

**THIS PRINT COVERS CALENDAR ITEM NO.: 9  
FOR THE MEETING OF: September 16, 2004**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Presentation of the Revised Initial Project Report and Resolution of Project Compliance required for the allocation of Regional Measure 2 funds for approval by the Board of Directors.

**SUMMARY:**

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 \$150,000,000 for the Transbay Terminal / Downtown Extension Project.

In order to receive RM-2 funds, on July 23, 2004, the TJPA Board adopted an Initial Project Report (IPR, Attachment 1) for Preliminary Engineering and Right of Way activities. Since July, TJPA staff and consultants have met with MTC staff and the staff and consultants to the San Francisco County Transportation Authority (SFCTA) to discuss the allocation of RM-2 funds and Prop. K (San Francisco half cent sales tax) funds to the Transbay project for Part One Preliminary Engineering activities.

Both MTC and the SFCTA will take action on these allocations in September. MTC's policies and procedures require that the IPR and corresponding Resolution of Project Compliance (Attachment 2) adopted by the TJPA match the allocation action taken by MTC. The attached IPR and Resolution have been revised to reflect the negotiated changes to scope and funding amounts from each agency.

**Initial Project Report**

The attached IPR (Attachment 1) has been revised to reflect modifications to scope and funding as requested by MTC and SFCTA as follows:

- Change in scope and schedule of Part One Preliminary Engineering to focus on developing a Transbay Terminal / Caltrain Downtown Extension Program definition that can be properly evaluated in an effort to reduce the overall cost of the Program and identify additional opportunities for revenue generation.
- Change in budget for Part One Preliminary Engineering (from \$26.8 million to \$20.99 million).
- Change in cashflow needs to coincide with Part One Preliminary Engineering schedule.

The task costs and funding for the Part One Preliminary Engineering phase are as follows:

<b>ENVIRONMENTAL STUDIES &amp; PRELIMINARY ENGINEERING PHASE: PART ONE FUNDING REQUIREMENTS</b>			
<b>Part One Preliminary Engineering Tasks</b>	<b>Total Estimated Cost</b>	<b>RM-2 Funding Request</b>	<b>Prop. K Funding Request</b>
Program Management/Program Controls	\$ 6,800,000	\$ 5,020,000	\$ 1,780,000
Transbay Terminal Pre-Design Task	\$ 3,420,000	\$ 2,525,000	\$ 895,000
Preliminary Engineering- Caltrain Downtown Extension	\$ 10,770,000	\$ 7,950,000	\$ 2,820,000
<b>Total:</b>	<b>\$20,990,000</b>	<b>\$15,495,000</b>	<b>\$5,495,000</b>

The total RM-2 allocation request for this Part One Preliminary Engineering phase is \$15,495,000.

With satisfactory progress on these tasks, TJPA will seek allocations of RM-2 and Prop. K funds to complete the preliminary engineering phase (Part Two).

A separate allocation for right of way will be requested when the scope and schedule for right of way activities is determined. An updated IPR, a new resolution of project compliance, and evidence of commitment of complementary funds for the right of way phase will be presented to the TJPA Board for approval prior to submittal to MTC and the SFCTA.

### **Implementing Agency Resolution of Project Compliance**

The required Resolution of Project Compliance adopted by the TJPA Board on July 23, 2004 has been revised to reflect the negotiated RM-2 allocation amount (Attachment 2). The TJPA counsel has reviewed the resolution and has approved it as to form, including the indemnification clause.

### **ENCLOSURES:**

1. Initial Project Report Dated September 16, 2004
2. RM-2 Implementing Agency Resolution of Project Compliance

### **RECOMMENDATION:**

Adopt Initial Project Report dated September 16, 2004 and approve Resolution of Project Compliance.

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

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

WHEREAS, SB 916 (Chapter 715, Statutes 2004), commonly referred as Regional Measure 2, identified projects eligible to receive funding under the Regional Traffic Relief Plan; and

WHEREAS, The Metropolitan Transportation Commission (MTC) is responsible for funding projects eligible for Regional Measure 2 funds, pursuant to Streets and Highways Code Section 30914(c) and (d); and

WHEREAS, MTC has established a process whereby eligible transportation project sponsors may submit allocation requests for Regional Measure 2 funding; and

WHEREAS, Allocations to MTC must be submitted consistent with procedures and conditions as outlined in Regional Measure 2 Policy and Procedures; and

WHEREAS, The Transbay Joint Powers Authority is an eligible sponsor of transportation project(s) in Regional Measure 2, Regional Traffic Relief Plan funds; and

WHEREAS, The Transbay Terminal/Caltrain Downtown Extension project is eligible for consideration in the Regional Traffic Relief Plan of Regional Measure 2, as identified in California Streets and Highways Code Section 30914(c) or (d); and

WHEREAS, The Regional Measure 2 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 the Transbay Joint Powers Authority is requesting that MTC allocate Regional Measure 2 funds; now, therefore, be it

RESOLVED, That the Transbay Joint Powers Authority, and its agents shall comply with the provisions of the Metropolitan Transportation Commission's Regional Measure 2 Policy Guidance (MTC Resolution No. 3636); and be it further

RESOLVED, That the Transbay Joint Powers Authority certifies that the project is consistent with the Regional Transportation Plan (RTP); and be it further

RESOLVED, That the year of funding for any design, right-of-way and/or construction phases has taken into consideration the time necessary to obtain environmental clearance and permitting approval for the project; and be it further

RESOLVED, That the Regional Measure 2 phase or segment is fully funded, and results in an operable and useable segment; and be it further

RESOLVED, That the Transbay Joint Powers Authority approves the updated Initial Project Report, attached to this resolution; and be it further

RESOLVED, That the Transbay Joint Powers Authority approves the cash flow plan, attached to this resolution; and be it further

RESOLVED, That the Transbay Joint Powers Authority has reviewed the project needs and has adequate staffing resources to deliver and complete the project within the schedule set forth in the updated Initial Project Report, attached to this resolution; and be it further

RESOLVED, That the Transbay Joint Powers Authority is an eligible sponsor of projects in the Regional Measure 2 Regional Traffic Relief Plan, Capital Program, in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, That the Transbay Joint Powers Authority is authorized to submit an application for Regional Measure 2 funds for (project name) in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, That there is no legal impediment to the Transbay Joint Powers Authority making allocation requests for Regional Measure 2 funds; and be it further

RESOLVED, That there is no pending or threatened litigation which might in any way adversely affect the proposed project, or the ability of the Transbay Joint Powers Authority to deliver such project; and be it further

RESOLVED, That the Transbay Joint Powers Authority indemnifies and holds 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 Transbay Joint Powers Authority, its officers, employees or agents, or subcontractors or any of them in connection with its performance of services under this allocation of RM2 funds. In addition to any other remedy authorized by law, so much of the funding due under this allocation of RM2 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 the Transbay Joint Powers Authority shall, if any revenues or profits from any non-governmental use of property (or project) that 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 the Metropolitan Transportation Commission is entitled to a proportionate share equal to MTC's percentage participation in the projects(s); and be it further

RESOLVED, That assets purchased with RM2 funds including facilities and equipment shall be used for 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 Metropolitan Transportation Commission (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 Regional Measure 2 funds were originally used; and be it further

RESOLVED, That the Transbay Joint Powers Authority 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 Regional Measure 2 Toll Revenues; and be it further

RESOLVED, That the Transbay Joint Powers Authority authorizes its Executive Director, or her designee, to execute and submit an allocation request for the first part of the preliminary engineering phase with MTC for Regional Measure 2 funds in the amount of \$15,495,000, for the project, purposes and amounts included in the project application attached to this resolution; 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 application referenced herein.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of September 16, 2004.

