

Memorandum

To: TJPA Board of Directors
From: Shima Mirzaei, Chief Financial Officer
Date: For the Board Meeting of March 14, 2024
Re: Transbay Joint Powers Authority Quarterly Financial Reports

The following reports have been prepared as information items for the TJPA Board:

1. Fiscal Year (FY) 2022-23 Fourth Quarter Budget vs. Actual Financial Report (Unaudited)
2. Status of Purchase Orders and Contracts Greater than \$25,000 as of June 30, 2023
3. Inception to Date as of June 30, 2023, Capital Expenditures and Funding Sources (Unaudited)
4. Status of Reserves as of June 30, 2023

This memorandum describes the reports provided for information only; no Board action is required.

1. FY 2022-23 Fourth Quarter Budget vs. Actual Financial Report

The TJPA Board approved the FY 2022-23 operating and capital budgets in June 2022. Accounting (unaudited) reports have been summarized to show budget versus actual amounts for operating expenses, capital expenditures, debt service costs, and corresponding revenues and funding sources through the fourth quarter of FY 2022-23 (July 1, 2022, through June 30, 2023). Attachment 1 includes all FY 2022-23 fourth quarter budget versus actual financial reports except for the Phase 1 project.

The unexpected completion of certain Phase 1 closing activities at the close of FY 2022-23 necessitated an amendment to the FY 2022-23 Phase 1 budget. Due to a leadership transition in the CFO position, reporting for the final quarter of FY 2022-23 and the related Phase 1 budget amendment request were delayed. To ensure accurate financial statement reflection of Phase 1 total revenue and expenditure in FY 2022-23, a budget amendment request and year-end budget vs. actual analysis for Phase 1 will be presented at the April Board meeting.

2. Status of Purchase Orders and Contracts Greater than \$25,000 as of June 30, 2023

TJPA staff periodically reports to the Board on the status of contracts greater than \$25,000. Additional details for each contract are noted in Attachment 2.

Each contract includes Disadvantaged and Small Business Enterprises (DBE/SBE) data. TJPA has a target DBE participation goal of 17% and a Program SBE goal of 20.5% for the three Federal fiscal years, October 1, 2022, through September 30, 2025. Through the quarter ending June 30, 2023, TJPA has paid \$2,433,211 to DBE firms and \$2,512,388 to SBE firms.

3. Inception to Date as of June 30, 2023, Capital Outlay and Funding Sources

The Inception to Date Capital Outlay and Funding Sources (unaudited) report, as displayed in Attachment 3, provides an overview of the TJPA's capital budget and funding sources from the beginning of the program through June 30, 2023. Summary-level information is provided by major capital outlay categories and funding sources. This report does not include operating expenses or revenues.

4. Status of Reserves

The TJPA Board Policy defines four reserve categories: Emergency Reserve, Fiscal Reserve, Operating &

Transbay Joint Powers Authority **Quarterly Financial Reports**

Maintenance Reserve, and Capital Replacement Reserve. The Emergency Reserve is funded at the Board-adopted level of \$500,000. The Operations & Maintenance Reserve is funded at the level adopted by the Board for the FY 2022-23 Budget. The Fiscal Reserve is part of the capital budget and is funded at the levels approved in the FY 2022-23 budget. The Capital Replacement Reserve was established to fund major capital replacement or life cycle repairs for the Transit Center. Finally, the Bond Indenture requires a Debt Service Reserve as reflected in the Debt Service Budget. The following table provides budgeted and current balances for the various reserves.

| Reserve Status | Budgeted | FY22-23 Q4 YTD | Difference | Description of Difference |
|----------------------------------------------------|----------------------|-----------------------|---------------------|-------------------------------------------------------------------------------------------------------|
| Emergency Reserve Balance (Operating) | \$ 500,000 | \$ 500,000 | 0 | No Change |
| O&M Reserve Balance (Operating) | \$ 5,123,277 | \$ 5,123,277 | 0 | No Change |
| Fiscal Reserve Balance (Program Reserve - Phase 1) | \$ 13,500,000 | \$ - | (13,500,000) | Seyfarth Amendment and Transfer to Construction Contingency/ Per the board-approved amendments in Q2. |
| Fiscal Reserve Balance (Phase 2) | \$ 26,700,000 | \$ 26,700,000 | 0 | No Change |
| Fiscal Reserve Balance (Tenant Improvements) | \$ 1,128,925 | \$ 1,128,925 | 0 | No Change |
| Debt Service Reserve Balance | \$ 16,517,000 | \$ 16,527,410 | 10,410 | |
| Capital Replacement Reserve Balance | \$ 27,663,547 | \$ 28,160,088 | 496,541 | Interest Earned |
| All Reserves | \$ 91,132,749 | \$ 78,139,700 | (12,993,049) | |

Additionally, the June 2023 Quarterly Investment Report was distributed to the Board and posted on the TJPA website under Financial Documents on July 27, 2023. TJPA investments comply with the TJPA Investment Policy.

