

**STAFF REPORT FOR CALENDAR ITEM NO.: 10  
FOR THE MEETING OF: February 13, 2014**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Approve the updated Initial Project Report dated February 12, 2014, and a Resolution of Project Compliance for the allocation of Regional Measure 2/AB 1171 Bridge Toll Funds in the Amount of \$3,500,000.

**EXPLANATION:**

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 million for the Transbay Transit Center / Downtown Extension Project. To date, MTC has allocated \$147.6 million to the project.

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 Regional Measure 1 program. TJPA has received previous allocations of AB 1171 funds of \$147.7 million.

TJPA is now requesting an allocation of \$3.5 million in bridge toll funds for additional funding for Construction Manager / General Contractor (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures. Specifically these funds will be used for pre-construction services. On January 9, 2014, the TJPA Board approved an amendment to the CMGC contract increasing the amount available for pre-construction services; this allocation will fund the remaining balance of those services. The attached Initial Project Report (IPR) comprises the TJPA's allocation request for RM-2/AB 1171 funds in the amount of \$3,500,000 and provides additional details regarding the scope of the request.

Allocation and disbursement is contingent upon the TJPA Board approving the IPR and the corresponding resolution of project compliance.

**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. Federal Railroad Administration funds have already been used to support CMGC services.

**RECOMMENDATION:**

Approve the updated Initial Project Report dated February 12, 2014, and a Resolution of Project Compliance for the allocation of Regional Measure 2/AB 1171 Bridge Toll Funds in the Amount of \$3,500,000.

**ENCLOSURES:**

1. RM-2/AB 1171 Implementing Agency Resolution of Project Compliance
2. RM-2/AB 1171 Initial Project Report (IPR), February 12, 2014

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

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

WHEREAS, Regional Measure 2 (RM-2) 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 RM-2 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 Construction Manager/General Contractor pre-construction services for the Transbay Transit Center Project; 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 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 RM-2/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 RM-2/AB 1171 funds in the amount of \$3,500,000, 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 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 February 13, 2014.

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Secretary, Transbay Joint Powers Authority

# Bridge Tolls

## Initial Project Report (IPR)

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**Project Title:**

Transbay Transit Center / Downtown Caltrain Extension

**Project No.**

22

**Allocation History:**

<b>MTC Approval Date</b>	<b>Bridge Toll Account</b>	<b>Amount</b>	<b>Phase</b>
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
23-Jan-13	RM-1	\$47,800,000	CON

**RM-1 Subtotal: \$ 53,000,000**  
**AB 1171 Subtotal: \$147,676,000**  
**Total: \$200,676,000**

**RM-2 Allocation History:**

<b>MTC Approval Date</b>	<b>Amount</b>	<b>Phase</b>
22-Sep-04	\$15,495,000	ENV
17-Nov-04	\$16,125,000	ROW
26-Oct-05	\$12,875,000	ROW
24-May-06	\$2,735,000	ENV
28-Feb-07	\$4,730,000	ENV
26-Sep-07	\$1,319,000	PS&E
23-Jan-08	\$4,554,000	ENV
	\$23,745,000	ROW

**Bridge Tolls – INITIAL PROJECT REPORT**

26-Mar-08	\$11,400,000	PS&E
28-May-08	\$21,800,000	ENV
22-Oct-08	\$23,500,000	CON
22-Apr-09	\$5,000,000	ENV
24-Jun-09	\$5,400,000	CON
28-Oct-09	\$2,072,000	CON
	-\$750,000	CON
23-Jun-10	\$2,500,000	CON
	-\$2,500,000	PS&E
13-Jul-13	-\$2,375,673	ENV, PS&E, CON

**RM-2 Total:      \$147,624,327**

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**Current Action:**

<b>IPR Date</b>	<b>Amount</b>	<b>Phase</b>
12-Feb-14	RM-2 \$2,375,673 AB1171 \$1,124,327	CON

**Total Request:      \$3,500,000**

## **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 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 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 Area<sup>1</sup> 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

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<sup>1</sup>In 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, 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 current RTP ("Plan Bay Area"), 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 Preferred Transportation Investment Strategy of Plan Bay Area includes the Caltrain Downtown Extension (DTX) 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 DTX, including the design for future high-speed rail service, as Phase 2. Phase 1 is under construction. Phase 2 final design and construction will commence when the required revenues have been secured.