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Secretary, Transbay Joint Powers Authority

# **Regional Measure 2**

**Initial Project Report  
(IPR)**

## **Transbay Terminal / Caltrain Downtown Extension Project**

**TJPA Board Action: September 16, 2004**

**Prepared: September 3, 2004**

# **INITIAL PROJECT REPORT**

## **RM-2**

### **PROJECT INFORMATION**

#### **Project Title**

“Transbay Terminal / Downtown Caltrain Extension” in Regional Measure 2

“Transbay Terminal Replacement Project” number SF-010015 in TIP

“Caltrain Downtown Extension / Rebuilt Transbay Terminal” in RTEP (Resolution 3434)

“Caltrain Downtown Extension / Transbay Terminal Replacement” in 2001 RTP, project number 21342

#### **Project Sponsor / Implementing Agency**

Transbay Joint Powers Authority (TJPA), responsible for all phases of project

#### **Detailed Project Description**

The Transbay Terminal / Downtown Caltrain Extension Project, or the "Project," consists of three major components: a new, multi-modal Transbay Terminal on the site of the present Transbay Terminal; the extension of Caltrain commuter rail service from its current San Francisco terminus at Fourth and Townsend Streets to a new underground terminus underneath a proposed new Transbay Terminal; 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 subordinate components of the project include a temporary bus terminal facility to be used during construction of the new Transbay Terminal; a new, permanent off-site bus storage/layover facility; reconstructed bus ramps leading to the new Transbay Terminal; and a redesigned Caltrain storage yard.

The present Transbay Terminal, which was opened in 1939, does 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. The need to modernize the Transbay Terminal and public desire to extend Caltrain to downtown San Francisco provide an opportunity to enhance regional transit connectivity, increase transit ridership, and revitalize the surrounding area.

The Project provides the following public benefits: improved access to rail and bus services; improved Caltrain service by providing direct access to downtown San Francisco; enhanced connectivity between Caltrain and other major transit providers; modernization of the Transbay Terminal that meets future transit needs; reduced non-transit vehicle use; accommodating projected growth in travel demand in the San Jose - San Francisco corridor; reduced traffic congestion on US Highway 101 and I-280 between San Jose and San Francisco and other routes; reduced vehicle hours of delay on major freeways in the Peninsula corridor; improved regional air quality by reducing auto emissions; direct access to downtown San Francisco for future intercity and/or high-speed rail service; alleviation of blight and revitalization of the Transbay Terminal Area; construction of up to 4,700 new housing units (full build), one-third of which would be affordable; facilitate transit use by developing housing next to a major transit hub; enhanced access to employment, retail, and entertainment opportunities; and support of local economic development goals.

The Project is included in MTC's Resolution 3434, the RTEP, the RTP, MTC's 2000 Blueprint, the San Francisco Countywide Transportation Plan, the San Francisco Countywide Congestion Management Plan,

## **INITIAL PROJECT REPORT**

### **RM-2**

the New Transportation Expenditure Plan for San Francisco, the Expenditure Plan for Regional Measure 2, and the Transbay Redevelopment Project Area Design for Development. All of these plans included extensive public outreach regarding the inclusion of and prioritization of projects.

#### ***Environmental / Design / Right-of-Way Phase***

The Project is divided into two phases: the Environmental / Design / Right-of-Way (E/D/ROW) Phase, and the Construction Phase. The E/D/ROW Phase is fully funded with committed revenues, and has completed major milestones. The Construction Phase (including any necessary demolition) will commence when the identified revenues and financing have been secured and added to the existing revenue commitments.

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*, in April of 2004, thereby completing the CEQA process. The completion of the NEPA process is expected in the summer of 2004 with a Record of Decision issued by the Federal Transit Administration.

In conjunction with the drafting of the EIS/EIR, the Redevelopment Agency prepared its *Transbay Design for Development*, an award-winning document outlining the frameworks for land use, urban form, and public spaces within the Redevelopment Project Area, focusing on the development of the vacant and underutilized parcels.

The Transbay Joint Powers Authority (TJPA) is currently in negotiations with the selected consultants for Early Engineering Design of the Caltrain Downtown Extension and for Program Management / Program Controls. The TJPA has selected an Architectural Competition Manager consultant to oversee the selection process for the Terminal architectural team.

The Right-of-Way needs for the project have been identified and costs estimated. 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 that will occur after the FTA publishes its Record of Decision.

#### ***Detailed Scope of Work for Current Phase***

A detailed scope of work and schedule for the current phase of the project are shown in Attachment A for the first part of the preliminary engineering work and in Attachment B for right of way activity.

## **PROJECT DELIVERY**

### **Impediments to Project Completion**

The project schedule will require coordination with the ongoing Caltrans West Approach (I-80) Retrofit project. Schedule coordination will focus on sequencing of construction activities and property transfer. Additionally, right of way activities need to be coordinated with the construction schedule to ensure timely availability of right of way.



## **INITIAL PROJECT REPORT**

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Three key sources of project funding are not yet committed and will require ongoing efforts to secure. High Speed Rail bonds, passenger facility charges/station access fees, and the TIFIA loan are needed to finance the project. A funding gap of approximately \$133 million remains to be addressed. TJPA will continue working with its funding partners and member agencies to secure full funding for the project.

#### **Phase Status**

- **Environmental –**

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. A Record of Decision from FTA to complete the NEPA process is expected in the summer of 2004. 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.*

- **Design –**

In April 2001, the City and County of San Francisco ("City"), the Alameda-Contra Costa Transit District ("AC Transit"), and the Peninsula Corridor Joint Powers Board ("JPB") executed a Joint Exercise of Powers Agreement creating the Transbay Joint Powers Authority ("Authority"). The purpose of the Authority is to design, build, develop, operate and maintain a new transportation terminal and associated facilities in San Francisco, known as the Transbay Terminal Program ("Program").

The Program will provide expanded bus and rail service in a new transportation terminal building on the site of the existing terminal at First and Mission Streets. Also included in the Program are viaducts and ramps linking the new terminal to the Bay Bridge and to an off-site bus storage facility, a below-grade extension of Caltrain to the new terminal building including the construction of a new subsurface station in the vicinity of Fourth and Townsend, modifications to the existing Fourth and Townsend surface station, a temporary bus terminal and storage area for use by buses during construction of the new terminal building, and the new permanent off-site bus storage facility. The Authority anticipates that the new terminal may eventually accommodate not only buses and commuter trains but also a future California High Speed Rail Line and a future subaqueous extension of rail service across the Bay to Alameda County (see EIR/EIS).

The Authority currently anticipates that the Program will be divided and packaged as follows:

- The terminal building and associated rail cut-and-cover approach sections and bus viaducts will be designed by an Architectural/Engineering consultant and constructed under a competitively bid construction contract.
- The rail tunnel and cut-and-cover section between the proposed Fourth Street Station and the Transbay Terminal will be carried through the preliminary engineering phase by a separate Engineering Consultant who will produce a set of Design/Build contract documents covering the remainder of the design work of the tunnel and cut-and-cover section as well as its construction, testing and startup.

## **INITIAL PROJECT REPORT**

### **RM-2**

- The proposed Fourth Street Station as well as the cut-and-cover and surface sections leading southwesterly from the Fourth Street Station to a proposed connection with existing trackage in the vicinity of 16<sup>th</sup> Street and major modifications to the existing surface station at Fourth and Townsend will be entirely designed by the Engineering Consultant and constructed under one or more competitively bid construction contracts.
- The two bus facilities (temporary and permanent) will be designed by separate engineering groups and constructed under one or more competitively bid construction contracts.

The Authority has been granted “primary jurisdiction with respect to all matters pertaining to the financing, design, development, construction, and operation of the new terminal” (AB 812, amending Section 5027.1 of the Public Resources Code). The Member agencies of the Authority have granted to the Authority most of their jointly held powers, including the authority to buy and sell property, enter into contracts, and accept and expend grants of cash and property.