| Fiscal Year 2022-23 Operating Budget vs. Actuals As of June 30, 2023 | 2022-23 Final Budget (June 2022) | 2022-23 Budget Amendment 1 | 2022-23 Budget Amendment 2 | 2022-23 Q4 Actuals | Difference | % of Budget Category |
|-------------------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------|-------------------------------------------|-----------------------------------|-------------------|-------------------------------------|
| Beginning Reserves | | | | | | |
| Emergency Reserve | 500,000 | 500,000 | 500,000 | 500,000 | - | 100% |
| O&M Reserve | 5,123,277 | 5,123,277 | 5,123,277 | 5,123,277 | - | 100% |
| Beginning Balance and Reserves | 5,623,277 | 5,623,277 | 5,623,277 | 5,623,277 | - | 100% |
| Reimbursements | | | | | | |
| Regional Measure 2 | 8,468,000 | 8,468,000 | 8,468,000 | 8,193,371 | 274,629 | 97% |
| Regional Measure 3 | 3,251,000 | 3,251,000 | 3,251,000 | 4,226,050 | (975,050) | 130% |
| Federal Grants - CARES, CRRSAA and ARPA | 1,800,000 | 1,800,000 | 1,800,000 | 2,253,439 | (453,439) | 125% |
| San Francisco Proposition AA (Wayfinding) | 300,000 | 300,000 | 300,000 | - | 300,000 | 0% |
| Wayfinding Request | 3,000,000 | 3,000,000 | 3,000,000 | - | 3,000,000 | 0% |
| Community Benefit District Park Payments | 1,728,000 | 1,728,000 | 1,728,000 | 1,408,711 | 319,289 | 82% |
| Subtotal Reimbursements | 18,547,000 | 18,547,000 | 18,547,000 | 16,081,570 | 2,465,430 | 87% |
| Revenues | | | | | | |
| Lease and Use Payments | 4,580,000 | 4,580,000 | 4,580,000 | 4,580,000 | - | 100% |
| AC Transit (74%) | 3,389,200 | 3,389,200 | 3,389,200 | 3,389,200 | - | 100% |
| SF Municipal Transportation Agency (26%) | 1,190,800 | 1,190,800 | 1,190,800 | 1,190,800 | - | 100% |
| AC Transit (Bus Storage Facility and Security) | 590,000 | 590,000 | 590,000 | 422,404 | 167,596 | 72% |
| AC Transit Capital Contributions | 500,000 | 500,000 | 500,000 | 500,000 | - | 100% |
| General Fund Revenues | 7,552,000 | 7,552,000 | 7,552,000 | 6,448,168 | 1,103,832 | 85% |
| Other Operator Rents | 239,000 | 239,000 | 239,000 | 193,084 | 45,916 | 81% |
| Naming Rights | 3,377,000 | 3,377,000 | 3,377,000 | 3,376,526 | 474 | 100% |
| Transit Center Rental Retail Revenue | 2,500,000 | 2,500,000 | 2,500,000 | 2,299,663 | 200,337 | 92% |
| Transit Center Advertising | 1,000,000 | 1,000,000 | 1,000,000 | 337,903 | 662,097 | 34% |
| Transit Center Sponsorship / Events | 150,000 | 150,000 | 150,000 | 126,427 | 23,573 | 16% |
| Neutral Host DAS Licensing Fees | 125,000 | 125,000 | 125,000 | 58,585 | 66,415 | 47% |
| Miscellaneous | 35,000 | 35,000 | 35,000 | 67,544 | (32,544) | 193% |
| Interest Earnings | 126,000 | 126,000 | 126,000 | 91,289 | 34,711 | 72% |
| Subtotal Revenues | 13,222,000 | 13,222,000 | 13,222,000 | 11,950,572 | 1,271,428 | 90% |
| Transfers From/(To) | | | | | | |
| Transfer From/(To) Fund Balance | - | - | - | (1,844,992) | 1,844,992 | |
| Subtotal Transfers | - | - | - | (1,844,992) | 1,844,992 | |
| TOTAL RESOURCES | 31,769,000 | 31,769,000 | 31,769,000 | 26,187,149 | 5,581,851 | |
| Expenses | | | | | | |
| Salesforce Transit Center | 28,636,000 | 28,636,000 | 28,636,000 | 24,474,572 | 4,161,428 | 85% |
| TJPA Administration | 3,507,000 | 3,297,000 | 3,242,000 | 3,186,252 | 55,748 | 98% |
| Asset Management Fee & Administration | 1,582,000 | 1,582,000 | 1,582,000 | 1,197,141 | 384,859 | 76% |
| Physical Security | 7,731,000 | 7,731,000 | 7,731,000 | 6,770,848 | 960,152 | 88% |
| Security Systems | 868,000 | 868,000 | 868,000 | 559,247 | 308,754 | 64% |
| Cybersecurity/IT | 1,381,000 | 1,381,000 | 1,381,000 | 1,246,408 | 134,592 | 90% |
| Transit Center General Maintenance | 3,144,000 | 3,144,000 | 3,144,000 | 4,057,389 | (913,389) | 129% |
| Transit Center Janitorial | 1,782,000 | 1,782,000 | 1,782,000 | 1,539,670 | 242,330 | 86% |
| Transit Center Utilities | 1,621,000 | 1,621,000 | 1,621,000 | 1,306,543 | 314,457 | 81% |
| Wayfinding Enhancements | 3,300,000 | 3,300,000 | 3,300,000 | 385,117 | 2,914,883 | 12% |
| Digital Content Management & Wayfinding Systems | 602,000 | 602,000 | 602,000 | 422,865 | 179,135 | 70% |
| Capital Maintenance, Repair, Replacement | 510,000 | 510,000 | 510,000 | 365,557 | 144,443 | 72% |
| Insurance | 1,985,000 | 2,195,000 | 2,195,000 | 2,928,356 | (733,356) | 133% |
| Bus Storage Facility | 590,000 | 590,000 | 590,000 | 422,404 | 167,596 | 72% |
| Other Consulting Services | 33,000 | 33,000 | 88,000 | 86,775 | 1,225 | 99% |
| Salesforce Transit Center Park | 2,183,000 | 2,183,000 | 2,183,000 | 1,712,578 | 470,422 | 78% |
| Park Management & Administration | 520,000 | 520,000 | 520,000 | 519,560 | 440 | 100% |
| Park Programming | 317,000 | 317,000 | 317,000 | 274,338 | 42,662 | 87% |
| Park Capital Maintenance | 200,000 | 200,000 | 200,000 | 28,981 | 171,019 | 14% |
| Park General Maintenance | 567,000 | 567,000 | 567,000 | 384,603 | 182,397 | 68% |
| Park Janitorial | 247,000 | 247,000 | 247,000 | 191,996 | 55,004 | 78% |
| Park Utilities | 332,000 | 332,000 | 332,000 | 313,099 | 18,901 | 94% |
| Contingency | 950,000 | 950,000 | 950,000 | - | 950,000 | 0% |
| TOTAL EXPENSES | 31,769,000 | 31,769,000 | 31,769,000 | 26,187,149 | 5,581,851 | 82% |
| DIFFERENCE | - | - | - | - | - | |
| Ending Reserve Amounts | | | | | | |
| Emergency Reserve | 500,000 | 500,000 | 500,000 | 500,000 | - | 100% |
| O&M Reserve | 5,123,277 | 5,123,277 | 5,123,277 | 5,123,277 | - | 100% |
| Totals | 5,623,277 | 5,623,277 | 5,623,277 | 5,623,277 | - | 100% |
| Reserve Percentage | | | | | | 19% |

