

**Metropolitan Transportation Commission  
Programming and Allocations Committee**

February 12, 2014

Agenda Item 2d

**Resolution Nos. 3651, Revised, and 3914, Revised**

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- Subject:** Allocations of approximately \$2.4 million in RM2 Capital funds and \$1.1 million in AB 1171 funds to the Transbay Joint Powers Authority.
- Background:** **Transbay Terminal/Downtown Caltrain Extension:** The Transbay Joint Powers Authority (TJPA) is requesting a total allocation of \$3.5 million in additional funding for Construction Manager/General Contractor (CM/GC) pre-construction services for the Transbay Transit Center building and related structures. Pre-construction services are anticipated to be concluded by April 2015. The increased CM/GC services are within the Phase 1 budget approved by the TJPA Board in July 2013.
- RM2:** With this \$2.4 million allocation, the full \$150 million in RM2 funding for the Transbay Terminal would be allocated.
- AB1171:** With this \$1.1 million allocation, \$148.8 million of \$150 million in AB 1171 funding for the Transbay Terminal would be allocated.
- Issues:** None.
- Recommendation:** Refer Resolution Nos. 3651, Revised, and 3914, Revised, to the Commission for approval.
- Attachments:** MTC Resolution Nos. 3651, Revised, and 3914, Revised.

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 06/24/09-C  
10/28/09-C 06/23/10-C  
07/24/13-C 02/26/14-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.

## ABSTRACT

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.

This resolution was revised on June 24, 2009 to allocate a total of \$5.4 million towards the payment and performance bond premium for the construction of the Transbay Transit Center.

## ABSTRACT

MTC Resolution No. 3651, Revised

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This resolution was revised on October 28, 2009 to rescind a total of \$750,000 from a prior construction allocation which has realized savings due to lower than anticipated contract costs, and to allocate a total of \$2.072 million (includes rescinded funds) to accommodate the expanded scope of CMGC services - owing to the inclusion of the “bottom up” approach which considers building the train box in Phase 1 construction.

This resolution was revised on June 23, 2010 to rescind a total of \$2.5 million from a prior design allocation owing to lower than anticipated contract costs and scope changes related to the bus storage facility, and reallocate the same amount towards Construction Manager/ General Contractor (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures.

This resolution was revised on July 24, 2013 to rescind and amend prior allocations in order to allow unspent funds and savings to be made available for modified scope elements and/or future re-allocations.

This resolution was revised on February 26, 2014 to allocate \$2,375,673 towards Construction Manager/ General Contractor (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures.

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, September 12, 2007, January 9, 2008, March 5, 2008, April 9, 2008, October 8, 2008, November 12, 2008, April 8, 2009, June 10, 2009, October 14, 2009, June 9, 2010, July 10, 2013, and February 12, 2014.

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

  
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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.

September 22, 2004

Attachment A

MTC Resolution No. 3651

Org Key #840-8822-01

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Revised: 11/17/04-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

06/24/09-C 10/28/09-C

06/23/10-C 07/24/13-C 02/16/14-C

## REGIONAL MEASURE 2 PROGRAM Allocation of Funds

Project Title: Transbay Terminal/Downtown Caltrain Extension 06/23/10-C; 07/24/13-C; 02/26/14-C  
 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:  |               |               |       |                    |                          |            |
| <ol style="list-style-type: none"> <li>1. Program Update Report;</li> <li>2. Design Criteria and Quality Guidelines;</li> <li>3. Risk Analysis including identification of significant project elements that contribute to cost risk;</li> <li>4. Program Implementation Plan and Cash Flow including phasing alternatives that consider expected availability of funding;</li> <li>5. Preliminary engineering (roughly 10%) on project elements needed to better define cost;</li> <li>6. Revised Cost Estimate Report;</li> <li>7. Value Engineering Report; and</li> <li>8. Program Scope Report for the Transbay Terminal element;</li> <li>9. Conceptual Engineering for the Caltrain Downtown Extension element;</li> <li>10. Revised Program Budget, Schedule and Cash Flow; and</li> <li>11. Project Management/Project Control necessary to complete the items above.</li> </ol> |               |               |       |                    |                          |            |
| 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<br>Instruction No. | Approval<br>Date | Amount        | Phase | Reimbursement<br>Year | Cumulative<br>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            |
| 07365106                   | 24-Jul-13     | \$ (850,000) | ENV   | FY 2013-14         | \$ 51,110,000            |

**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         | \$ 52,429,000            |

**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         | \$ 55,083,000            |
| 08365109                   | 23-Jan-08     | \$ 1,900,000  | ENV   | FY 2007-08         | \$ 56,983,000            |
| 08365110                   | 23-Jan-08     | \$ 23,745,000 | ROW   | FY 2007-08         | \$ 80,728,000            |

**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         | \$ 92,128,000            |
| 08365111                   | 23-Jun-10     | \$ (2,500,000) | PS&E  | FY 2009-10         | \$ 89,628,000            |

| <b>Allocation No. 22.1-9</b>   |               |               |       |                    |                          |
|--|---------------|---------------|-------|--------------------|--------------------------|
| Activities to be funded with Allocation #9:  |               |               |       |                    |                          |
| a) Preliminary Engineering of the Transbay Transit Center (\$ 21.25 million)               |               |               |       |                    |                          |
| b) Final Design of the Transbay Transit Center (550,000) - amended to add on July 24, 2013 |               |               |       |                    |                          |
| 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         | \$ 111,428,000           |

| <b>Allocation No. 22.1-10</b>  |               |                |       |                    |                          |
|--|---------------|----------------|-------|--------------------|--------------------------|
| Activities to be funded with Allocation #10:   |               |                |       |                    |                          |
| a) Construction of the Temporary Terminal (\$ 20.9 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         | \$ 134,928,000           |
| 09365113   | 28-Oct-09     | \$ (750,000)   | CON   | FY 2009-10         | 134,178,000              |
| 09365113   | 24-Jul-13     | \$ (1,000,000) | CON   | FY 2013-14         | 133,178,000              |

| <b>Allocation No. 22.1-11</b>   |               |              |       |                    |                          |
|---|---------------|--------------|-------|--------------------|--------------------------|
| 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         | \$ 138,178,000           |
| 09365114  | 24-Jul-13     | \$ (525,673) | ENV   | FY 2013-14         | \$ 137,652,327           |

| <b>Allocation No. 22.1-12</b>  |                  |              |       |                       |                             |  |
|--|------------------|--------------|-------|-----------------------|-----------------------------|--|
| Activities to be funded with Allocation #12:   |                  |              |       |                       |                             |  |
| Payment and performance bond premium for the construction of the Transbay Transit Center |                  |              |       |                       |                             |  |
| Funding Information:   |                  |              |       |                       |                             |  |
| Allocation<br>Instruction No.  | Approval<br>Date | Amount       | Phase | Reimbursement<br>Year | Cumulative<br>Total To Date |  |
| 09365115   | 24-Jun-09        | \$ 5,400,000 | CON   | FY 2008-09            | \$ 143,052,327              |  |