Authority management functions include contract oversight, policy direction, financing, investment supervision, and coordinating and collaborating with the California Department of Transportation (Caltrans); AC Transit; Peninsula Corridor Joint Powers Board; San Mateo County Transit District; Golden Gate Bridge, Highway and Transportation District; San Francisco Redevelopment Agency and City and County of San Francisco including its Municipal Transportation Agency comprised of the Municipal Railway Department and the Department of Parking and Traffic.

- **Right-of-Way Activities –**

The RM-2 funded Right-of-Way Activities phase does not differ from the total project. As stated previously, the Right-of-Way needs for the project have been identified and costs estimated. 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 that will occur after the FTA publishes its Record of Decision.

- **Construction / Vehicle Acquisition / Operating Service -**

No difference from total project.

### **Operability**

The Project would result in two separate operations and maintenance components: the Transbay Terminal Building and the Caltrain Downtown Extension. Both are independently self-sufficient.

*Transbay Terminal:* The new Transbay Terminal 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 leaseable space in a prime real estate market. Lease revenues are expected to surpass operating costs.

Estimates of the operating costs for the terminal building and revenues from tenants (including transit operators and retail establishments) result in net income for the project. The operating costs total

## **INITIAL PROJECT REPORT**

### **RM-2**

approximately \$17.8 million (2003 dollars) per year, which includes expenses related to building security, utilities, maintenance and repair, cleaning, insurance, promotion and publicity, and management of the joint development, bus and train leases. The operating costs do not include debt service.

The total operating income totals approximately \$22.4 million (2003 dollar) per year, generated by the building leases, including rents from transit operators, retail establishments, a hotel; parking revenue; general advertising revenue; and the continuation of terminal operating funds from Bay Area Toll Authority funds (\$3 million per year in 2003 dollars, as described in SB 916). The net operating revenue has been identified as a source for payment of financing costs.

*Caltrain Downtown Extension:* As noted in the Final EIS/EIR, moving the Caltrain San Francisco terminal 1.3 miles from Fourth and Townsend to the Transbay Terminal would have a modest effect on the total annual operating costs of Caltrain service. However, the extension would generate new ridership for Caltrain.

The downtown extension would increase annual Caltrain ridership by 13,500 riders in year 2020, as discussed in the Final EIS/EIR. By applying the current average Caltrain fare of \$2.76, the extension is projected to generate more than \$9 million (2003 dollars) in new fare revenue each year. The annual operating costs for the 1.3-mile extension would total approximately \$7.5 million in 2003 dollars, based on Caltrain's current hourly operating cost. The use of the excess revenues generated by the extension are to be determined by Caltrain.

#### **Project Delivery Milestones**

<b>Phase-Milestone</b>	<b>Planned - Initial</b>		<b>Planned - Revised</b>		<b>Actual</b>	
	Start Date	Completion Date	Start Date	Completion Date	Start Date	Completion Date
Environmental Document	August 2000	April 2004				
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	April 2006				
Final Design - Plans, Specs. & Estimates (PS&E)	August 2005	December 2009				
Right-of-Way Activities (R/W)	July 2004	June 2007				
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	November 2005	June 2012				

A detailed project schedule is shown in Attachment C to this report.

*Environmental Document:* The Final EIS/EIR for the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project was certified by the San Francisco Planning Department, the Peninsula Corridor Joint Powers Board, and the San Francisco Redevelopment Agency on April 22, 2004. The San Francisco Board of Supervisors unanimously upheld certification on June 16, 2004. A Record of Decision is anticipated from the Federal Transit Administration in Summer 2004.

*Environmental Studies, Preliminary Engineering:* The environmental studies for the project have been completed. The TJPA is currently in negotiations with an engineering firm to provide engineering

## **INITIAL PROJECT REPORT**

### **RM-2**

services for the Caltrain Downtown Extension and coordination with Caltrans Bay Bridge retrofit activities. TJPA is also in the process of procuring Program Management/Program Controls consultant services. Preliminary planning and design for the new Terminal will start in FY 2004-2005.

As described in the attached Scope of Work (Attachment A), the Preliminary Engineering (PE) phase of the project will commence with developing sufficient design detail to conduct a meaningful and comprehensive Value Engineering study and to prepare cost estimates for each element of the Transbay Terminal / Caltrain Downtown Extension program (Part One). The second part of the PE phase (Part Two) will result in design documents at the thirty-five percent level for the program elements.

*Final Design – Plans, Specifications and Estimates:* Work on this phase of the project has not begun.

*Right-of-Way Activities:* Work on this phase of the project is anticipated to commence in early FY 2004-2005 in order to preserve the right of way required for the project. The issuance of the Record of Decision will enable the transfer of land from the State of California to the project.

*Construction:* The Construction Phase (including any necessary demolition) will commence when the identified revenues and financing have been secured and added to the existing revenue commitments.

## **PROJECT BUDGET**

### **Total Project Budget Information**

<b>Phase</b>	<b>Total Amount - Escalated - (Thousands)</b>
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$67,100
Design - Plans, Specifications and Estimates (PS&E)	\$124,100
Right-of-Way Activities (R/W)	\$103,800
Construction / Rolling Stock Acquisition / Operating Service (CON)	\$1,787,900
Total Project Budget (in thousands)	\$2,082,900

Notes:

*Environmental Studies & Preliminary Engineering* budget includes \$3.8 million in prior expenditures by the TJPA for the EIS/EIR document.

*Environmental Studies & Preliminary Engineering* budget does not include expenditures by Caltrain JPB for the EIS/EIR document from the grant of Congestion Mitigation and Air Quality Improvement Program (CMAQ) and Transportation Congestion Relief Program (TCRP) funds received from the California Department of Transportation and the Metropolitan Transportation Commission.

*Environmental Studies & Preliminary Engineering* budget includes Transbay Joint Powers Authority administrative costs to date. TJPA administrative costs are included in the total costs for all phases of the project.

*Right-of-Way Activities* budget includes proceeds from the resale of land acquired for the construction of the Downtown Caltrain Extension but not needed for the project after construction has been completed.

## **INITIAL PROJECT REPORT**

### **RM-2**

*Total Project Budget* does not include the cost of anticipated financing required to fund construction period shortfalls.

#### **Prior Expenditure Information**

##### **Expenditures To-Date by Phase**

Phase	Date of last Expenditure	Amount Expended to date (Est. Thousands)	Balance Remaining To be Expended (Est. Thousands)
ENV / PA&ED	June 2004	\$3,800	\$63,300
PS&E			\$124,100
R/W			\$103,800
CON / Operating			\$1,794,400
Total to date (in thousands)		\$3,800	\$2,081,221

##### **Expenditures To-Date by Fund Source**

Fund Source Expended to Date	Date of last Expenditure	Amount Expended to date (Est. Thousands)	Balance Remaining To Be Expended (Est. Thousands)
Federal Section 1601 Grant	June 2004	\$2,209	\$6,586
MTC Bridge Tolls	June 2004	\$792	\$608
SF Redevelopment Agency In Kind	June 2004	\$799	\$0
Total to date (in thousands)		\$3,800	\$7,194

### **RM-2 FUNDING INFORMATION**

#### **RM-2 Funding Need**

A total of \$150 million in RM-2 funds will be used on all phases of the project. RM-2 funds are projected to be used early on with other committed funds to complete the preliminary engineering, PS&E, and right of way phases of the project.

#### **RM-2 Funding Expenditures**

The total amount of RM-2 funded expenditures for the project is \$150 million. The expenditures are shown by phase and year in the attached RM-2 Funding Expenditure Plan Spreadsheet.