| Fiscal Year 2022-23 Debt Service Budget vs. Actuals As of June 30, 2023 | 2022-23 Final Budget | 2022-23 Q4 Actuals* | Difference | % of Budget Category |
|----------------------------------------------------------------------------------------|-------------------------------------|------------------------------------|-------------------|-------------------------------------|
| Carry Forward | | | | |
| Debt Service Reserve | 18,584,000 | 18,584,000 | 0 | |
| Debt Service Fund Beginning Balance | 9,277,964 | 9,345,173 | (67,209) | 101% |
| Revenues | | | | |
| Net Tax Increment Revenue | 31,404,971 | 27,008,408 | 4,396,563 | |
| Interest Earned | 69,087 | 307,121 | (238,034) | |
| TOTAL RESOURCES | 40,752,022 | 36,660,702 | 4,091,320 | 90% |
| Expenses | | | | |
| 2020 TAB Principal and Interest | 28,038,431 | 26,591,446 | 1,446,985 | |
| Post Issuance Administration | 150,000 | 91,264 | 58,736 | |
| TOTAL EXPENSES | 28,188,431 | 26,682,710 | 1,505,721 | 95% |
| | | | | |
| Debt Service Fund Ending Balance | 12,563,591 | 9,977,992 | 2,585,599 | 79% |
| | | | | |
| Debt Service Reserve | 16,517,000 | 16,527,410 | (10,410) | 100% |

* The actuals may differ from financial statements due to the selection of cash basis accounting method for this report.