### **D. Impediments to Project Completion**

A funding need for Phase 1 of approximately \$200 million exists, and TJPA is actively pursuing solutions including an amended TIFIA loan and discussing other financing mechanisms with its funding partners. A funding need for Phase 2 (DTX) of approximately \$2.0 billion exists. In Plan Bay Area, MTC and ABAG have included the DTX in their preferred Land Use and Transportation Investment Strategy. 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 leasable space in a prime real estate market. A preliminary analysis of the operating costs and revenues

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

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 –**

On September 20, 2007, the TJPA Board selected Pelli Clarke Pelli Architects (PCPA) to design the new landmark Transbay Transit Center and Transit Tower. The Board's unanimous vote culminated an eight-month international Design and Development Competition that was launched to select an outstanding, functional and economically viable design for a transportation centerpiece that will become the Grand Central of the West. On May 15, 2008, the TJPA Board approved an agreement with PCPA for professional design and construction administration services for the Transit Center Building and Related Structures. The Transit Center building foundation and steel frame are now in the construction phase. The glazing, curtain walls, cladding, exterior awning, structural concrete, and bus ramps scopes of work are in the bidding phase. All other building elements are in the final design phase.

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.

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

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 complete. The baseline budget for Phase 2 was adopted in March 2008 and TJPA is in the process of reviewing that budget as it explores potential delivery mechanisms.

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

All private properties required for the temporary terminal were acquired by June 2008. 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 January 2014, the TJPA has reached voluntary purchase agreements for ten of these properties and dismissed those eminent domain actions. Trial dates for the remaining two 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 (now the Office of Community Investment and Infrastructure). Parcels required for construction or development have been transferred as needed.

### **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

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- Various Site Logistics packages
  - Butress, Shoring and Excavation
  - Below Grade Structure
  - Structural Steel Superstructure
- 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 DTX has been carried through the preliminary engineering phase by Engineering consultant Parsons Transportation Group. The delivery mechanism (design-bid-build, design-build, public-private partnership) for the remainder of design, construction, testing and start up is to be determined.

### III. PROJECT BUDGET

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

<b>Phase</b>	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$102,132
Design - Plans, Specifications and Estimates (PS&E)	\$308,895
Right-of-Way Activities /Acquisition (R/W)	\$76,909
Construction / Rolling Stock Acquisition (CON)	\$1,411,464
Total Project Budget (in thousands)	\$1,899,400

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

<b>Phase</b>	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$144,306
Design - Plans, Specifications and Estimates (PS&E)	\$510,063
Right-of-Way Activities /Acquisition (R/W)	\$253,316
Construction / Rolling Stock Acquisition (CON)	\$3,587,715
Total Project Budget (in thousands)	\$4,495,400

### IV. OVERALL PROJECT SCHEDULE

<b>Phase 1</b>	<b>Planned (Update as needed)</b>	
	Start Date	Completion Date
<b>Phase-Milestone</b>		
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2009
Final Design - Plans, Specs. & Estimates (PS&E)	November 2007	September 2012
Right-of-Way Activities /Acquisition (R/W)	November 2005	June 2011

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Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	November 2008*	October 2017
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\*Construction start for Temporary Terminal. Construction start of Transit Center was March 2011.

Phase 2 Phase-Milestone	Planned (Update as needed)	
	Start Date	Completion Date
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	June 2013
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 shows possible dates achievable if full funding is identified/committed.

### V. ALLOCATION REQUEST INFORMATION

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

This allocation request for RM-2 (\$2,375,673) and AB1171 (\$1,124,327) funds is for additional funding for Construction Manager/General Contractor (CM/GC) pre-construction services for the Transbay Transit Center Building and Related Structures. Funding for previously performed and currently ongoing pre-construction services has been provided the Federal Railroad Administration as well as RM-2 and AB1171 funds.

On March 12, 2009, the TJPA Board awarded the CM/GC Agreement to Webcor/Obayashi, JV (W/O). Under the contract, W/O bids, directs, and coordinates the construction of the Phase 1 elements of the Transit Center on a time and materials basis at a blended rate of \$122 per hour for pre-construction services including design and constructability reviews, cost estimating and value management, outreach to and prequalification of subcontractors, and preparation of trade packages for bidding from the design documents prepared by the design team. In the CM/GC RFP, a projection of 45,000 hours of pre-construction services was stipulated in the bidding documents as a basis for comparing proposals and ultimately for the initial contract award. Under the contract, pre-construction services are authorized for specific task lists and time periods under notices to proceed establishing a not-to-exceed amount for the period.

