

**STAFF REPORT FOR CALENDAR ITEM NO.: 10.2
FOR THE MEETING OF: June 13, 2019**

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Approve the updated Initial Project Report dated May 29, 2019, and a Resolution of Project Compliance for the rescission of Regional Measure 2/AB 1171 bridge toll funds in the amount of \$317,974.45, and allocation of Regional Measure 2/AB 1171 bridge toll funds in the amount of \$317,974.45 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 the full \$150 million to the project.

Due to the completion of the scope of work for the original allocations and changes in funding sources for construction contract retention, TJPA is now requesting a rescission of previously allocated RM-2 funds in the amount of \$53,964.77, a rescission of previously allocated AB 1171 funds in the amount of \$264,009.68, and re-allocation of these amounts for total new allocation of \$317,974.45, for a net change of \$0 in bridge toll funding for Phase 1. The funds are being requested specifically for use on upcoming construction and Construction Management Oversight (CMO).

Specifically, these funds will be used for construction change orders related to trade package close-outs and CMO services in support of close-out activities and litigation support. As with all changes, any construction change orders will follow the TJPA approval processes prior to authorization of the work and payment. The attached Initial Project Report (IPR) comprises the TJPA's rescission and allocation request for RM-2/AB 1171 funds in the amount of \$317,974.45 each, resulting in a net change of \$0, and provides additional details regarding the scope of the request.

Allocation and disbursement are 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 29, 2019, and a Resolution of Project Compliance for the rescission of Regional Measure 2/AB 1171 bridge toll funds in the amount of \$317,974.45 and allocation of Regional Measure 2/AB 1171 bridge toll funds in the amount of \$317,974.45 for construction.

ENCLOSURES:

1. RM-2/AB 1171 Implementing Agency Resolution of Project Compliance
2. RM-2/AB 1171 Initial Project Report (IPR), dated May 29, 2019

**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 and construction management oversight 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 and Construction Management Oversight services with MTC for RM-2/AB 1171 funds in the amount of \$317,974.45 including rescissions of previously allocated funds of \$317,974.45, 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 June 13, 2019.

Secretary, Transbay Joint Powers Authority

Bridge Tolls

Initial Project Report (IPR)

Project Title:

Transbay Transit Center / Downtown Caltrain Extension

Project No.

22

Allocation History:

MTC Approval Date	Bridge Toll Account	Amount	Phase
24-Jun-09	RM-1	\$5,200,000	PA&ED
24-Feb-10	AB 1171	\$10,700,000	PS&E
24-Feb-10	AB 1171	\$5,226,000	PS&E
10-Jun-10	AB 1171	\$134,074,000	PS&E, CON
25-May-11	AB 1171	-\$76,024,000	CON
27-Jun-12	AB 1171	\$73,700,000	PS&E, CON
23-Jan-13	RM-1	\$47,800,000	CON
26-Feb-14	AB 1171	\$1,124,327	CON
28-Jun-17	AB 1171	-\$828,842	PS&E, CON
28-Jun-17	AB 1171	\$2,028,515	CON

RM-1 Subtotal: \$ 53,000,000
AB 1171 Subtotal: \$150,000,000
Total: \$203,000,000

RM-2 Allocation History:

MTC Approval Date	Amount	Phase
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

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28-Feb-07	\$4,730,000 -\$850,000 -\$24,309	ENV
26-Sep-07	\$1,319,000	PS&E
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
28-Jun-17	\$24,309	CON

RM-2 Total: \$150,000,000

Current Action:

IPR Date	Allocation / Amount	Phase
xx-July-19	RM-2 07365106 (\$51,044.56)	ENV
xx-July-19	RM-2 08365112 (\$2,920.21)	ENV
xx-July-19	AB 1171 12391421 (\$264,009.68)	CON
xx-July-19	RM-2 new \$53,964.77	CON
xx-July-19	AB 1171 new \$264,009.68	CON

Total Request: \$0

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. The new Transit Center serves 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 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 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 Transit Center.

Other components of the project include a temporary bus terminal facility to be used during construction of the new Transit Center; a new, permanent off-site bus storage/layover facility; reconstructed bus ramps leading to the new 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

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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 construction is nearing final completion, with contract close-out underway. 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 Final Completion in August 2019. 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 Transit Center Building and the Caltrain Downtown Extension.