| Fiscal Year 2022-23 Phase 2 Budget vs. Actuals As of June 30, 2023 | 2022-23 Final Budget | 2022-23 Q4 Actuals | Difference | % of Budget Category |
|-----------------------------------------------------------------------------------|-------------------------------------|-----------------------------------|-------------------|-------------------------------------|
| Revenues | | | | |
| Proposition K San Francisco Sales Tax | 10,245,000 | 177,412 | 10,067,588 | 2% |
| Transit Center District CFD Funds | 53,861,000 | 20,602,298 | 33,258,702 | 38% |
| Transit Center District Impact Fees-IPIC | 10,000 | 9,282 | 718 | 93% |
| RM3 / TIRCP / Parcel F / Other | 26,797,000 | 381,924 | 26,797,000 | 1% |
| Parcel F Reimbursements | 980,000 | 0 | 980,000 | 0% |
| Interest Income | 291,000 | 0 | 291,000 | 0% |
| TOTAL REVENUES | 92,184,000 | 21,170,915 | 71,013,085 | 23% |
| Expenses | | | | |
| Salaries, Fringe Benefits, & Admin | 3,004,000 | 2,488,404 | 515,596 | 83% |
| Salary | 2,097,245 | 1,565,455 | 531,790 | |
| Benefits | 617,885 | 669,543 | (51,658) | |
| AdminExpenses | 288,870 | 253,406 | 35,464 | |
| Engineering & Design Services | 42,320,000 | 16,985,164 | 25,334,836 | 40% |
| Program Management / Program Controls | 4,790,000 | 4,308,190 | 481,810 | |
| Downtown Extension Preliminary Engineering & Design | 35,235,000 | 8,862,346 | 26,372,654 | |
| Downtown Extension Interagency Coordination | 1,185,000 | 3,088,477 | (1,903,477) | |
| Operations Planning | 500,000 | 427,238 | 72,762 | |
| Economic and Related Analysis | 210,000 | 184,096 | 25,904 | |
| Other Engineering & Design Services | 400,000 | 114,817 | 285,183 | |
| Professional Services | 1,679,000 | 1,272,872 | 406,128 | 76% |
| Financial and Grant Management | 450,000 | 301,437 | 148,563 | |
| Legal Counsel (City Attorney, Outside Counsel) | 415,000 | 370,595 | 44,405 | |
| Legislative Services | 291,000 | 298,250 | (7,250) | |
| Cybersecurity/IT | 238,000 | 109,578 | 128,422 | |
| Community & Public Relations | 225,000 | 165,063 | 59,937 | |
| Audits | 35,000 | 27,949 | 7,052 | |
| Other Intergovernmental Agreements / Professional Services | 25,000 | - | 25,000 | |
| Permits and Fees | 166,000 | - | 166,000 | |
| Taxes / Other Plan Checks / Permit Fees | 166,000 | 0 | 166,000 | |
| Real Estate Services | 43,755,000 | 161,283 | 43,593,717 | 0.4% |
| Property Acquisition | 40,400,000 | 0 | 40,400,000 | |
| Relocation Services | 1,750,000 | 132,065 | 1,617,935 | |
| Environmental, Building & Soil / Hazadous Material Services | 1,095,000 | 19,936 | 1,075,064 | |
| Real Estate Appraisal Services | 500,000 | 0 | 500,000 | |
| Property Management | 10,000 | 9,282 | 718 | |
| Other Professional Services | 1,260,000 | 263,191 | 996,809 | 20.9% |
| Parcel F Reimburseables | 980,000 | - | 980,000 | |
| Miscellaneous Consulting Services | 280,000 | 263,191 | 16,809 | |
| TOTAL EXPENSES | 92,184,000 | 21,170,915 | 71,013,085 | 23% |

| Fiscal Year 2022-23 Tenant Improvements Budget vs. Actual As of June 30, 2023 | 2022-23 Final Budget | 2022-23 Q4 Actuals | Difference | % of Budget Category |
|----------------------------------------------------------------------------------------------|-------------------------------------|-----------------------------------|-------------------|-------------------------------------|
| Revenues | | | | |
| 2020 Tax Allocation Bond Proceeds | 6,398,000 | 2,085,442 | 4,312,558 | 33% |
| Interest Income | 50,000 | - | 50,000 | 0% |
| TOTAL REVENUES | 6,448,000 | 2,085,442 | 4,362,558 | 32% |
| Expenses | | | | |
| Salaries & Benefits | 388,000 | 292,023 | 95,977 | 75% |
| Marketing and Leasing Commissions | 500,000 | 200,006 | 299,994 | 40% |
| Project Management / Engineering & Design | 1,360,000 | 313,140 | 1,046,860 | 23% |
| Landlord's Work/ Base Building Construction | 1,200,000 | 140,354 | 1,059,646 | 12% |
| Tenant Improvements Allowance | 3,000,000 | 1,139,919 | 1,860,081 | 38% |
| TOTAL EXPENSES | 6,448,000 | 2,085,442 | 4,362,558 | 32% |



Status of Contracts and Purchase Orders greater than \$25,000

Fiscal Year 2022-23 through Fourth Quarter (July 2022 to June 2023)

