

**STAFF REPORT FOR CALENDAR ITEM NO.: 13.4  
FOR THE MEETING OF: May 11, 2017**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Approve the updated Initial Project Report dated May 9, 2017, and a Resolution of Project Compliance for the rescission of Regional Measure 2/AB 1171 bridge toll funds in the amount of \$853,151.66, and allocation of Regional Measure 2/AB 1171 bridge toll funds in the amount of \$2,052,824.66 for construction.

**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. MTC has previously allocated the full \$150 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 \$148.8 million.

Due to savings in various contracts, TJPA is now requesting a rescission of previously allocated RM-2 funds in the amount of \$24,308.96, a rescission of previously allocated AB 1171 funds in the amount of \$828,842.70, and re-allocation of these amounts combined with the unallocated balance of AB 1171 funds of \$1,199,673, for total new allocations of \$2,052,824.66. The funds are being requested specifically for use on upcoming construction, and represent the final request for capital bridge toll funds for Phase 1 of the Transbay Program.

Specifically, these funds will be used for construction changes in the field that may include, but aren't limited to, schedule mitigation for activities such as premium time during weekday and weekend additional hours to maintain the December 22, 2017 Substantial Completion date, closeout of major packages including Superstructure Steel and Superstructure Concrete, and alterations at the rooftop park level. As with all changes, these construction changes in the field will follow the TJPA approval processes prior to authorization of the work and payment. These changes will not increase the overall Phase 1 budget, as they are included in the current construction contingencies. The attached Initial Project Report (IPR) comprises the TJPA's allocation request for RM-2/AB 1171 funds in the amount of \$2,052,824.66 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 budget.

**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. Funding that has been and will continue to be used for construction includes land sales proceeds; proceeds from debt such as the bank bridge loan, the TIFIA loan, and the City Financing; and Proposition K sales tax.

**RECOMMENDATION:**

Approve the updated Initial Project Report dated May 9, 2017, and a Resolution of Project Compliance for the allocation of Regional Measure 2/AB 1171 Bridge Toll Funds in the Amount of \$2,052,824.66.

**ENCLOSURES:**

1. RM-2/AB 1171 Implementing Agency Resolution of Project Compliance
2. RM-2/AB 1171 Initial Project Report (IPR), May 9, 2017

**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 services for Phase 1 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 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 his designee, to execute and submit an allocation request for Construction services with MTC for RM-2/AB 1171 funds in the amount of \$2,052,824.66, including rescissions of previously allocated funds of \$853,151.66, 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 he 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 May 11, 2017.

---

Secretary, Transbay Joint Powers Authority

# Bridge Tolls

## Initial Project Report (IPR)

---

**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
26-Feb-14	AB 1171	\$1,124,327	CON

**RM-1 Subtotal: \$ 53,000,000**  
**AB 1171 Subtotal: \$148,800,327**  
**Total: \$201,800,327**

**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 -\$850,000	ENV
26-Sep-07	\$1,319,000	PS&E

**Bridge Tolls – INITIAL PROJECT REPORT**

23-Jan-08	\$4,554,000 \$23,745,000	ENV ROW
26-Mar-08	\$11,400,000 -\$2,500,000	PS&E
28-May-08	\$21,800,000	ENV
22-Oct-08	\$23,500,000 -\$1,750,000	CON
22-Apr-09	\$5,000,000 -\$525,673	ENV
24-Jun-09	\$5,400,000	CON
28-Oct-09	\$2,072,000	CON
23-Jun-10	\$2,500,000	CON
26-Feb-14	\$2,375,673	CON

**RM-2 Total:      \$150,000,000**

---

**Current Action:**

<b>IPR Date</b>	<b>Allocation / Amount</b>	<b>Phase</b>
xx-May-17	AB1171 12391421 (\$331,157.32)	PS&E
xx-May-17	RM-2 07365106 (\$24,308.96)	ENV, PE
xx-May-17	AB1171 14391434 (\$497,685.38)	CON
xx-May-17	AB1171 new \$1,199,673	CON

**Total Request:      \$2,052,824.66**

## **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 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 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: modernization of the former Transbay Terminal to meet future transit needs; reduced non-transit vehicle use; alleviation of blight and revitalization of the Transbay Redevelopment Area; construction of nearly 4,400 new housing units, thirty-five percent of which will be affordable; facilitate transit use by developing housing next to a major transit hub; improved access to rail and bus services; enhanced access to employment, retail, and entertainment opportunities; and support of local economic development goals. Benefits that will come with the DTX