Phase 1: Transit Center Building and Train Box: The new 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 includes significant leasable space in a prime real estate market, and substantial advertising opportunities. Together with a Naming Rights agreement with salesforce.com and neutral host licensing fees, these private sector sources will significantly offset the facility's operations and maintenance costs. The train box has been 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.

As discussed in the Final EIS/EIR, the downtown extension would increase annual Caltrain ridership by 13,500 riders in year 2020. More recent studies project even greater ridership increases. By applying the

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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 in March 2008 and a refreshed cost estimate was presented to the TJPA Board of Directors in June 2016. TJPA is in the process of reviewing that budget as it explores potential delivery mechanisms and advances engineering to the 30 percent level.

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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 was 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, construction is nearing final completion, and construction package close-outs are underway.
- The Bus Storage facility construction is complete.
- 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)

Phase	Total Amount
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	- Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$101,176
Design - Plans, Specifications and Estimates (PS&E)	\$318,079
Right-of-Way Activities /Acquisition (R/W)	\$75,565
Construction / Rolling Stock Acquisition (CON)	\$1,764,580
Total Project Budget (in thousands)	\$2,259,400

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

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$144,252
Design - Plans, Specifications and Estimates (PS&E)	\$510,063
Right-of-Way Activities /Acquisition (R/W)	\$253,316
Construction / Rolling Stock Acquisition (CON)	\$3,587,769
Total Project Budget (in thousands)	\$4,495,400

IV. OVERALL PROJECT SCHEDULE

Phase 1	Planned (Update as needed)	
	Start Date	Completion Date
Phase-Milestone		
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2009
Final Design - Plans, Specs. & Estimates (PS&E)	November 2007	September 2012
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*	August 2018**

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

** After opening for service, TJPA temporarily closed the facility in September 2018 as a precaution after workers discovered fissures in two steel beams on the bus deck above Fremont Street. A repair and reinforcement project will be complete by June 1, 2019.

Phase 2	Planned (Update as needed)	
	Start Date	Completion Date
Phase-Milestone		
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2019
Final Design - Plans, Specs. & Estimates (PS&E)	January 2020	December 2021
Right-of-Way Activities /Acquisition (R/W)	August 2018	November 2022

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Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	January 2022	February 2028
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Note: Phase 2 schedule based on presentation to TJPA Board in July 2018 based on unconstrained funding.

V. ALLOCATION REQUEST INFORMATION

A. Detailed Description of Allocation Request

This is a rescission and reallocation request for RM-2 and AB1171 funds. Remaining funds from completed tasks will be reprogrammed to upcoming construction close-out activities, including final trade package close-outs and construction management oversight tasks. The requested rescissions and reallocations result in no additional funds for the Phase 1 project.

The TJPA seeks to use funds from the reallocation of RM-2 and AB1171 grant balances for the continuation of the CMO work under the Turner contract, CM/GC construction services, and staff support costs.

Construction Management Oversight Services

Bridge toll funds have been used for CMO services in the past, under AB 1171 allocation #10391408.

Under the Professional Services Agreement between the TJPA and Turner Construction Company (“Turner”) for Construction Management Oversight services on the Transbay Transit Center project (the “Project”), Turner is responsible for providing construction management oversight (“CMO”) for (1) the demolition of the former Transbay Terminal and roadway ramps (complete); (2) the relocation of utilities, and (3) the construction of the new Transbay Transit Center and Bus Ramp. Specifically, Turner’s CMO services include: preconstruction surveys, project communications, meetings/meeting minutes, recordkeeping, progress reporting on a daily basis as needed and on a monthly basis as required, quality assurance/quality control, document control, cost control support, schedule support, claim support, inspection and testing, technical support, environmental monitoring, coordination with other agencies and affected entities, and project closeout. Turner essentially serves as the TJPA’s “eyes and ears” on the jobsite during construction, contract close-out and claim resolution. Turner is charged with monitoring and documenting the progress, actions and requests of the Construction Manager/General Contractor (CM/GC) with respect to the above items, who in turn is responsible for coordinating and managing the actual construction in the field. These CMO services are necessary for any construction project, however, on a federally funded project, these CMO services must be performed by a contractor that is independent of the contractor performing the construction work.