As of 6/30/2023

| Purpose | Vendor | Contract Value | Accrued to June 30, 2023 | Term | Funding Source | DBE Advisory | DBE Actual through Accrued to June 30, 2023 | SBE Goal (Per Contract) | SBE Actual through Accrued to June 30, 2023 | |
|------------------------------------------------|---------------------------------------|--------------------------------|----------------------------------------------------|--------------|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-------------------------|---------------------------------------------|------|
| Professional & Specialized Services | | | | | | | | | | |
| 1 | Program Management / Program Controls | AECOM (formerly URS) | Authorized: \$43,575,932.53 Total: \$51,014,474 | \$43,147,384 | 7/1/14-6/30/24 | AB1171, Bridge loan, CFD impact fees, Reimbursements, developer contribution, Planning, Prop K, TIFIA, CFD Bond Series 2021B, 2022B, CFD Pay Go, CP131 and CP131A | n/a | 27% | 25% | 13% |
| 2 | Elevators | Otis Elevator Company | Authorized: \$2,160,000 Total: \$2,160,000 | \$1,030,066 | 9/1/18 - 8/31/28 | Reimbursements, City Financing, Community Benefits District, Reimbursements | n/a | n/a | n/a | n/a |
| 3 | Escalators | Schindler Elevator Corporation | Authorized: \$1,384,062 Total: \$3,000,000 | \$1,057,342 | 9/1/18 - 8/31/29 | TIFIA, Operating, Community Benefits District, Reimbursements | n/a | n/a | n/a | n/a |
| 4 | Legal Services | Shute, Mihaly & Weinberger | \$3,000,000 | \$1,533,824 | 9/1/20-8/31/25 | Naming Rights, CFD Bond Reimbursements, TTC Operating, Parcel F | 0% | 0% | 100% | 61% |
| 5 | Legal Services | Renne Public Law Group | Authorized: \$100,000 Total: \$1,000,000 | \$62,520 | 9/1/20-8/31/25 | Naming Rights, CFD Bond Reimbursements | 0% | 0% | 0% | 0% |
| 6 | Legal Services | Nixon Peabody | Authorized: \$200,000 Total \$1,000,000 | \$0 | 9/1/20-8/31/25 | CFD Bond Reimbursements, Debt Fund | 0% | 0% | 10% | 0% |
| 7 | Legal Services | Meyers Nave | Authorized: \$200,000 Total \$1,000,000 | \$141,901 | 9/1/20-8/31/25 | CFD Bond Reimbursements, TTC Operating | 0% | 0% | 0% | 0% |
| 8 | Legal Services | Seyfarth Shaw | Authorized: \$15,900,000 Total \$22,826,390 | \$14,647,678 | 9/15/20-9/14/25 | CFD Bond Reimbursements, Unrestricted Revenue, TIFIA | 0% | 0% | 0% | 0% |
| 9 | Legal Services | Thompson Coburn | Authorized: \$200,000 Total \$1,000,000 | \$0 | 9/1/20-8/31/25 | CFD Bond Reimbursements | 0% | 0% | 0% | 0% |
| 10 | Financial Consulting Services | NWC Partners, Inc. | Authorized: \$808,000 Total: \$1,254,817 | \$750,928 | 5/6/2020 - 5/5/2025 | CFD Bond Reimbursements, TTC Operating, CFD Impact Fees, CFD Bond Series 2021B | n/a | 100% | 50% | 100% |
| 11 | Financial Consulting Services | Rockfleet Financial | Authorized: \$117,000 Total: \$2,413,110 | \$82,561 | 5/6/2020 - 5/5/2025 | CFD Bond Reimbursements, Operating | n/a | 0% | 50% | 0% |
| 12 | Independent Auditor | Maze & Associates | Authorized: \$187,552 Total: \$280,115 | \$167,136 | 6/25/20 - 6/24/2024 | CFD Bond Reimbursements | n/a | 0% | n/a | 100% |
| 13 | General Engineering Consultant | Parsons Transportation Group | Authorized: \$27,500,000 Total: \$47,500,000 | \$24,348,551 | 11/20/20 - 11/19/2024 | Prop K, CFD Bond Reimbursements, CFD Bond Series 2021B, CFD Bond Series 2022B | n/a | 16% | 21% | 50% |
| 14 | Program Management Information System | Sage Method | Authorized: \$309,300 \$556,200 | \$301,875 | 12/10/20 - 12/9/2024 | Prop K, CFD Bond Reimbursements | n/a | 0% | 17% | 15% |
| 15 | Communications and Outreach Services | Civic Edge Consulting | Authorized: \$385,000 Total: \$385,000 | \$367,263 | 12/10/20 - 7/12/2025 | TTC Operating, CFD Bond Reimbursements | n/a | 0% | 80% | 100% |
| 16 | Communications and Outreach Services | Davis & Associates, Inc. | Authorized: \$187,669.40 Total: \$350,000 | \$164,628 | 2/11/21 - 2/10/2025 | Prop K | n/a | 82% | 70% | 82% |