At the time of the contract award, Phase 1 construction did not include the rail levels of the station, and the construction was planned to begin in September 2009. Construction was expected to take five years and the bidding of trade packages was to occur over a three year period. Subsequent to the award of the CM/GC contract, the schedule for completion of the design and start of construction was extended to allow additional time for the development of the design and to study constructability and value engineering opportunities.

On May 10, 2010, the TJPA Board adopted a Revised Baseline Budget and Schedule incorporating the construction of the train box into Phase 1. Concurrent with the decision to revise the plan for design and construction to anticipate the inclusion of the train box in the first phase of construction, W/O was nearing the initially stipulated limit on pre-construction hours. Consequently, on July 15, 2010, Amendment No. 6 to the contract with W/O was approved by the Board, increasing the number of pre-construction services hours to 110,800.

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Following approval of Amendment No. 6, the schedule for design and bidding of Phase 1 construction was further refined, and on December 8, 2011, the TJPA Board approved Amendment No. 20, which increased the number of pre-construction services hours to 160,000, and incorporated the previously approved and completed Shoring Wall/Buttress Test expenditures into the pre-construction services contract amount.

The revised Phase 1 Baseline Budget approved by the Board on July 11, 2013 included an increase of approximately \$8,000,000 to the pre-construction services budget due to the extended design period and RVA update. These changes extended the bidding period, and therefore the pre-construction period, and added additional design review and cost estimating cycles. Thereafter, in Amendment No. 28 dated September 17, 2013, the TJPA increased the number of pre-construction hours to 178,425, bringing the total authorized pre-construction services amount to \$25,399,671.11.

Via Amendment No. 29 approved by the TJPA Board on January 9, 2014, the TJPA increased the authorization for pre-construction services to a maximum of 225,901 hours, bringing the final, total not-to-exceed value to complete all pre-construction services to \$31,191,821, which is equal to the revised Phase 1 Baseline Budget. This shall cover all remaining pre-construction services required for the Transbay Transit Center Project including all direct hours and pre-construction subconsultants necessary for continued design review, constructability review, BIM modeling, cost estimating and value engineering, preparation of the remaining 39 bid packages and management of the bid process, and Small Business Enterprise outreach. Under the current planned bidding schedule, it is anticipated that pre-construction services will be concluded by April 2015 but in no case should they extend past December 31, 2015.

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

Amount being requested (in escalated dollars)	\$3,500,000
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 of the IPR Resolution	February 13, 2014
Month/year being requested for MTC Commission approval of allocation	February 2014

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

RM-2 Allocation #05365101: \$10,505,000 for ENV – Complete  
 RM-2 Allocation #06365102: \$4,990,000 for ENV – Complete  
 RM-2 Allocation #05365103: \$16,125,000 for ROW – Complete  
 RM-2 Allocation #06365104: \$12,875,000 for ROW – Complete  
 RM-2 Allocation #07365105: \$2,735,000 for ENV – Complete  
 RM-2 Allocation #07365106: \$3,880,000 for ENV – work funded with this allocation is nearing completion  
 RM-2 Allocation #08365107: \$1,319,000 for PS&E – work funded with this allocation is nearing completion  
 RM-2 Allocation #08365108: \$2,654,000 for ENV – Complete  
 RM-2 Allocation #08365109: \$1,900,000 for ENV – work funded with this allocation is nearing completion  
 RM-2 Allocation #08365110: \$23,745,000 for ROW – Complete  
 RM-2 Allocation #08365111: \$8,900,000 for PS&E – work funded with this allocation is underway  
 RM-2 Allocation #08365112: \$21,800,000 for ENV – work funded with this allocation is nearing completion  
 RM-2 Allocation #09365113: \$21,750,000 for CON – Complete

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RM-2 Allocation #09365114: \$4,474,327 for PS&E – Complete  
RM-2 Allocation #09365115: \$5,400,000 for CON – Complete  
RM-2 Allocation #10365116: \$2,072,000 for CON – Complete  
RM-2 Allocation #10365117: \$2,500,000 for CON – Complete

