1171 Bridge Tolls – INITIAL PROJECT REPORT

### V. ALLOCATION REQUEST INFORMATION

#### **A. Detailed Description of Allocation Request**

The current request would fund the Final Design phase for the Transit Center building and ramps and Construction of the Transit Center, including the below-grade rail levels of the Transit Center (Project). Final Design and Construction activities will be underway concurrently: while demolition, shoring wall, buttress and excavation construction work is progressing, the architecture and engineering teams will be completing final design of the Transit Center building, train box, bus ramps, utility relocation and bus storage facility. Proceeding with these activities concurrently will result in the Transit Center opening for public use sooner.

The TJPA is currently working with the Federal Railroad Administration (FRA) on finalizing a grant agreement for \$400,000,000 in American Reinvestment and Recovery Act (ARRA) High Speed and Intercity Passenger Rail (HSIPR) funds. This funding has been committed to the Transbay program by Secretary LaHood. TJPA anticipates receiving a grant before the end of the calendar year. The TJPA requests this allocation of AB 1171 funds in order to maintain the project schedule while awaiting the grant agreement. The TJPA will use the AB 1171 funds to certify near-term final design and construction contracts which it plans to ultimately fund with the ARRA HSIPR grant.

The TJPA has provided the attached Statement of Work to FRA as its proposed scope for the ARRA HSIPR funds. The AB 1171 funds in this allocation request would be used on these activities. However, TJPA will not know the precise uses of funds until the ARRA HSIPR grant is executed. Thus, the split between Final Design and Construction included in this IPR may change. During the course of the work, adjustments may be made to individual line-items within the scope. Below is a table that shows the costs by different scope areas which may be funded with this AB 1171 allocation, based on the anticipated contract commitments required before the end of calendar year 2010.

<b>Scope Element</b>	<b>Projected Cost</b>
<b><i>Final Design</i></b>	
Construction documents/Final Design	\$15,000,000
City Agency Inspection	\$500,000
Permits and Fees	\$2,200,000
PMPC	\$4,374,000
<i>Subtotal</i>	<i>\$22,074,000</i>
<b><i>Construction</i></b>	
Existing Terminal & Ramps Demolition	\$6,500,000
Utility Relocation	\$45,100,000
Buttress, Shoring Wall & Excavation	\$50,400,000
Construction Management/General Contractor	\$3,800,000
Construction Management Oversight	\$5,000,000
PMPC	\$1,200,000
<i>Subtotal</i>	<i>\$112,000,000</i>
<b>TOTAL</b>	<b>\$134,074,000</b>

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 other sources, which is described in the “Bridge Funding” spreadsheet attachment.

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Amount being requested (in escalated dollars)	\$134,074,000
Project Phase being requested	PS&E, CON
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 IPR Resolution for the allocation being requested	June 10, 2010
Month/year being requested for MTC Commission approval of allocation	June 2010

**B. Status of Previous Allocations (if any)**

**Allocation #10391403: \$10,700,000 PS&E**

Final Design work funded with this allocation is underway.

**Allocation #10391404: \$5,226,000 for PMPC (PS&E)**

Program Management/Program Controls funded by this allocation is underway.

**C. Workplan**

**Workplan in Alternate Format Enclosed**

**D. Impediments to Allocation Implementation**

No impediments have been identified.

**VI. AB 1171 BRIDGE TOLLS FUNDING INFORMATION**

**A. AB 1171 Bridge Tolls Funding Expenditures for funds being allocated**

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

**Next Anticipated AB 1171 Bridge Tolls Funding Allocation Request**

- None.

**VII. GOVERNING BOARD ACTION**

**Check the box that applies:**

**Governing Board Resolution attached**

**Governing Board Resolution to be provided on or before: June 15, 2010**

**VIII. CONTACT / PREPARATION INFORMATION**

**Contact for Applicant's Agency**

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Title: Executive Director

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**Information on Person Preparing IPR**

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**Applicant Agency's Accounting Contact**

Name: Sara Gigliotti  
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Revised IPR 120905.doc

# Transbay Program Statement of Work

**with Budget and Supporting Documents**

**ARRA-HSIPR Projects**

**Transbay Transit Center Rail Levels**

April 9, 2010



**Transbay Transit Center**



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# TRANSBAY PROGRAM

## Statement of Work: ARRA-HSIPR Projects

### Transbay Transit Center Rail Levels

#### **I. TRANSBAY PROGRAM BACKGROUND**

The Transbay Transit Center Program (Transbay Program) will replace the 1939 Transbay Terminal at First and Mission streets in downtown San Francisco with a modern multimodal transit hub serving as the San Francisco terminus for Los Angeles to San Francisco high-speed train (HST) service, Caltrain service from the Peninsula, potential Amtrak intercity rail service, and regional public and private bus networks. The below-grade rail levels of the Transbay Transit Center (Transit Center) will accommodate six to eight high-speed trains per hour and are designed to accept the addition of future platform extensions necessary for high-speed trains. The Transit Center will provide connections between HST service, Caltrain commuter service, San Francisco Municipal Railway (San Francisco Muni) light rail, Bay Area Rapid Transit (BART), and the following bus services: Alameda–Contra Costa Transit (AC Transit), San Francisco Muni, Golden Gate Transit, San Mateo County Transit (SamTrans), Western Contra Costa Transit (WestCAT), Greyhound, Amtrak Thruway Bus Service, and paratransit operators. Additionally, the Transit Center will allow for the potential reinstating of Amtrak’s Coast Daylight rail service. Upon completion, the Transit Center will accommodate 45 million passengers per year.

The Transbay Program has three major components:

- A new multimodal Transit Center building on the site of the present Transbay Terminal
- A rail extension for high-speed and commuter rail services from Fourth and King streets into the new Transit Center rail station
- Establishment of a redevelopment area with related development projects, including transit-oriented development near the new Transit Center

The Transbay Program will be completed in two phases. The first phase includes the above-grade Transit Center, below-grade rail levels (train box), bus ramps, bus storage, and temporary terminal. The second phase includes the 1.3-mile underground rail connection between the current Caltrain terminus at Fourth and King Streets and the new Transit Center. When the project phasing was adopted in 2006, the train box was planned to be constructed in Phase 2. However, in June 2009, the Transbay Joint Powers Authority (TJPA) authorized its architects and engineers to proceed with a “bottom up” construction methodology, accelerating construction of the train box to Phase 1. Among the benefits of including the train box in Phase 1 is an overall savings of \$100 million to the Transbay Program.

Phase 1 has obtained National Environmental Policy Act (NEPA) clearance and is fully funded. Bid documents for the Transit Center including the train box are ready to be let. Construction of the Temporary Terminal, which will house the transit operators during demolition of the existing terminal and construction of the new Transit Center, is nearly complete.

On February 17, 2009, President Obama signed into law the American Recovery and Reinvestment Act (ARRA). The ARRA appropriated \$8 billion nationally for high-speed rail and intercity rail (HSIPR) grants to be administered by the FRA. The TJPA applied for \$400 million in high-speed and intercity passenger rail funds for the train box. On January 28, 2010, Transportation Secretary LaHood announced his intent to allocate \$400 million for the train box in the Transit Center. In a

## TRANSBAY PROGRAM STATEMENT OF WORK

March 29, 2010, letter to the TJPA, the Department of Transportation (USDOT) confirmed that it has reserved \$400 million within the overall California allocation of the USDOT's High Speed Rail grants to provide funding for the train box. Since that time, the TJPA has been working with the FRA to develop a grant agreement.

## **II. GENERAL OBJECTIVE**

The TJPA will design and construct the Transit Center train box with the \$400 million ARRA-HSIPR grant.

The TJPA has primary jurisdiction in all matters pertaining to financing, design, construction, and operation of the Transit Center. Throughout the planning and development of the project, the TJPA has worked with affected communities and modal representatives throughout the Bay Area, including California High-Speed Rail Authority (CHSRA), Peninsula Corridor Joint Powers Board (Caltrain), AC Transit, Golden Gate Transit, SamTrans, WestCAT, Greyhound, Amtrak, paratransit operators, San Francisco County Transportation Agency, and the California Department of Transportation (Caltrans).

### **Transit Center Phase 1 Project Description**

The Transit Center is located in downtown San Francisco, California, on First and Mission streets. Elevated bus ramps provide a direct connection between the Interstate 80 (I-80) San Francisco–Oakland Bay Bridge (Bay Bridge) and the Transit Center. The Transit Center is located approximately 1.3 miles north of the current Caltrain commuter rail terminus at Fourth and King streets. The Transit Center Phase 1 will serve transit passengers from Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, and Sonoma counties, as well as Greyhound passengers from around the country. With the extension of Caltrain to the Transit Center in Phase 2, the Transit Center will also serve Santa Clara County; as the San Francisco terminus of future HST service, the Transit Center will serve the State of California.