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

include: improved Caltrain service by providing direct access to downtown San Francisco; enhanced connectivity between Caltrain and other major transit providers; accommodating projected growth in travel demand in the San Jose - San Francisco corridor; reduced traffic congestion on US Highway 101 and I-280 and other routes between San Jose and San Francisco; reduced vehicle hours of delay on major freeways in the Peninsula corridor; improved regional air quality by reducing auto emissions; and direct access to downtown San Francisco for future intercity and/or high-speed rail service.

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, with Substantial Completion on track for December 2017. Phase 2 final design and construction will commence when the required funding has been secured.

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

Phase 1 is scheduled for Substantial Completion in December 2017, with bus operations following in early 2018. 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 will 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.

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

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 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.

Conceptual Engineering work for Phase 2 (DTX) is complete. TJPA plans to bring the Preliminary Engineering work to the 30 percent level in the next year. The baseline budget for Phase 2 was adopted

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

in March 2008 and TJPA is in the process of reviewing that budget as it explores potential delivery mechanisms and advances engineering to the 30 percent level.

### **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 June 2015, all cases have been settled and Phase 1 right-of-way acquisition is closed out.

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. All construction packages have been awarded, and work is underway.
- The Bus Storage facility construction contract will be awarded as of May 1, 2017.
- 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)**

**Bridge Tolls – INITIAL PROJECT REPORT**

<b>Phase</b>	<b>Total Amount - Escalated - (Thousands)</b>
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$101,230
Design - Plans, Specifications and Estimates (PS&E)	\$318,079
Right-of-Way Activities /Acquisition (R/W)	\$75,565
Construction / Rolling Stock Acquisition (CON)	\$1,764,526
<b>Total Project Budget (in thousands)</b>	<b>\$2,259,400</b>

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

<b>Phase</b>	<b>Total Amount - Escalated - (Thousands)</b>
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
<b>Total Project Budget (in thousands)</b>	<b>\$4,495,400</b>

**IV. OVERALL PROJECT SCHEDULE**

<b>Phase 1</b>	<b>Planned (Update as needed)</b>	
	<b>Start Date</b>	<b>Completion Date</b>
<b>Phase-Milestone</b>		
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2009
Final Design - Plans, Specs. & Estimates (PS&E)	November 2007	September 2012
Right-of-Way Activities /Acquisition (R/W)	November 2005	June 2011
Construction (Begin – Substantial Completion) (CON)	November 2008*	December 2017
Construction (Begin – Open for Use) / Operating Service (CON)	November 2008*	March 2018

\*Construction start for Temporary Terminal. Construction start of Transit Center was March 2011.

<b>Phase 2</b>	<b>Planned (Update as needed)</b>	
	<b>Start Date</b>	<b>Completion Date</b>
<b>Phase-Milestone</b>		
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	June 2017
Final Design - Plans, Specs. & Estimates (PS&E)	July 2017	September 2019
Right-of-Way Activities /Acquisition (R/W)	July 2017	December 2019
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	October 2018	December 2025

Note: Phase 2 schedule based on presentation to TJPA Board in June 2016 of potential dates.

## Bridge Tolls – INITIAL PROJECT REPORT

### V. ALLOCATION REQUEST INFORMATION

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

This allocation request for AB1171 funds and rescission and reallocation request for RM-2 and AB1171 funds represents the final request for capital bridge toll funds for Phase 1 of the Transbay Transit Center Project. The funds will be used for additional funding construction changes in the field that may include, but aren't limited to, schedule mitigation for activities such as premium time during weekday and weekend additional hours to maintain the December 22, 2017 Substantial Completion, closeout of major packages including Superstructure Steel and Superstructure Concrete, and alterations at the rooftop park level.

A more detailed scope is included as an attachment to this request.