RM-1 Allocation #09391501: \$5,200,000 for PA&ED – Complete  
RM-1 Allocation #13391502: \$47,800,000 for CON – work funded with this allocation is underway

AB1171 Allocation #10391403: \$10,700,000 for PS&E – Complete  
AB1171 Allocation #10391404: \$5,226,000 for PS&E – Complete  
AB1171 Allocation #10391408: \$58,050,000 for PS&E, CON – work funded by this allocation is underway  
AB1171 Allocation #10391421: \$73,700,000 for CON – 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 second quarter 2014 or FY15 for hard and soft costs related to construction.

## VII. GOVERNING BOARD ACTION

**Check the box that applies:**

**Governing Board Resolution attached**

**Governing Board Resolution to be provided on:** February 13, 2014

## 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/Applicant Agency's Accounting Contact**

Name: Sara Gigliotti  
Phone: (415) 597-4039  
Title: Chief Financial Officer

**Bridge Tolls – INITIAL PROJECT REPORT**

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:	2/2/2014
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED+ TO BE DETERMINED</b>																
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL	
<b>COMMITTED FUNDING PLAN (PROGRAMMED, ALLOCATED, APPROVED FUNDING)</b>																
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253										8,795	
RM-1	ENV / PA&ED	994	166		240										1,400	
Other Local	ENV / PA&ED	799													799	
Lease Proceeds, TDR	ENV / PA&ED				46	307	704	450							1,507	
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	86					300			51,484	
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					6,748	12,724	18,200							37,672	
Lease Proceeds, TDR	PS&E								310	333					643	
RM-1	PS&E						5,200								5,200	
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		17,023						4,200			50,223	
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									4,296	2,148	2,148	8,985	18,172	35,749	
SF Prop K, OBAG	CON					12,300					6,000			37,000	55,300	
Lease Proceeds, TDR	CON												4,040		4,040	
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	
<b>UNCOMMITTED FUNDING PLAN (NON-PROGRAMMED/ALLOCATED, BUT PLANNED FUNDING)</b>																
RTIP	CON										191,816	73,891	70,000	330,863	666,570	
Land Sales	CON													377,000	377,000	
TIFIA Loan Proceeds	CON													391,430	391,430	
TCDP	ALL															
<b>FUNDING SOURCE STILL TO BE DETERMINED (LIST POTENTIAL SOURCES THAT WILL LIKELY BE PURSUED)</b>																
TBD	ENV/PA&ED											817			817	
TBD	PS&E											97,601			97,601	
TBD	ROW															
TBD	CON										101,332		1,595,685		1,697,017	
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED + TBD FUNDING TOTAL</b>																
		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	33,233	130,138	69,443	42,948	476,212	8,027	355,728	288,613	78,985	2,925,190	4,495,400
<b>Comments:</b>																
Costs based on draft Phase 2 Baseline Budget March 2008 and Phase 1 revised Baseline Budget July 2013. 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**

**DEFINED SEGMENT FUNDING PLAN**

DRAFT

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program													Project ID: <b>22</b>		
Agency: Transbay Joint Powers Authority													Plan Date: 02/02/14		
<b>RM-2 DELIVERABLE SEGMENT - Fully Funded Phase or Segment of Total Project</b>															
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253										8,795
RM-1	ENV / PA&ED	994	166		240										1,400
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	86								31,155
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
TBD	ENV / PA&ED													817	817
SF Prop K	PS&E					6,748	12,724	18,200							37,672
Lease Proceeds, TDR	PS&E								310	333					643
RM-1	PS&E						5,200								5,200
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
TBD	PS&E													97,601	97,601
RM-2	ROW		16,125	12,875		23,745									52,745
SF Prop K	ROW					17,023						4,200			21,223
RTIP	ROW					3,391									3,391
Lease Proceeds, TDR	ROW			37											37
TBD	ROW														
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									4,296	2,148	2,148	8,985	18,172	35,749
RTIP	CON														
Land Sales	CON										191,816	73,891	70,000	145,863	481,570
SF Prop K, OBAG	CON						12,300					6,000		37,000	55,300
Lease Proceeds, TDR	CON													4,040	4,040
TCDP	CON													28,450	28,450
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
TBD	CON													101,332	101,332
<b>RM-2 SEGMENT FUNDING TOTAL</b>		<b>Prior</b>	<b>2004-05</b>	<b>2005-06</b>	<b>2006-07</b>	<b>2007-08</b>	<b>2008-09</b>	<b>2009-10</b>	<b>2010-11</b>	<b>2011-12</b>	<b>2012-13</b>	<b>2013-14</b>	<b>2014-15</b>	<b>Future Committed</b>	<b>TOTAL</b>
		2,474	29,225	17,522	30,450	111,788	69,443	39,148	463,772	8,027	355,728	88,563	78,985	502,943	1,899,400