Subordinate components of the project include a new temporary bus terminal to house bus operations during construction of the Transit Center building, a new permanent off-site bus storage/layover facility, reconstructed bus ramps between I-80 and the Transit Center building, and a redesigned Caltrain facility at Fourth and Townsend streets.

Significant public support has been demonstrated for the project. In November 1999, San Francisco voters approved Proposition H making it City policy to extend Caltrain to a new terminal at First and Mission streets. The citizen-sponsored initiative passed by a 69% to 31% margin. In November 2003, San Francisco voters approved a countywide half-cent sales tax, Proposition K, that dedicates \$148 million to the Transbay Program. In March 2004, voters approved an increase in bridge tolls, which dedicated \$150 million to the Transbay Program. Finally, in November 2008, California voters approved Proposition 1A, the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, which authorized the issuance of \$9.95 billion in bonds for the California High-Speed Train Project.

## **Project Benefits**

The benefits of the Transit Center project were detailed in the TJPA's ARRA-HSIPR application and are summarized as follows:

**Benefits for California's HST system.** The Transit Center is the most cost-effective way for CHSRA to secure its terminal facility in downtown San Francisco. The HST system will have the use of a modern multimodal station with built-in rail platforms at a significantly reduced capital cost to CHSRA. The multimodal center and adjacent Transbay neighborhood will provide the CHSRA with a ridership market it would not have as a stand-alone service. A fully funded and operating HST-ready transit center in the heart of the State's second largest population center will be a visible milestone and funding catalyst for the development of the California HST system.

**Benefits to Other Rail Services.** The Transit Center will create seamless intermodal connections, the convenience of which will increase ridership for all services. Caltrain commuter service will be extended into heart of the financial district, increasing its ridership by 19,000 passengers per day without the need for seven at grade crossings. Further, the Transit Center will provide an additional downtown terminus for existing Amtrak Thruway Bus Service and the potential for reinstating Amtrak's Coast Daylight service into the Transit Center.

**Transportation Benefits.** The Transit Center will connect many of the Bay Area's transit systems under one roof. These include California HST service, Caltrain, AC Transit, San Francisco Muni, Golden Gate Transit, SamTrans, WestCAT, Greyhound, Amtrak Thruway Bus Service, and paratransit with convenient connections to BART and San Francisco Muni Metro. Additionally, the Transit Center will allow for the potential reinstating of Amtrak's Coast Daylight rail service. Ridership estimates project the Transit Center to serve 45 million passengers per year at full build-out.

**Economic Recovery Benefits.** Over the next 20 years, the Transit Center and train box will increase the Bay Area's Gross Regional Product by up to \$87 billion, increase personal income by up to \$52 billion, and generate nearly \$18 billion in tax revenue.

**Job Creation:** The TJPA anticipates that the Transit Center and train box construction will generate 48,000 jobs, based on the American Public Transportation Association study that provided a range for job creation for transportation investments.

**Environmental Benefits.** The Transit Center will improve the environment by reducing auto traffic, fuel consumption, and associated emissions by providing numerous and interconnected transit alternatives to autos and airplanes. Further, the Transit Center will be certified as a LEED (Leadership in Energy and Environmental Design) "Silver" building that will reduce energy use and greenhouse gas emissions. These benefits will be achieved on a large scale, with more than 45 million passengers per year ultimately using the Transit Center.

**Livable Communities Benefits.** An integral part of the Transbay Program is the creation of a vibrant new transit-oriented neighborhood that will include 2,600 new homes (35% of which will be affordable), 4.7 million square feet of office space, and 141,000 square feet of retail space. The Transbay Program will create new high-density housing in direct proximity to an area of high-density jobs and to the multimodal Transit Center, making access to local, regional, and statewide transit systems convenient and efficient. The development of the Transbay neighborhood will provide a direct financial benefit to the Phase 1 project: land sales proceeds from development of the sites

transferred to the Transbay Program will be used to fund construction of the Transit Center, and the tax increment revenues from the redevelopment area have been pledged to repay the \$171 million Phase 1 TIFIA loan.

### **III. DESCRIPTION OF WORK**

The train box will be a two-level reinforced concrete structure measuring 1,500 feet long by 190 feet wide and extending 60 feet below ground. The lower level will provide space for six tracks and three platforms. The upper level will serve as the rail passenger concourse and be connected to the platform level and above-grade levels by stairs, elevators, and escalators when interior improvements are completed in Phase 2. At its west end, where it will connect to the underground rail tunnel to be constructed in Phase 2, the train box will accommodate future utility, signal and control systems required by the HST service and Caltrain.

Of the total estimated Phase 1 cost of \$1,589 million, the TJPA estimates that approximately \$744 million is attributable to the design and construction of the train box and eligible for ARRA-HSIPR funding. The ARRA-HSIPR grant will contribute approximately 25% of the total Phase 1 project cost. The balance of the funding has been committed to the project.

**Project Limits.** The train box consists of the two below-grade levels of the Transit Center structure extending from the west end of the building near Second Street to the east side of Beale Street. The train box will encroach beneath Minna Street to the north and will extend beneath Natoma Street to the south to a match line with the rail tunnel, which extends the rail alignment for future HST service from the Transit Center to the existing Union Pacific corridor at Fourth and King streets. The tunnel will be constructed in a separate phase as will an extension of the rail levels further east into Main Street.

#### **Task 1: Final Design**

The ARRA-HSIPR grant would fund Final Design of the below-grade rail levels of the Transit Center and the relocation of underground utilities within the footprint of the new Transit Center to facilitate construction of the train box. The scope of work includes Final Design by the architect and engineers, coordination with various public agencies, permitting, and pre-construction public outreach.

The final design phase was preceded by the preliminary engineering phase, which was initiated in June 2008 and divided into three sub-phases: Concept Validation, Schematic Design, and Design Development. All three of these sub-phases have been completed. Virtually all major design decisions were made by the end of Preliminary Engineering, including establishing the building size and functional requirements, preparing interior layouts, defining and sizing the structural system, and developing major mechanical and electrical systems layouts. At the completion of each sub-phase, the architect produced a major deliverable consisting of a set of drawings, which currently number over 1,300, and a narrative report describing the work accomplished by each firm in the architect and engineering team. The report also describes the design approach and assumptions being implemented.

Final Design consists of the preparation and review of construction drawings and specifications that make up the final bid package for each trade construction subcontract. Final Design for the Phase 1 project was initiated in March 2010 and will be completed in May 2011.

## TRANSBAY PROGRAM STATEMENT OF WORK

The Transit Center building consists of six levels. The two lowest levels consist of a three-platform/six-track train level and a train concourse level that houses waiting areas, offices, retail, and back-of-house facilities above the trains. These levels are referred to as the “train box.” The ground level consists of a bus plaza for use by San Francisco Muni and other regional transit operators on the east end. In the center of the ground level is the Grand Hall, the primary entrance to the facility. The west end of the ground level consists of another entrance and retail space. Above that is a mezzanine level for offices and retail. The next level up is the Bus Deck with 37 bus bays and ramps that will connect the Transit Center to the Bay Bridge. The top level is a 5.2 acre city park. The footprint of the building is approximately 1,500 feet long and 190 feet wide.

The scope of Final Design covered by the grant application is divided into four main bid packages:

**Demolition.** Most of the design effort to specify the demolition scope occurred prior to March 2009. However, the last four months of the final design effort prior to issuing the bid package in August 2009 occurred after the passage of ARRA. This effort consisted of finalizing the limits of the demolition contract, researching all the original Transbay Terminal construction documents, and preparing the bid package.

**Utility Relocation.** Construction of the new Transit Center requires the relocation of buried utilities in five streets in downtown San Francisco. In two of the streets, the utilities will be consolidated to one side of the street to allow the construction of the train box walls, which run down the middle of the street. In the three other streets, utilities that span the width of the train box will be moved to one side of the street to allow construction of the train box wall across the other half of the street and then moved again to allow completion of the train box wall.

**Train Box Shoring Wall and Excavation.** Constructing the train box requires an excavation approximately 60 feet deep and 1,500 feet by 190 feet in plan. The site is in the middle of a highly developed urban area with several large adjacent buildings. A 3-foot-thick shoring wall will be constructed to a depth of 100 feet around the perimeter of the site. As excavation proceeds, a large and extensive internal bracing system and deep buttress will be installed to ensure that no significant movement adversely impacts the surrounding buildings.