| <b>Allocation No. 22.1-13</b>   |                  |              |       |                       |                             |  |
|---|------------------|--------------|-------|-----------------------|-----------------------------|--|
| Activities to be funded with Allocation #13:  |                  |              |       |                       |                             |  |
| Additional funds to accommodate the expanded scope of CMGC services owing to the inclusion of the "bottom up" approach, which considers building the train box in Phase 1 construction. |                  |              |       |                       |                             |  |
| Funding Information:  |                  |              |       |                       |                             |  |
| Allocation<br>Instruction No.   | Approval<br>Date | Amount       | Phase | Reimbursement<br>Year | Cumulative<br>Total To Date |  |
| 10365116  | 28-Oct-09        | \$ 2,072,000 | CON   | FY 2009-10            | \$ 145,124,327              |  |

| <b>Allocation No. 22.1-14</b>  |                  |              |       |                       |                             |  |
|--|------------------|--------------|-------|-----------------------|-----------------------------|--|
| Activities to be funded with Allocation #14:   |                  |              |       |                       |                             |  |
| Additional funds for CMGC services (especially pre-construction services) for the construction of the Transbay Transit Center Building and Related Structures. |                  |              |       |                       |                             |  |
| Funding Information:   |                  |              |       |                       |                             |  |
| Allocation<br>Instruction No.  | Approval<br>Date | Amount       | Phase | Reimbursement<br>Year | Cumulative<br>Total To Date |  |
| 10365117   | 23-Jun-10        | \$ 2,500,000 | CON   | FY 2009-10            | \$ 147,624,327              |  |
| 14365117   | 26-Feb-14        | \$ 2,375,673 | CON   | FY 2013-14            | \$ 150,000,000              |  |

**RM2 Project Number: 22**

**Transbay Terminal/Downtown Caltrain Extension**

|   |   |  |
|---|---|--|
| Lead Sponsor<br><b>Transbay Joint Powers Authority</b>  | Other Sponsors(s)<br>N/A  | Implementing Agency (if applicable)<br>N/A |
| Legislated Project Description<br>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)<br><b>Total Overall Funding: \$150,000</b>  | Total Estimated Project Cost (in \$1,000)<br><b>\$4,495,400</b> |  |
| Project Purpose and Description<br>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<br>Committed Funds: The Project is divided into two phases: the Transbay Transit Center Phase 1, which is funded with committed revenues and future land sales.<br><br>Uncommitted Funds: The Caltrain Downtown Extension project (Phase 2) is estimated to cost \$2.6 billion and is not fully funded. The TJPA is working on securing additional revenues..<br><br>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 (Schedule: Phase 1)

| Phase | Scope  | Start   | End     | Cost (in \$1,000) |
|-------|--|---------|---------|-------------------|
| 1     | Final Environmental Document/ Preliminary Eng. | 08/2000 | 12/2009 | \$144,306         |
| 2     | Plans, Specifications and Estimates            | 11/2007 | 09/2012 | \$510,063         |
| 3     | Right-of-Way                                   | 11/2005 | 06/2011 | \$253,316         |
| 4     | Construction                                   | 11/2008 | 03/2014 | \$3,587,715       |

**Total: \$4,495,400**

**Defined Segment Funding Plan Total\*: \$1,899,400**

\* Defined Segment Funding Plan

(\$ thousands)

|                      |   |                    |    |
|----------------------|---|--------------------|----|
| <b>Project Title</b> | Transbay Terminal/Downtown Caltrain Extension | <b>Project No.</b> | 22 |
| <b>Lead Sponsor</b>  | Transbay Joint Powers Authority               |                    |    |

| 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>             |             |              |               |               |               |                |               |               |                |              |                |               |               |                |                  |
| FTA Section 1601             | ENV / PA&ED | 681          | 4,366         | 2,495         | 1,253         |                |               |               |                |              |                |               |               |                | 8,795            |
| RM-1                         | ENV / PA&ED | 994          | 166           |               | 240           |                |               |               |                |              |                |               |               |                | 1,400            |
| Other Local                  | ENV / PA&ED | 799          |               |               |               |                |               |               |                |              |                |               |               |                | 799              |
| Lease Proceeds, TDR          | ENV / PA&ED |              |               |               | 46            | 307            | 704           | 450           |                |              |                |               |               |                | 1,507            |
| RM-2                         | ENV / PA&ED |              | 6,522         | 1,990         | 6,615         | 25,828         |               |               |                |              |                |               |               |                | 40,955           |
| SF Prop K                    | ENV / PA&ED |              | 2,046         |               | 14,829        | 14,194         | 86            |               |                |              |                |               |               |                | 31,155           |
| San Mateo Sales Tax          | ENV / PA&ED |              |               | 125           | 4,372         |                |               |               |                |              |                |               |               |                | 4,497            |
| SAFETEA-LU Grants            | ENV / PA&ED |              |               |               | 2,245         | 3,307          | 5,279         |               |                |              |                |               |               |                | 10,831           |
| TBD                          | ENV / PA&ED |              |               |               |               |                |               |               |                |              |                |               |               | 817            | 817              |
| SF Prop K                    | PS&E        |              |               |               |               | 6,748          | 12,724        | 18,200        |                |              |                |               |               |                | 37,672           |
| Lease Proceeds, TDR          | PS&E        |              |               |               |               |                |               |               | 310            | 333          |                |               |               |                | 643              |
| RM-1                         | PS&E        |              |               |               |               |                | 5,200         |               |                |              |                |               |               |                | 5,200            |
| RM-2                         | PS&E        |              |               |               |               | 12,719         | 5,000         |               |                |              |                |               |               |                | 17,719           |
| AB 1171                      | PS&E        |              |               |               |               |                |               | 15,926        | 22,074         |              | 29,400         |               |               |                | 67,400           |
| SAFETEA-LU Grants            | PS&E        |              |               |               |               |                |               | 2,500         |                |              |                |               |               |                | 2,500            |
| RTIP                         | PS&E        |              |               |               |               | 4,000          |               |               | 2,762          |              |                |               |               |                | 6,762            |
| ARRA-HSIPR                   | PS&E        |              |               |               |               |                |               |               | 70,000         |              |                |               |               |                | 70,000           |
| AC Transit Cap. Cont.        | PS&E        |              |               |               |               |                |               |               |                | 3,398        |                |               |               |                | 3,398            |
| TBD                          | PS&E        |              |               |               |               |                |               |               |                |              |                |               |               | 97,601         | 97,601           |
| RM-2                         | ROW         |              | 16,125        | 12,875        |               | 23,745         |               |               |                |              |                |               |               |                | 52,745           |
| SF Prop K                    | ROW         |              |               |               |               | 17,023         |               |               |                |              | 4,200          |               |               |                | 21,223           |
| RTIP                         | ROW         |              |               |               |               | 3,391          |               |               |                |              |                |               |               |                | 3,391            |
| Lease Proceeds, TDR          | ROW         |              |               | 37            |               |                |               |               |                |              |                |               |               |                | 37               |
| TBD                          | ROW         |              |               |               |               |                |               |               |                |              |                |               |               |                |                  |
| RM-1                         | CON         |              |               |               |               |                |               |               |                |              | 47,800         |               |               |                | 47,800           |
| RM-2                         | CON         |              |               |               |               |                | 27,150        | 2,072         |                |              |                | 2,376         |               |                | 31,598           |
| AB 1171                      | CON         |              |               |               |               |                |               |               | 35,976         |              | 44,300         | 2,324         |               |                | 82,600           |
| AC Transit Capital Cont.     | CON         |              |               |               |               |                |               |               |                | 4,296        | 2,148          | 2,148         | 8,985         | 18,172         | 35,749           |
| RTIP                         | CON         |              |               |               |               |                |               |               |                |              |                |               |               |                | 0                |
| Land Sales                   | CON         |              |               |               |               |                |               |               |                |              | 191,816        | 73,891        | 70,000        | 145,863        | 481,570          |
| SF Prop K, OBAG              | CON         |              |               |               |               |                | 12,300        |               |                |              |                | 6,000         |               | 37,000         | 55,300           |
| Lease Proceeds, TDR          | CON         |              |               |               |               |                |               |               |                |              |                |               |               | 4,040          | 4,040            |
| TCDP                         | CON         |              |               |               |               |                |               |               |                |              |                |               |               | 28,450         | 28,450           |
| SAFETEA-LU Grant             | CON         |              |               |               |               |                |               |               |                |              | 40,264         |               |               |                | 40,264           |
| ARRA-HSIPR                   | CON         |              |               |               |               |                |               |               | 330,000        |              |                |               |               |                | 330,000          |
| FRA Rail Relo                | CON         |              |               |               |               |                |               |               | 2,650          |              |                |               |               |                | 2,650            |
| TIFIA Loan Proceeds          | CON         |              |               |               |               |                |               |               |                | 0            |                |               |               | 171,000        | 171,000          |
| TBD                          | CON         |              |               |               |               |                |               |               |                |              |                |               |               | 101,332        | 101,332          |
| <b>Segment Funding Total</b> |             | <b>2,474</b> | <b>29,225</b> | <b>17,522</b> | <b>29,600</b> | <b>111,262</b> | <b>68,443</b> | <b>39,148</b> | <b>463,772</b> | <b>8,027</b> | <b>355,728</b> | <b>90,939</b> | <b>78,985</b> | <b>604,275</b> | <b>1,899,400</b> |