The original Turner Agreement had a term of six years with options to extend for an additional three one-year periods. The three additional one-year periods have been exercised through Amendment No. 5, extending Turner’s services under the Agreement through June 30, 2019. Due to: (1) the Girder Remediation effort at Fremont Street, the associated review of the girders at First Street and the review of other structural components at the Project; (2) delays to Substantial Completion and Final Completion of the Project; and (3) the recent filing of lawsuits by the CM/GC against the TJPA, events which have all occurred subsequent to the approval of Amendment No. 5, the TJPA has approved Amendment 6 to the contract to include additional funding and an additional one year of support by Turner through June 30, 2020.

The reallocated bridge toll funds would not be used for costs related to the Girder Remediation effort at Fremont Street, the associated review of the girders at First Street, or the review of other structural components at the Project. The TJPA is tracking the fissure-related costs separately from the Project costs. TJPA staff anticipates that these costs ultimately will be paid by the party or parties found responsible for the fissure. Thus, the TJPA expects to seek reimbursement of these costs from that party or parties.

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Construction Services

To allow additional flexibility for the use of the reallocated bridge toll funds, TJPA requests to additionally use the funds for construction services provided by the Construction Manager / General Contractor (CM/GC). This request is consistent with the scope of work for RM-2 allocation #17365118 and AB1171 allocation #17391442.

The CM/GC and its trade subcontractors contracted for the construction of the Project shall provide construction services from mobilization through Project Final Completion. The CM/GC shall coordinate and manage all construction work through trade subcontractors, shall furnish construction administration and management services, and shall perform the Project in an expeditious and economical manner consistent with the requirements of the Contract Documents. The CM/GC shall not self-perform any construction work.

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

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

Amount being requested (in escalated dollars)	\$0
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	June 13, 2019
Month/year being requested for MTC Commission approval of allocation	July 2019

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 complete; 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 – Complete
RM-2 Allocation #08365110: \$23,745,000 for ROW – Complete
RM-2 Allocation #08365111: \$8,900,000 for PS&E – Complete

Bridge Tolls – INITIAL PROJECT REPORT

RM-2 Allocation #08365112: \$21,800,000 for ENV – work funded with this allocation complete; this IPR includes rescission and reallocation of un-programmed allocation balance

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

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 – Complete

AB1171 Allocation #12391421: \$73,368,843 for PS&E, CON – work funded by this allocation is complete; this IPR includes rescission and reallocation of un-programmed allocation balance

AB1171 Allocation #14391434: \$1,124,327 for CON – Complete

C. Workplan

Workplan in Alternate Format Enclosed

The TJPA seeks to use funds from the reallocation of RM-2 and AB1171 grant balances for the continuation of the CMO work under the Turner contract, CM/GC construction services, and staff support costs. Details of the scope of work are included above in Section A. Detailed Description of Allocation Request.

The Construction Milestone Schedule is as follows:

Exterior Enclosures & Waterproofing December: 2015 – 2Q2019

Mechanical, Electrical Plumbing: 2015 – 2Q2019

Interiors/Finishes: 2016 – 2Q2019

Metal Panels & Ceilings: 2016 – 2Q2019

Systems & Commissioning: 2016 – 2Q2019

The CM/GC's schedule shows remaining construction activities extending into the third quarter of 2019. This includes final inspections and the closeout of packages associated with trade work being delayed as a result of the transit center closure and repairs to the steel girders. The repairs were completed in April 2019, and the MTC peer review process is expected to complete in May or June 2019. Funds from this allocation will not be spent on the repair activities. However, the repairs have impacted the construction contract close-out schedule, which is now anticipated to be complete by the end of Fiscal Year 2019-20.

D. Impediments to Allocation Implementation

No impediments have been identified.

VI. BRIDGE TOLLS FUNDING INFORMATION

A. Bridge Tolls Funding Expenditures for funds being allocated

Bridge Tolls – INITIAL PROJECT REPORT

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: June 13, 2019

VIII. CONTACT / PREPARATION INFORMATION

Contact for Applicant's Agency

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

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

Name: Erin Roseman
Phone: (415) 597-4617
Title: Chief Financial Officer
E-mail: ERoseman@tjpa.org
Address: 201 Mission Street, Suite 2100
San Francisco, CA 94105

