

Date: September 22, 2004
W.I.: 1255
Referred by: PAC
Revised: 11/17/04-C 10/26/05-C
05/24/06-C 02/28/07-C
09/26/07-C 01/23/08-C
03/26/08-C 05/28/08-C
10/22/08-C 11/26/08-C
04/22/09-C

ABSTRACT

MTC Resolution No. 3651, Revised

This resolution approves the allocation of Regional Measure 2 funds for the Transbay Terminal/Downtown Caltrain Extension project sponsored by and implemented by the Transbay Joint Powers Authority (TJPA).

This resolution includes the following attachments:

Attachment A - Allocation Summary Sheet

Attachment B - Project Specific Conditions for Allocation Approval

Attachment C - MTC staff's review of TJPA's Initial Project Report (IPR) for this project

Attachment D - RM2 Deliverable/Useable Segment Cash Flow Plan

This resolution was revised on November 17, 2004 to accept the EIR and environmental findings as MTC's own for purposes of approving an allocation of \$16.125 million in RM2 funds to the finance portions of right-of-way phase, specifically the acquisition through condemnation of the property located at 80 Natoma Street.

This resolution was revised on October 26, 2005 to approve a \$12.875 million allocation for the right-of-way phase, to augment the previous right-of-way allocation for the 80 Natoma Street. Additional project specific conditions have been incorporated.

This resolution was revised on May 24, 2006 to approve a \$2.735 million allocation to allow the TJPA to continue ongoing professional contracts and PMPC work for preliminary engineering work as well as to proceed with the BART connector study and Transbay travel model studies. Additional project specific conditions have been incorporated.

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MTC Resolution No. 3651, Revised

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This resolution was revised on February 28, 2007 to allocate \$4.73 million for preliminary engineering funding for the utility relocation services, temporary terminal, and bus storage facilities. Additional project specific conditions have been incorporated.

This resolution was revised on September 26, 2007 to allocate \$1.319 million for final design on the temporary terminal.

This resolution was revised on January 23, 2008 to allocate \$28.299 million for a collection of right of way purchases, utility relocation (preliminary engineering) work, and program management and control costs.

This resolution was revised on March 26, 2008 to allocate a total of \$11.4 million for a collection of early works final design, permits, interagency agreements and early works construction management.

This resolution was revised on May 28, 2008 to allocate a total of \$21.8 million for the preliminary engineering of the Transbay Transit Center.

This resolution was revised on October 22, 2008 to allocate a total of \$23.5 million for the construction of the temporary terminal and funding for a commissioning agent for the new Transbay Terminal Center.

This resolution was revised on November 26, 2008 to amend the scope on a prior right-of-way allocation (Allocation no 08365110 - 01/23/08).

This resolution was revised on April 22, 2009 to allocate a total of \$5 million towards geotechnical shoring wall testing to determine the technical feasibility and effectiveness of alternate construction processes prior to finalizing design of soil improvements and foundation systems for the Transbay Transit Center.

Additional discussion of this allocation is contained in the Executive Director's memoranda to the MTC Programming and Allocations Committee dated September 8, 2004, November 10, 2004 and October 12, 2005, and PAC Summary Page dated May 10, 2006, February 14, 2007,

ABSTRACT

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September 12, 2007, January 9, 2008, March 5, 2008, April 9, 2008, October 8, 2008, November 12, 2008 and April 8, 2009.

Date: September 22, 2004
W.I.: 1255
Referred by: PAC

Re: Approval of Allocation of Regional Measure 2 funds for the Transbay Terminal/Downtown Caltrain Extension

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION No. 3651

WHEREAS, pursuant to Government Code Section 66500 et seq., the Metropolitan Transportation Commission (“MTC”) is the regional transportation planning agency for the San Francisco Bay Area; and

WHEREAS, Streets and Highways Code Sections 30950 *et seq.* created the Bay Area Toll Authority (“BATA”) which is a public instrumentality governed by the same board as that governing MTC; and

WHEREAS, on March 2, 2004, voters approved Regional Measure 2, increasing the toll for all vehicles on the seven state-owned toll bridges in the San Francisco Bay Area by \$1.00, with this extra dollar funding various transportation projects within the region that have been determined to reduce congestion or to make improvements to travel in the toll bridge corridors, as identified in SB 916 (Chapter 715, Statutes of 2004), commonly referred as Regional Measure 2 (“RM2”); and