**REGIONAL MEASURE 2 PROGRAM  
Project Cash Flow Plan\***

September 22, 2004  
Attachment A  
MTC Resolution No. 3651  
Org Key #840-8822-01

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

Pg 1 of 1  
Revised: 11/17/04-C 05/24/06-C  
01/28/07-C 09/26/07-C  
01/23/08-C 03/26/08-C  
05/28/08-C 10/22/08-C  
04/22/09-C 06/24/09-C  
10/28/09-C 06/23/10-C  
07/24/13-C 02/26/14-C

| RM2 Project # 22.1             | PRIOR              | FY2013-14      | FY2014-15        | Future           | TOTAL              |
|--------------------------------|--------------------|----------------|------------------|------------------|--------------------|
| <b>RM2 Funds Total</b>         | <b>144,408,327</b> | <b>737,000</b> | <b>3,911,673</b> | <b>943,000</b>   | <b>150,000,000</b> |
| <b>Environmental (ENV)</b>     | <b>137,647,327</b> |                |                  |                  | <b>137,647,327</b> |
| RM 2                           | 52,938,327         |                |                  |                  | 52,938,327         |
| San Francisco Prop K           | 55,784,000         |                |                  |                  | 55,784,000         |
| SM Sales Tax                   | 7,280,000          |                |                  |                  | 7,280,000          |
| FTA                            | 8,796,000          |                |                  |                  | 8,796,000          |
| RM-1                           | 1,400,000          |                |                  |                  | 1,400,000          |
| RTIP                           | 4,000,000          |                |                  |                  | 4,000,000          |
| Other Local                    | 799,000            |                |                  |                  | 799,000            |
| SAFETEA-LU/Earmark             | 6,650,000          |                |                  |                  | 6,650,000          |
| <b>Final Design (PS&amp;E)</b> | <b>26,119,000</b>  | <b>150,000</b> | <b>1,323,000</b> | <b>943,000</b>   | <b>28,535,000</b>  |
| RM1                            | 5,200,000          |                |                  |                  | 5,200,000          |
| RM 2                           | 7,803,000          | 150,000        | 1,323,000        | 943,000          | 10,219,000         |
| SAFETEA-LU/Earmark             | 0                  |                |                  |                  | 0                  |
| San Francisco Prop K           | 0                  |                |                  |                  | 0                  |
| AB1171                         | 10,700,000         |                |                  |                  | 10,700,000         |
| <b>Right of Way</b>            | <b>131,223,000</b> |                |                  |                  | <b>131,223,000</b> |
| RM 2                           | 52,745,000         |                |                  |                  | 52,745,000         |
| San Francisco Prop K           | 52,665,000         |                |                  |                  | 52,665,000         |
| San Mateo Meas. A              | 22,385,000         |                |                  |                  | 22,385,000         |
| Lease Proceeds                 | 37,000             |                |                  |                  | 37,000             |
| RTIP                           | 3,391,000          |                |                  |                  | 3,391,000          |
| <b>Construction</b>            | <b>49,248,000</b>  | <b>587,000</b> | <b>3,640,000</b> | <b>73,000</b>    | <b>53,548,000</b>  |
| RM2                            | 30,922,000         | 587,000        | 2,588,673        |                  | 34,097,673         |
| SF Prop K                      | 12,300,000         |                |                  |                  | 12,300,000         |
| AB1171                         | 5,226,000          |                | 1,051,327        | 73,000           | 6,350,327          |
| <b>TOTAL FUNDING</b>           |                    |                |                  |                  |                    |
| Environmental                  | 137,647,327        | 0              | 0                | 0                | 137,647,327        |
| Final Design (PS&E)            | 26,119,000         | 150,000        | 1,323,000        | 943,000          | 28,535,000         |
| Right of Way                   | 131,223,000        | 0              | 0                | 0                | 131,223,000        |
| Construction                   | 49,248,000         | 587,000        | 3,640,000        | 73,000           | 53,548,000         |
| <b>PROJECT TOTAL</b>           | <b>344,237,327</b> | <b>737,000</b> | <b>4,963,000</b> | <b>1,016,000</b> | <b>350,953,327</b> |

\*FY2013-14 and beyond cash flows show remaining RM2 unspent balances plus Feb 2014 RM2 and AB1171 allocations.

Prior cash flows are sum of previous version of this sheet, adjusted for RM2 spending.

Date: June 24, 2009  
W.I.: 1255  
Referred By: PAC  
Revised: 12/16/09-C 02/24/10-C  
03/24/10-C 06/23/10-C  
07/28/10-C 10/27/10-C  
12/15/10-C 03/23/11-C  
05/25/11-C 06/22/11-C  
07/27/11-C 09/28/11-C  
11/16/11-C 03/28/12-C  
06/27/12-C 07/25/12-C  
11/28/12-C 01/23/13-C  
06/26/13-C 07/24/13-C  
09/25/13-C 10/23/13-C  
12/18/13-C 02/26/14-C

### ABSTRACT

Resolution No. 3914, Revised

This resolution allocates AB 1171 Bridge Toll funds to eligible projects.

