

**STAFF REPORT FOR CALENDAR ITEM NO.: 8
FOR THE MEETING OF: January 10, 2013**

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Approve the updated Initial Project Report dated January 10, 2013, and a Resolution of Project Compliance for the allocation of Regional Measure 1/AB 1171 Bridge Toll Funds in the Amount of \$47,800,000.

EXPLANATION:

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 the Transbay Transit Center program. 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 RM-1 program. RM-1 is an auto toll of \$1 for all seven state-owned Bay Area toll bridges that funds certain highway and bridge improvements, public transit rail extensions, and other projects that reduce congestion in the bridge corridors. Resolution 3434 includes \$53 million in RM-1 funds for the Transbay project. TJPA has received a previous allocation of RM-1 funds of \$5.2 million, in addition to \$1.4 million of RM-1 funds that was passed through from SFMTA several years ago, and received previous allocations of AB 1171 funds of \$147.7 million.

TJPA is now requesting an allocation of \$47.8 million in bridge toll funds in order to issue the first Notice to Proceed (NTP) and begin work on the Structural Steel Superstructure construction subcontract, and maintain the project schedule. TJPA must have sufficient funds available at the time NTPs are issued; the expenditure of the funds will occur over several years. MTC staff has requested that the TJPA's allocation request not specify a particular source of bridge toll funds. MTC will determine whether the allocation will be made from AB 1171 bridge toll funds, or a combination of AB 1171 and RM-1.

TJPA plans to award the Structural Steel Superstructure construction subcontract in February 2013. Bridge toll funds from this allocation will be used to begin the work. When the sale of Parcel T closes in April 2013, TJPA will change the funding source for this subcontract from bridge tolls to the land sales proceeds. Following that transition, the remaining unspent bridge toll funds from this allocation will be rescinded and MTC will make the balance of the funds available for a future re-allocation. The current allocation request allows the TJPA to begin work on the Structural Steel Superstructure subcontract prior to the close of Parcel T. The change in funding source is required because the land sales proceeds may only be used for hard construction costs; the bridge toll funds will be needed to fund future support costs that cannot be funded with land sales proceeds.

Allocation and disbursement is contingent upon the TJPA Board approving the Initial Project Report (IPR) and the corresponding resolution of project compliance. The attached IPR comprises the TJPA's allocation request for RM-1/AB 1171 funds in the amount of \$47,800,000, and provides additional details regarding the scope of the request.

Initial Project Report (IPR)

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 Board-approved Phase 1 financial plan and up-to-date cost information.

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 will be attached to the resolution when submitted to MTC.

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. The TJPA has executed a Purchase and Sale Agreement with Hines for the sale and development of Parcel T, the proceeds of which will be used as a complementary funding source for the Structural Steel Superstructure construction subcontract.

RECOMMENDATION:

Approve the updated Initial Project Report dated January 10, 2013, and a Resolution of Project Compliance for the allocation of Regional Measure 1/AB 1171 bridge toll Funds in the amount of \$47,800,000.

ENCLOSURES:

1. RM-1/AB 1171 Implementing Agency Resolution of Project Compliance
2. RM-1/AB 1171 Initial Project Report (IPR), January 10, 2013

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, Regional Measure 1 (RM1) and 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 RM1/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 Construction services with MTC for RM1/AB 1171 funds in the amount of \$47,800,000, for the project, purposes and amounts included in the project application as identified in Attachment A; and be it further

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

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

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of January 10, 2013.

Secretary, Transbay Joint Powers Authority

Bridge Tolls

Initial Project Report (IPR)

Project Title:

Transbay Transit Center / Downtown Caltrain Extension

Project No.

22

Allocation History:

MTC Approval Date	Bridge Toll Account	Amount	Phase
24-Jun-09	RM-1	\$5,200,000	PA&ED
24-Feb-10	AB 1171	\$10,700,000	PS&E
24-Feb-10	AB 1171	\$5,226,000	PS&E
10-Jun-10	AB 1171	\$134,074,000	PS&E, CON
25-May-11	AB 1171	-\$76,024,000	CON
27-Jun-12	AB 1171	\$73,700,000	PS&E, CON

RM-1 Subtotal: \$ 5,200,000

AB 1171 Subtotal: \$147,676,000

Total: \$152,876,000

Current Action:

IPR Date	Amount	Phase
January 10, 2013	\$47,800,000	CON

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 transit 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.

