

**THIS STAFF REPORT COVERS CALENDAR ITEM NO.: 13
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 for the allocation of Regional Measure 2 Funds in the Amount of \$2,500,000.

SUMMARY:

On March 2, 2004, voters passed Regional Measure 2 (RM-2), raising the toll on the nine State-owned toll bridges in the San Francisco Bay Area by \$1.00. RM-2 establishes the Regional Traffic Relief Plan that identifies \$150,000,000 for the Transbay Transit Center / Downtown Extension Project. To date, MTC has allocated \$150,000,000 to the project. This request is possible due to a rescission from a prior grant, due to savings, and then a reallocation.

In accordance with the Metropolitan Transportation Commission's (MTC) adopted Policies and Procedures for implementing RM-2, the TJPA is required to submit to MTC an Initial Project Report (IPR) and a Resolution of Project Compliance to request an allocation of RM-2 funds. The IPR must be approved by the TJPA Board to be eligible for an allocation.

TJPA staff and consultants have discussed the need for and use of RM-2 funding with MTC staff regularly in the past. Through an iterative process of reviewing anticipated expenditures for upcoming project funding needs against the availability of various funding sources, the attached funding request (Initial Project Report or "IPR") has been developed. In addition, as a part of this grant request, the TJPA has requested that \$2,500,000 be rescinded from RM-2 grant 08365111; this grant provides funds for Final Design and Construction Management for Utility Relocation, Temporary Terminal, and Bus Storage activities. The Transbay Project has been able to realize savings in the scope of this allocation due to lower than anticipated contract costs and scope changes related to the bus storage facility. The rescission will leave sufficient funding to complete original allocation 08365111 scope of work.

The allocation request for RM-2 funds is for additional funding for Construction Manager/General Contractor (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures. Specifically, RM-2 funds are requested to help fund pre-construction services. The TJPA is currently developing a grant agreement with the Federal Railroad Administration (FRA) for the High Speed and Intercity Passenger Rail (HSIPR) funds. The TJPA plans to fund CMGC services with the HSIPR grant, but requires an alternative source until the FRA and TJPA execute the HSIPR grant.

Since award of the contract in March 2009, CMGC has undertaken significant pre-construction activities. Immediately after joining the program, the CMGC played an important role in assessing the project phasing strategy and the constructability, cost and schedule implications of constructing the rail levels in Phase 1 rather than in Phase 2 as originally proposed. Their independent assessments of the construction costs have been instrumental in validating the estimates developed by the Architect Pelli Clarke Pelli, and their work has supported the

Architect's value engineering efforts to ensure that the final design is achievable within the Phase 1 budget. Their planning and scheduling of the construction of the Transit Center have identified opportunities to contain the duration of construction. Most recently, they have pre-qualified subcontractors for the initial construction packages and are in the process of finalizing the plans, specifications and estimate for the first, and what is projected to be the largest, construction subcontract – the shoring wall and excavation package.

The attached IPR comprises the TJPA's allocation request for RM-2 funds in the amount of \$2,500,000 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 RM-2 policy guidance, that the TJPA is an eligible project sponsor and is authorized to submit an application for RM-2 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. The 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 RM-2 funds is sought. San Francisco County Proposition K funds have already been used to support CMGC services.

ENCLOSURES:

1. RM-2 Implementing Agency Resolution of Project Compliance
2. RM-2 Initial Project Report (IPR), June 10, 2010

RECOMMENDATION:

Approve the updated Initial Project Report dated June 10, 2010, and a Resolution of Project Compliance for the allocation of Regional Measure 2 Funds in the amount of \$2,500,000.

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, SB 916 (Chapter 715, Statutes 2004), commonly referred to as Regional Measure 2 (RM-2), identified projects eligible to receive funding under the Regional Traffic Relief Plan; and

WHEREAS, The Metropolitan Transportation Commission (MTC) is responsible for funding projects eligible for RM-2 funds, pursuant to Streets and Highways Code Section 30914(c) and (d); and

WHEREAS, MTC has established a process whereby eligible transportation project sponsors may submit allocation requests for RM-2 funding; and

WHEREAS, Allocations to MTC must be submitted consistent with procedures and conditions as outlined in RM-2 Policy and Procedures; and

WHEREAS, The Transbay Joint Powers Authority (TJPA) is an eligible sponsor of transportation project(s) in RM-2, Regional Traffic Relief Plan funds; and

WHEREAS, The Transbay Terminal/Caltrain Downtown Extension project (Project) is eligible for consideration in the Regional Traffic Relief Plan of RM-2, as identified in California Streets and Highways Code Section 30914(c) or (d); and