Amount being requested (in escalated dollars)	\$2,052,824.66
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	May 11, 2017
Month/year being requested for MTC Commission approval of allocation	May 2017

#### **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; this IPR includes rescission and reallocation of un-programmed allocation balance  
RM-2 Allocation #08365107: \$1,319,000 for PS&E – Complete  
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  
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-2 Allocation #14365117: \$2,376,673 for CON – Complete

## Bridge Tolls – INITIAL PROJECT REPORT

RM-1 Allocation #09391501: \$5,200,000 for PA&ED – Complete  
RM-1 Allocation #13391502: \$47,800,000 for CON – Complete

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 nearing completion  
AB1171 Allocation #10391421: \$73,700,000 for CON – work funded by this allocation is nearing completion; this IPR includes rescission and reallocation of un-programmed allocation balance  
AB1171 Allocation #14391434: \$1,124,327 for CON – Complete; this IPR includes rescission and reallocation of un-programmed allocation balance

### 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

- None for capital costs.

## VII. GOVERNING BOARD ACTION

Check the box that applies:

Governing Board Resolution attached

Governing Board Resolution to be provided on: May 11, 2017

## VIII. CONTACT / PREPARATION INFORMATION

### Contact for Applicant's Agency

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

### Information on Person Preparing IPR/Applicant Agency's Accounting Contact

Name: Sara DeBord  
Phone: (415) 597-4039  
Title: Chief Financial Officer  
E-mail: SDeBord@TransbayCenter.org  
Address: 201 Mission Street, Suite 2100

**Bridge Tolls – INITIAL PROJECT REPORT**

San Francisco, CA 94105

Revised IPR 120905.doc

## Funding Request – Construction Contingency and Construction Manager / General Contractor (CM/GC) Contingency

### Construction Milestone Schedule:

Bus Ramp	May 2015 – April 2017
Exterior Enclosures & Waterproofing	December 2015 – October 2017
Mechanical, Electrical Plumbing	May 2015 – November 2017
Interiors/Finishes	July 2016 – May 2017
Vertical Transportation	October 2015 – October 2017
Metal Panels & Ceilings	March 2016 – August 2017
Systems & Commissioning	July 2016 – November 2017
Rooftop Park	August 2016 – February 2018
Bus Storage Facility	May 2017 – June 2018

### Scope:

On March 12, 2009, the TJPA Board awarded a Construction Manager/General Contractor (CM/GC) agreement to Webcor/Obayashi, JV (W/O). Under the contract, W/O bids out, directs and coordinates the construction of the Phase 1 elements of the Transit Center. W/O is coordinating and managing all construction work through trade subcontractors; the CM/GC shall not self-perform any construction work. W/O and its trade subcontractors are contracted to provide construction services from mobilization through Project Final Completion. The CM/GC is working closely with the TJPA's staff and other consultants to provide these services.

The Bus Storage Facility is not part of the CM/GC scope; it was put out to bid directly by TJPA, and awarded to Ghilotti Construction Company in March 2017 for \$21.6 million.

Two types of contingency for construction purposes are included in the budget for Phase 1 of the Program: construction contingency and CM/GC contingency. Construction contingency is a reserve allocated during the construction period for various construction changes. Both the Transit Center and Bus Storage Facility budgets include construction contingency. The CM/GC contingency is specific to the Transit Center; it is a special contingency established under the CM/GC contract that can only be used for the following types of issues:

- Coordination issues or other disputes by and between trade subcontractors arising from conflicts in the contract documents that the CM/GC should have recognized in providing pre-construction services (made in its capacity as a contractor and not a design professional), requiring revisions and/or reorganization of the work in the field;
- Additional costs, not covered by bonds, attributable to the insolvency of a subcontractor or supplier;
- Costs incurred for the correction of damaged, defective or non-conforming work, provided that the CM/GC shall be required to make all reasonable good faith efforts to first obtain such costs from any and all responsible trade subcontractors and/or any applicable insurance;
- Costs for overtime to maintain or accelerate the project schedule, unless such acceleration is required by TJPA for the TJPA's benefit, provided that CM/GC shall be required to make all reasonable good faith efforts to first obtain such costs from any and all trade subcontractors responsible for such delay(s); and
- Costs for actual delays incurred as a result of Non-Compensable, Unavoidable Delays as provided under the contract documents and as properly documented as a delay to critical path activities.