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 former 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 Area¹ 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 Transbay Terminal, which was opened in 1939, did 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

¹In 2011 California redevelopment law was amended. As a result, the San Francisco Redevelopment Agency (SFRA) was dissolved as of February 1, 2012. The City and County of San Francisco has set up a successor agency to the former SFRA. The successor agency shall complete approved development projects with existing enforceable obligations, including the Transbay Transit Center, making payments and performing responsibilities under enforceable obligations of the former redevelopment agency and to continue to oversee development of properties until the contracted work has been completed or the contractual obligations can be transferred to other parties. The tax increment pledged to the Transbay Project is an existing enforceable obligation, as confirmed by the California Business, Housing and Transportation Agency as well as the California Department of Finance. As a result, the tax increment that was designated for construction of the Transit Center will be protected.

Bridge Tolls – INITIAL PROJECT REPORT

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 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 2,600 new housing units, 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 current RTP ("Transportation 2035"), 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, the Transit Center District Plan, and ABAG's designated list of FOCUS Priority Development Areas (PDAs). In addition, the project is included in the Preferred Land Use Scenario and Transportation Investment Strategy for Plan Bay Area, the RTP scheduled for adoption in 2013. The Preferred Transportation Investment Strategy includes the DTX project in the Federal New Starts pipeline. 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 under construction. Phase 2 (DTX) final design and construction will commence when the required revenues 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. In Plan Bay Area, MTC and ABAG have included the DTX in their preferred Land Use and Transportation Investment Strategy. The proposed Plan Bay Area includes a funding plan for DTX that includes Federal New Starts and other state and local funding. 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

Bridge Tolls – INITIAL PROJECT REPORT

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 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 were 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. In a ROD issued in August 2010, the Federal Railroad Administration (FRA) has adopted the portions of the 2004 EIS that cover Phase 1 of the Transbay Program to satisfy FRA's obligations under NEPA to support its decision to provide Federal grant funds for the TTC train box. As part of the EIS adoption process, FRA prepared the Environmental Reevaluation of the Phase 1 portions of the 2004 EIS to consider recent modifications to the train box design and to update environmental information contained in the 2004 EIS.

B. Design –

Final Design of early packages for the Transbay Transit Center is complete. Examples of these packages include:

- Buttress, Shoring and Excavation
- Below Grade Structure
- Structural Steel Superstructure

Final Design for the remainder of the Transit Center is ongoing.

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

Bridge Tolls – INITIAL PROJECT REPORT

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 for Phase 2 was adopted in March 2008.

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. As of June 2011, the TJPA had acquired in fee or had court-ordered rights of possession to all right of way needed for demolition of the former Transbay Terminal and ramps, and Phase 1 construction. The TJPA purchased a total of 13 private properties from willing sellers. The City and County of San Francisco began eminent domain proceedings for four remaining sites (12 property interests total) needed for construction of the widened train box throat structure and the bus ramps. The TJPA received court-ordered rights of possession for the parcels in the eminent domain process, allowing demolition and construction to timely proceed. As of October 2012, the TJPA has reached voluntary purchase agreements for six of these properties and dismissed those eminent domain actions. Trial dates for the remaining six properties have been set.

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. Nineteen parcels have been transferred.

D. Construction / Vehicle Acquisition -

Construction of the Temporary Terminal began in November 2008 and was completed in December 2010. Construction of the Transit Center Building and Train Box began in August 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 are being designed by the Architectural/Engineering consultant Pelli Clarke Pelli Architects. The required utility relocations were designed by the Architectural/Engineering consultant AECOM. On March 12, 2009, the TJPA Board selected the joint venture of Webcor Builders/Obayashi Corporation to serve as the Construction Manager/General Contractor (CM/GC) for construction of the Transbay Transit Center Building and Related Structures. The CM/GC is involved in pre-construction activities, including review of design documents, pricing, procurement, constructability, and scheduling. During the construction phase, the CM/GC is responsible for construction of the Transbay Transit Center, and is coordinating and managing all construction work through subcontractors. To date, the following construction packages have been awarded, and work is underway:
 - Utility Relocation
 - Various Site Logistics packages
 - Buttress, Shoring and Excavation
 - Below Grade Structure

Bridge Tolls – INITIAL PROJECT REPORT

- The Bus Storage facility is being designed by the Architectural/Engineering consultant Jacobs, who is producing a set of contract documents that will be put out for competitive construction bids.
- 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, 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, and constructed under one or more competitively bid construction contracts.