| | Purpose | Vendor | Contract Value | Accrued to June 30, 2023 | Term | Funding Source | DBE Advisory | DBE Actual through Accrued to June 30, 2023 | SBE Goal (Per Contract) | SBE Actual through Accrued to June 30, 2023 |
|---------------------------------------------------|--------------------------------------------------------------------------------|----------------------------------------|---------------------------------------------------------------------------------------|--------------------------|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------------------------------------------|-------------------------|---------------------------------------------|
| 17 | Actuarial Valuation Services | Macleod Watts | Total: \$33,000 | \$20,100 | 5/11/15 - 9/30/23 | CFD Bond Reimbursements, TTCOPS Naming | n/a | 0% | n/a | 0% |
| 18 | Financial Advisory Services | Sperry Capital Inc. | Authorized: \$751,654 Total: \$1,075,001 | \$669,219 | 1/19/21-1/18/27 | CFD Bond Reimbursements, Debt Fund | n/a | 0% | 95% | 100% |
| 19 | Integrated Financial System | Tyler Technologies | \$131,110 | \$95,652 | 8/1/20-7/31/24 | Naming Rights, CFD Bond Reimbursements | 0% | 0% | 0% | 0% |
| 20 | Real Estate Economics | Seifel Consulting, Inc. | Authorized: \$215,000 Total: \$500,000 | \$178,345 | 5/13/21-5/12/26 | CFD Bond Reimbursements | n/a | 0% | 100% | 100% |
| 21 | Real Estate Appraisal Services | J. Kaeuper & Company | \$250,000 | \$0 | 4/14/22 - 4/13/27 | CFD Pay Go, Prop K | n/a | 0% | 100% | 0% |
| 22 | Real Estate Appraisal Services | CBRE, Inc. | \$250,000 | \$0 | 4/14/22 - 4/13/27 | CFD Pay Go, Prop K | n/a | 0% | 16% | 0% |
| 23 | Right of Way Acquisition, Relocation Advisory and Specialty Appraisal Services | Associated Right of Way Services, Inc. | Authorized: \$225,000 Total: \$1,400,000 | \$132,065 | 8/5/22 - 8/4/27 | CFD Pay Go, Prop K | n/a | 0% | 100% | 100% |
| 24 | Right of Way Acquisition, Relocation Advisory and Specialty Appraisal Services | Desmond, Marcello & Amster, LLC | \$50,000 | \$0 | 4/14/22 - 4/13/27 | CFD Pay Go, Prop K | n/a | 0% | 0% | 0% |
| 25 | Right of Way Acquisition, Relocation Advisory and Specialty Appraisal Services | Donna Desmond Associates | \$30,000 | \$0 | 4/14/22 - 4/13/27 | CFD Pay Go, Prop K | n/a | 0% | 100% | 0% |
| 26 | Site Survey and Environmental Services | Millennium Consulting Associates | \$400,000 | \$19,994 | 8/5/22 - 8/4/27 | CFD Pay Go, Prop K | n/a | 0% | 80% | 100% |
| 27 | Site Survey and Environmental Services | ACC Environmental Consultants, Inc. | \$250,000 | \$0 | 4/14/22 - 4/13/27 | CFD Pay Go, Prop K | n/a | 0% | 100% | 0% |
| 28 | Site Survey and Environmental Services | AllWest | \$850,000 | \$0 | 6/9/22 - 6/8/27 | CFD Pay Go, Prop K | n/a | 0% | 30% | 0% |
| 29 | Title and Escrow Services | Chicago Title Company | Authorized: \$20,000 Total: \$800,000 | \$0 | 5/5/22-5/4/27 | CFD Bond Series 2021B | n/a | 0% | 0% | 0% |
| 30 | Architectural and Engineering (A&E) Professional Design Services | Pelli Clarke & Partners, Inc. | Authorized: \$375,000 Total: \$1,600,000 | \$114,049 | 4/1/22-4/1/27 | Tenant Improvements, Parcel F | n/a | 0% | n/a | 0% |
| 31 | Federal Advocacy Services | Carpi & Clay, Inc. | \$1,100,000 | \$90,000 | 2/1/23-1/31/28 | Unrestricted Revenue | n/a | 0% | 0% | 0% |
| 32 | State Advocacy Services | Townsend Public Affairs, Inc. | \$630,000 | \$52,500 | 2/1/23-1/31/28 | Unrestricted Revenue | n/a | 0% | 90% | 100% |
| Construction & Construction Management | | | | | | | | | | |
| 33 | Construction Manager/ General Contractor - TTC & Ramps | Webcor/Obayashi | Authorized Pre-Construction: \$30,728,362 Authorized Construction: \$1,510,087,849 | \$1,500,047,713 | 3/12/09-Completion | AB1171, AC Transit, bridge loan, bridge tolls, Reimbursements, City Financing, developer & utility reimbursements, FRA, land sales, OBAG, Prop K, TIFIA, CFD Bond Series 2019B | 17% | 5% | 17% | 11% |
| 34 | Construction Management Services | Dabri, Inc. | \$2,000,000 | \$0 | 3/1/22-2/28/27 | Parcel F | n/a | 0% | 91% | 0% |
| 35 | Construction Management Services | Zoon Engineering, Inc. | \$2,000,000 | \$28,469 | 1/4/22-1/3/27 | Parcel F | n/a | 0% | 100% | 100% |