This resolution includes the following attachments:

Attachment A – Allocations of AB 1171 Bridge Toll funds

This resolution was revised on December 16, 2009 to allocate \$13.9 million to BART towards the eBART project for construction of the transfer station at the Pittsburg Bay Point BART station and guideway to Railroad Avenue.

This resolution was revised on February 24, 2010 to allocate AB 1171 funds to the Transbay Joint Powers Authority, \$10.7 million towards the final design phase of the Transbay Transit Center, and \$5.226 million towards the Program Management/Program Controls (PMPC) services for the project.

This resolution was revised on March 24, 2010 to allocate a total of \$13 million in AB 1171 funds to CCTA towards the construction of eBART median structures to be integrated into Segments 1, 2, 3, 4, and 5 of Caltrans/CCTA State Route 4 contracts, and towards right-of-way to accommodate e-BART.

## ABSTRACT

MTC Resolution No. 3914, Revised

Page 2

This resolution was revised on June 23, 2010 to allocate a total of \$11 million in AB 1171 funds to BART towards the completion of final design on the eBART project. This resolution was also revised to allocate \$134 million towards the final design phase for the Transit Center building and ramps and construction of the Transit Center, including the below-grade rail levels of the Transit Center.

This resolution was revised on July 28, 2010 to allocate \$5 million to BART towards the Line, Trackwork, Systems & Station (LTSS) construction and related activities for the BART Warm Springs Extension project; \$1.25 million to ACCMA towards purchase of right-of-way and \$250,000 to MTC for an independent Opportunity/Risk Analysis for the BART to Livermore ROW Preservation project; and \$2.8 million towards the initial project development activities for the Regional Express Lane Network.

This resolution was revised on October 27, 2010 to allocate a total of \$73.6 million to BART towards the purchase of Diesel Multiple Unit (DMU) vehicles for the eBART project.

This resolution was revised on December 15, 2010 through Commission action to allocate \$7 million for environmental and preliminary engineering for the I-80/I-680/SR-12 Interchange project in Solano County.

This resolution was revised on March 23, 2011 through Commission action to rescind \$52 million from the October 27, 2010 allocation of \$73.6 million for the purchase of Diesel Multiple Unit (DMU) vehicles for the eBART project. This resolution was also revised to allocate \$19 million for construction and construction management activities on State Route 4 related to eBART.

This resolution was revised on May 25, 2011 through Commission action to rescind \$76 million from the June 23, 2010 allocation of \$134 million towards the final design phase for the Transit Center building and ramps and construction of the Transit Center, including the below-grade rail levels of the Transit Center.

This resolution was revised on June 22, 2011 through Commission action to allocate \$26.4 million for the construction of the I-80 Eastbound Cordelia Truck Scales Relocation project in Solano County.

## ABSTRACT

MTC Resolution No. 3914, Revised

Page 3

This resolution was revised on July 27, 2011 to update the allocation conditions for the BART Warm Springs project to add principles for addressing potential cost increases.

This resolution was revised on September 28, 2011 to allocate \$27.1 million to CCTA towards construction and construction management activities for the integration of eBART median structures into Caltrans/CCTA SR 4 contract segments and to accommodate eBART in the SR4 median.

This resolution was revised on November 16, 2011 to allocate \$6.5 million to VTA towards construction and construction management activities for the Mission/Warren/Truck-Rail Facility.

This resolution was revised on March 28, 2012 to rescind \$3,817,000 from allocation #17 for the I-80 Eastbound Cordelia Truck Scales Relocation project; and allocate \$14,280,000 for the I-80/680/12 Interchange Initial Construction Package 1 project towards right-of-way acquisition.

This resolution was revised on June 27, 2012 to allocate \$73.7 million to the Transbay Joint Powers Authority to certify upcoming construction contracts, finalize the Transbay Transit Center design, fund remaining Construction Management/General Contractor (CM/GC) services on the project, and fund pre-bid construction management for the “steel cast nodes” elements of glass exterior shell.

This resolution was revised on June 27, 2012 to allocate \$9.41 million to BART for eBART for the completion of Final Design and Construction Management (CM) and Design Service during Construction (DSDC) for the maintenance shop shell, Hillcrest parking lot and re-alignment construction at the Slatten Ranch Rd. This resolution is also being revised to rescind \$13.5 million in savings from prior allocations on this project.

This resolution was revised on July 25, 2012 to allocate \$8.5 million to the Solano Transportation Authority for the completion of the environmental document and preliminary engineering of the I-80/680/12 Interchange project, and to amend the scope of allocation #14 to include eligible expenses from all three phases of the interchange project, effective as of the original date of allocation.

## ABSTRACT

MTC Resolution No. 3914, Revised

Page 4

This resolution was revised on November 28, 2012 to allocate \$5.98 million to the Solano Transportation Authority for utility relocation and right-of-way activities for the I-80/680/12 Interchange project.

This resolution was revised on January 23, 2013 to allocate \$5.8 million to the Solano Transportation Authority for utility relocation and right-of-way activities for the I-80/680/12 Interchange project; \$8.6 million to BART towards the environmental, conceptual engineering, and project approval phase of the BART to Livermore Extension project; and \$0.75 million to the SMART project towards design for the re-construction of the SMART track facilities between Santa Rosa North and Sonoma County Airport area. The Commission also approved program commitments of: 1) \$4.4 million, subject to future allocation, towards the re-construction of the SMART track facilities between Santa Rosa North and the Sonoma County Airport area; and 2) \$0.5 million to BART for the eBART project.

This resolution was revised on June 26, 2013 to allocate \$822,008 to the Solano Transportation Authority for the final design of the I-80/680/12 Interchange project.

This resolution was revised on July 24, 2013 to extend the timeframe for a condition on a prior allocation of \$8.6 million in AB1171 funds, towards the completion of environmental documentation for proposed BART to Livermore project.

This resolution was revised on September 25, 2013 to allocate \$5.5 million in AB 1171 funds for the final design of packages 2 and 3, and \$29.5 million for the construction of package 1 of the I-80/680/12 Interchange project in Solano County.

This resolution was revised on October 23, 2013 to allocate \$0.1 million in AB 1171 funds for the right-of-way phase of package 1 of the I-80/680/12 Interchange project in Solano County.

This resolution was revised on December 18, 2013 to allocate \$9.533 million in AB 1171 funds to BART for the construction of eBART trackwork, system, and facility finishes, construction management, and design services during construction; and \$9.4 million in AB 1171 funds to the SMART project for re-construction of the SMART track facilities between Santa Rosa North and the Sonoma County Airport area and construction of a station at the Sonoma County Airport.

ABSTRACT

MTC Resolution No. 3914, Revised

Page 5

This resolution was revised on February 26, 2014 to allocate \$1,124,327 in AB 1171 funds to the Transbay Joint Powers Authority for Construction Manager/General Contractor pre-construction services for the Transbay Transit Center building and related structures.