III. PROJECT BUDGET

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

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$119,239
Design - Plans, Specifications and Estimates (PS&E)	\$186,622
Right-of-Way Activities /Acquisition (R/W)	\$79,944
Construction / Rolling Stock Acquisition (CON)	\$1,203,195
Total Project Budget (in thousands)	\$1,589,000

B. Project Budget Both Phases (Escalated to Year of Expenditure)

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$148,000
Design - Plans, Specifications and Estimates (PS&E)	\$188,000
Right-of-Way Activities /Acquisition (R/W)	\$282,000
Construction / Rolling Stock Acquisition (CON)	\$3,567,000
Total Project Budget (in thousands)	\$4,185,000

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	September 2012

Bridge Tolls – INITIAL PROJECT REPORT

Right-of-Way Activities /Acquisition (R/W)	November 2005	June 2011
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	November 2008	October 2017

Phase 2 Phase-Milestone	Planned (Update as needed)	
	Start Date	Completion Date
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2014
Final Design - Plans, Specs. & Estimates (PS&E)	January 2015	September 2015
Right-of-Way Activities /Acquisition (R/W)	November 2005	January 2015
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	September 2015	September 2021

Note: Phase 2 schedule assumes starting Advanced Preliminary Engineering in FY13, reaching 65% design in December 2014, thereafter proceeding directly into Final Design and Construction.

V. ALLOCATION REQUEST INFORMATION

A. Detailed Description of Allocation Request

Final Design and Construction activities will be underway concurrently: while the current construction work is progressing, the architecture and engineering teams will be completing final design of the Transit Center building, bus ramps, and bus storage facility. Proceeding with these activities concurrently will result in the Transit Center opening for public use sooner than if the design of the entire facility were completed prior to the start of demolition and excavation.

TJPA is requesting an allocation of \$47.8 million in bridge toll funds in order to certify the upcoming Structural Steel Superstructure construction contract, as well as ancillary logistics contracts. Authorization for work on the Structural Steel Superstructure contract will be issued in multiple notices to proceed. TJPA plans to use bridge toll funds to issue the first NTP, which will cover preconstruction work and the production of shop drawings. TJPA anticipates that land sales revenues will be available in Spring 2013. At that time, TJPA will switch the funding source from bridge tolls to land sales proceeds for the balance of the Superstructure contract. The current estimated bridge toll cash outlay is approximately \$5 million assuming no change in the land sales schedule. TJPA will request a rescission of unspent bridge toll balance for future use.

The Structural Steel Superstructure construction package includes the manufacturing of steel cast nodes to connect the curved awning structure elements, procurement of the standard steel elements of the building, and the construction of the steel frame of the Transit Center building. The major items of the work for this package will consist of the following elements:

- Structural Steel Superstructure
 - a. Furnish all anchor bolts and base plates to the Below Grade Structure Trade Subcontractor before concrete is poured. Subcontractor shall be required to coordinate their work with Below Grade Structure Subcontractor so as to not impact their construction schedule.
 - b. Shop fabrication, shipping, erection, bolting up, and welding of Steel Framed Structure.

Bridge Tolls – INITIAL PROJECT REPORT

- c. Bay by bay erection of Transit Center building.
- Structural support for elevators, escalators, stairs, curtain wall systems and other systems
 - Metal decking
 - Removal of access trestle
 - Temporary protection and facilities, including, but not limited to, temporary platform over public traffic and pedestrians

An overview of the current schedule for the Structural Steel Superstructure contract is provided below. This schedule is subject to change.

- Issue Notice to Proceed – February 2013
- Preconstruction submittals/shop drawings – February 2013 to July 2013
Upon receipt of notice to proceed, the contractor will prepare preconstruction documents including: permit applications, safety and quality control documents, procedures, and shop drawings.
- Procurement of cast nodes – February 2013 to February 2015
The steel nodes that are to be employed as the critical joints of the curved exterior awning structure must be custom formed and individually cast at a steel foundry facility. This is a long-lead item and is on the project critical path.
- Procurement of standard steel shapes – August 2013 to June 2014
The primary elements of the structural steel frame will be composed of more readily available, industry standard components.
- Procurement of elevator support beams – January 2014 to September 2014
Steel support beams for the elevator shafts will be procured in a second, smaller procurement phase. These elements are also readily available, industry standard components.
- Steel erection (West and Central zones) – June 2014 to April 2015
Steel erection and welding work for the superstructure will be divided into “bays” of 85 feet in length. Each bay will be constructed from grade level up to the roof before proceeding to the next bay. This work will begin concurrently in the West and Central zones of the project, following completion of sub-grade construction for each individual bay in those zones.
- Steel erection (East zone) – March 2015 to September 2015
Steel erection and welding work for the superstructure will be divided into “bays” of 85 feet in length. Each bay will be constructed from grade level up to the roof before proceeding to the next bay. Steel erection for the East zone of the project will occur following completion of sub-grade construction for each individual bay of the East zone.

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.