**Train Box Structure.** The train box consists of two levels below grade. The lowest level is the train platform level and is a reinforced concrete box. The train concourse level sits immediately above the platform level, which supports structural steel columns and a combination of reinforced concrete and steel beams, which in turn support the grade level slab (roof of the train box). The train box will accommodate six rail tracks and three platforms, and is being designed in concert with the throat structure of the rail tunnel to meet the needs of CHSRA and Caltrain.

### Task 2: Construction

The scope of the project to be constructed under the ARRA-HSIPR grant is split into three primary sections:

- Demolition of the existing Transit Center and bus ramps
- Relocation of utilities that are within the footprint of the new Transit Center
- Construction of the below-grade train box

Demolition of the existing Transit Center will remove the above-grade portion of the existing building and the existing bus ramps that connect the building to the Bay Bridge. The demolition contractor will fill in the basement of the existing terminal with crushed concrete to provide a working

## TRANSBAY PROGRAM STATEMENT OF WORK

surface for use during shoring wall construction. This work is a precursor to starting construction of the train box.

In parallel with the demolition, utilities that currently cross the site will be relocated to facilitate the construction of the perimeter shoring wall. All utilities currently running parallel to the shoring wall will be relocated outside the footprint of the new Transit Center. As described above under Utility Relocation, utilities that are in streets that cross the building footprint will be relocated twice to facilitate the phased construction of the shoring wall. To promote contracting opportunities for small businesses, the utility relocation scope is subdivided into seven separate contract packages by area. As with the demolition work, the relocation of utilities is a precursor to construction of the train box. Once the existing building is demolished and the utilities are relocated, construction of the train box can start. The train box construction will be executed through two major contracts. The first contract will install the shoring wall that encompasses the site and the internal bracing system, and excavate the site. The shoring wall consists of a 3-foot-thick soil cement wall with embedded steel columns. The shoring wall will be heavily braced internally to preclude horizontal soil movement during excavation. The shoring wall will also create a barrier to facilitate de-watering of the site during excavation.

The second contract covers the structural work of building the train box. This work includes the foundation slab, side walls, train concourse level deck and ground floor deck. The train concourse level will also house mechanical and electrical rooms for the Transit Center.

## IV. PROJECT SCHEDULE

### Schedule of Work

Key milestones for the scope of work covered by the ARRA-HSIPR grant are as follows:

- MTC approves TIP and RTP amendments – April 2010
- TJPA Board approves revised “bottom up” budget and schedule – May 2010
- Start Utility Relocation – July 2010
- Start Demolition of Existing Terminal – August 2010
- Start Construction of Perimeter Shoring Wall – February 2011
- Start Train Box Excavation – September 2011
- Complete Utility Relocation – November 2011
- Complete Shoring Wall – April 2012
- Start Construction of Train Platform Level – October 2012
- Start Construction of Train Concourse Level – April 2013
- Complete Train Box Construction – February 2015

### Prerequisites

#### 1. Budget

A detailed budget for the scope of work proposed for the ARRA-HSIPR grant is attached as Appendix A and described more fully in Section VI of this Statement of Work. To summarize, the total Phase 1 budget is \$1,589 million in year of expenditure (YOE) dollars, which is fully funded

with committed funds. The train box components of this total budget are estimated to be \$744 million. The ARRA-HSIPR grant will fund \$400 million of the train box costs.

## **2. NEPA Clearance**

In March 2004, the Final Environmental Impact Statement/Environmental Impact Report (2004 EIS) for the Transbay Program was completed. The Federal Transit Administration (FTA) issued its Record of Decision (ROD) on February 8, 2005. As a part of the FTA ROD, the TJPA has committed to implement all mitigation measures specified in the 2004 EIS. The TJPA submits written quarterly reports to the FTA on the mitigation implementation. A copy of these documents was included with the TJPA's ARRA-HSIPR application.

At the request of the Federal Railroad Administration (FRA), the TJPA has produced a Transbay Program 2004 EIS Update, which updates pertinent analyses of the 2004 EIS to include the Phase 1 train box, in order to assist the FRA in its consideration and adoption of the 2004 EIS. A ROD from FRA is required for the ARRA-HSIPR funding. FRA anticipates adopting its ROD on the Phase 1 project by July 2010.

## **3. Railroad Agreements**

Unlike intercity and high-speed rail services elsewhere, the peninsula corridor from San Jose to San Francisco's Fourth and King Street Station is owned and operated by the Peninsula Corridor Joint Powers Board (PCJPB), a public agency. PCJPB (Caltrain) is a member of the Transbay Joint Powers Authority and has one voting member of the TJPA Board of Directors. The TJPA will own the underground rail extension from Fourth and King streets to the new Transit Center and the Transit Center.

Since its inception, the TJPA has worked closely with all stakeholders and particularly rail and bus operators in the design of the facilities. PCJPB initially sponsored the preparation of the environmental impact statement/environmental impact report for the Transbay Program. As a voting member of the TJPA Board, PCJPB takes action on all design and implementation decisions brought before the Board.

The California High-Speed Rail Authority (CHSRA) is preparing project-level environmental documents for HST service in the San Francisco/San Jose corridor. The TJPA has worked with CHSRA staff and consultants on meeting the required design criteria for high-speed trains in the downtown extension tunnel and in the Transit Center. The TJPA has entered into a memorandum of understanding (MOU) with the CHSRA regarding the design of the Transit Center and the rail extension. The MOU provides that the parties will establish working groups to collaborate and share information regarding the planning and design of the Transit Center and underground rail extension to ensure that the Transbay Program meets the technical needs and objectives of both parties. On April 8, 2010, the CHSRA Board of Directors formally acknowledged the Transit Center track design layout as acceptable for high-speed rail service and approved an Alternatives Analysis Report identifying the Transit Center, in conjunction with a Fourth and King facility, as the only site for the San Francisco terminal station to be analyzed in the CHSRA's environmental study.

Discussions are ongoing with BART and the San Francisco Municipal Transportation Agency (SFMTA) for an underground pedestrian connection from the train concourse level of the Transit Center to the BART/Muni Metro station on Market Street. The 1,100-foot connection is included in the ROD issued by the FTA in February 2005. While not funded at this time, the pedestrian connection is planned for a later phase of the Transbay program. Agreements with BART and SFMTA will be considered as the design and construction phases progress.

The TJPA is in active discussions with Amtrak concerning Amtrak space requirements for its Thruway Bus Service and marketing and ticketing operations inside the Transit Center, and for reinstating Amtrak's Coast Daylight service into the Transit Center.

#### **4. Preliminary Engineering Design**

The preliminary engineering design will be submitted separately to FRA.

### **V. PERFORMANCE OBJECTIVES AND DELIVERABLES**

#### **Task 1: Final Design**

The design development phase for the Transit Center was completed in February 2010 with the issuance of over 1,300 drawings. An additional 170 drawings for the utility relocation scope are being issued for construction in April 2010.

The construction of the Transit Center will be accomplished through approximately fifteen major contract packages, only three of which are required to construct the train box covered by the ARRA-HSIPR grant. The design for the first package has been completed. The scope of this package covers the installation of a shoring wall around the site perimeter, the construction of a large concrete buttress adjacent to a 60-story high-rise adjacent to the Transit Center, and excavation of the site. Fifty-five drawings have been prepared for this package.

The second contract package, which is likely to be split into multiple sub-packages for contracting and Small Business Enterprise participation purposes, covers the relocation of utilities that are currently within the footprint of the new Transit Center. The design of this package will be completed by the end of April 2010. One hundred seventy drawings are being prepared to cover this scope.

The scope of the third package covers the construction of the below-grade portion of the Transit Center. The design to support this package was included in the recent issue of the 100% Design Development submittal and will be issued for construction with the balance of the packages for the Transit Center building by May of 2011. This last design issue date has in excess of six months of schedule float to the issue date required by the construction schedule.

#### **Task 2: Construction**

All the key dates associated with starting construction and completing the train box are shown under Schedule of Work.

As an independent agency, the TJPA is self permitting. This coupled with a design schedule that is well in advance of construction significantly reduces the risk of external schedule impacts on construction.

Because of the large footprint of the Transit Center and the need to keep traffic flowing on the north-south streets that cross through the project site, the site has been divided into four work zones, which are physically separate and allow excavation and dewatering to start in one zone while shoring wall work is still in progress in other zones. The detailed construction schedule will break down all key construction activities by zone to maximize the overlap of activities and minimize overall duration. Zones are numbered from *one* to *four* from west to east. Constructing the train box requires

## TRANSBAY PROGRAM STATEMENT OF WORK

excavating 622,000 cubic yards of material, placing 108,000 cubic yards of concrete, and erecting 6,250 tons of structural steel.