Additional discussion of this allocation is contained in the Executive Director's memoranda and MTC Programming and Allocations Committee Summary sheet dated June 10, 2009, December 9, 2009, February 10, 2010, March 10, 2010, June 9, 2010, July 14, 2010, October 13, 2010, December 8, 2010, March 9, 2011, May 11, 2011, June 8, 2011, July 13, 2011, September 14, 2011, November 9, 2011, March 7, 2012, June 13, 2012, July 11, 2012, November 14, 2012, January 9, 2013, July 10, 2013, September 11, 2013, October 9, 2013, December 11, 2013, and February 12, 2014.

Date: June 24, 2009  
W.I.: 1255  
Referred By: PAC

RE: Allocation of AB 1171 Bridge Toll funds

METROPOLITAN TRANSPORTATION COMMISSION  
RESOLUTION NO. 3914

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to Government Code Sections 66500 et seq.; 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, pursuant to Streets and Highways Code (SHC) Section 31010(b), funds generated in excess of those needed to meet the toll commitments as specified by paragraph (4) of subdivision (b) of Section 188.5 of the SHC shall be available to BATA for funding projects consistent with SHC Sections 30913 and 30914; and

WHEREAS, MTC adopted Resolution 3434, Revised, which establishes commitments of AB 1171 bridge toll funds to specific projects and corridors; and be it

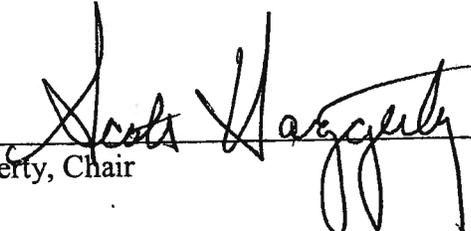
RESOLVED, that MTC approves the allocation and reimbursement of AB 1171 bridge toll funds in accordance with the amount, conditions and reimbursement schedule for the phase, and activities as set forth in Attachment A; and, be it further

RESOLVED, that should the allocation of AB 1171 Bridge Toll Funds be conditioned on the execution of a funding agreement, that the Executive Director or his designee is authorized to negotiate and enter into a funding agreement with claimant that includes the provisions contained in Attachment A.

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

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METROPOLITAN TRANSPORTATION COMMISSION

  
\_\_\_\_\_  
Scott Haggerty, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in Oakland, California on June 24, 2009.

Date June 24, 2009  
 W.I.: 1255  
 Referred by: PAC  
 Revised: 12/16/09-C 02/24/10-C 03/24/10-C  
 06/23/10-C 07/28/10-C 10/27/10-C  
 12/15/10-C 03/23/11-C 05/25/11-C  
 06/22/11-C 07/27/11-C 09/28/11-C  
 11/16/11-C 03/28/12-C 06/27/12-C  
 07/25/12-C 11/28/12-C 01/23/13-C  
 06/26/13-C 07/24/13-C 09/25/13-C  
 12/18/13-C 02/26/14-C

Attachment A  
 Resolution No. 3914  
 Page 1 of 27

ALLOCATION OF AB 1171 Bridge Toll Funds  
 Allocation Authorization: S&H § 31010(b)

| Alloc. # | Fiscal Year | Claimant  | Project Title       | Allocation Amount | Date of MTC Approval | Allocation Conditions   |
|----------|-------------|---|---------------------|-------------------|----------------------|---|
| 01       | 2008-09     | San Francisco County Transportation Authority (SFCTA) | Doyle Drive project | \$80,000,000      | 06/24/2009           | <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and SFCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>SFCTA shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p> |
| 02       | 2009-10     | Bay Area Rapid Transit District (BART)                | e-BART              | \$13,890,000      | 12/16/2009           | <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>BART shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p>    |

| Alloc. # | Fiscal Year | Claimant | Project Title   | Allocation Amount | Date of MTC Approval | Allocation Conditions  |
|----------|-------------|----------|---|-------------------|----------------------|--|
| 03       | 2009-10     | TJPA     | Transbay Transit Center/<br>Downtown Caltrain Extension | \$10,700,000      | 02/24/10             | <p>Scope of Work: This allocation will fund the final design phase for the Transit Center building and ramps, including the below-grade rail levels of the Transit Center. The scope includes final design work, various consulting services, coordination with public agencies, and permits and fees.</p> <p>TJPA shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p> <p>TJPA shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that the TJPA will comply with the provisions of MTC Resolution No 3636 for the drawdown of AB 1171 funds.</p> <p>This allocation is also conditioned on the approval of the IPR package by the TJPA board.</p> |

| Alloc. # | Fiscal Year | Claimant                               | Project Title   | Allocation Amount | Date of MTC Approval | Allocation Conditions  |
|----------|-------------|--|---|-------------------|----------------------|--|
| 04       | 2009-10     | Transbay Joint Powers Authority (TJPA) | Transbay Transit Center/<br>Downtown Caltrain Extension | \$5,226,000       | 02/24/10             | <p>Scope of Work: This allocation will fund the Program Management/Program Controls (PMPC) services for the project. The PMPC provides assistance with the design, oversight, and management of the entire project.</p> <p>TJPA shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p> <p>TJPA shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that the TJPA will comply with the provisions of MTC Resolution No 3636 for the drawdown of AB 1171 funds.</p> |

| Alloc. # | Fiscal Year | Claimant | Project Title | Allocation Amount | Date of MTC Approval | Allocation Conditions  |
|----------|-------------|----------|---------------|-------------------|----------------------|--|
| 05       | 2009-10     | CCTA     | e-BART        | \$11,000,000      | 03/24/10             | <p>Scope of Work: This allocation will fund \$11,000,000 for ROW Activities and associated utility coordination and construction between Somersville Rd and SR160. This is a contribution towards BART and CCTA's agreed upon right-of-way cost for median.</p> <p>Allocation is conditioned on the approval of the IPR package by the CCTA Board and concurrence by the BART board.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and CCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p> |

| Alloc. # | Fiscal Year | Claimant | Project Title | Allocation Amount | Date of MTC Approval | Allocation Conditions  |
|----------|-------------|----------|---------------|-------------------|----------------------|--|
| 06       | 2009-10     | CCTA     | e-BART        | \$2,000,000       | 03/24/10             | <p>Scope of Work: This allocation will fund \$2,000,000 for construction activities associated with eBART costs in the median between Loveridge Road and SR160.</p> <p>Allocation is conditioned on the approval of the IPR package by the CCTA Board and concurrence by the BART board.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and CCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |

| Alloc. # | Fiscal Year | Claimant | Project Title | Allocation Amount | Date of MTC Approval | Allocation Conditions  |
|----------|-------------|----------|---------------|-------------------|----------------------|--|
| 07       | 2009-10     | BART     | e-BART        | \$11,000,000      | 06/23/10             | <p>Scope of Work: This allocation is towards the completion of the final design for the eBART project. The specific elements of this allocation include final design for the Hillcrest station, parking lot and maintenance facility, trackworks &amp; systems, vehicle procurement, and various Caltrans &amp; Utility agreements.</p> <p>Allocation is conditioned on the approval of the Initial Project Report (IPR) package by the BART board and concurrence by the CCTA board.</p> <p>BART shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>BART shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that BART will comply with the provisions of MTC Resolution No. 3636 for the drawdown of AB 1171 funds.</p> |