WHEREAS, The RM-2 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 RM-2 funds; now, therefore, be it

RESOLVED, That the TJPA and its agents shall comply with the provisions of MTC's RM-2 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 proposal for the year of funding for any design, right-of-way and/or construction phases of the Project has taken into consideration the time necessary to obtain environmental clearance and permitting approval for the Project; and be it further

RESOLVED, That the RM-2 phase or segment identified in Attachment A, with the assistance of RM-2 funding, will be fully funded and will result in an operable and useable segment or the completion of a necessary phase of the Project; and be it further

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

RESOLVED, That the TJPA approves the updated 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 is an eligible sponsor of projects in the RM-2 Regional Traffic Relief Plan, Capital Program, in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, That the TJPA is authorized to submit an application for RM-2 funds for the Project in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, That the TJPA certifies that the Project and purpose for which RM-2 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 legal impediment to the TJPA making the allocation requests for RM-2 funds identified in Attachment A; 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 RM-2 funds. In addition to any other remedy authorized by law, so much of the funding due under this allocation of RM-2 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 RM-2 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 RM-2 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 RM-2 Toll Revenues; and be it further

RESOLVED, That the TJPA authorizes its Executive Director, or her designee, to execute and submit a rescission request in the amount of \$2,500,000 from RM-2 allocation 08365111 for Final Design and Construction Management for Utility Relocation, Temporary Terminal, and Bus Storage activities, as identified in Attachment A; and be it further

RESOLVED, That the TJPA authorizes its Executive Director, or her designee, to execute and submit an allocation request for Construction Manager/General Contractor Services with MTC for RM-2 funds in the amount of \$2,500,000, for the project, purposes and amounts included in the project application as identified in Attachment A; and be it further

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

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

Secretary, Transbay Joint Powers Authority

Regional Measure 2 Initial Project Report (IPR)

Project Title:

Transbay Transit Center / Downtown Caltrain Extension

RM-2 Project No.

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Allocation History:

	MTC Approval Date	Amount	Phase
#1:	Sep 2004	\$15,495,000	ENV
#2	Nov 2004	\$16,125,000	ROW
#3	Oct 2005	\$12,875,000	ROW
#4	May 2006	\$2,735,000	ENV
#5	Feb 2007	\$4,730,000	ENV
#6	Sept 2007	\$1,319,000	PS&E
#7	Jan 2008	\$4,554,000 \$23,745,000	ENV ROW
#8	March 2008	\$11,400,000	PS&E
#9	May 2008	\$21,800,000	ENV
#10	October 2009	\$22,750,000	CON
#11	April 2009	\$5,000,000	ENV
#12	June 2009	\$5,400,000	CON
#13	October 2009	\$2,072,000	CON

Total: \$150,000,000

Current Allocation Request:

IPR Revision Date	Amount Being Requested	Phase Requested
June 10, 2010	-\$2,500,000	Rescission from PS&E grant 08365111
June 10, 2010	\$2,500,000	CON

Regional Measure 2 – 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 eight 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 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

Regional Measure 2 – 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), 35 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

Regional Measure 2 – 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, the 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.

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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) are being treated independently, which each 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 16th Street and major modifications to the existing surface station at Fourth and Townsend will be entirely designed by the Engineering Consultant, Parsons, and constructed under one or more competitively bid construction contracts.

On March 12, 2009, the TJPA Board selected the joint venture of Webcor Builders/Obayashi Corporation to serve as the Construction Management/General Contractor (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.

Regional Measure 2 – INITIAL PROJECT REPORT

III. PROJECT BUDGET

A. Project Budget (Escalated to year of expenditure)

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$153,340
Design - Plans, Specifications and Estimates (PS&E)	\$160,348
Right-of-Way Activities /Acquisition (R/W)	\$288,679
Construction / Rolling Stock Acquisition (CON)	\$3,582,633
Total Project Budget (in thousands)	\$4,185,000

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

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

IV. OVERALL PROJECT SCHEDULE

Phase 1	Planned (Update as needed)	
	Start Date	Completion Date
Phase-Milestone		
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

Phase 2	Planned (Update as needed)	
	Start Date	Completion Date
Phase-Milestone		
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

Regional Measure 2 – INITIAL PROJECT REPORT

V. ALLOCATION REQUEST INFORMATION

A. Detailed Description of Allocation Request

This allocation request would rescind \$2,500,000 from RM-2 grant 08365111, which provides funds for Final Design and Construction Management for Utility Relocation, Temporary Terminal, and Bus Storage activities. The Transbay Project has been able to realize savings in the scope of this allocation due to lower than anticipated contract costs and scope changes related to the bus storage facility. The rescission will leave sufficient funding to complete original allocation 08365111 scope of work.