#### **RM-2 Needs for Next Fiscal Year**

RM-2 funding for the project is needed in FY 2004-05 for the Environmental/PA&ED Part One phase (\$10,505,000) and the Right of Way phase (\$35,250,000). These funds will be matched with other

## **INITIAL PROJECT REPORT**

### **RM-2**

local funds. RM-2 funds from the Environmental/PA&ED Part One phase will continue to be expended in FY 2005-06.

#### **RM-2 Expenditure Needs for Next Fiscal Year**

RM-2 FY 2004-05 Planned Expenditures	Jul-Sep	Oct-Dec	Jan-Mar	Apr-Jun	Total FY 2004-05 - Escalated - (Thousands)
ENV / PA&ED	\$0	\$2,310	\$4,430	\$3,765	\$10,505
PS&E	\$0	\$0	\$0	\$0	\$0
R/W	\$0	\$11,750	\$11,750	\$11,750	\$35,250
CON / Operating	\$0	\$0	\$0	\$0	\$0
Total (in thousands)	\$0	\$14,060	\$16,180	\$15,515	\$45,755

## **FUNDING INFORMATION**

### **OVERALL**

The committed funds for the project are directed at the design/engineering and right of way phases. Uncommitted funds have been identified for the construction phase of the project. The four Funding Plan Spreadsheets attached to this report provide detail on the funding committed by phase and year, uncommitted funding planned, and the fully funded phase of the project.

#### **TOTAL PROJECT - Committed Funding**

The committed funding for the project includes \$11.0 million in existing federal Section 1601 grants and local match, \$150 million in RM-2 funds, \$300.3 million in San Francisco County sales tax (Prop. K), \$29.5 million in San Mateo County sales tax, \$287.9 million in revenues from land sales (parcels that will be owned by the TJPA, per the Cooperative Agreement with Caltrans), \$53 million in RM-1 funds, \$23 million in City and County of San Francisco RTIP funds, \$150 million in AB 1171 regional discretionary funds, \$131 million in net operating revenues (leases, rents, existing bridge tolls from the Terminal operations), and \$534.2 million in tax increment revenues from the redevelopment area. These committed funds are in MTC's Resolution 3434. The San Mateo and San Francisco sales taxes, land sales, and tax increment have been escalated to year of expenditure/receipt.

Committed funds for the project are provided on the attached spreadsheet.

#### **TOTAL PROJECT – Uncommitted Funding**

Uncommitted funds for the project include \$14.0 million in a federal earmark in H.R. 3550, \$873 million in passenger facility charges/station access fees, \$50.16 million in leveraged lease transaction on the terminal facility, \$694.3 million in TIFIA loan, \$475 million in high speed rail bonds, and \$133.3 million in other funds to be determined. Uncommitted funds for the project are shown on the attached spreadsheet.

## **INITIAL PROJECT REPORT**

### **RM-2**

#### **TOTAL PROJECT – Total Funding**

The total project funding is \$3,941million, including principal and interest for the TIFIA loan. The total project funding is shown on the attached spreadsheet.

#### **RM-2 DELIVERABLE SEGMENT – If Different from Total Project**

A summary of the RM-2 funding for the plan is provided in the attached spreadsheet.

#### **GOVERNING BOARD ACTION**

The Transbay Joint Powers Authority Board will consider the IPR at its September 2004 meeting.

#### **CONTACT / PREPARATION INFORMATION**

Provide applicable contact information including agency, contact/project manager names, phone numbers, e-mail, and mailing addresses. Also provide the date the report was prepared, agency and name of person preparing this report.

Agency contact:

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Original report prepared on May 6, 2004 and revised on July 14, 2004 and September 3, 2004 by:

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Comments:
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Transbay Terminal / Caltrain DTX  
Date Printed: 9/9/2004

**Initial Project Report**  
**RM-2**  
**Total Project**  
**TOTAL PROJECT FUNDING PLAN**  
(Amounts Escalated in Thousands)

Project Title: Transbay Terminal / Downtown Caltrain Extension															Project ID: <b>22</b>
Agency: Transbay Joint Powers Authority															Plan Date: 03-Sep-04
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED</b>															
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
<b>COMMITTED</b>															
Section 1601 grant + match	(ENV / PE / PA&ED)	3,800	6,300	900											11,000
Regional Measure 2	(ENV / PE / PA&ED)		15,495	13,505											29,000
SF Sales Tax Prop K	(ENV / PE / PA&ED)		5,495	21,605											27,100
Regional Measure 2	PS&E			36,700	25,400										62,100
SF Sales Tax Prop K	PS&E			36,700	25,400										62,100
Regional Measure 2	ROW		35,250	7,650	8,800										51,700
SF Sales Tax Prop K	ROW		35,250	7,650	10,800										53,700
San Mateo Sales Tax	ROW		29,500												29,500
Regional Measure 2	CON			7,200											7,200
SF Sales Tax Prop K	CON			7,200		42,590	107,570								157,360
Land Sales	CON						47,710	48,220	34,070	35,260	36,500	37,780	39,100	40,470	319,110
RM 1	CON					18,000	18,000	17,000							53,000
RTIP	CON					10,000	13,000								23,000
AB 1171	CON								30,000	30,000	30,000	30,000	16,000	14,000	150,000
Net Operating Revenues	CON				3,380	3,480	3,580	3,690	4,280	4,120	3,960	3,790	3,620	97,110	131,010
Tax Increment	CON							420	1,700	3,020	4,410	6,400	8,740	509,510	534,200
<b>UNCOMMITTED</b>															
TEA-LU Earmark	CON			7,600	6,400										14,000
Station Access Fee	CON									8,920	9,590	10,010	10,440	834,040	873,000
Leveraged Lease Transaction	CON								50,160						50,160
TIFIA Loan	CON						364,300	330,020							694,320
High Speed Rail Bonds	CON				35,300	434,400	5,300								475,000
Other (Prop 42, Fed. Disc, Local Sales Tax)	CON							13,200	120,100						133,300
		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED FUNDING TOTAL</b>															
		3,800	127,290	146,710	115,480	508,470	559,460	412,550	240,310	81,320	84,460	87,980	77,900	1,495,130	3,940,860

Comments:

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&amp;ED), PS&amp;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).

**Initial Project Report**  
**RM-2**  
**RM-2 Deliverable Segment**  
**RM-2 DELIVERABLE SEGMENT FUNDING PLAN**  
(Amounts Escalated in Thousands)

[illegible]

Comments:

(Complete this spreadsheet only if RM-2 funds are dedicated to deliver a specific phase or deliverable segment of the overall total project)

Enter funds on the RM-2 Deliverable Phase or Segment, ONLY if the RM-2 Phase or Segment is different from the overall total project. The RM-2 Segment must be Fully Funded and result in a operable or useable segment.

Enter only funds **Committed** to the RM-2 Funded Segment and only if different from Total Project. Enter amounts in thousands and escalated to the year of funding. DO NOT enter uncommitted funding - The RM-2 Phase or Segment must be fully funded.

Eligible Phases: ENV (or PA&ED), PS&E, R/W or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT R/W SUP or CT CON SUP for Caltrans support, but not necessary (optional).

**Initial Project Report**  
**RM-2**  
**RM-2 FUNDING EXPENDITURE PLAN**  
**(RM-2 Funds Only)**

(Amounts Escalated in Thousands)

[illegible]

Comments:

RM-2 annual expenditures could be reduced if currently uncommitted funding such as the TEA-LU Earmarks are realized.

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).