| Alloc. #      | Fiscal Year | Claimant                               | Project Title   | Allocation Amount | Date of MTC Approval | Allocation Conditions  |
|---------------|-------------|--|---|-------------------|----------------------|--|
| 08            | 2009-10     | Transbay Joint Powers Authority (TJPA) | Transbay Transit Center/<br>Downtown Caltrain Extension | \$134,074,000     | 06/23/10             | <p>Scope of Work: This allocation is towards the final design phase for the Transit Center building and ramps and construction of the Transit Center, including the below-grade rail levels of the Transit Center. The elements that will proceed to NTP using AB 1171 funds are: <i>Construction Management Oversight, Existing Terminal &amp; Ramps Demolition, Construction Docs/Final Design, City Agency Inspection, Permits &amp; Fees, PMPC, Utility Relocation, Buttress Shoring Wall &amp; Excavation and Construction Management General Contractor services.</i></p> <p>The allocation of funds is conditioned on the following:</p> <p>a) Approval of the Initial Project Report (IPR) package by the TJPA board.</p> <p>b) *Once the ARRA funds are secured in a grant agreement, MTC will rescind the remaining AB 1171 funds from this allocation so that they may be used for future elements of this project.</p> <p>The demolition and construction allocation of roughly \$112 million is conditioned on:</p> <p>a) Federal Railroad Administration (FRA) issuance of the Record of Decision adopting those portions of the 2004 EIS dealing with Phase 1.</p> <p style="text-align: center;">(cont. next page)</p> |
| 08<br>(cont.) |             |  |   |                   |                      | <p>b) Execution of a funding agreement between MTC and TJPA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions: TJPA shall agree to comply with the provisions of MTC Resolution No. 3636,</p>   |

| Alloc. # | Fiscal Year | Claimant | Project Title               | Allocation Amount | Date of MTC Approval                          | Allocation Conditions   |
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|          |             |          |                             |                   |   | <p>Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>*The TJPA is currently working with the Federal Railroad Administration (FRA) on finalizing a grant agreement for \$400 million in American Reinvestment and Recovery Act (ARRA) High Speed and Intercity Passenger Rail (HSIPR) funds. Though these funds have been committed, the timing of the grant agreement is unknown at this time. TJPA anticipates receiving a grant before the end of the calendar year. TJPA is requesting this allocation of AB 1171 funds in order to maintain the project schedule while awaiting the grant agreement.</p>  |
| 09       | 2010-11     | BART     | BART Warm Springs Extension | \$5,000,000       | 07/28/10<br><br>Conditions Revised<br>7/27/11 | <p>Scope of Work: This allocation is towards the following costs for the Line, Trackwork, Station and Systems (LTSS) contract on the Warm Springs Extension project: a) Award of the LTSS contract, b) Construction Management, c) Design support during construction, d) BART staff support, e) Coordination with other jurisdictional agencies and development of agreements, f) Owner Controlled Insurance Program (OCIP), and g) Community Relations. The allocation of funds is conditioned on the following:</p> <p>a) Approval of the Initial Project Report (IPR) package by the BART board.</p> <p>b) Execution of a funding agreement between MTC and BART prior to the Notice-to-Proceed (NTP) of the LTSS construction contract for the RM1, RM2, and AB 1171 Bridge Toll funds. Such agreement shall include: BART shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised. The agreement shall include the following:</p> <ul style="list-style-type: none"> <li>• The approved BART to Warm Springs LTSS construction plus soft cost, as of June 2011, totals \$437 million, which includes a 12.4% contingency. The 12.4% contingency is a reduction of</li> </ul> |

| Alloc. # | Fiscal Year | Claimant | Project Title | Allocation Amount | Date of MTC Approval | Allocation Conditions   |
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|          |             |          |               |                   |                      | <p>approximately \$10 million from the 15% contingency previously estimated by BART to be required for successful completion of the LTSS phase. While this amount is within the financial envelope of \$890 million, it is higher than the currently identified and available funding.</p> <ul style="list-style-type: none"> <li>• Bridge Tolls, Measure B, State Proposition 1B, BART, and VTA Measure A funds total \$421 million.</li> <li>• Roughly \$16 million from the Right of Way phase and Central Park Subway segment combined can be assigned to the LTSS funding plan based on identified cost savings and budget adjustments as of June 2011.</li> <li>• BART and the funding partners have agreed to proceed with the project using the available funding.</li> <li>• Principles for addressing construction costs up to the \$10 million difference between approved project cost and available funding include, in priority order:</li> </ul> <p>(cont. next page)</p>  |
|          |             |          |               |                   |                      | <ol style="list-style-type: none"> <li>1. Apply any additional savings from the Right of Way phase or Subway Segment after June 2011;</li> <li>2. Apply any savings from the LTSS construction contract or soft costs; and</li> <li>3. If additional funding is still needed, direct SFO net operating surplus revenues and Alameda STIP funds or other funds controlled by the Alameda County Transportation Commission to the project, in equal share to the original funding plan adopted in September 2008 (44% and 56%, respectively).</li> </ol> <ul style="list-style-type: none"> <li>• Should unexpected changes to the LTSS funding plan or costs occur beyond the \$10 million described above, the funding partners would need to agree on new principles for delivering the LTSS phase.</li> </ul> <p>c) All the funding partners maintaining their funding commitment for the estimated \$890 million project as outlined in the 2008 revision to MTC Resolution No. 3434, unless agreed otherwise as part of condition d) below.</p> |

| Alloc.<br># | Fiscal<br>Year | Claimant | Project Title | Allocation<br>Amount | Date of<br>MTC<br>Approval | Allocation Conditions  |
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|             |                |          |               |                      |                            | d) Funding partners reaching an agreement prior to BART's NTP of the LTSS contract that outlines the distribution of potential total project cost savings or overruns, given disproportionate contributions by partners to date. |

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| 10 | 2010-11 | ACCMA<br><br>(Co-sponsor - BART) | BART to Livermore ROW Preservation   | \$1,250,000 | 07/28/10 | <p>Scope of Work: This allocation is to fund the purchase of right-of-way in the vicinity of I-580 and El Charro Rd to retain land for future transit use. The allocation of funds is conditioned on the following:</p> <p>I- Execution of a funding agreement between MTC and ACCMA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>ACCMA shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>BART and ACCMA concur with an additional AB 1171 allocation, not to exceed \$500,000, to MTC for an independent Opportunity/Risk Assessment Study administered by MTC related to the \$95 million in AB 1171 funds committed to the project in Resolution 3434.</p> <p>Establishment of a Land Trust (or similar mechanism) including, but not limited to the following terms: a) property shall be held for the benefit of a BART Extension to Livermore or other transit project in corridor consistent with Resolution 3434 – Tri-Valley Transit Access Improvements to/from BART (PROJECT); and b) if PROJECT does not commence construction within ten years, property in the Land trust shall be sold for fair market value and proceeds distributed equally to funding partners, based on funding participation.</p> |
| 11 | 2010-11 | MTC                              | Opportunity/Risk Analysis for the BART to Livermore ROW Preservation project | \$250,000   | 07/28/10 | <p>Scope of Work: Develop an Opportunity/Risk Analysis related to future allocations of AB 1171 funds for ROW preservation for transit use in the corridor in the context of the programmatic level Environmental Impact Report certified by the BART Board.</p>   |