WHEREAS, RM2 establishes the Regional Traffic Relief Plan and lists specific capital projects and programs and transit operating assistance eligible to receive RM2 funding as identified in Streets and Highways Code Sections 30914(c) & (d); and

WHEREAS, RM2 assigns administrative duties and responsibilities for the implementation of the Regional Traffic Relief Plan to MTC; and

WHEREAS, BATA shall fund the projects of the Regional Traffic Relief Plan by transferring RM2 authorized funds to MTC; and

WHEREAS, MTC adopted policies and procedures for the implementation of the Regional Measure 2 Regional Traffic Relief Plan, specifying the allocation criteria and project compliance requirements for RM 2 funding (MTC Resolution No. 3636); and

WHEREAS, Transbay Joint Powers Authority (TJPA) has submitted a request for the allocation of RM 2 funds for the Transbay Terminal/Downtown Caltrain Extension project; and

WHEREAS, Transbay Terminal/Downtown Caltrain Extension is identified as capital project number 22 under RM 2 and is eligible to receive RM 2 funding as identified in Streets and Highways Code Sections 30914(c); and

WHEREAS, the TJPA has submitted an Initial Project Report, as required pursuant to Streets and Highway Code Section 30914(e), to MTC for review and approval; and

WHEREAS, Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length, lists the project and phase for which the TJPA is requesting RM2 funding and the amount recommended for allocation by MTC staff; and

WHEREAS, Attachment B to this resolution, attached hereto and incorporated herein as though set forth at length, lists the required project specific conditions which must be met prior to execution of the allocation and any reimbursement of RM2 funds; and

WHEREAS, Attachment C to this resolution, attached hereto and incorporated herein as though set forth at length, includes MTC staff's review of TJPA's Initial Project Report (IPR) for this project; and

WHEREAS, Attachment D attached hereto and incorporated herein as though set forth at length, lists the cash flow of RM2 funds and complementary funding for the deliverable/useable RM2 project segment; and

RESOLVED, that MTC approves MTC staff's review of TJPA's Initial Project Report (IPR) for this project as set forth in Attachment C; and be it further

RESOLVED, that MTC approves the allocation and reimbursement of RM2 funds in accordance with the amount and reimbursement schedule for the phase, and activities as set forth in Attachment A; and, be it further

RESOLVED, that the allocation and reimbursement of RM2 funds as set forth in Attachment A are conditioned upon TJPA complying with the provisions of the Regional Measure 2 Regional Traffic Relief Plan Policy and Procedures as set forth in length in MTC Resolution 3636; and be it further

RESOLVED, that the allocation and reimbursement of RM2 funds are further conditioned upon the project specific conditions as set forth in Attachment B; and, be it further

RESOLVED, that the allocation and reimbursement of RM2 funds as set forth in Attachment A are conditioned upon the availability and expenditure of any complementary funding as set forth in Attachment D; and be it further

RESOLVED, that a certified copy of this resolution, shall be forwarded to the project sponsor.

METROPOLITAN TRANSPORTATION COMMISSION

Steve Kinsey, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at the regular meeting of the Commission held in Oakland, California, on September 22, 2004.

**REGIONAL MEASURE 2 PROGRAM
Allocation of Funds**

Project Title: Transbay Terminal/Downtown Caltrain Extension
Sponsor: Transbay Joint Powers Authority
Project Number: 22.1

Allocation No. 22.1-1						
Activities to be funded with Allocation #1:						
The RM2 funded component delivers Phase 1 of the Preliminary Engineering, consisting 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; and						
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.						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
05365101	22-Sep-04	\$ 10,505,000	ENV	FY 2004-05	\$ 10,505,000	
06365102	22-Sep-04	\$ 4,990,000	ENV	FY 2005-06	\$ 15,495,000	

Allocation No. 22.1-2

Activities to be funded with Allocation #2:

Right-of-way acquisition of the 80 Natoma property in San Francisco, California.

The TJPA staff has provided MTC staff with a copy of the Project's environmental review documents, consisting of the Environmental Impact Statement/Environmental Impact Report and environmental findings of the San Francisco County Transportation Authority. Said documents have been reviewed by staff, and are herein incorporated by reference as though set forth at length. As lead agencies under CEQA, the City and County of San Francisco, the Peninsula Corridor Joint Powers Board (Caltrain) and the San Francisco Redevelopment Agency have certified that the Environmental Impact Report (EIR) for the Project is in compliance with the requirements of the California Environmental Quality Act (CEQA) and the applicable CEQA Guidelines.