The allocation request for RM-2 funds is for additional funding for Construction Manager/General Contractor (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures. Specifically, RM-2 funds are requested to help fund pre-construction services. The San Francisco County Transportation Authority has awarded \$4.3 million in support of pre-construction services. The TJPA is currently developing a grant agreement with the Federal Railroad Administration (FRA) for the HSIPR funds. The TJPA plans to fund CMGC services with the HSIPR grant, but requires an alternative source until the FRA and TJPA execute the HSIPR grant.

On March 12, 2009, the TJPA Board awarded a contract for CMGC Services to the joint venture of Webcor Builders and Obayashi Corporation. This contract included four components:

1. Pre-construction services
2. Performance and Payment Bonds
3. Direct cost of construction trade packages
4. CMGC markup on the actual direct costs of construction

Since award of the contract in March 2009, CMGC has undertaken significant pre-construction activities. Immediately after joining the program, the CMGC played an important role in assessing the project phasing strategy and the constructability, cost and schedule implications of constructing the rail levels in Phase 1 rather than in Phase 2 as originally proposed. Their independent assessments of the construction costs have been instrumental in validating the estimates developed by the Architect Pelli Clarke Pelli, and their work has supported the Architect's value engineering efforts to ensure that the final design is achievable within the Phase 1 budget. Their planning and scheduling of the construction of the Transit Center have identified opportunities to contain the duration of construction. Most recently, they have pre-qualified subcontractors for the initial construction packages and are in the process of finalizing the plans, specifications and estimate for the first, and what is projected to be the largest, construction subcontract – the shoring wall and excavation package.

The scope for CMGC is included as an attachment to this request.

Amount being requested (in escalated dollars)	\$2,500,000
Project Phase being requested	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 RM-2 IPR Resolution for the allocation being requested	June 10, 2010
Month/year being requested for MTC Commission approval of allocation	June 2010

Regional Measure 2 – INITIAL PROJECT REPORT

B. Status of Previous Allocations (if any)

Allocation 1: Preliminary Engineering work funded with this allocation has been completed.

Allocations 2 & 3: Previous ROW allocations have been expended to preserve Right of Way for Transit Center Building and Downtown Extension.

Allocation 4: Preliminary Engineering work and Programwide tasks funded with this allocation are complete.

Allocations 5 & 6: Preliminary Engineering and Final Design work funded with these allocations are underway.

Allocation 7: Preliminary Design and Program Management/Program Controls funded by this allocation is underway. Four ROW acquisitions funded with this allocation have closed, and others are planned throughout the year.

Allocation 8: Preliminary Engineering and Final Design work funded with this allocation are underway.

Allocation 9: Preliminary Engineering associated with this allocation is nearing completion.

Allocation 10: Construction of Temporary Terminal commenced in November 2008 and is underway.

Allocation 11: Geotechnical testing of the shoring wall is nearing completion.

Allocation 12: The CMGC contract has been issued, which is a triggering action for the need for Performance and Payment Bonds.

Allocation 13: The CMGC work funded with this allocation is underway.

C. Workplan

Workplan in Alternate Format Enclosed

D. Impediments to Allocation Implementation

No impediments have been identified.

VI. RM-2 FUNDING INFORMATION

A. RM-2 Funding Expenditures for funds being allocated

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

Next Anticipated RM-2 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

Regional Measure 2 – INITIAL PROJECT REPORT

VIII. CONTACT / PREPARATION INFORMATION

Contact for Applicant's Agency

Name: Maria Ayerdi-Kaplan
Phone: (415) 597-4620
Title: Executive Director
E-mail: MAyerdi-Kaplan@TransbayCenter.org
Address: 201 Mission Street, Suite 2100
San Francisco, CA 94105

Information on Person Preparing IPR

Name: Nancy Whelan
Phone: (415) 896-6945
Title: Principal, Nancy Whelan Consulting
E-mail: Nancy@nwc01.com
Address: 221 Main Street, Suite 420
San Francisco, CA 94105

Applicant Agency's Accounting Contact

Name: Sara Gigliotti
Phone: (415) 597-4039
Title: Contracts Compliance Manager/Finance Coordinator
E-mail: SGigliotti@TransbayCenter.org
Address: 201 Mission Street, Suite 2100
San Francisco, CA 94105