All construction work for the Transit Center will be bid and executed through subcontracts formed and executed by the construction manager/general contractor, who has been under contract to the TJPA since 2009. A contract for the demolition of the exiting Transit Center was awarded in October 2009, and the demolition contractor is preparing detailed plans to execute the work. The next two contracts to be issued, Shoring Wall and Excavation and Utility Relocation, have both gone through contractor pre-qualification and will be issued for bid to the pre-qualified bidders in May 2010.

### **Project Administration:**

- TIP Amendment
- FRA ROD on Transbay 2004 EIS
- FRA Grant Agreement (\$400 million in ARRA funds)
- Monthly reports to TJPA Board
- Monthly progress reports to external stakeholders
- Quarterly Mitigation & Monitoring reports
- Quarterly financial reports
- Annual Mitigation & Monitoring reports

## **VI. PROJECT ESTIMATE/BUDGET**

Table 1 summarizes the Phase 1 budget. This table presents a high-level summary based on the major elements of the Phase 1 project.

**Table 1. Transbay Program Phase 1 Cost Estimate as of March 2010**

<b>Cost Categories</b>	<b>Budget (in \$ Millions, YOY)</b>
Temporary Terminal	25.3
Bus Storage	22.9
Demolition	16.2
Utility Relocation	65.6
Transit Center Building Design	143.1
Transit Center Building Construction	909.7
Bus Ramps	40.2
Right of Way Acquisition	71.9
Right of Way Support	5.3
Programwide	243.6
Program Reserve	45.2
<b>Total</b>	<b>1,589.0</b>

Notes: Cost categories based on comments from TIFIA. Cost estimate from Program Management/Program Controls consultant, March 30, 2010

## TRANSBAY PROGRAM STATEMENT OF WORK

Of the total estimated Phase 1 cost, the TJPA estimates that approximately \$744 million would be eligible for the ARRA-HSIPR funding. These costs include the design and construction of the train box as well as the required enabling sitework and utility relocation from March 2009 forward. A detailed budget for the ARRA-HSIPR-eligible rail level costs is attached as Appendix A. The ARRA-HSIPR grant will contribute an estimated 25% of the total Phase 1 project cost. The balance of the Phase 1 funding has been committed to the project. Refer to Table 2

**Figure 2.**  
**Transbay Transit Center Program, Train Box ARRA Costs and Revenues from March 2009 (YOE)**

	\$1,000s					\$1,000s			
	Design <sup>1</sup>	Direct Construction		Construction Contingency	Management and Support	Total Cost <sup>3</sup>	ARRA-HSIPR Funding <sup>2</sup>	Other Committed Funding <sup>1</sup>	Total Funding
		Construction Estimate or Award <sup>1</sup>	Design Contingency						
<b>Enabling Sitework and Utility Relocation for Train Box Existing Terminal and Ramps Demolition</b>									
Construction		10,502.4		4,125.6	incl w/ Train Box	14,628.0	7,967.9	6,660.1	14,628.0
Design	90.7					90.7	-	90.7	90.7
City Agencies Construction Administration Building Permits & Fees	234.0					234.0	-	234.0	234.0
	105.9			-		105.9	-	105.9	105.9
<b>Subtotal Existing Terminal and Ramps Demolition Utility Relocation</b>	<b>430.7</b>	<b>10,502.4</b>	<b>-</b>	<b>4,125.6</b>	incl w/ Train Box	<b>15,058.7</b>	<b>7,967.9</b>	<b>7,090.7</b>	<b>15,058.7</b>
Construction					incl w/ Train Box				
Design	3,245.9	37,892.5	14,731.9	7,016.5	incl w/ Train Box	59,640.8	59,640.8	-	59,640.8
City Agencies Inspection	740.0					3,245.9	3,245.9	-	3,245.9
						740.0	740.0	-	740.0
<b>Subtotal Utility Relocation</b>	<b>3,985.9</b>	<b>37,892.5</b>	<b>14,731.9</b>	<b>7,016.5</b>	incl w/ Train Box	<b>63,626.7</b>	<b>63,626.7</b>	<b>-</b>	<b>63,626.7</b>
<b>Total Enabling Sitework and Utility Relocation Train Box</b>	<b>4,416.6</b>	<b>48,394.9</b>	<b>14,731.9</b>	<b>11,142.1</b>	incl w/ Train Box	<b>78,685.4</b>	<b>71,594.7</b>	<b>7,090.7</b>	<b>78,685.4</b>
<b>Train Box Construction</b>									
Buttress, Shoring Wall & Excavation		205,757.0	12,257.1	18,753.3		285,266.9	262,766.9	22,500.0	285,266.9
Basement Mat, Walls, and Mezzanine Floor		105,304.8	5,906.6	9,037.2		143,620.3	-	143,620.3	143,620.3
Basement Structural Steel		25,800.6	1,405.4	2,150.2		34,917.1	-	34,917.1	34,917.1
Grade Slab		16,388.2	878.4	1,343.9		22,086.0	-	22,086.0	22,086.0
Basement Mechanical/Electrical/Plumbing		26,406.0	1,371.2	2,098.0		35,301.0	-	35,301.0	35,301.0
Grey Water and Geothermal		7,398.6	421.2	644.4		10,130.8	-	10,130.8	10,130.8
Bond Premium		7,008.1				7,008.1	-	7,008.1	7,008.1
Hazmat Premium			9,000.0	-		9,000.0	9,000.0	-	9,000.0
Adjacent Properties Shoring and Excavation			20,000.0	-		20,000.0	11,000.0	9,000.0	20,000.0
New HSR Alignment on Westside			10,000.0			10,000.0	10,000.0	-	10,000.0
<b>Subtotal Train Box Construction</b>	<b>-</b>	<b>394,063.3</b>	<b>61,239.9</b>	<b>34,027.0</b>	<b>88,000.0</b>	<b>577,330.2</b>	<b>292,766.9</b>	<b>284,563.3</b>	<b>577,330.2</b>
Design	81,561.9					81,561.9	33,438.4	48,123.5	81,561.9
Building Permits & Fees	6,000.0					6,000.0	2,200.0	3,800.0	6,000.0
<b>Subtotal Train Box Design</b>	<b>87,561.9</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>87,561.9</b>	<b>35,638.4</b>	<b>51,923.5</b>	<b>87,561.9</b>
<b>Total Train Box</b>	<b>87,561.9</b>	<b>394,063.3</b>	<b>61,239.9</b>	<b>34,027.0</b>	<b>88,000.0</b>	<b>664,892.1</b>	<b>328,405.3</b>	<b>336,486.8</b>	<b>664,892.1</b>
<b>Total Enabling Sitework, Utility Relocation and Train Box</b>	<b>91,978.5</b>	<b>442,458.2</b>	<b>75,971.8</b>	<b>45,169.1</b>	<b>88,000.0</b>	<b>743,577.5</b>	<b>400,000.0</b>	<b>343,577.5</b>	<b>743,577.5</b>

Notes:

1 Cost Estimates and Other Committed Funding as of March 2010.

2 ARRA-HSIPR Funding column includes TJPA's preferred use of ARRA-HSIPR grant funds based on cash flow needs and certification of full funding for contracts, to the extent possible. Changes to cost estimates from bid savings, change orders, use of contingencies, other funding commitments, etc. may result in changes to actual expenditure of ARRA-HSIPR funds between line items.

3 The costs are actual incurred costs from March 2009 to-date and forecast to completion.



The budget for the train box does not include costs incurred prior to March 2009, as these costs would not be eligible under ARRA. Therefore, the amounts for the total Phase 1 budget for demolition and utility relocation, for example, are higher than those shown in the \$744 million train box budget. The pre-March 2009 costs incurred under those categories covered preliminary engineering and final design activities for the Transit Center building, demolition, and utility relocation. A more detailed description of the budget appears on the Estimate Basis tab of the Appendix A spreadsheet.

The budget for the train box includes the TJPA's preferred use of ARRA-HSIPR grant funds based on cash flow needs and certification of full funding for contracts, to the extent possible. Changes to line item budget amounts from bid savings, change orders, use of contingencies, other funding commitments, and other changes may result in adjustments to the actual expenditure of ARRA-HSIPR funds between line items in the train box cost estimate.