| Purpose | Vendor | Contract Value | Accrued to June 30, 2023 | Term | Funding Source | DBE Advisory | DBE Actual through Accrued to June 30, 2023 | SBE Goal (Per Contract) | SBE Actual through Accrued to June 30, 2023 | | |
|----------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------|--------------|-------------------|--------------------------------------------------------------------------------------------------------|---------------------------------------------|-------------------------|---------------------------------------------|---------------------|---------------------|
| Operations | | | | | | | | | | | |
| 36 | Transit Center Asset Manager | LPC West Transit Management | based on services provided | \$88,880,956 | 5/8/17-6/30/26 | Community Benefits District, Reimbursements, City Financing, RM-2, TIFIA, Temp Terminal, TTC Operating | n/a | 0% | 0% | 0% | |
| 37 | Two-Way Radio | Wireless Voice & Data, Inc. | Authorized: \$184,835.72 Total: \$185,000 | \$181,648 | 7/12/18 - 7/15/23 | TIFIA, RM-2, RM-3 | n/a | 0% | n/a | 0% | |
| 38 | Physical Security (PSSM) System & Emergency Communication (ECS/MNS) Integration Svcs | Allied Universal Technical Services | Authorized: \$942,366.69 Total: \$1,468,400 | \$820,404 | 7/1/20-7/1/24 | RM-2, Operating | 0% | 0% | 0% | 0% | |
| 39 | Landscape Maintenance Services | Gachina Landscape Management | Authorized: \$828,316 Total: \$911,297.00 | \$706,315 | 10/17/20-10/16/23 | Community Benefits District, Reimbursements, Operating | n/a | 0% | 0% | 0% | |
| 40 | Fire Life Safety Sprinkler Testing Maintenance Service | Sciens Building Solutions (Sabah) | Authorized: \$460,560 Total: \$911,297.01 | \$243,776 | 12/15/20-12/14/23 | RM-2, Community Benefits District, Reimbursements | n/a | 0% | 11% | 0% | |
| 41 | Cisco Cybersecurity Solution | NetXperts | \$1,363,382 | \$629,043 | 5/13/21-5/13/26 | RM-2 | n/a | 0% | n/a | 0% | |
| 42 | Unarmed Contract Security Services | (350) Allied Universal | Authorized: \$10,152,445 Total: \$15,425,000 | \$8,229,172 | 7/1/21-6/30/24 | RM-2, Operating | n/a | 0% | 6% | 7% | |
| 43 | Building Occupancy Resumption Program (BORP) | Thornton Tomasetti | \$100,000 | \$43,100 | 2/3/22-7/3/24 | Naming Rights | n/a | 0% | n/a | 0% | |
| 44 | Wayfinding Services | lowercase productions | Authorized: \$485,000 Total: \$485,000 | \$484,980 | 4/1/22-6/30/23 | Operating | n/a | 0% | n/a | 100% | |
| 45 | Chief Engineer Recruitment Services | J Powers Recruiting, Inc. | \$42,000 | \$42,000 | 9/2/22-9/1/27 | Naming Rights | n/a | 0% | n/a | 100% | |
| 46 | Mass Notification System | Everbridge, Inc. | \$150,500 | \$150,500 | 7/1/22-6/30/23 | RM-2 | n/a | n/a | n/a | n/a | |
| 47 | Incident Management System | Valor | \$78,624 | \$26,208 | 7/1/22-6/30/25 | RM-3 | n/a | n/a | n/a | n/a | |
| 48 | Information Technology Support Services (TJPA Office/Trailer) | Coeus Consulting, LLC | Authorized: \$4,200 Total: \$252,000 | \$4,200 | 5/11/23-5/10/28 | TTCOPS-NAMING, CFDBND | n/a | n/a | n/a | n/a | |
| 49 | Information Technology Support Services (Transit Center) | NetXperts | Authorized: \$504,000 Total: \$2,784,718 | \$0 | 5/1/23-5/11/28 | TTCOPS | n/a | n/a | n/a | n/a | |
| Overall DBE and SBE Participation | | | | | | | DBE Goal | DBE Awarded | SBE Awarded | DBE Payments | SBE Payments |
| Life of the Transbay Transit Center Program, since 2004* | | | | | | | n/a | 7% | 14% | \$155,429,185 | \$146,302,352 |
| Federal Fiscal Years October 2022 - September 2025 | | | | | | | 17% | 4.1% | 8% | \$2,433,211 | \$2,512,389 |
| *TJPA began tracking SBEs in FFY08-09 | | | | | | | | | | | |



| Agency | Contract or Budget Value | Accrued to June 30, 2023 | Term | Funding Source | Notes |
|------------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------|--------------|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interagency Agreements | | | | | |
| 3 | SF Police Department | \$12,577,343 | \$11,783,806 | 8/12/18-on-going | TTC operating, RM-2, unrestricted revenue Supplemental Police Services in coordination with other law enforcement and City agencies. |
| 4 | SF Public Works | \$4,491,461 | \$2,569,639 | 1/4/16-Phase 1 Completion | Reimbursements, Prop K Construction Management and Oversight Services provided via agreement approved by TJPA Board in resolution 16-008 (Agmt IGA-16-013-DPW). |
| 5 | SF Department of Building Inspection | Based on services; Authorized: \$4,794,890 | \$4,794,872 | 3/10/10-termination | AB1171, FRA, Prop K Plan review and field inspection services provided via agreement approved by TJPA Board in resolution 09-036. |
| 6 | Caltrain LOA | \$3,868,938 | \$2,739,839 | 12/3/21-8/31/23 | CFD Bond Series 2021B Reimbursement for activities undertaken in support of the Downtown Rail Extension project |
| 7 | Caltrain MOA | \$1,055,000 | \$254,122 | 3/2/23 - 3/31/24 | CFD Bond Series 2021B, 2022B Reimbursement for activities undertaken in support of the Downtown Rail Extension project |
| 8 | CCSF OWED MOU | \$1,025,000 | \$448,209 | 1/1/22 - 6/30/23 | CFD Bond Series 2021B Reimbursement to OEWD and other City agencies (including the City Attorney's Office) for staff time and materials expended in support of the Downtown Rail Extension project. |
| Contract | | | | | |
| Invitations for Bids / Requests for Proposals | | | | | |
| 1 | Archaeology Services | | | 11/10/2022 | 1/10/2023 Awarded 7/13/23 |
| 2 | Facility Engineering Services for the Salesforce Transit Center | | | 3/15/2023 | 4/21/2023 Awarded 7/1/23 |
| 3 | Park Programming Services | | | 4/12/2023 | 5/17/2023 Awarded 7/1/23 |
| 4 | Program Management and Construction Management Services | | | 6/26/2023 | 9/22/2023 Open |