Amount being requested (in escalated dollars)	\$47,800,000
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 of the IPR Resolution	January 10, 2013
Month/year being requested for MTC Commission approval of allocation	January 2013

Bridge Tolls – INITIAL PROJECT REPORT

B. Status of Previous Allocations (if any)

Allocation #09391501: \$5,200,000 for PMPC (PA&ED)
Complete.

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

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

Allocation #10391408: \$58,050,000 (PS&E, CON)
Design and construction work funded by this allocation is underway.

Allocation #10391421: \$73,700,000 (CON)
Construction work funded by this allocation is underway.

C. Workplan

Workplan in Alternate Format Enclosed

D. Impediments to Allocation Implementation

No impediments have been identified.

VI. BRIDGE TOLLS FUNDING INFORMATION

A. Bridge Tolls Funding Expenditures for funds being allocated

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

Next Anticipated Bridge Tolls Funding Allocation Request

- Allocate balance of committed bridge tolls in FY14 for Programwide costs related to construction.

VII. GOVERNING BOARD ACTION

Check the box that applies:

Governing Board Resolution attached

Governing Board Resolution to be provided on or before: January 21, 2013

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

Bridge Tolls – INITIAL PROJECT REPORT

Information on Person Preparing IPR

Name: Mary Pryor
Phone: (415) 896-6945
Title: Senior Associate, Nancy Whelan Consulting
E-mail: Mary@nwc01.com
Address: 100 Spear Street, Suite 340
San Francisco, CA 94105

Applicant Agency's Accounting Contact

Name: Sara Gigliotti
Phone: (415) 597-4039
Title: Chief Financial Officer
E-mail: SGigliotti@TransbayCenter.org
Address: 201 Mission Street, Suite 2100
San Francisco, CA 94105

Revised IPR 120905.doc

Bridge Toll 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:	12/26/2012													
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	
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		29,400				67,400	
SAFETEA-LU Grants	PS&E							2,500							2,500	
RTIP	PS&E					4,000			2,762						6,762	
ARRA-HSIPR	PS&E								70,000						70,000	
AC Transit Cap. Cont.	PS&E									3,398					3,398	
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								35,976		44,300	2,324			82,600	
AC Transit Capital Cont.	CON									2,148	7,695	14,544	8,985		33,372	
SF Prop K	CON						12,300								12,300	
Lease Proceeds, TDR	CON															
SAFETEA-LU Grant	CON										40,264				40,264	
ARRA-HSIPR	CON								330,000						330,000	
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															
Land Sales	CON										51,530	195,206	164,593	457,058	868,387	
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																
			Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
			2,474	51,012	33,397	33,187	129,831	68,739	42,498	548,927	168,362	528,006	852,074	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).

Bridge Toll 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	Aug-12	47,004	2,310
	SF Prop K Sales Tax	Aug-12	44,058	2,817
	San Mateo Meas. A Sales Tax	Feb-08	7,277	3
	FTA Grants	Jul-12	29,834	1,452
	RM-1 (Local Match)	Oct-06	1,400	0
	Lease Income, Other	Aug-12	3,001	4,253
	In Kind Contribution	FY 2005	799	0
PS&E	RM-2	Aug-12	11,870	3,349
	FTA Grants	Aug-12	9,077	23,267
	SF Prop K Sales Tax	Aug-12	14,644	3,556
	STIP	Jun-12	6,478	284
	AB 1171	Aug-12	31,676	6,324
	RM-1	Jul-11	5,200	0
	FRA ARRA	Aug-12	54,679	15,321
	AC Transit Cap. Cont.	Jul-12	1,734	1,664
R/W	RM-2	Jan-11	52,745	0
	SF Prop K Sales Tax	Aug-12	45,392	7,273
	STIP	Jan-08	3,391	0
	Lease Income, Other	Feb-08	38	0
	San Mateo Meas. A Sales Tax	Jul-12	15,768	294
CON / Operating	RM-2	Aug-12	30,900	1,822
	SF Prop K Sales Tax	Apr-12	7,602	398
	AB 1171	Aug-12	13,431	96,245
	FRA ARRA	Aug-12	164,087	165,913
	FRA Rail Relocation	Jan-12	2,650	0
	AC Transit Cap. Cont.	Aug-12	1,307	2,990
Total to date (in thousands)			606,043	339,536

Comments:

Source: Data is from Prism, as of August 31, 2012. 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: 12/26/2012

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 2100 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)			
Construction			47,800,000
TOTAL CONSULTANTS			47,800,000
5. OTHER DIRECT COSTS (Specify - explain costs, if any)			
TOTAL OTHER DIRECT COSTS			
6. TOTAL ESTIMATED COST			47,800,000

Comments:

Date: 12/26/2012