The TJPA staff advises that the EIR for the Project is currently the subject of a number of pending lawsuits, but that there are no injunctions in place that would preclude the TJPA from proceeding with the Project. The TJPA staff further advises that the City and County of San Francisco, on behalf of the TJPA for purposes of implementing the Project, has initiated a condemnation action for the property located at 80 Natoma Street, and that this RM2 funding request is for purposes of providing part of the financing necessary to complete the right of way action.

Under these circumstances, for purposes of reviewing this request for an allocation of RM2 funds, MTC is a responsible agency under CEQA, and may accept that the EIR for the Project is in compliance with the provisions of CEQA and its applicable regulations. Staff recommends MTC's acceptance of the above referenced EIR and findings for the Project, and approval of the TJPA's RM2 funding request. MTC's acceptance of the EIR, and the findings as its own for purposes of approval of the funding request, will constitute MTC's permission for the TJPA to proceed with those elements of the Project funded in part with RM2 funds, but with the understanding that the TJPA will be proceeding with the Project at its own risk pending a final determination of the current judicial proceedings.

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
05365103	17-Nov-04	\$ 16,125,000	ROW	FY 2004-05	\$ 31,620,000

Allocation No. 22.1-3

Activities to be funded with Allocation #3:

Additional funding for Right-of-way acquisition of the 80 Natoma property in San Francisco, California.

The TJPA finds that no new facts have arisen since the original certification of the Transbay Terminal EIR/EIS that would change the analysis or conclusions. MTC is a responsible agency under CEQA, and accepts that the EIR for the Project is in compliance with the provisions of CEQA and its applicable regulations.

MTC will be receiving two documents prior to processing payment for the property:
1) Settlement agreement between TJPA and the property owner.
2) Quitclaim deed (to protect MTC and the City and the San Francisco County Transportation Authority if the project fails).

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
06365104	26-Oct-05	\$ 12,875,000	ROW	FY 2005-06	\$ 44,495,000

Allocation No. 22.1-4						
Activities to be funded with Allocation #4:						
a) Ongoing professional service contracts for PE work and project controls and project management contracts through September (\$2.09 million) b) BART connection Study (\$600,000) c) Transbay travel model study (\$50,000)						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
07365105	24-May-06	\$ 2,735,000	ENV	FY 2006-07	\$ 47,230,000	

Allocation No. 22.1-5						
Activities to be funded with Allocation #5:						
a) Preliminary Engineering (35%) for the Utility Relocation Services, Temporary Terminal, and Bus Storage facility						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
07365106	28-Feb-07	\$ 4,730,000	ENV	FY 2006-07	\$ 51,960,000	

Allocation No. 22.1-6						
Activities to be funded with Allocation #6:						
a) Final Design for the Utility Relocation Services, Temporary Terminal, and Bus Storage facility						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08365107	26-Sep-07	\$ 1,319,000	PS&E	FY 2007-08	\$ 53,279,000	

Allocation No. 22.1-7						
Activities to be funded with Allocation #7:						
a) Preliminary Design for the Utility Relocation Services (\$1.9 million)						
b) Program Management and Program Controls (\$2.654 million)						
c) Bundled Right-of-Way acquisitions related to the project, including but not limited to the following properties in downtown San Francisco until funds are expended: 272 Main, 200 Folsom, 90 Natoma, 564 Howard, 546 Howard, 57 Tehama, 60 Tehama, 81-83 Natoma, 77-79 Natoma, Natoma St., and 568-576 Howard. (\$23.745 million)						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08365108	23-Jan-08	\$ 2,654,000	ENV	FY 2007-08	\$ 55,933,000	
08365109	23-Jan-08	\$ 1,900,000	ENV	FY 2007-08	\$ 57,833,000	
08365110	23-Jan-08	\$ 23,745,000	ROW	FY 2007-08	\$ 81,578,000	

Allocation No. 22.1-8						
Activities to be funded with Allocation #8:						
a) Final Design for the Bus Storage Facility and Utility Relocation, Permits, Fees and Interagency Agreements through CY 2008 and Construction Management for the Temporary Terminal and Bus Storage Facility (\$11.4 million)						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08365111	26-Mar-08	\$ 11,400,000	PS&E	FY 2007-08	\$ 92,978,000	