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| 12 | 2010-11 | MTC  | Regional Express Lane Network | \$2,800,000  | 07/28/10 | <p>Scope of work: The funds requested in this allocation will be used to develop a project initiation document and application to the CTC for authority to implement the Regional Express Lanes Network. Additional planning and project development will be funded with this allocation, including: a) development of concepts of operation, b) exploration of options to enhance project delivery, c) development of an overall program delivery strategy.</p>   |
| 13 | 2010-11 | BART | e-BART                        | \$73,600,000 | 10/27/10 | <p>Scope of work: This allocation is to fund the purchase of 8 Diesel Multiple Unit (DMU) vehicles for the eBART project.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package by the CCTA board.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>BART agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |

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| 14 | 2010-11 | Solano Transp. Authority (STA) | I-80/680/12 Interchange Initial Construction Package (ICP) | \$7,000,000    | 12/15/10 | <p>Scope of work: This allocation funds the environmental document and preliminary engineering for the Interchange Complex, including three segments of the interchange – the I-80 Westbound to SR-12 Westbound Connector, the I-80 Westbound to I-680 Southbound Connector, and the Red Top/I-680 Interchange.</p> <p>Scope change approved 07/25/12 and effective as of the original allocation approval date of 12/15/10.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package by the STA board.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |
| 13 | 2010-11 | BART                           | e-BART   | (\$52,000,000) | 03/23/11 | <p>This rescission of \$52 million reduces Allocation #13 to \$21.6 million for the purchase of 8 Diesel Multiple Unit (DMU) vehicles for the eBART project. The remaining \$21.6 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #13.</p>   |

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| 16 | 2010-11 | CCTA | e-BART | \$19,000,000 | 03/23/11 | <p>Scope of work: This allocation will fund \$19,000,000 for construction and construction management activities associated with e-BART costs in the median of State Route 4 between Somersville Road and SR160.</p> <p>Allocation is conditioned on concurrence by the BART board with the IPR package.</p> <p>Allocation and disbursement are also conditioned upon the execution of a funding agreement between MTC and CCTA for the AB 1171 funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |
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| 08 | 2010-11 | Transbay Joint Powers Authority (TJPA) | Transbay Transit Center/<br>Downtown Caltrain Extension | (\$76,024,000) | 05/25/11 | <p>This rescission of \$76,024,000 reduces Allocation #8 to \$58,050,000 for final design and construction of the Transit Center building, including:</p> <ul style="list-style-type: none"> <li>Construction Management Oversight</li> <li>Demolition of the Transbay Terminal and ramps</li> <li>Transit Center Final Design</li> <li>City Agency Inspection</li> <li>Transit Center Permits and Fees</li> <li>Program Management / Program Controls (PMPC)</li> <li>Utility Relocation</li> <li>Buttress, Shoring Wall and Excavation (BSE) construction</li> <li>Construction Management / General Contractor (CMGC) services</li> </ul> <p>The remaining \$58.05 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #8.</p> |
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| 17 | 2010-11 | Solano Transp. Authority (STA) | I-80 Eastbound Cordelia Truck Scales Relocation | \$26,400,000 | 06/22/11 | <p>Scope of work: This allocation funds the construction of the I-80 Eastbound Cordelia Truck Scales Relocation project in Solano County.</p> <p><i>Conditions:</i> Allocation is conditioned on the allocation of Proposition 1B Trade Corridor Improvement Fund (TCIF) / State Highway Operations and Protection Program (SHOPP) funds by the California Transportation Commission.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and STA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |
| 18 | 2011-12 | CCTA                           | e-BART  | \$27,100,000 | 09/28/11 | <p>Scope of Work: This allocation will fund construction and construction management activities for integration of eBART median structures into Caltrans/CCTA SR 4 contract segments (3,4,5) and to accommodate eBART in the median between Somersville Road and State Route 160.</p> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and CCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>  |

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| 19 | 2011-12 | VTA | Mission/Warren/<br>Truck-Rail<br>Facility | \$6,500,000 | 11/16/11 | <p>Scope of Work: This allocation will fund construction and construction management activities for the Mission/Warren/Truck-Rail Facility project.</p> <p><i>Conditions:</i> The \$6.5 million in AB 1171 funds shall be the last fund source expended on the original estimated cost of \$148 million project. If the project cost is less than the \$148 million, MTC would rescind or reduce this allocation.</p> <p>Additionally, allocation and disbursement is contingent upon the execution of a funding agreement between MTC and VTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>VTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |
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| 17 | 2010-11 | Solano Transp. Authority (STA) | I-80 Eastbound Cordelia Truck Scales Relocation            | (\$3,817,000) | 03/28/12 | This rescission of \$3,817,000 reduces Allocation #17 to \$22,583,000 for construction of the I-80 Eastbound Cordelia Truck Scales Relocation project. The remaining \$22,583,000 allocation in AB 1171 funds is subject to the conditions listed under Allocation #17.  |
| 20 | 2011-12 | Solano Transp. Authority (STA) | I-80/680/12 Interchange Initial Construction Package (ICP) | \$14,280,000  | 03/28/12 | <p>Scope of work: This allocation funds right-of-way acquisition related to the I-80/680/12 Interchange Initial Construction Package 1 project.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package and approval of the CEQA environmental document by the STA board on March 14, 2012.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |

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| 21 | 2011-12 | Transbay Joint Powers Authority (TJPA) | Transbay Transit Center/<br>Downtown Caltrain Extension | \$73,700,000 | 06/27/12 | <p>Scope of work: This allocation funds the following:</p> <ol style="list-style-type: none"> <li>1) Construction of the Transit Center “below grade structure” - \$41.5 M</li> <li>2) Finalize Transit Center design - \$27.4 M</li> <li>3) Complete remaining CM/GC pre-construction services - \$2.8 M</li> <li>4) Pre-bid construction administration for structural cast steel nodes - \$2 M</li> </ol> <p><i>Conditions:</i> Allocation and disbursement is contingent upon: a) Approval of the Initial Project Report (IPR) package by the TJPA board; and b) execution of a funding agreement between MTC and TJPA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>TJPA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> <p>Note: For this allocation, TJPA may send more than one invoice per month to MTC, as long as they don’t invoice more frequently than monthly for each vendor/contractor.</p> |
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| 22 | 2011-12 | BART | eBART  | \$9,410,000   | 06/27/12 | <p>Scope of work: This allocation funds the following:</p> <ul style="list-style-type: none"> <li>a) Completion of Final Design (\$3.4M) and;</li> <li>b) Construction Management (CM) and Design Service During Construction (DSDC) for the maintenance shop shell, Hillcrest parking lot and Slatten Ranch Road (\$6.01M).</li> </ul> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>BART agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |
| 2  | 2009-10 | BART | e-BART | (\$7,933,300) | 06/27/12 | <p>This rescission of \$7.9 million reduces Allocation #2 to \$5.9 million for the construction of the transfer station at the Pittsburg Bay Point BART station and guideway to Railroad Avenue for the eBART project.</p> <p>The remaining \$5.9 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #2.</p>   |