Transbay Joint Powers Authority

Inception to Date Capital Expenditures and Funding Sources (Phases 1, 2, and Tenant Improvements)

As of June 30, 2023

(Unaudited)

| CAPITAL EXPENDITURES | INCEPTION TO DATE |
|----------------------------------------------------------------------------------|------------------------------|
| <i>Salary and Benefits</i> | <u>40,347,298</u> |
| <i>Administration</i> | <u>21,447,871</u> |
| <i>Professional & Specialized Services</i> | |
| Transit Center/Bus Ramp Engineering & Design | 174,253,314 |
| Temporary Terminal Engineering & Design (complete) | 3,263,825 |
| Bus Storage Engineering & Design | 6,262,758 |
| Utility Relocation Engineering & Design | 5,990,409 |
| Downtown Extension Preliminary Engineering & Design | 52,383,916 |
| Program Management/Program Controls | 124,291,289 |
| Other Professional Services | <u>99,057,751</u> |
| Subtotal, Professional & Specialized | 465,503,262 |
| <i>Construction & Construction Management</i> | |
| Temporary Terminal Construction Management (complete) | 1,749,247 |
| Temporary Terminal Construction (complete) | 20,729,570 |
| Transit Center CM/GC Pre-Construction Services and Bonds | 43,973,394 |
| Former Terminal and Ramps Demolition (complete) | 15,748,484 |
| Construction Management and Construction Management Oversight | 83,146,779 |
| Utility Relocation Construction | 27,890,715 |
| Transit Center Building Construction | 1,411,428,559 |
| Transit Center Temporary Closure | 7,144,432 |
| Tenant Improvements | 36,163,753 |
| Bus Ramp Construction | 64,980,798 |
| Bus Storage Construction Management | 1,497,906 |
| Bus Storage Construction | <u>24,756,722</u> |
| Subtotal, Construction & Construction Management | 1,739,210,358 |
| <i>Right of Way</i> | |
| Property Acquisition (complete for Phase 1) | 117,982,980 |
| Professional Services (closing costs, relocation, etc.) | <u>5,219,735</u> |
| Subtotal, Right of Way | 123,202,715 |
| <i>Other</i> | |
| Caltrans Attorney Parking (complete) | 411,538 |
| Financing Costs (Bridge Loan, TIFIA, City Financing) | 86,978,012 |
| Settlements | <u>30,198,691</u> |
| Subtotal, Other | 117,588,241 |
| TOTAL ACCRUED CAPITAL EXPENDITURES | 2,507,299,746 |
| CAPITAL FUNDING SOURCES | |
| FTA: Federal Demonstration Section 1601 | 8,795,355 |
| FTA: Federal High Priority Project 5309 | 30,336,422 |
| FTA: Federal Projects of National & Regional Significance | 24,459,002 |
| FTA: Federal Congestion Management & Air Quality (One Bay Area Grant) | 6,000,000 |
| FRA: Federal High Speed Intercity Passenger Rail | 400,000,000 |
| FRA: Federal Rail Relocation Grant | 2,650,000 |
| FEMA: Federal Homeland Security Transit Security Grant | 100,000 |
| AC Transit Capital Contributions | 39,617,008 |
| AB 1171 Bridge Tolls | 149,885,297 |
| Regional Measure 1 Bridge Tolls | 54,399,940 |
| Regional Measure 2 Bridge Tolls | 150,000,000 |
| San Francisco (Proposition K) SF Sales Tax | 204,004,061 |
| San Mateo Sales Tax | 23,359,514 |
| Regional Transportation Improvement Program (RTIP) | 10,153,000 |
| Land Sales | 513,294,609 |
| Bridge Loan Proceeds | 158,469,156 |
| TIFIA Loan Proceeds | 168,983,187 |
| City Financing Proceeds | 103,000,000 |
| Mello-Roos Community Facilities District (CFD) Reimbursements | 324,146,563 |
| 2020 Tax Allocation Bonds | 61,002,472 |
| Lease, Interest Income & Other Unrestricted Sources | 15,477,876 |
| Reimbursements by Others (Private Utilities, Adjacent Property Developers, etc.) | 10,831,127 |
| Net Tax Increment | 36,129,908 |
| Former SF Redevelopment Agency In-Kind Contribution | 798,689 |
| Transit Center District Impact Fees | 3,255,782 |
| Legal Settlement | <u>8,150,778</u> |
| TOTAL CAPITAL FUNDING SOURCES | 2,507,299,746 |