Allocation No. 22.1-9						
Activities to be funded with Allocation #9:						
a) Preliminary Engineering of the Transbay Transit Center (\$ 21.8 million)						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08365112	28-May-08	\$ 21,800,000	ENV	FY 2007-08	\$ 114,778,000	

Allocation No. 22.1-10						
Activities to be funded with Allocation #10:						
a) Construction of the Temporary Terminal (\$ 22.65 million)						
b) Funding for the Commissioning Agent for the Transbay Terminal Center (\$ 850,000)						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
09365113	22-Oct-08	\$ 23,500,000	CON	FY 2008-09	\$ 138,278,000	

Allocation No. 22.1-11						
Activities to be funded with Allocation #11:						
1) Geotechnical shoring wall testing						
2) Construction of test shafts to determine soil improvement procedures						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
09365114	22-Apr-09	\$ 5,000,000	ENV	FY 2008-09	\$ 143,278,000	

Regional Measure 2 Regional Traffic Relief Plan

MTC Resolution No. 3651
Revised: 10/26/05-C 02/28/07-C
01/23/08-C 03/26/08-C
05/28/08-C 10/22/08-C
04/22/09-C

RM2 Project Number: 22 Transbay Terminal/Downtown Caltrain Extension

Lead Sponsor Transbay Joint Powers Authority	Other Sponsors(s) N/A	Implementing Agency (if applicable) N/A
Legislated Project Description A new Transbay Terminal at First and Mission Streets in San Francisco providing added capacity for transbay, regional, local, intercity bus services, the extension of Caltrain rail services into the terminal, and accommodation of a future high speed passenger rail line to the terminal and eventual rail connection to the east bay. Eligible expenses include project planning, design and engineering, construction of a new terminal and its associated ramps and tunnels, demolition of existing structures, design and development of a temporary terminal, property and right-of-way acquisition required for the project, and associated project-related administrative expenses. A bus- and train-ready terminal facility, including purchase and acquisition of necessary rights-of-way for the terminal, ramps, and rail extension, is the first priority for toll funds for the Transbay Terminal/Downtown Extension Project. The temporary terminal operation shall not exceed five years.		

RM2 Legislated Funding (in \$1,000)
Total Overall Funding: \$150,000
Total Estimated Project Cost (in \$1,000)
\$4,188,747

Project Purpose and Description
The Transbay Terminal / Downtown Caltrain Extension 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.

Funding Description
Committed Funds: The Project is divided into two phases: the Transbay Transit Center Phase 1, which is fully funded with committed revenues.
Uncommitted Funds: The Caltrain Downtown Extension project (Phase 2) is estimated to cost \$2.4 billion and is not fully funded. The TJPA is working on securing additional revenues..
Operating Capacity: Operations for the Transbay Terminal are to be funded by revenue 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. The operations of the Downtown Caltrain extension are to be fully funded by fare revenues.

Overall Project Cost and Schedule				
Phase	Scope	Start	End	Cost (in \$1,000)
1	Final Environmental Document/ Preliminary Eng.	08/2000	09/2009	\$150,668
2	Plans, Specifications and Estimates	07/2007	06/2012	\$129,070
3	Right-of-Way	11/2005	06/2007	\$288,081
4	Construction	11/2008	12/2019	\$3,620,928
Total:				\$4,188,747

Total Project Funding Plan: Committed and Uncommitted Sources

Project Title	Transbay Terminal/Downtown Caltrain Extension	Project No.	22
Lead Sponsor	Transbay Joint Powers Authority		

Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
Committed										
FTA Section 1601	Environmental	681	4,366	2,495	1,254	0	0	0	0	8,796
RM-1		994	166	0	240	0	0	0	0	1,400
Other Local		799	0	0	0	0	0	0	0	799
RM-2		0	11,801	2,323	8,836	26,354	5,000	0	0	54,314
SF Prop K		0	4,242	2,374	11,938	20,204	25,400	0	0	64,158
San Mateo Sales Tax		0	0	125	7,155	0	0	0	0	7,280
SAFETEA-LU Earmark		0	0	0	6,650	0	0	208	3,063	9,921
RTIP		0	0	0	4,000	0	0	0	0	4,000
SF Prop K	PS&E	0	0	0	0	0	0	0	13,390	13,390
RM-2		0	0	0	0	12,719	0	0	0	12,719
SAFETEA-LU Earmark		0	0	0	0	0	7,505	19,906	16,469	43,880
RM-2	Right-of-Way	0	0	29,000	0	23,745	0	0	57	52,802
SF Prop K		0	0	29,000	0	23,771	0	0	0	52,771
San Mateo Sales Tax		0	0	0	0	0	22,385	0	0	22,385
RTIP		0	0	0	3,391	0	0	0	0	3,391
RM-1	Construction	0	0	0	0	0	5,122	22,359	25,519	53,000
RM-2		0	0	0	0	0	30,165	0	0	30,165
AB 1171		0	0	0	0	0	0	0	150,000	150,000
AC Transit Capital Cont		0	0	0	0	0	0	0	38,546	38,546
SF Prop K		0	0	0	0	0	12,300	5,526	0	17,826
Lease Proceeds, TDR		0	0	0	0	0	0	0	6,778	6,778
TIFIA Loan Proceeds		0	0	0	0	0	0	0	171,685	171,685
Total:		2,474	20,575	65,317	39,464	110,793	107,877	47,999	425,507	820,006

Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

Project Title	Project No. 22									
Lead Sponsor	Transbay Terminal/Downtown Caltrain Extension Transbay Joint Powers Authority									
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
Uncommitted										
RTIP	Construction								20,950	20,950
Land Sales	Construction						102,931		749,405	852,336
TIFIA Loan Proceeds	Construction								445,000	445,000
Total:		0	0	0	0	0	102,931	0	1,215,355	1,318,286
Funding Source TBD										
Other	PS&E								59,081	59,081
Other	ROW						12,589	36,626	107,517	156,732
Other	Construction								1,834,642	1,834,642
Total:		0	0	0	0	0	12,589	36,626	2,001,240	2,050,455
Total Project Committed and Uncommitted										
Total:		2,474	20,575	65,317	39,464	110,793	120,466	187,556	3,642,102	4,188,747

REGIONAL MEASURE 2 PROGRAM
Project Cash Flow Plan

Project Title: Transbay Terminal/Downtown Caltrain Extension
 Sponsor: Transbay Joint Powers Authority
 RM2 Project Number: 22.1

RM2 Project # 22.1	PRIOR	FY 2004-05	FY 2005-06	FY 2006-07	FY 2007-08	FY 2008-09	TOTAL
RM2 Funds Total	-	26,630,000	17,865,000	7,465,000	62,818,000	28,500,000	143,278,000
Environmental (ENV)	2,474,000	19,279,000	9,984,000	34,702,000	35,458,000	37,126,000	139,023,000
RM 2		10,505,000	4,990,000	7,465,000	26,354,000	5,000,000	54,314,000
San Francisco Prop K		4,242,000	2,374,000	11,938,000	5,104,000	32,126,000	55,784,000
SM Sales Tax			125,000	7,155,000	0		7,280,000
FTA	681,000	4,366,000	2,495,000	1,254,000	0		8,796,000
RM-1	994,000	166,000		240,000			1,400,000
RTIP					4,000,000		4,000,000
Other Local	799,000						799,000
SAFETEA-LU/Earmark				665,000			6,650,000
Final Design (PS&E)	0	16,125,000	0	0	12,719,000	7,505,000	36,349,000
RM 2		16,125,000			12,719,000		28,844,000
SAFETEA-LU/Earmark						7,505,000	7,505,000
San Francisco Prop K							0
							0
Right of Way	0	0	41,875,000	3,391,000	47,516,000	22,385,000	115,167,000
RM 2			12,875,000		23,745,000		36,620,000
San Francisco Prop K		0	29,000,000		23,771,000		52,771,000
San Mateo Meas. A						22,385,000	22,385,000
RTIP				3,391,000			3,391,000
Construction	0	0	0	0	0	40,922,000	40,922,000
RM-1						5,122,000	5,122,000
RM2						23,500,000	23,500,000
SF Prop K						12,300,000	12,300,000
						0	0
						0	0
TOTAL FUNDING							
Environmental	2,474,000	19,279,000	9,984,000	34,702,000	35,458,000	37,126,000	139,023,000
Final Design (PS&E)	0	16,125,000	0	0	12,719,000	7,505,000	36,349,000
Right of Way	0	0	41,875,000	3,391,000	47,516,000	22,385,000	115,167,000
Construction	0	0	0	0	0	40,922,000	40,922,000
PROJECT TOTAL	2,474,000	35,404,000	51,859,000	38,093,000	95,693,000	107,938,000	331,461,000