As of April 2017, the following amounts are included in the Phase 1 budget for these contingencies:

Transit Center/Bus Storage Construction Contingency: \$42,951,634  
Transit Center CM/GC Contingency: \$30,512,924

The funds from this request would cover change orders to the construction contracts (CM/GC or Bus Storage) from one of the contingency accounts listed above. Potential uses (“known knowns”) include the following:

- Schedule Mitigation change orders to cover such activities as premium time during weekday and weekend additional hours to maintain the December 22, 2017 Substantial Completion. This item could also include material and equipment needed to support the extra hours of labor.
- The closeout of the Superstructure Concrete subtrade package, TG7.2. There are revisions to ground level slabs for added foam and rebar. There are also a significant number of revisions for curb embeds due to the interface between the design/build curtain wall systems and the base building that have been submitted, as well. The drum café on the rooftop is another change request that is being processed for this particular trade package.
- The closeout of the Structural Steel subtrade package, TG7.1R. There are change requests in negotiations for various changes to structural steel such as additional machining required for cast node sand inclusion removal along with a potential change order request from one of the steel fabricator for schedule impacts.
- Changes associated with the rooftop park are mostly related to the TG13.1 Landscaping/Irrigation subtrade package change orders. A couple of examples of currently known issues on the rooftop park are the alterations to the bus fountain pre-cast module weld plates due to blast calculations. There is also a change order request related to the soil, compost, sand and base loam procurement due the availability of the specified materials that has the potential to be a merited change.

**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:	5/2/2017		
<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	2015-16	2016-17	2017-18	Future	TOTAL
<b>COMMITTED FUNDING PLAN (PROGRAMMED, ALLOCATED, APPROVED FUNDING)</b>																		
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253													8,795
RM-1	ENV / PA&ED	994	166		240		5,200											6,600
Lease Proceeds, TDR, Misc Local	ENV / PA&ED	799										7		61				867
RM-2	ENV / PA&ED		10,505	4,990	6,615	26,330												48,440
SF Prop K	ENV / PA&ED		3,725		14,613	28,236	86					300	1,219		5,465			53,643
San Mateo Sales Tax	ENV / PA&ED				7,277													7,277
SAFETEA-LU Grants	ENV / PA&ED				6,650	7,009	7,593											21,252
AB 1171	ENV / PA&ED							5,226										5,226
Alternatives Analysis	ENV / PA&ED								1,240									1,240
SF Prop K	PS&E							18,200				13,455						31,655
Lease Proceeds, TDR, Misc Local	PS&E				46	307	592	650	471	486	633	788	1,108	763	1,093			6,938
TIFIA / Bridge Loan	PS&E												20,615		2,800			23,415
RM-2	PS&E				10,219	4,474												14,693
AB 1171	PS&E							10,700	22,074		29,069							61,843
SAFETEA-LU Grants	PS&E							32,344										32,344
RTIP	PS&E					4,000				2,762								6,762
ARRA-HSIPR	PS&E								70,465									70,465
RM-2	ROW		16,125	12,875		23,745												52,745
SF Prop K	ROW		16,125	12,875		20,376												49,376
San Mateo Sales Tax	ROW							3,310	12,773									16,082
RTIP	ROW					3,391												3,391
Lease Proceeds, TDR, Misc Local	ROW			37														37
RM-1	CON										47,800							47,800
RM-2	CON						27,150	4,572					2,376			24		34,122
AB 1171	CON								35,976		44,300	627				2,029		82,931
AC Transit Capital Cont.	CON							4,085	3,613	2,150	2,150	23,313	2,148	2,153	89			39,700
RTIP	CON																	
Land Sales	CON									191,816	73,891	70,000	180,161					515,868
SF Prop K	CON					7,999							33,042	14,220		5,422		60,683
OBAG	CON											6,000						6,000
Lease Proceeds, TDR, Misc Local	CON														5,456	5,943		11,399
TCDP Mello Roos CFD	CON															146,615		146,615
ARRA-HSIPR	CON							329,535										329,535
FRA Rail Relo	CON							2,650										2,650
TIFIA/Bridge Loan	CON												132,889		168,200			301,089
City Financing	CON														241,022			241,022
<b>UNCOMMITTED FUNDING PLAN (NON-PROGRAMMED/ALLOCATED, BUT PLANNED FUNDING)</b>																		
RTIP	CON																18,000	18,000
Land Sales	CON																45,000	45,000
TIFIA/Bridge Loan	CON																340,000	340,000
TCDP Mello Roos CFD	ALL																375,000	375,000
SF Prop K	ALL																48,593	48,593
<b>FUNDING SOURCE STILL TO BE DETERMINED (LIST POTENTIAL SOURCES THAT WILL LIKELY BE PURSUED)</b>																		
TBD	ALL																3,340,308	3,340,308
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED + TBD FUNDING TOTAL</b>																		
		2,474	51,012	33,272	36,694	123,612	53,094	75,002	480,791	5,338	315,767	130,259	251,520	197,354	426,188	160,122	4,166,901	6,509,400
Comments:																		
Costs based on Phase 2 Proposed TIP listing and Phase 1 Active TIP listing as of April 2017. Revenue based on draft Phase 2 Potential Funding July 2016 and Phase 1 Final Revised Baseline Budget June 2016. 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, RW 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	Mar-17	48,192	247
	SF Prop K Sales Tax	Jan-17	47,869	5,774
	San Mateo Meas. A Sales Tax	Mar-08	7,277	0
	FTA Grants (1601, SAFETEA-LU, Alt. An.)	May-15	31,287	0
	RM-1 (Local Match)	Apr-11	6,600	0
	Lease Proceeds, TDR, In-Kind, Other	May-16	867	0
	AB 1171	Aug-12	5,226	0
PS&E	RM-2	Mar-17	13,738	955
	FTA Grants	Jan-17	31,773	571
	SF Prop K Sales Tax	Feb-17	30,817	838
	RTIP	Jun-13	6,762	0
	AB 1171	Feb-17	60,966	877
	TIFIA / Bridge Loan	Feb-17	19,543	3,872
	FRA ARRA	Jun-16	70,465	0
	Lease Proceeds, TDR, In-Kind, Other	Feb-17	6,375	563
R/W	RM-2	Jan-11	52,745	0
	SF Prop K Sales Tax	Jul-15	48,726	650
	RTIP	Jan-08	3,391	0
	Lease Income, Other	Feb-08	37	0
	San Mateo Meas. A Sales Tax	Feb-13	16,082	0
CON / Operating	RM-2	Jan-17	33,535	587
	RM-1	Mar-16	47,800	0
	SF Prop K Sales Tax	Feb-17	40,461	20,222
	AB 1171	Dec-16	36,329	46,603
	FRA ARRA	Dec-16	329,535	0
	FRA Rail Relocation	Oct-11	2,650	0
	AC Transit Cap. Cont.	Dec-16	38,961	739
	Land Sales	Feb-17	489,855	26,013
	OBAG		0	6,000
	Lease Proceeds, TDR, In-Kind, Other	Feb-17	2,892	8,507
	TCDP Mello Roos		0	146,615
	TIFIA/Bridge Loan	Feb-17	177,994	123,095
	City Financing	Feb-17	22,219	218,803
Total to date (in thousands)			1,730,967	611,533