## **VII. PROJECT COORDINATION**

The TJPA has primary jurisdiction in all matters pertaining to financing, design, construction, and operation of the Transit Center. Throughout the planning and development of the project, the TJPA has worked with affected communities and modal representatives throughout the Bay Area, including AC Transit, PCJPB (Caltrain), CHSRA, SFMTA, Amtrak, and Caltrans.

The TJPA is a joint powers agency created in accordance with California law. The TJPA has no subsidiaries or affiliates.

### **TJPA Board of Directors**

The TJPA is managed by TJPA staff and overseen by a six-member Board of Directors. The TJPA Board of Directors is comprised of representatives from the City and County of San Francisco, including the SFMTA, the Office of the Mayor, and the Board of Supervisors; PCJPB (Caltrain); AC Transit; and the California Department of Transportation, a non-voting member of the Board.

### **TJPA Officers**

There are six TJPA Officers: the Board Chairperson, the Board Vice-Chair, the Executive Director, the Chief Financial Officer, Legal Counsel, and the Secretary to the Board. The Board Chairperson (the Vice-Chair in the absence of the Chairperson) presides at Board meetings. The Board elects the Chair and Vice-Chair. Executive Director Maria Ayerdi-Kaplan generally supervises, directs and controls the business and the employees of the TJPA. The Chief Financial Officer, Frederick Clarke, is the Chief Fiscal Officer and Auditor for the TJPA. The Legal Counsel to the TJPA, Dennis Herrera, advises the TJPA executive staff and the Board. The Secretary to the Board, Nila Gonzales, keeps board meeting minutes and provides the Board agenda.

In addition to the TJPA Board of Directors and Officers, the TJPA's Executive Staff manages the day-to-day operations of the TJPA. The TJPA has chosen to keep its in-house staffing level small. Staff manages contractors who undertake a variety of tasks on behalf of the TJPA, including program management/program controls and engineering work.

Organization charts are included as Appendix B to this Statement of Work.

## TRANSBAY PROGRAM STATEMENT OF WORK

TJPA's funding partners include:

- AC Transit
- California High-Speed Rail Authority
- California State Department of Transportation (Caltrans)
- California Transportation Commission
- Peninsula Corridor Joint Powers Board (Caltrain)
- Federal Highway Administration
- Federal Railroad Administration
- Federal Transit Administration
- Metropolitan Transportation Commission
- San Francisco County Transportation Authority
- San Francisco Redevelopment Agency
- San Mateo County Transportation Authority
- TIFIA Joint Program Office
- US Department of Homeland Security

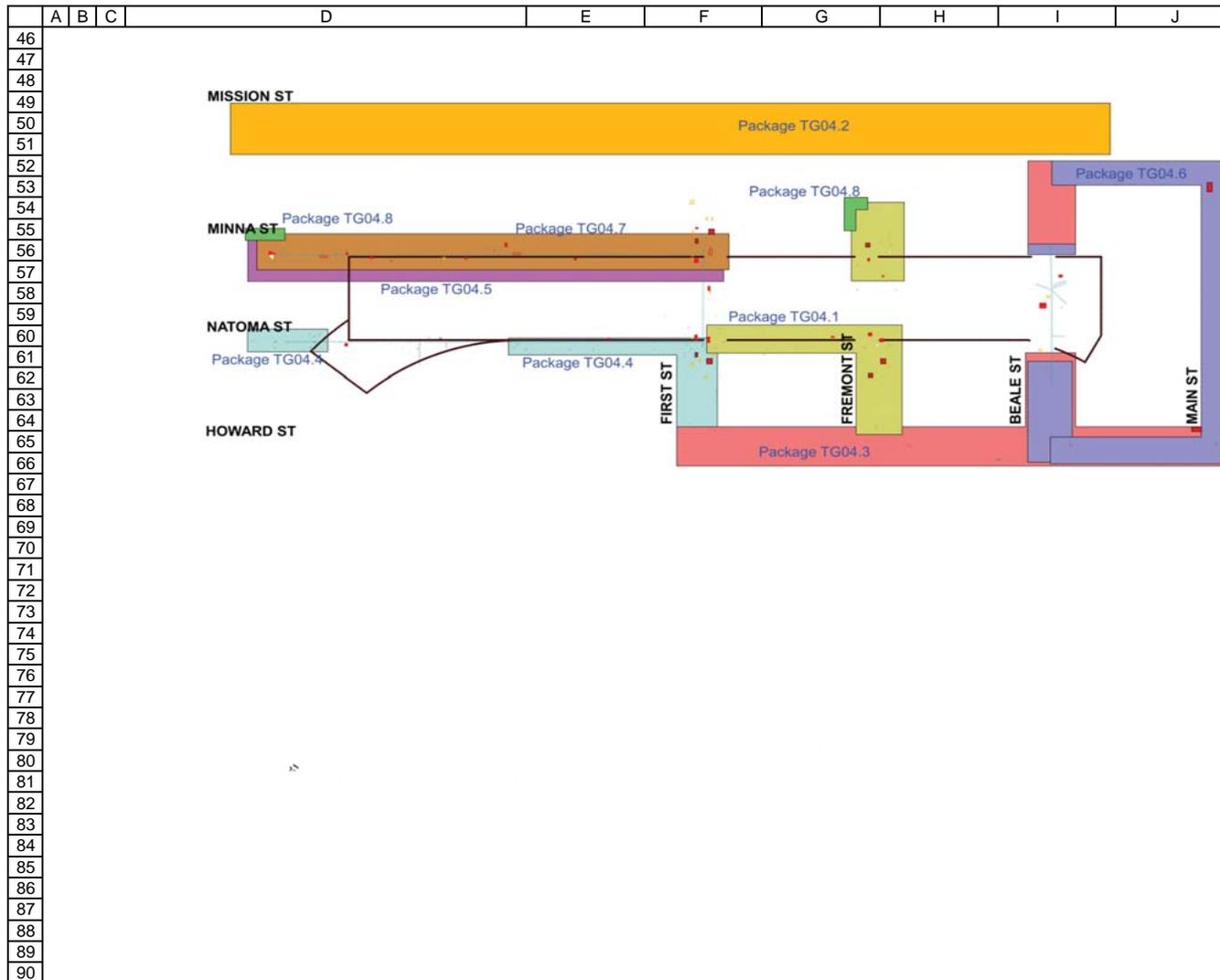
### **VIII. REPORTING OF PROJECT BENEFITS**

The TJPA will work with FRA on regular reporting requirements concerning performance measures and comply with all ARRA reporting requirements.

### **IX. PROJECT MANAGEMENT**

The TJPA's February 2008 Project Management Plan (PMP) is included as Appendix C to this Statement of Work. The PMP is currently being updated and the updated version will be provided to FRA as soon as it is available.