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| 13 | 2010-11 | BART                           | e-BART   | (\$5,600,000) | 06/27/12 | <p>This rescission of \$5.6 million reduces Allocation #13 to \$16 million for the purchase of 8 Diesel Multiple Unit (DMU) vehicles for the eBART project and CM/DSDC costs associated with this contract.</p> <p>The remaining \$16 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #13.</p>  |
| 23 | 2012-13 | Solano Transp. Authority (STA) | I-80/680/12 Interchange Initial Construction Package (ICP) | \$8,500,000   | 07/25/12 | <p>Scope of work: This allocation funds the environmental document and preliminary engineering for the Interchange Complex, including three segments of the interchange – the I-80 Westbound to SR-12 Westbound Connector, the I-80 Westbound to I-680 Southbound Connector, and the Red Top/I-680 Interchange.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package by the STA board.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |

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| 24 | 2012-13 | Solano<br>Transp.<br>Authority<br>(STA) | I-80/680/12<br>Interchange Initial<br>Construction<br>Package (ICP) | \$5,980,000 | 11/28/12 | <p>Scope of work: This allocation funds the utility relocation and right-of-way activities related to the I-80/680/12 Interchange project.</p> <p><i>Conditions:</i> STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>                 |
| 25 | 2012-13 | Solano<br>Transp.<br>Authority<br>(STA) | I-80/680/12<br>Interchange Initial<br>Construction<br>Package (ICP) | \$5,796,000 | 1/23/13  | <p>Scope of work: This allocation funds additional work for utility relocation and right-of-way activities related to the I-80/680/12 Interchange project.</p> <p><i>Conditions:</i> STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |

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| 26 | 2012-13 | BART                                   | BART To Livermore Extension Project | \$8,600,000 | 1/23/13 | <p>Scope of Work: This allocation is for the completion of CEQA-level environmental documentation for proposed transit improvements in the I-580 corridor and the related modifications to I-580 and SR-84, and for a Ridership Development Plan to be conducted by the City of Livermore to sufficient detail to support selection of a preferred alternative.</p> <p>Conditions: The allocation is conditioned on:</p> <ul style="list-style-type: none"> <li>a) BART agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</li> <li>b) BART staff to report a decision on whether to pursue a joint NEPA/CEQA or CEQA-only document, including having a lead Federal agency, by Jan 31, 2014. (date revised on July 24, 2013)</li> </ul> |
| 27 | 2012-13 | Sonoma Marin Area Rail Transit (SMART) | SMART Extension                     | 750,000     | 1/23/13 | <p>Scope of work: Re-construction of the SMART track facilities between Santa Rosa North and Sonoma County Airport area. (Design costs).*</p> <p>Conditions: The allocation is conditioned on:</p> <p>SMART shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB1171 funds received under this allocation be subject to MTC Resolution No. 3636, Revised.</p>   |

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| 28 | 2012-13 | Solano Transp. Authority (STA) | I-80/680/12 Interchange Initial Construction Package (ICP) | \$822,008   | 6/26/13 | <p>Scope of work: This allocation funds final design of the I-80/680/12 Interchange Initial Construction Package.</p> <p>Conditions: The allocation is conditioned on:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>   |
| 29 | 2013-14 | Solano Transp. Authority (STA) | I-80/680/12 Interchange Initial Construction Package (ICP) | \$5,513,000 | 9/25/13 | <p>Scope of work: This allocation funds final design of the I-80/680/12 Interchange Initial Construction Package #2 (Red Top Road Interchange) and Package #3 (I-80 Westbound to I-680 Southbound Connector).</p> <p>Conditions: The allocation is conditioned on:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |

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| 30 | 2013-14 | Solano Transp. Authority (STA) | I-80/680/12 Interchange Initial Construction Package (ICP) | \$29,448,000 | 9/25/13  | <p>Scope of work: This allocation funds construction of the I-80/680/12 Interchange Initial Construction Package #1 (I-80 Westbound to SR-12 Westbound Connector).</p> <p>Conditions: Allocation is conditioned on the allocation of Proposition 1B Trade Corridor Improvement Fund (TCIF) / funds by the California Transportation Commission.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and STA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |
| 31 | 2013-14 | Solano Transp. Authority (STA) | I-80/680/12 Interchange Initial Construction Package (ICP) | \$77,992     | 10/23/13 | <p>Scope of work: This allocation funds additional work for utility relocation and right-of-way activities related to the I-80/680/12 Interchange project.</p> <p>Conditions: STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>   |

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| 32 | 2013-14 | BART | e-BART | \$9,533,000 | 12/18/13 | <p>Scope of Work: This allocation is for the construction of eBART Trackwork, System, and Facility Finishes, and Construction Management and Design Services During Construction.</p> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the following:</p> <ul style="list-style-type: none"><li>a) Approval of local support resolution by CCTA and BART Boards.</li><li>b) Execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:<br/>BART shall agree: (1) to complete the project described in its updated Initial Project Report, through its contractor; (2) to comply with all provisions of MTC Resolution No. 3636, Revised and that any AB 1171 funds received under the funding agreement be subject to MTC Resolution No. 3636, Revised.</li></ul> |
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| 33 | 2013-14 | SMART | SMART | \$9,400,000 | 12/18/13 | <p>Scope of Work: This allocation is for the reconstruction of the SMART track facilities, including associated system work, between Santa Rosa North and the Sonoma County Airport area, and a station at the Sonoma County Airport.**</p> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the following conditions:</p> <ol style="list-style-type: none"> <li>1. SCTA approval of \$4.35 million in funds for the airport extension.</li> <li>2. SMART Board approval of the Initial Project Report.</li> <li>3. Environmental clearance of the station at the Sonoma County Airport.</li> <li>4. Execution of a funding agreement between MTC and SMART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</li> </ol> <p>SMART agrees to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> |
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|-----------------|---------|--|---|---------------|---------|---|
| 34              | 2013-14 | Transbay Joint Powers Authority (TJPA) | Transbay Transit Center/<br>Downtown Caltrain Extension | \$1,124,327   | 2/26/14 | <p>Scope of Work: Construction Manager/General Contractor pre-construction services for Transbay Transit Center building and related structures.</p> <p>TJPA shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>TJPA shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that the TJPA will comply with the provisions of MTC Resolution No 3636 for the drawdown of AB 1171 funds.</p> <p>This allocation is also conditioned on the approval of the IPR package by the TJPA board.</p> <p>Note: For this allocation, TJPA may send more than one invoice per month to MTC, as long as they don’t invoice more frequently than monthly for each vendor/contractor.</p> |
| Total Allocated |         |  |   | \$474,350,027 |         |   |

\* On January 23, 2013, MTC approved program commitments of: 1) \$4.4 million (subject to future allocation action) towards the reconstruction of the SMART track facilities between Santa Rosa North and the Sonoma County Airport area; and 2) \$0.5 million to BART for the eBART project.

\*\* The December 18, 2013 allocation (#32) to SMART includes the \$4.4 million indicated in the footnote above.