Revised IPR 120905.doc

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TOTAL PROJECT FUNDING PLAN

DRAFT

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program																			Project ID: 22	
Agency: Transbay Joint Powers Authority																			Date: 6/3/2019	
TOTAL PROJECT: COMMITTED + UNCOMMITTED+ TO BE DETERMINED																				
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	Future	TOTAL
COMMITTED FUNDING PLAN (PROGRAMMED, ALLOCATED, APPROVED FUNDING)																				
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253															8,795
RM-1	ENV / PA&ED	994	166	240		5,200														6,600
Lease Proceeds, TDR, Misc Local	ENV / PA&ED	799										7		61						867
RM-2	ENV / PA&ED		10,505	4,990	6,564	26,327														48,386
SF Prop K	ENV / PA&ED		3,725		14,613	28,236	86					300	1,219		5,465		9,679			63,322
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				850								19,050
Lease Proceeds, TDR, Misc Local	PS&E			46	307	592	650	471	486	633	788	1,108	763	1,506						7,351
TIFIA / Bridge Loan	PS&E											20,615		1,000						21,615
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
City Financing	PS&E														7,326					7,326
Mello Roos CFD	PS&E																439			439
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			101																101
RM-1	CON									47,800										47,800
RM-2	CON					27,150	4,572					2,376			24					34,122
AB 1171	CON							35,976		44,036	627				2,029		264			82,931
AC Transit Capital Cont.	CON							4,085	3,613	2,150	2,150	23,313	2,148	2,153						39,611
RTIP	CON																			
Land Sales	CON									191,816	73,891	70,000	180,161							515,868
SF Prop K	CON					7,999					45,647	14,220		5,450						73,316
OBAG	CON										6,000									6,000
Lease Proceeds, TDR, Misc Local	CON													5,456	5,943	4,396	13,657			29,452
TCDP Mello Roos CFD	CON														149,236	104,865	12,044			266,145
ARRA-HSIPR	CON							329,535												329,535
FRA Rail Relo	CON							2,650												2,650
TIFIA/Bridge Loan	CON											132,889		170,000						302,889
City Financing	CON													95,674						95,674
UNCOMMITTED FUNDING PLAN (NON-PROGRAMMED/ALLOCATED, BUT PLANNED FUNDING)																				
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																		38,914	38,914
RM-3	ALL																		325,000	325,000
FUNDING SOURCE STILL TO BE DETERMINED (LIST POTENTIAL SOURCES THAT WILL LIKELY BE PURSUED)																				
TBD	ALL																		3,014,946	3,014,946
TOTAL PROJECT: COMMITTED + UNCOMMITTED + TBD FUNDING TOTAL																				
			2,474	51,012	33,336	36,643	123,809	53,094	75,002	480,791	5,338	315,503	130,259	251,520	197,354	288,579	162,682		4,156,860	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 RW 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: 22	
Agency: Transbay Joint Powers Authority																			Plan Date: 06/03/19	
RM-2 DELIVERABLE SEGMENT - Fully Funded Phase or Segment of Total Project																				
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	Future Committed	TOTAL
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,253															8,795
RM-1	ENV / PA&ED	994	166		240		5200													6,600
Lease Proceeds, TDR, Misc Local	ENV / PA&ED	799										7		61						867
RM-2	ENV / PA&ED		6,522	1,990	6,564	26,327														41,403
SF Prop K	ENV / PA&ED		2,046		14,613	9,886	86													26,630
San Mateo Sales Tax	ENV / PA&ED				4,497															4,497
SAFETEA-LU Grants	ENV / PA&ED				6,650	7,009	7,593													21,252
AB 1171	ENV / PA&ED							5,226												5,226
SF Prop K	PS&E							18,200				850								19,050
Lease Proceeds, TDR, Misc Local	PS&E				46	307	592	650	471	486	633	788	1,108	763	1,506					7,351
TIFIA / Bridge Loan	PS&E												20,615		1,000					21,615
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
City Financing	PS&E														7,326					7,326
Mello Roos CFD	PS&E																439			439
RM-2	ROW		16,125	12,875		23,745														52,745
SF Prop K	ROW					20,376														20,376
RTIP	ROW					3,391														3,391
Lease Proceeds, TDR, Misc Local	ROW				101															101
RM-1	CON										47,800									47,800
RM-2	CON						27,150	4,572					2,376			24				34,122
AB 1171	CON								35,976		44,036	627				2,029		264		82,931
AC Transit Capital Cont.	CON								4,085	3,613	2,150	2,150	23,313	2,148	2,153					39,611
RTIP	CON																			
Land Sales	CON										191,816	73,891	70,000	180,161						515,868
SF Prop K	CON						7,999					45,647		14,220		5,450				73,316
OBAG	CON											6,000								6,000
Lease Proceeds, TDR, Misc Local	CON														5,456	5,943	4,396	13,657		29,452
TCDP Mello Roos CFD	CON															149,236	104,865	12,044		266,145
ARRA-HSIPR	CON								329,535											329,535
FRA Rail Relo	CON								2,650											2,650
TIFIA/Bridge Loan	CON												132,889		170,000					302,889
City Financing	CON														95,674					95,674
RM-2 SEGMENT FUNDING TOTAL		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	Future Committed	TOTAL
		2,474	29,225	17,461	33,863	105,259	53,094	71,692	468,018	4,098	315,503	129,959	250,301	197,354	187,441	162,682	109,700	25,965		2,259,763