Comments:

Source: Data is from Prism, as of March 31, 2017. 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: 5/2/2017



## 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.

<b>TITLE OF PROJECT</b> Transbay Transit Center / Caltrain Downtown Extension Program	<b>RM2 Legislation ID</b> (and project subelements if any) <div style="text-align: right;">22</div>
<b>NAME AND ADDRESS OF IMPLEMENTING AGENCY</b> 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
<b>TOTAL DIRECT LABOR</b>			<b>0</b>
<b>2. DIRECT BENEFITS (Specify)</b>			
	Benefit Rate	X BASE	
		0	
<b>TOTAL BENEFIT</b>			<b>0</b>
<b>3. DIRECT CAPITAL COSTS (include construction, right-of-way, or vehicle acquisition)</b>			
	Unit (if applicable)	Cost per Unit (\$)	
Construction			2,052,825
<b>TOTAL DIRECT CAPITAL COSTS</b>			<b>2,052,825</b>
<b>4. CONSULTANTS (Identify purpose and or consultant)</b>			
<b>TOTAL CONSULTANTS</b>			<b>0</b>
<b>5. OTHER DIRECT COSTS (Specify - explain costs, if any)</b>			
<b>TOTAL OTHER DIRECT COSTS</b>			
<b>6. TOTAL ESTIMATED COST</b>			<b>2,052,825</b>

Comments:

Date: 5/2/2017