## **Transbay Joint Powers Authority**

### **Transbay Terminal / Caltrain Downtown Extension Project Preliminary Engineering Part One Scope of Work**

August 31, 2004

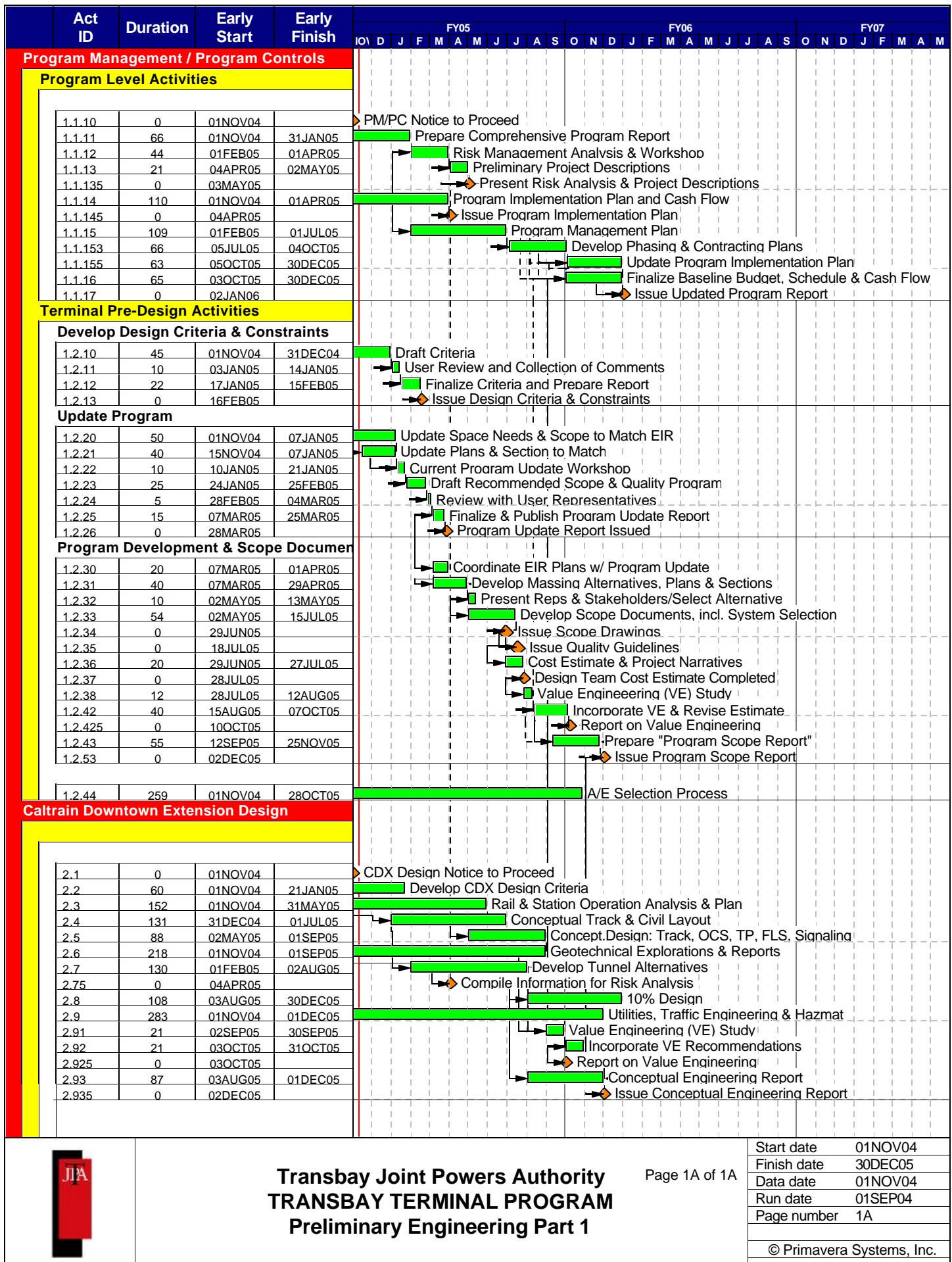
Part One of the Preliminary Engineering phase, consists of the following activities and deliverables:

1. Program Update Report;
2. Design Criteria and Quality Guidelines;
3. Risk Analysis including identification of significant project elements that contribute to cost risk;
4. Program Implementation Plan and Cash Flow including phasing alternatives that consider expected availability of funding;
5. Preliminary engineering (roughly 10%) on project elements needed to better define cost;
6. Revised Cost Estimate Report;
7. Value Engineering Report;
8. Program Scope Report for the Transbay Terminal element;
9. Conceptual Engineering for the Caltrain Downtown Extension element;
10. Revised Program Budget, Schedule and Cash Flow; and
11. Project Management/Project Control necessary to complete the items above.

The detailed progress timeline for these activities and deliverables are presented in the accompanying schedule.

The costs for the contracts to be awarded to accomplish these activities and deliverables is summarized below:



<b>Contract</b>	<b>Preliminary Engineering Part One Cost Estimate</b>
Program Management/Program Controls	\$6,800,000
Transbay Terminal Pre-Design Tasks	\$3,420,000
Caltrain Downtown Extension Design	\$10,770,000
<b>Total</b>	<b>\$20,990,000</b>



**DETAILED SCOPE OF WORK  
PROJECT RIGHT OF WAY**



<b>Transbay Terminal / Caltrain Downtown Extension Project Property Summary Table</b>				
<b>Needed For ...</b>	<b>Buildings Required</b>		<b>Easements Required</b>	
	<b>Tunnel Option</b>	<b>Cut &amp; Cover Option</b>	<b>Tunnel Option</b>	<b>Cut &amp; Cover Option</b>
Terminal Building	4	4	–	–
Terminal Building (Main Street Blocks)	2	2	–	–
Caltrain Alignment 2/Main	12	12	–	–
Caltrain: Second/ Townsend Block	–	10	11	1
<b>Totals</b>	<b>18</b>	<b>28</b>	<b>11</b>	<b>1</b>

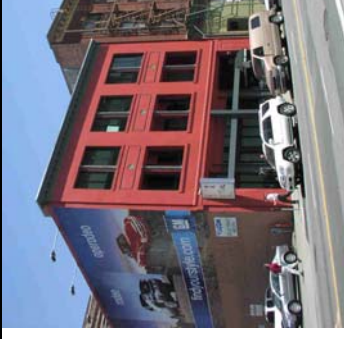


**Transbay Terminal – Caltrain Downtown Extension – Redevelopment Project  
Property Summary Table**


FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
<b>Natoma: North Side</b>								
5.2-1	Terminal Building	Full	3721	45A	70 Natoma Street [a]	80 Natoma Site	Vacant	 <p>Note: [a] = FEIS for Terminal Building, DEIS for Caltrain Alignment.</p>
5.2-1	Terminal Building	Full	3721	46	78-80 Natoma Street [a]	80 Natoma Site	Vacant	
5.2-1	Terminal Building	Full	3721	54	65 Minna Street [a]	80 Natoma Site	Vacant	
5.2-1	Terminal Building	Full	3721	53	81 Minna Street [a]	80 Natoma Site	Vacant	
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	47	90 Natoma Street		Building (1)	







FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
Natoma: South Side								
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	<i>109 through 118</i>	85 Natoma Street	New Condo project (former lot 90).	Building (1)	
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	<i>108</i>	81-83 Natoma Street	Zebulon Restaurant (former lots 27a & 28)	Buildings (2)	



FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	29	77-79 Natoma Street	Varnish (gallery/bar)	Building (1)	
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	31	Natoma Street (no address listed)	Parking – Adjoining Tranbay Ramps	Vacant	
<b>Second Street – Howard to Folsom</b>								
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3736	97	201 Second Street	Corner: parking lot.	Vacant	

FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3736	96	205-215 Second Street	Chatz Coffee & Golden Flower Spa	Building (1)	
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3736	95	217 Second Street	Output	Building (1)	
<b>Second Street – Howard to Natoma</b>								
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	22	191 Second Street	Corner Howard	Building (1)	




FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	23	181 Second Street	Gasser Photo	Building (1)	
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	25	171 Second Street	Tempura House (in ground floor)	Building (1)	

FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
Howard Street – North Side								
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	95	580-586 Howard Street	Dahl Beck Warehouse (former lot 91)	Building (1)	
5.2-3	Caltrain Alignment 2/Main	Acquire & Demolish	3721	20	568-576 Howard Street	Maevo Building	Building (1)	

FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
5.2-1	Terminal Building	Partial	3721	16	546 Howard (Few feet from northeast corner of building)	In front of Caribbean Zone.	Building (1)	
<b>Tehama Street</b>								
5.2-1	Terminal Building	Full	3736	74	57 Tehama	Added in FEIS for Bus Ramp.	Vacant	
5.2-1	Terminal Building	Full	3736	88	60 Tehama		Building (1)	




FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
South of Terminal – Between Fremont & Beale								
(not referenced – same block/lot as 101-129 Fremont)	Terminal Building	Partial Few feet from southern portion – adjoining TBT.	3719	17	124 Beale	(301 Mission parcel)	Building (1)	
5.2-1	Terminal Building	Partial Few feet from southern portion – adjoining TBT.	3719	17	101-129 Fremont	(301 Mission Parcel)	Building (1)	
5.2-2	Caltrain Alignment 2/Main	Temporary Construction Easement	3718	025	201 Mission	Southern portion of site needed.	Vacant - Parking	






FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
Main Street Area								
5.2-1	Terminal Building	Full	3739	2	Vacant lot on Main Street	Parking	Temporary building.	
5.2-1	Terminal Building	Full	3739	6	272 – 276 Main Street	Resources & Design Inc.	Building (1)	
5.2-1	Terminal Building	Full	3739	4 & 7	200 Folsom	Multiple Tenants	Building (1)	



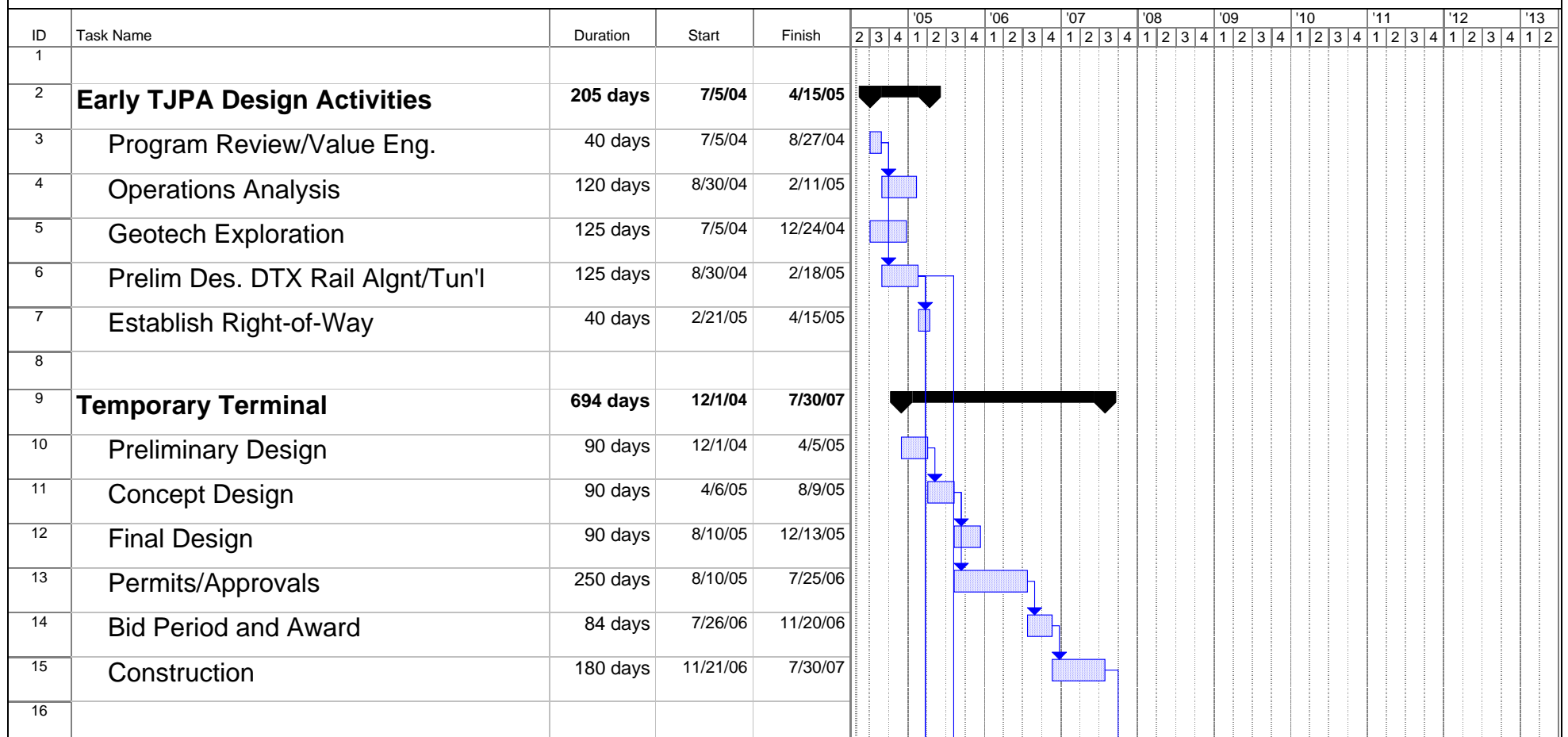
FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
Townsend/ Second Street Block								
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	74 through 85	164 Townsend Street	South Beach Warehouse (old lot 11A)	Building (1)	
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	10	148-154 Townsend Street	Jaron Embroidery	Building (1)	
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	9A	144-146 Townsend Street	City Storage	Building (1)	

FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	9	136 Townsend Street	Building with inside parking.	Building (1)	
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	8	130 Townsend Street	Corner of Stanford.	Building (1)	
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	43	670 Second Street	3+ Floor	Building (1)	

FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	44	678-80 Second Street	(same building as 670)		
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	49 to 73	650 Second Street	6 Floor Building	Building (1)	
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	2	640 Second Street	3 Floor Building	Building (1)	
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	38	35 Stanford Street	Also 634 Second.	Building (1)	

FEIS Table Reference	Required For?	Activity	Block	Lot	Address	Notes	Existing	Image
5.2-2	Caltrain Alignment	Demolish (Cut & Cover) or Underground easement (Tunnel).	3788	37	301 Brannan Street	Corner Second.	Building (1)	
5.2-2	Caltrain Alignment	Underground Easement (both options)	3788	12	166-178 Townsend Street	West Winds	Building (1)	