Revised IPR 120905.doc

TRANSBAY TRANSIT CENTER PROGRAM

CM/GC Services - Scope, Schedule and Estimates

Funding Request – Construction Manager / General Contractor (CM/GC) Services Transit Center CM/GC Pre-construction Services

Milestone Schedule:

Issue RFQ	Issued on July 8, 2008
Receive Qualifications	August 2008
Evaluate and Shortlist	September 2008
Issue RFP	September 2008
Receive Bids	October 2008
Evaluate and Make Recommendation	December 2008
Award	March 2009
Issue NTP	March 2009
Complete Pre-construction Services	June 2012

Scope:

The CM/GC will work closely with the TJPA's staff and other consultants to provide the Services. The Services shall generally include but will not be limited to the following:

1. Pre-Construction Services:

- Constructability Review and Related Services: The CM/GC will work with the Architect in reviewing the Schematic Documents, the Design Development Documents, and the Construction Documents, taking into account quality of materials and equipment, to ensure an efficient design and minimum lifecycle cost. The CM/GC will participate in design decisions by providing information, estimates, schemes, and recommendations regarding construction materials, methods, systems, phasing, and costs that will provide the highest quality, energy conserving, and efficient building within the budget and schedule for the Project.

During the Pre-Construction Services Phase, the CM/GC will work closely with the TJPA and the Architect on the following tasks:

- A. Schematic, Design Development, and Construction Documents: The CM/GC's scope of services associated with Schematic Design, Design Development, and development of the Construction Documents includes the following:
 1. Provide input on lead times, pricing, procurement strategies and alternatives for materials and equipment.
 2. Identify the recommended division of construction work into bid packages and order of bidding, and develop a detailed preliminary construction schedule.
 3. Perform periodic reviews of evolving design and make suggestions with regard to means and methods of construction.
 4. Provide constructability recommendations and guidance.

TRANSBAY TRANSIT CENTER PROGRAM

CM/GC Services - Scope, Schedule and Estimates

5. Perform construction operations planning.
 6. Perform final review of Design Development Documents.
 7. Provide input on Time and Cost Control to the TJPA and Architect.
 8. Identify phased construction opportunities and constraints.
 9. Develop, review, and update a detailed CPM construction schedule.
 10. Employ detailed constructability reviews and workshops including trade sequencing optimization, Architectural/Structural/MEP "clash detection" (using three dimensional Building Information Modeling ("BIM") technology), and recognition of and development of prefabrication/pre-assembly economies.
 11. Participate in as-required collaboration and coordination efforts including performance evaluation, lifecycle cost analysis and scheduling/coordination impacts at core subcontractor level
 12. Perform Quality Assurance Audit checks for Quantities and Compatibility utilizing computerized BIM technology.
 13. Analyze the project for potential alternative equipment, material, and systems selections for LEED-certified Green Building Design feature cost/benefit studies.
 14. Monitor market conditions for Project with subcontractors and material suppliers to (a) determine work loads, bonding capacity availability, and worker/mechanic availability; (b) develop interest in the Project and in bidding on the Work; and (c) fine tune the Project schedule.
 15. Prepare cost estimates in CSI/MASTERFORMAT 2004, and according to the CSI 50 Division classifications at the following phases of design: 100% schematic design, 50% design development, 100% design development, 50% construction documents, 85% construction documents, and 100% construction documents. Estimates prepared during the construction document phase shall reflect the sequential trade packages in conformance with the bidding strategy to be adopted by the TJPA.
 16. Coordinate and work with the Architect and the TJPA to reconcile contemporaneous cost estimates by the Architect and the TJPA.
 17. Prepare cash flow analyses for both the design and construction phases.
 18. Submit a site use study to be used for allocation of space for storage, parking, and temporary facilities throughout construction phasing.
- B. Pre-qualification of Trade Subcontractors: The CM/GC and the TJPA will jointly develop pre-qualification standards for all trade contracts. Only pre-qualified Trade Subcontractors will be allowed to participate in the Project. The CM/GC will issue

TRANSBAY TRANSIT CENTER PROGRAM

CM/GC Services - Scope, Schedule and Estimates

RFQs and evaluate responses to establish a pool of no fewer than three pre-qualified trade subcontractors for each trade package, subject to the approval of the TJPA.