Comments:

Costs based on Draft Detailed Financial Plan Baseline Budget Phase 1, July 2013.  
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).

**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	Oct-13	47,202	2,112
	SF Prop K Sales Tax	Dec-13	44,904	1,971
	San Mateo Meas. A Sales Tax	Feb-08	7,277	0
	FTA Grants	Dec-13	30,115	1,172
	RM-1 (Local Match)	Oct-06	1,400	0
	Lease Income, Other	Aug-12	3,867	3,387
	In Kind Contribution	FY 2005	799	0
PS&E	RM-2	Jun-13	12,377	2,842
	FTA Grants	Dec-13	17,068	15,276
	SF Prop K Sales Tax	Nov-13	16,299	1,901
	STIP	Jun-13	6,762	0
	AB 1171	Dec-13	46,486	20,914
	RM-1	Jul-11	5,200	0
	FRA ARRA	Oct-13	65,832	4,168
	AC Transit Cap. Cont.	Dec-12	3,968	1,579
R/W	RM-2	Jan-11	52,745	0
	SF Prop K Sales Tax	Nov-13	48,324	4,341
	STIP	Jan-08	3,391	0
	Lease Income, Other	Feb-08	38	0
	San Mateo Meas. A Sales Tax	Feb-13	16,082	0
CON / Operating	RM-2	Oct-13	30,960	1,762
	RM-1	Dec-13	1,687	46,113
	SF Prop K Sales Tax	May-13	7,645	355
	AB 1171	Dec-13	34,105	46,171
	FRA ARRA	Dec-13	280,711	49,289
	FRA Rail Relocation	Jan-12	2,650	0
	AC Transit Cap. Cont.	Oct-13	5,875	570
Land Sales	Dec-13	3,624	218,832	
Total to date (in thousands)			797,393	422,756

Comments:

Source: Data is from Prism, as of November 30, 2013. 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: 2/2/2014

**Bridge Toll Initial Project Report**

**BRIDGE TOLL FUNDING CASH FLOW PLAN For Allocation  
(Bridge Toll Allocation Funding Only)**

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program											Project ID: <b>22</b>			
Agency: Transbay Joint Powers Authority											Plan Date: 02/02/14			
<b>BRIDGE TOLL CASH FLOW PLAN</b>														
<b>Bridge Toll Expenditures</b>														
	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														
PS&E										150	1323	943	2,416	
R/W														
CON										587	3,640	73	4,300	
	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
<b>BRIDGE TOLL CASH FLOW PLAN TOTAL</b>														
										737	4,963	1,016		6,716

Comments:

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)  <span style="float: right;">22</span>
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)
<b>1. DIRECT LABOR of Implementing Agency (Specify by task)</b>			
			0
			0
			0
			0
			0
TOTAL DIRECT LABOR			0
<b>2. DIRECT BENEFITS (Specify)</b>			
	Benefit Rate	X BASE	
		0	
TOTAL BENEFIT			0
<b>3. DIRECT CAPITAL COSTS (include construction, right-of-way, or vehicle acquisition)</b>			
	Unit (if applicable)	Cost per Unit (\$)	
			-
TOTAL DIRECT CAPITAL COSTS			0
<b>4. CONSULTANTS (Identify purpose and or consultant)</b>			
Pre-Construction			3,500,000
TOTAL CONSULTANTS			3,500,000
<b>5. OTHER DIRECT COSTS (Specify - explain costs, if any)</b>			
TOTAL OTHER DIRECT COSTS			
<b>6. TOTAL ESTIMATED COST</b>			<b>3,500,000</b>

Comments: **CERTIFICATE**

Date: 2/2/2014