Comments:
 Costs based on Final Revised Baseline Budget Phase 1, June 2016.
 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, RW or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT RW 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	Dec-18	48,332	54
	SF Prop K Sales Tax	Nov-19	54,359	8,963
	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	Feb-19	14,693	0
	FTA Grants	Mar-19	32,297	47
	SF Prop K Sales Tax	Dec-18	19,050	0
	RTIP	Jun-13	6,762	0
	AB 1171	Sep-18	61,731	112
	TIFIA / Bridge Loan	Mar-19	21,313	302
	FRA ARRA	Jun-16	70,465	0
	Lease Proceeds, TDR, In-Kind, Other	Mar-19	7,078	273
	City Financing	Nov-18	7,326	0
	Mello Roos CFD	Apr-19	439	0
	R/W	RM-2	Jan-11	52,745
SF Prop K Sales Tax		Jul-15	49,376	0
RTIP		Jan-08	3,391	0
Lease Income, Other		Feb-08	101	0
San Mateo Meas. A Sales Tax		Feb-13	16,082	0
CON / Operating	RM-2	Mar-19	34,122	0
	RM-1	Mar-16	47,800	0
	SF Prop K Sales Tax	Apr-19	73,316	0
	AB 1171	Mar-19	82,642	289
	FRA ARRA	Dec-16	329,535	0
	FRA Rail Relocation	Oct-11	2,650	0
	AC Transit Cap. Cont.	Aug-18	39,464	147
	Land Sales	Mar-19	514,741	1,127
	OBAG	Mar-19	5,199	801
	Lease Proceeds, TDR, In-Kind, Other	Mar-19	11,756	17,696
	TCDP Mello Roos	Mar-19	146,643	119,502
TIFIA/Bridge Loan	Mar-19	301,317	1,572	
City Financing	Mar-19	95,674	0	
Total to date (in thousands)			2,201,655	150,885

Comments:

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: 6/3/2019

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: 22				
Agency: Transbay Joint Powers Authority													Plan Date: 06/03/19				
BRIDGE TOLL CASH FLOW PLAN																	
Bridge Toll Expenditures	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	
ENV/PA&ED																	
PS&E																	
R/W																	
CON														2,053		2,053	
	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
BRIDGE TOLL CASH FLOW PLAN TOTAL																	
																2,053	2,053

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) 22
NAME AND ADDRESS OF IMPLEMENTING AGENCY Transbay Joint Powers Authority 201 Mission Street, Suite 2100 San Francisco, CA 94105	

DETAIL DESCRIPTION	ESTIMATED HOURS	RATE/HOUR	TOTAL ESTIMATED COST (Dollars)
1. DIRECT LABOR of Implementing Agency (Specify by task)			
			0
			0
			0
			0
			0
TOTAL DIRECT LABOR			0
2. DIRECT BENEFITS (Specify)	Benefit Rate	X BASE	
		0	
TOTAL BENEFIT			0
3. DIRECT CAPITAL COSTS (include construction, right-of-way, or vehicle acquisition)	Unit (if applicable)	Cost per Unit (\$)	
Construction			158,987
TOTAL DIRECT CAPITAL COSTS			158,987
4. CONSULTANTS (Identify purpose and or consultant)			
Construction Management Oversight			158,987
TOTAL CONSULTANTS			158,987
5. OTHER DIRECT COSTS (Specify - explain costs, if any)			
TOTAL OTHER DIRECT COSTS			
6. TOTAL ESTIMATED COST			317,974

Comments:

Date: 6/3/2019