- C. Trade Subcontractor Bid Packages: The CM/GC shall develop the logical, competitive, seamless and distinct Trade Subcontractor bid packages for all scopes of work. The CM/GC shall include the TJPA's standard contract and General Conditions in the bid packages, and shall consult with the TJPA to incorporate FTA requirements into the bid packages.
2. Construction Services:
- The CM/GC and its subcontractors contracted for the construction of the Project shall provide construction services from mobilization through project Final Completion. The CM/GC shall coordinate and manage all construction work through subcontractors, shall furnish construction administration and management services, and shall perform the Project in an expeditious and economical manner consistent with the requirements of the Contract Documents. The CM/GC shall not self-perform any construction work.

At a minimum, the CM/GC will perform construction services congruent with those of a general contractor who submits a competitive bid with its own list of subcontractors to perform all of the construction work under a contract, including, but not limited to, construction design value engineering/integration services, construction management, contract administration, cost control, subcontractor procurement, scheduling, coordination, testing, shop drawing development, processing/review, and distribution of product warranties/related documentation, commissioning and startup, and project closeout.

Note: Funding requests for CM/GC general conditions fee (including overhead and profit) for construction (expressed as a percentage of the estimated cost of construction) will be included with the construction packages funding requests.

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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	
TOTAL PROJECT: COMMITTED + UNCOMMITTED+ TO BE DETERMINED																
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL	
COMMITTED FUNDING PLAN (PROGRAMMED, ALLOCATED, APPROVED FUNDING)																
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253										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	
UNCOMMITTED FUNDING PLAN (NON-PROGRAMMED/ALLOCATED, BUT PLANNED FUNDING)																
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	
FUNDING SOURCE STILL TO BE DETERMINED (LIST POTENTIAL SOURCES THAT WILL LIKELY BE PURSUED)																
TBD	PS&E								23,500	30,287	5,294				59,081	
TBD	ROW								49,215	70,500	37,017				156,732	
TBD	CON									61,696	264,706	640,000	479,857		1,446,259	
TOTAL PROJECT: COMMITTED + UNCOMMITTED + TBD FUNDING TOTAL																
			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, R/W or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT R/W SUP or CT CON SUP for Caltrans support, but not necessary (optional).

RM-2 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: 05/25/10		
RM-2 DELIVERABLE SEGMENT - Fully Funded Phase or Segment of Total Project															
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253										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
RM-2 SEGMENT FUNDING TOTAL		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL
		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).

RM-2 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: 5/25/2010

RM-2 Initial Project Report

**RM-2 FUNDING CASH FLOW PLAN For Allocation
(RM-2 Allocation Funding Only)**

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program											Project ID: 22			
Agency: Transbay Joint Powers Authority											Plan Date: 05/25/10			
RM-2 CASH FLOW PLAN														
RM-2 Expenditures	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL	
ENV/PA&ED	10,505	4,990	7,465	26,354									49,314	
PS&E				10,219	5,000								15,219	
R/W	16,125	12,875	23,745										52,745	
CON					28,150	2,072	2,500						32,722	
	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
RM-2 CASH FLOW PLAN TOTAL														
		26,630	17,865	7,465	60,318	33,150	2,072	2,500						150,000

Comments:

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

Provide the expected RM-2 expenditures – by phase and year. (This is the amount of the allocation needed for that fiscal year to cover expenditures through June 30th of that fiscal year).

Enter RM-2 amounts in thousands and escalated to the year of funding. The total amount cannot exceed the amount identified in the RM-2 legislation.

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).

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) 22
NAME AND ADDRESS OF IMPLEMENTING AGENCY Transbay Joint Powers Authority 201 Mission Street, Suite 1960 San Francisco, CA 94105	

DETAIL DESCRIPTION	ESTIMATED HOURS	RATE/HOUR	TOTAL ESTIMATED COST (Dollars)
1. DIRECT LABOR of Implementing Agency (Specify by task)			
			0
			0
			0
			0
			0
TOTAL DIRECT LABOR			0
2. DIRECT BENEFITS (Specify)			
	Benefit Rate	X BASE	
		0	
TOTAL BENEFIT			0
3. DIRECT CAPITAL COSTS (include construction, right-of-way, or vehicle acquisition)			
	Unit (if applicable)	Cost per Unit (\$)	
			-
TOTAL DIRECT CAPITAL COSTS			0
4. CONSULTANTS (Identify purpose and or consultant)			
GMGC			2,500,000
			0
TOTAL CONSULTANTS			2,500,000
5. OTHER DIRECT COSTS (Specify - explain costs, if any)			
TOTAL OTHER DIRECT COSTS			
6. TOTAL ESTIMATED COST			2,500,000

Comments:

Date: 5/25/2010