	A	B	C	D	E	F	G	H	I	J
1	<b>Transbay Transit Center Program</b>									
2	<b>Bridge Funding</b>									
3	Date Prepared: April 21, 2010; Prepared by: PMPC									
4						<b>\$1,000s</b>				
5						<b>Total Contract Value</b>	<b>ARRA-HSIPR Funding</b>	<b>Bridge Funding</b>		<b>Anticipated NTP</b>
6								<b>TJPA Contract</b>	<b>Webcor- Obayashi Subcontract</b>	
7	<b>Enabling Sitework and Utility Relocation for Train Box</b>									
8	<b>Existing Terminal and Ramps Demolition</b>									
9										
10	Construction (Demolition)					14,268.0	7,967.9	6,500.0	6,500.0	Aug-10
11	<b>Subtotal Existing Terminal and Ramps Demolition</b>					<b>7,967.9</b>	<b>6,500.0</b>	<b>-</b>	<b>6,500.0</b>	
12	<b>Utility Relocation</b>									
13	Construction - All Packages					See Below	59,640.8			
14	Construction - TG4.1 Package (See chart for scope)					8,800.0			8,800.0	Aug-10
15	Construction - TG4.2 Package (See chart for scope)					7,000.0			7,000.0	Nov-10
16	Construction - TG4.3 Package (See chart for scope)					8,700.0			8,700.0	Nov-10
17	Construction - TG4.4 Package (See chart for scope)					11,800.0			11,800.0	Nov-10
18	Construction - TG4.5 Package (See chart for scope)					3,900.0			3,900.0	Oct-10
19	Construction - TG4.6 Package (See chart for scope)					3,900.0			3,900.0	Nov-10
20	Construction - TG4.7 Package (See chart for scope)					1,000.0			1,000.0	Dec-10
21	Construction Contingency					14,540.8				
22	Design						3,245.9		-	
23	City Agencies Inspection						740.0	500.0	500.0	Aug-10
24	<b>Subtotal Utility Relocation</b>					<b>59,640.8</b>	<b>63,626.7</b>	<b>500.0</b>	<b>45,100.0</b>	<b>45,600.0</b>
25	<b>Total Enabling Sitework and Utility Relocation</b>						<b>71,594.7</b>	<b>7,000.0</b>	<b>45,100.0</b>	<b>52,100.0</b>
26	<b>Train Box</b>									
27	<b>Train Box Construction</b>									
28	CMO/PMPC/TJPA Admin/Other Prof. Services						25,999.5		-	
29	CMO						incl above	5,000.0	5,000.0	Jul-10
30	CM/GC						incl above	3,800.0	3,800.0	Nov-10
31	PMPC						incl above	5,500.0	5,500.0	Oct-10
32	Temporary Power and Water								-	
33	Supply and Primary Distribution								2,200.0	Aug-10
34	Secondary Distribution and Usage								1,030.0	Jan-11
35	Survey Services								100.0	Aug-10
36	Logistics Services								1,000.0	Nov-10
37	Buttress, Shoring Wall & Excavation					251,748.4	255,767.4		45,970.0	Aug-10
38	Adjacent Properties Shoring and Excavation						11,000.0	100.0	100.0	Aug-10
39	<b>Subtotal Train Box Construction</b>					<b>251,748.4</b>	<b>292,766.9</b>	<b>14,400.0</b>	<b>50,300.0</b>	<b>64,700.0</b>
40	Design						33,438.4	15,000.0	15,000.0	Aug-10
41	Building Permits & Fees						2,200.0	2,200.0	2,200.0	Jun-10
42	<b>Subtotal Train Box Design</b>						<b>35,638.4</b>	<b>17,200.0</b>	<b>-</b>	<b>17,200.0</b>
43	<b>Total Train Box</b>						<b>328,405.3</b>	<b>31,600.0</b>	<b>50,300.0</b>	<b>81,900.0</b>
44	<b>Total Enabling Sitework, Utility Relocation and Train Box</b>						<b>400,000.0</b>	<b>38,600.0</b>	<b>95,400.0</b>	<b>134,000.0</b>
45										



**AB 1171 Initial Project Report**

**TOTAL PROJECT FUNDING PLAN**

DRAFT

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program																Project ID: 22
Agency: Transbay Joint Powers Authority																Date: 5/27/2010
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED+ TO BE DETERMINED</b>																
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	
<b>COMMITTED FUNDING PLAN (PROGRAMMED, ALLOCATED, APPROVED FUNDING)</b>																
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253										8,795	
RM-1	ENV / PA&ED	994	166		240		5,200								6,600	
Other Local	ENV / PA&ED	799													799	
RM-2	ENV / PA&ED		10,505	4,990	7,465	26,354									49,314	
SF Prop K	ENV / PA&ED		3,725		14,829	32,544	12,810								63,908	
San Mateo Sales Tax	ENV / PA&ED			125	7,155										7,280	
SAFETEA-LU Grants	ENV / PA&ED				2,245	3,307	5,279								10,831	
RTIP	ENV / PA&ED															
SF Prop K	PS&E							18,200							18,200	
Lease Proceeds, TDR	PS&E								310	333					643	
RM-2	PS&E					12,719	5,000								17,719	
AB 1171	PS&E								15,926	22,074					38,000	
SAFETEA-LU Grants	PS&E								2,500						2,500	
RTIP	PS&E					4,000					2,762				6,762	
ARRA-HSIPR	PS&E										40,000				40,000	
RM-1	ROW															
RM-2	ROW		16,125	12,875		23,745									52,745	
SF Prop K	ROW		16,125	12,875		23,771									52,771	
San Mateo Sales Tax	ROW								3,800	12,440					16,240	
RTIP	ROW						3,391								3,391	
Lease Proceeds, TDR	ROW			37											37	
RM-1	CON										47,800				47,800	
RM-2	CON						28,150	2,072							30,222	
AB 1171	CON								112,000						112,000	
AC Transit Capital Cont.	CON										12,185	15,600	8,985		36,770	
SF Prop K	CON							12,300							12,300	
Lease Proceeds, TDR	CON															
SAFETEA-LU Grant	CON										40,264				40,264	
ARRA-HSIPR	CON								360,000						360,000	
FRA Rail Relo	CON								2,650						2,650	
TIFIA Loan Proceeds	CON													171,000	171,000	
<b>UNCOMMITTED FUNDING PLAN (NON-PROGRAMMED/ALLOCATED, BUT PLANNED FUNDING)</b>																
RTIP	CON										18,200				18,200	
Land Sales	CON									52,586	175,950	164,593	457,058		850,187	
TIFIA Loan Proceeds	CON												445,000		445,000	
<b>FUNDING SOURCE STILL TO BE DETERMINED (LIST POTENTIAL SOURCES THAT WILL LIKELY BE PURSUED)</b>																
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	479,857			1,446,259	
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED + TBD FUNDING TOTAL</b>																
		2,474	51,012	33,397	33,187	129,831	68,739	42,498	624,951	162,816	459,852	849,750	653,435	1,073,058	4,185,000	

Comments:

Costs based on draft Phase 2 Baseline Budget March 2008 and Phase 1 revised Baseline Budget May 2010.  
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, ROW or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT ROW SUP or CT CON SUP for Caltrans support, but not necessary (optional).

**AB 1171 Initial Project Report**

**DEFINED SEGMENT FUNDING PLAN**

DRAFT

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program														Project ID: 22	
Agency: Transbay Joint Powers Authority														Plan Date: 05/27/10	
<b>RM-2 DELIVERABLE SEGMENT - Fully Funded Phase or Segment of Total Project</b>															
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	1,253										8,795
RM-1	ENV / PA&ED	994	166		240		5200								6,600
Other Local	ENV / PA&ED	799													799
Lease Proceeds, TDR	ENV / PA&ED				46	307	704	450							1,507
RM-2	ENV / PA&ED		6,522	1,990	7,465	26,354									42,331
SF Prop K	ENV / PA&ED		2,046		14,829	14,194	12,810								43,879
San Mateo Sales Tax	ENV / PA&ED			125	4,372										4,497
SAFETEA-LU Grants	ENV / PA&ED				2,245	3,307	5,279								10,831
RTIP	ENV / PA&ED														
SF Prop K	PS&E							18,200							18,200
Lease Proceeds, TDR	PS&E								310	333					643
RM-2	PS&E					12,719	5,000								17,719
AB 1171	PS&E							15,926	22,074						38,000
SAFETEA-LU Grants	PS&E							2,500							2,500
RTIP	PS&E					4,000			2,762						6,762
ARRA-HSIPR	PS&E								40,000						40,000
RM-1	ROW														
RM-2	ROW		16,125	12,875		23,745									52,745
SF Prop K	ROW					23,771									23,771
RTIP	ROW					3,391									3,391
Lease Proceeds, TDR	ROW			37											37
RM-1	CON										47,800				47,800
RM-2	CON						28,150	2,072							30,222
AB 1171	CON								112,000						112,000
AC Transit Capital Cont.	CON										12,185	15,600	8,985	2,377	39,147
RTIP	CON										18,200				18,200
Land Sales	CON										52,586	175,950	164,593	35,241	428,370
SF Prop K	CON						12,300								12,300
Lease Proceeds, TDR	CON												4,040		4,040
SAFETEA-LU Grant	CON										40,264				40,264
ARRA-HSIPR	CON							360,000							360,000
FRA Rail Relo	CON							2,650							2,650
TIFIA Loan Proceeds	CON													171,000	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
<b>RM-2 SEGMENT FUNDING TOTAL</b>															
		2,474	29,225	17,522	30,450	111,788	69,443	39,148	539,796	333	152,835	209,750	173,578	212,658	1,589,000

**Comments:**

Costs based on Draft Detailed Financial Plan Baseline Budget Phase 1, May 2010.  
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).