## Preliminary Transbay Terminal/Caltrain Downtown Extension Program Schedule



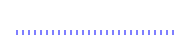
Task

Split

Progress

Milestone

Summary



Project Summary

External Tasks










External Milestone

Deadline

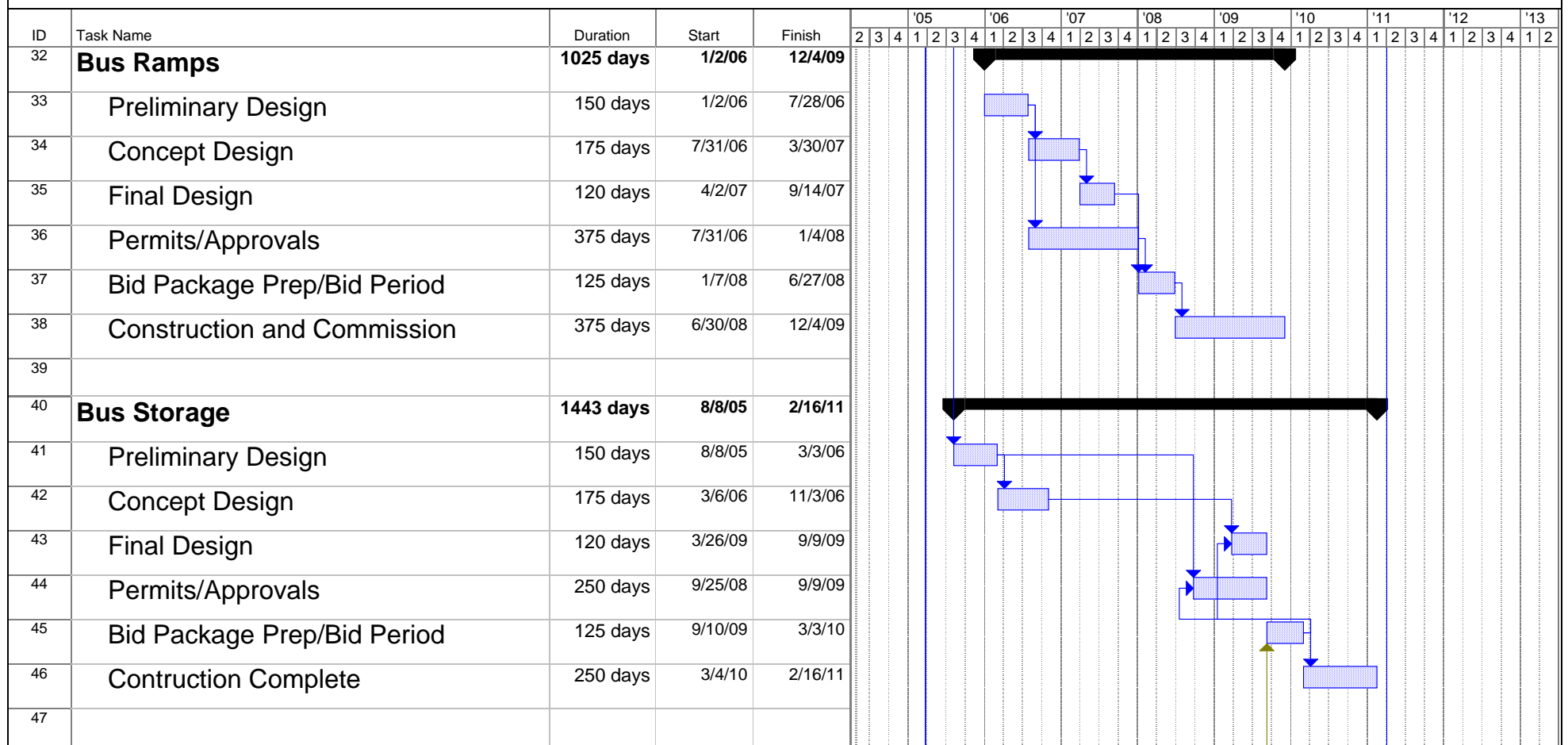


<p>Preliminary Transbay Terminal/Caltrain Downtown Extension Program Schedule</p>	
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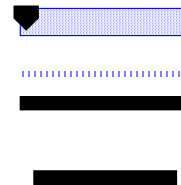
ID	Task Name	Duration	Start	Finish
17	Existing Term. Decommissioned	774 days	10/12/05	9/29/08
18	Existing Term Demo Bid Pkg.	180 days	10/12/05	6/20/06
19	Permit/Approval	250 days	6/21/06	6/5/07
20	Terminal Demo Bid Period/Award	84 days	6/6/07	10/1/07
21	Vacate	30 days	10/2/07	11/12/07
22	Demolition	200 days	12/25/07	9/29/08
23				
24	New Terminal	1630 days	12/1/04	3/1/11
25	Preliminary Design	180 days	12/1/04	8/9/05
26	Concept Design	250 days	8/10/05	7/25/06
27	Final Design	325 days	7/26/06	10/23/07
28	Permits/Approvals	540 days	8/10/05	9/4/07
29	Bid Package Prep/Bid Period	125 days	10/24/07	4/15/08
30	Construction and Commission	750 days	4/16/08	3/1/11
31				

Task		Project Summary	
Split		External Tasks	
Progress		External Milestone	
Milestone		Deadline	
Summary			

## Preliminary Transbay Terminal/Caltrain Downtown Extension Program Schedule



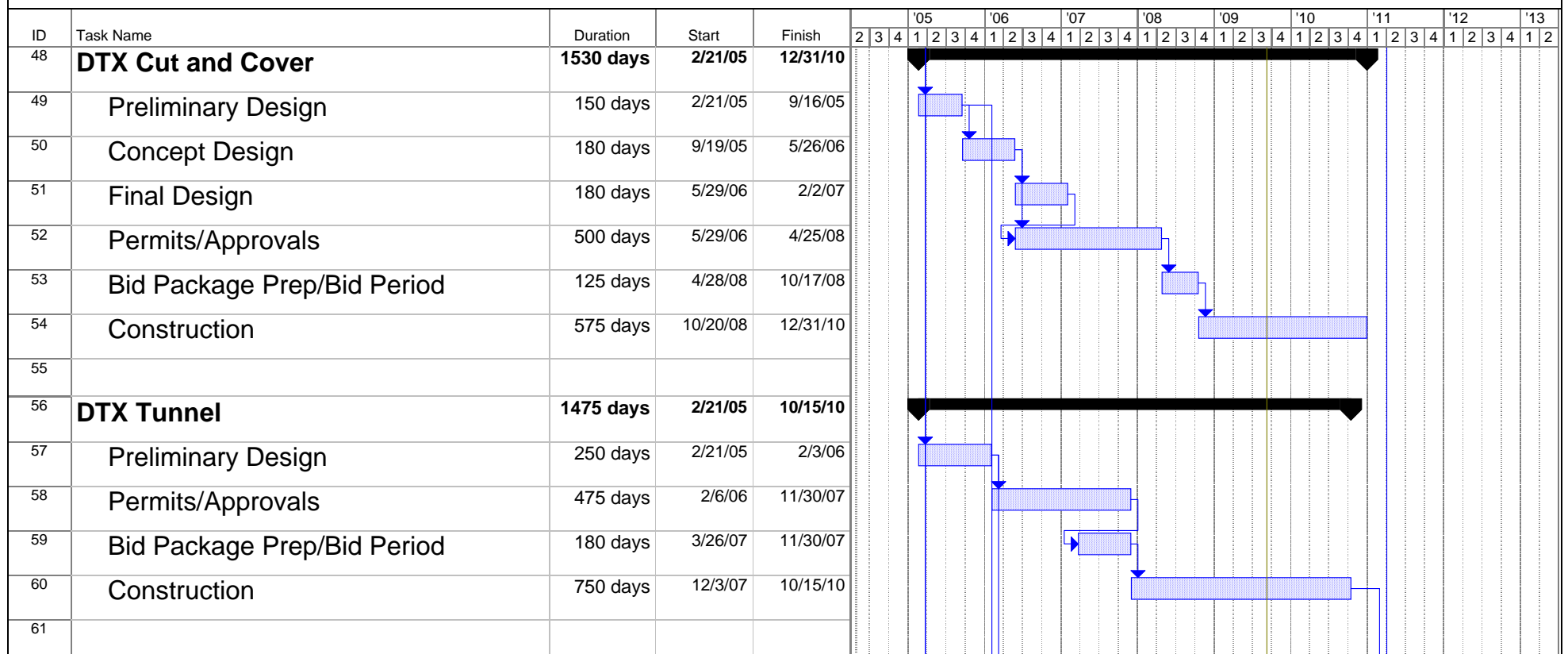
Task ▼  
Split  
Progress  
Milestone  
Summary