**AB 1171 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-10	46,095	3,219
	SF Prop K Sales Tax	Mar-10	57,181	6,727
	San Mateo Meas. A Sales Tax	Feb-08	7,277	3
	Federal Earmarks	Apr-10	22,874	7,172
	RM-1 (Local Match)	Oct-06	1,400	0
	Lease Income, Other	Mar-10	1,577	4,561
	In Kind Contribution	FY 2005	799	0
PS&E	RM-2	Apr-10	9,104	8,615
	Federal Earmarks		0	32,344
	SF Prop K Sales Tax	Feb-10	1,638	16,562
	STIP	Apr-10	2,777	1,223
	AB 1171		0	15,926
	RM-1	Mar-10	5,127	73
R/W	RM-2	Apr-09	50,365	2,380
	SF Prop K Sales Tax	Mar-10	38,397	14,268
	STIP	Jan-08	3,391	0
	Lease Income, Other	Feb-08	38	0
	San Mateo Meas. A Sales Tax	Apr-10	3,253	547
CON / Operating	RM-2	Apr-10	17,549	12,673
	SF Prop K Sales Tax	Apr-10	4,481	7,819
Total to date (in thousands)			273,324	134,112

Comments:

Source: Data is from Logos Expense Budget Performance Report, as of May 13, 2010. Available balance of actual allocations to date. Lease Income, Other funds shown in Available Balance Remaining held in reserve funds based on TJPA Board policy.

As required by RM-2 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: 22  
Date: 5/27/2010



## 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 RM2 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	RM2 Legislation ID (and project subelements if any)  <span style="float: right;">22</span>
---	---

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)
<b>1. DIRECT LABOR of Implementing Agency (Specify by task)</b>			
			0
			0
			0
			0
			0
<b>TOTAL DIRECT LABOR</b>			<b>0</b>
<b>2. DIRECT BENEFITS (Specify)</b>			
	Benefit Rate	X BASE	
		0	
<b>TOTAL BENEFIT</b>			<b>0</b>
<b>3. DIRECT CAPITAL COSTS (include construction, right-of-way, or vehicle acquisition)</b>			
	Unit (if applicable)	Cost per Unit (\$)	
			-
<b>TOTAL DIRECT CAPITAL COSTS</b>			<b>0</b>
<b>4. CONSULTANTS (Identify purpose and or consultant)</b>			
Final Design			22,074
Construction			112,000
<b>TOTAL CONSULTANTS</b>			<b>134,074</b>
<b>5. OTHER DIRECT COSTS (Specify - explain costs, if any)</b>			
<b>TOTAL OTHER DIRECT COSTS</b>			
<b>6. TOTAL ESTIMATED COST</b>			<b>134,074</b>

Comments:

Date: 5/27/2010

**DRAFT**

**COOPERATIVE AGREEMENT**  
**Between METROPOLITAN TRANSPORTATION COMMISSION**  
**And TRANSBAY JOINT POWERS AUTHORITY**  
**For THE TRANSBAY TRANSIT CENTER**

THIS COOPERATIVE AGREEMENT, entered into effective on enter signature date, is between the **TRANSBAY JOINT POWERS AUTHORITY**, referred to herein as “TJPA,” and the **METROPOLITAN TRANSPORTATION COMMISSION**, referred to herein as “MTC.”

RECITALS

- A. WHEREAS, The Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Area pursuant to Government Code Sections 66500 et seq.; and
- B. WHEREAS, Streets and Highways Code Sections 30950 et seq. created the Bay Area Toll Authority (“BATA”) which is a public instrumentality governed by the same board as that governing MTC; and
- C. WHEREAS, pursuant to Streets and Highways Cods (SHC) Section 31010(b), funds generated in excess of those needed to meet the toll commitments as specified by paragraph (4) of subdivision (b) of Section 188.5 of the SHC shall be available to BATA for funding projects consistent with SHC Sections 30913 and 30914; and
- D. WHEREAS, MTC adopted Resolution 3434, Revised, which establishes commitments of AB1171 bridge toll funds to specific projects and corridors; and
- E. Whereas, on March 2, 2004, voters approved Regional Measure 2 (“RM2”), increasing the toll for all vehicles on the seven state-owned toll bridges in the San Francisco Bay Area by \$1.00 to fund various transportation projects within the region that have been determined to reduce congestion or to improve travel in the toll bridge corridors; and
- F. Whereas, RM2 established the Regional Traffic Relief Plan and listed specific capital projects and programs and transit operating assistance as eligible to receive RM2 funding as identified in SHC section 30914(c) and (d). The funding amounts assigned to certain of the programs and projects were subsequently revised by MTC Resolution No. 3801; and
- G. Whereas, pursuant to MTC Resolution No. 3636, MTC established procedures whereby eligible transportation project sponsors may submit allocation requests for Regional Measure 2 Bridge Toll funding. A copy of MTC Resolution No. 3636 is attached hereto and incorporated herein as Attachment D, MTC Resolution No. 3636; and
- H. Whereas, the TJPA submitted an allocation request for AB 1171 funding for the design and construction of the Transbay Transit Center. A copy of that allocation request as well as the TJPA’s Resolution approving the allocation request are attached hereto and incorporated herein as

Attachment A, Updated Initial Project Report, and Attachment B, TJPA Resolution, respectively; and

- I. Whereas, by MTC Resolution No. 3914, Revised, attached hereto and incorporated herein as Attachments C-1, MTC approved the Transbay Transit Center AB 1171 allocation and reimbursement using AB 1171 Toll Revenues;
- J. Whereas, MTC Resolution 3914, Revised included a condition of allocation of funds to this project that any AB 1171 Toll Revenues received shall be subject to MTC Resolution No. 3636 for the drawdown of AB 1171 Toll Revenues.

NOW, THEREFORE, the parties hereby agree as follows:

**I. TJPA AGREES**

- A. The TJPA agrees to award a contract to design and construct the Transbay Transit Center, described in Attachment A, Updated Initial Project Report. The TJPA will provide all reasonably necessary staffing and support resources to complete as described in Attachment A. The TJPA agrees to meet all conditions listed in Attachments C-1.
- B. The TJPA shall provide MTC with semi-annual progress reports on or before each January 31 (for the period covering July 1 through December 31 of the prior year), and July 31 (for the period covering January 1 through June 30) throughout the term of this Agreement in accordance with the monitoring and reporting requirements specified in MTC Resolution No. 3636.
- C. The TJPA shall submit invoices to MTC no less than annually, but may submit invoices as frequently as monthly. In either case, the TJPA shall submit an invoice to MTC within thirty (30) days after the end of each period for which payment is sought covering costs for the Transbay Transit Center activities accomplished through the end of such period, not covered by previously submitted invoices. Each invoice shall be supported by the following information: (i) A brief narrative progress report of the activities accomplished during the invoice period, including the percentage of the contract complete and the percentage of funding expended; (ii) the costs requested for reimbursement with AB 1171 Toll Revenues; (iii) the total costs expended for the invoice period broken down by type and source of funding; (iv) the total AB 1171 Toll Revenues received as reimbursement to date; (v) the total costs expended for project name to date broken down by type and source of funding; and (vi) any additional supporting data in a form and detail required by MTC.
- D. The TJPA agrees to spend down AB 1171 Toll Revenues at a rate not exceeding the schedule in Attachment E.
- E. The TJPA shall comply with and shall assure that any contractor performing Project work with AB1171 funds received under this Agreement comply with MTC Resolution No. 3636, Revised, as well as the provisions of MTC's RM2 Policy Guidance contained in Attachment B relative to constructing, operating, and maintaining the Transbay Transit Center.
- F. The TJPA is responsible for completing the project within cost, scope and schedule as described in Attachment A, or as updated. Any updates must be approved by the TJPA and MTC before being incorporated into this agreement.

G. The TJPA certifies that:

- The Transbay Transit Center is consistent with the Regional Transportation Plan (“RTP”).
- All environmental clearances necessary for the Transbay Transit Center have been obtained, and the year of Transbay Transit Center funding for the construction phase of the Transbay Transit Center has taken into consideration the time necessary to obtain permitting approval for the Transbay Transit Center as an operable and useable segment.
- The AB 1171 stage to be funded under this Agreement will be fully funded upon the execution of this Agreement.
- The TJPA has reviewed the Transbay Transit Center needs and has adequate internal staffing and support resources to deliver and complete project within the cost, scope and schedule set forth in the Updated Initial Project Report, or as updated, attached to this Agreement as Attachment A.
- The TJPA is an eligible sponsor of projects in Resolution 3434, Revised and is authorized to submit an application for AB 1171 Toll Revenues for the Transbay Transit Center in accordance with SHC section 31010(b).
- The Transbay Transit Center, for which AB 1171 Toll Revenues is 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 Report Guidelines (14 California Code of Regulations section 15000 *et seq.*), and, if relevant, the National Environmental Policy Act (NEPA) 42 USC 4-1 *et seq.* and the applicable regulations thereunder.
- There is no legal impediment to the TJPA making allocation requests for AB 1171 Toll Revenues.
- There is no pending or threatened litigation which might in any way adversely affect the Transbay Transit Center or the ability of TJPA to deliver such Transbay Transit Center.