Project Summary  
External Tasks  
External Milestone  
Deadline



## Preliminary Transbay Terminal/Caltrain Downtown Extension Program Schedule



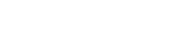
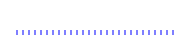
Task

Split

Progress

Milestone

Summary



Project Summary

External Tasks

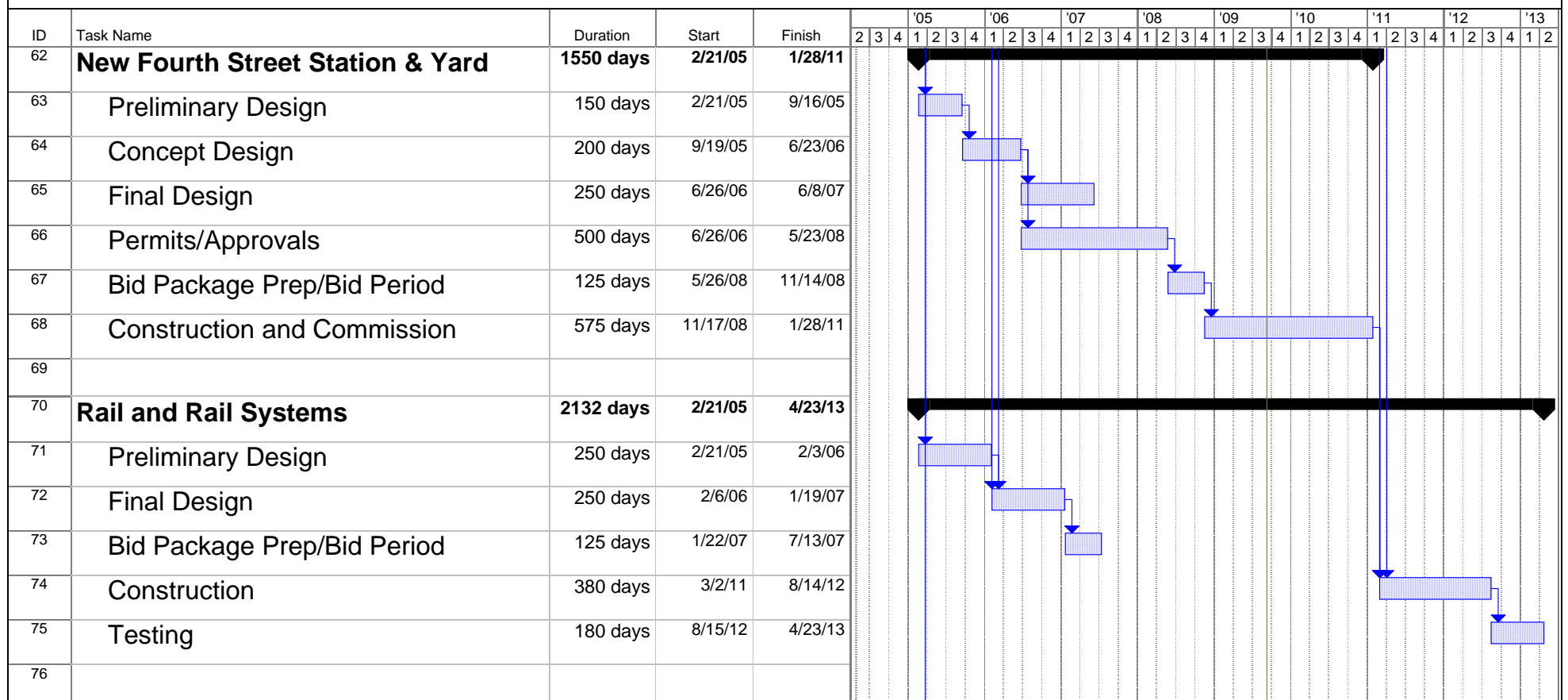
External Milestone

Deadline





## Preliminary Transbay Terminal/Caltrain Downtown Extension Program Schedule



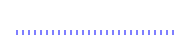
Task

Split

Progress

Milestone

Summary



Project Summary

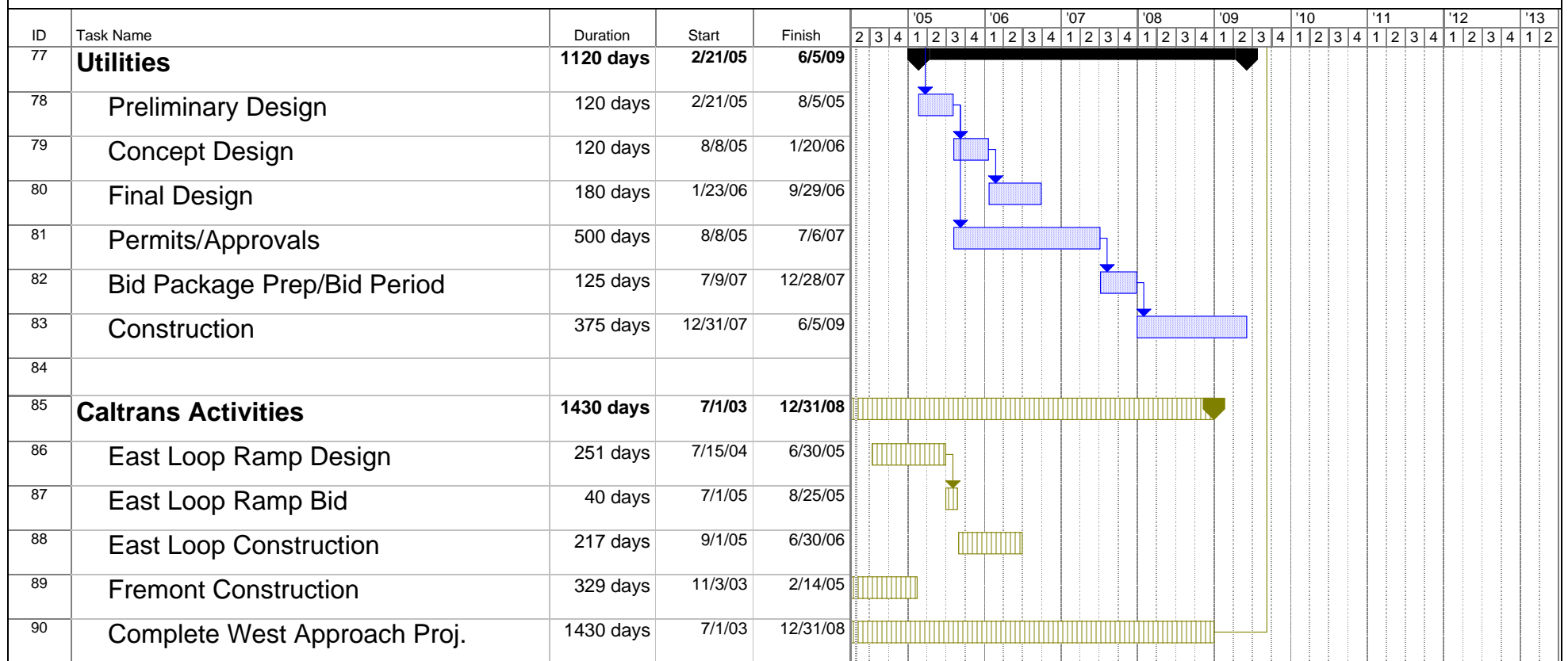
External Tasks

External Milestone

Deadline



## Preliminary Transbay Terminal/Caltrain Downtown Extension Program Schedule



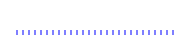
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Progress

Milestone

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Project Summary

External Tasks

External Milestone

Deadline