H. 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, agents, contractors and subcontractors, or any of them, in connection with the TJPA’s performance of the project under this allocation of AB 1171 Toll Revenues. ENTER SPONSOR’S NAME agrees at its own cost, expense, and risk to defend any and all claims, actions, suits, or other legal proceedings brought or instituted against MTC, its Commissioners, representatives, agents, and employees, or any of them, arising out of such act or omission, and to pay and satisfy any resulting judgments. In addition to any other remedy authorized by law, so much of the funding due under this allocation AB 1171 Toll Revenues as shall reasonably be considered necessary by MTC may be retained until disposition has been made of any claim for damages.

I. If any revenues or profits from any non-governmental use of the Transbay Transit Center are collected, those revenues or profits shall be used exclusively for the public transportation services for which the Transbay Transit Center 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 Transbay Transit Center. MTC’s Percentage Participation shall equal the amount of funds allocated to the Transbay Transit Center, divided by the total Transbay Transit Center budget as shown in the Attachment E, or as updated, as such amount may be adjusted to reflect total project costs.

J. Transbay Transit Center assets purchased with AB1171 funds, including facilities and equipment, shall be used for the intended public transportation uses and should said facilities and

equipment cease to be operated or maintained for their intended public transportation purposes for their useful life, 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 facilities and equipment at the time the public transportation uses ceased, which sum shall be paid back to MTC in the same proportion that AB 1171 Toll Revenues were originally used.

K. The TJPA shall post on both ends of the project construction site(s) at least two signs visible to the public stating that the project is funded with AB1171 Toll Revenues.

L. The TJPA's Executive Director or designee is delegated the authority to make non-substantive changes or minor amendments to the Initial Project Report as he/she deems appropriate. Otherwise, Section III, Paragraph A applies.

M. The TJPA shall maintain full and adequate project books, records, and accounts in accordance with generally accepted accounting practices. All such books, records, accounts, and any and all work products, materials, and other data relevant to the Transbay Transit Center performance under this Agreement shall be retained by the TJPA for a minimum of four (4) years following the fiscal year of the last TJPA expenditure for construction costs made under this Agreement.

N. The TJPA shall permit MTC and its authorized representatives to have, during normal business hours, access to the TJPA's books, records, accounts, and any and all work products, materials, and other data relevant to this Agreement for the purpose of making an audit, examination, excerpt and transcription during the term of this Agreement and for the period specified in Paragraph M above. The TJPA shall not dispose of, destroy, alter, or mutilate said books, records, accounts, work products, materials and data for that period of time. Such permission shall extend to books, records, accounts, and any and all work products, materials, and other data relevant to this Agreement of the TJPA's contractors and subcontractors. Should MTC request access to the construction site and related field operations, MTC shall provide reasonable notice to the TJPA, and the TJPA shall provide access as it deems reasonable and safe.

O. The TJPA shall comply with any and all laws, statutes, ordinances, rules, regulations, and procedural requirements of any national, state, or local government, and of any agency of such government including but not limited to MTC that relate to or in any manner affect the performance of the Agreement.

P. The TJPA agrees to comply with the provisions of MTC Resolution No 3636, Revised per the allocation condition in Resolution 3914, Revised.

## **II. MTC AGREES**

A. MTC agrees to provide the TJPA with AB 1171 Toll Revenues within the allocation amounts in MTC Resolution No.3914, comprised of \$143,074,000 in AB 1171 Toll Revenues for the purpose of funding the project as described in Attachment A.

The entire \$143,074,000 in AB 1171 Toll Revenues is available for reimbursement based on the schedule included in Attachment E – Reimbursement Schedule 1.

In the event the TJPA does not draw down all AB 1171 Toll Revenues made available in a given fiscal year, those unused amounts will be available for reimbursement in subsequent year(s) for the duration of this Agreement.

B. Subject to the terms of the previous paragraphs, MTC agrees to make payments to the TJPA thirty (30) days after receipt by MTC of each acceptable invoice, subject to the review and approval of MTC's Project Manager. Approval of invoices is contingent on the timely submittal of progress reports as described in Section I, Paragraph C of this Agreement. In the event such progress reports are not complete and current, approval of invoices shall be withheld until acceptable progress reports are submitted.

The TJPA shall deliver or mail invoices to MTC, as follows:

Accounting Department  
Metropolitan Transportation Commission  
Joseph P. Bort MetroCenter  
101 8<sup>th</sup> Street  
Oakland, CA 94607-4700

### **III. IT IS MUTUALLY AGREED**

A. Any substantive material changes in the activities to be performed under this Agreement, or in the terms thereof, shall be incorporated in written amendments, which shall specify the changes in work performed and any adjustments in compensation and schedule. All amendments shall be executed by the MTC Executive Director or a designated representative and the TJPA's Executive Director, or a designated representative. No request for additional compensation or an extension of time shall be recognized unless contained in a duly executed amendment.

B. MTC may terminate this Agreement without cause upon sixty (60) days prior written notice. If MTC terminates this Agreement without cause, the TJPA will be entitled to payment for Transbay Transit Center costs already incurred, up to the maximum amount payable under this Agreement. If the TJPA fails to perform as specified in this Agreement, MTC may terminate this Agreement for cause. Termination shall be effected by serving a sixty (60) day advance written notice of termination on the TJPA, setting forth the manner in which the TJPA is in default. If the TJPA does not cure the breach or describe to MTC's satisfaction a plan for curing the breach within the sixty (60) day period, MTC may terminate this Agreement for cause. In the event of such termination for cause, the TJPA will be entitled only to those costs incurred for already completed Transbay Transit Center work, not to exceed the maximum amount payable under this Agreement for such Transbay Transit Center work, however, in no event shall MTC be required to reimburse the TJPA for any costs incurred for work causing or contributing to the default.

C. If project is cancelled, suspended indefinitely, or otherwise not completed for any reason, the TJPA shall repay MTC any AB 1171 Toll Revenues expended above.

D. If MTC's percentage participation in actual costs for project is lower than anticipated, the savings will be available to fund remaining Stages of the Transbay Transit Center at a later time.

E. Except for invoices submitted by the TJPA pursuant to Section I, Paragraph D above, all notices or other communications to either party by the other shall be deemed given when made in writing and delivered or mailed to such party at their respective addresses as follows:

To MTC: Attention: Shruti Hari, Project Manager  
Metropolitan Transportation Commission  
101 - 8th Street  
Oakland, CA 94607-4700  
Email: [shari@mtc.ca.gov](mailto:shari@mtc.ca.gov)  
Fax: 510-817-5848

To TJPA: Attention: Maria Ayerdi-Kaplan, Project Manager  
Transbay Joint Powers Authority  
201 Mission Street, Suite 2100  
San Francisco, CA 94105  
Email: [MAyerdi-Kaplan@TransbayCenter.org](mailto:MAyerdi-Kaplan@TransbayCenter.org)  
Fax: 415-597-4615

Upon completion of project, the TJPA will properly account for all PROJECT costs incurred.

F. To the extent that there may be any conflict as between the terms of this Agreement and any of the referred Attachments hereto and MTC Resolution No. 3636, this Agreement shall prevail.

G. This Agreement shall terminate upon closeout of the PROJECT in accordance with Policies and Procedures in Resolution 3636, Revised, or on August 31, 2017, whichever is first in time.

The terms and conditions of this Agreement consist of the following and each is incorporated by reference herein as if fully set forth herein.

- Attachment A – Updated Initial Project Report (Allocation Request)
- Attachment B – TJPA Resolution No. enter resolution no.
- Attachment C-1 – MTC Resolution No. 3914, Revised (AB1171 Allocation Approval)
- Attachment D – MTC Resolution No. 3636
- Attachment E – Reimbursement Schedule

TRANSBAY JOINT POWERS AUTHORITY

METROPOLITAN TRANSPORTATION  
COMMISSION

By: \_\_\_\_\_  
Maria Ayerdi-Kaplan, Executive Director

By: \_\_\_\_\_  
Steve Heminger, Executive Director

Approved as to form and procedure:

Approved as to form:

\_\_\_\_\_  
Attorney  
TJPA

\_\_\_\_\_  
Cynthia E. Segal, Attorney

**ATTACHMENT A**

**Attachment A – Updated Initial Project Report (Allocation Request)**

**ATTACHMENT B**

**TJPA Resolution No. enter resolution no.**

**ATTACHMENT C-1**

**MTC Resolution No. 3914 (AB1171 Allocation Approval)**

**ATTACHMENT D**

**MTC Resolution No. 3636**

**ATTACHMENT E**

**Reimbursement Schedule**