

**REGIONAL MEASURE 2 PROGRAM
Allocation of Funds**

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

Allocation No. 22.1-1						
Activities to be funded with Allocation #1:						
The RM2 funded component delivers Phase 1 of the Preliminary Engineering, consisting of the following activities and deliverables:						
<ol style="list-style-type: none"> 1. Program Update Report; 2. Design Criteria and Quality Guidelines; 3. Risk Analysis including identification of significant project elements that contribute to cost risk; 4. Program Implementation Plan and Cash Flow including phasing alternatives that consider expected availability of funding; 5. Preliminary engineering (roughly 10%) on project elements needed to better define cost; 6. Revised Cost Estimate Report; 7. Value Engineering Report; and 8. Program Scope Report for the Transbay Terminal element; 9. Conceptual Engineering for the Caltrain Downtown Extension element; 10. Revised Program Budget, Schedule and Cash Flow; and 11. Project Management/Project Control necessary to complete the items above. 						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
05365101	22-Sep-04	\$ 10,505,000	ENV	FY 2004-05	\$ 10,505,000	
06365102	22-Sep-04	\$ 4,990,000	ENV	FY 2005-06	\$ 15,495,000	

Allocation No. 22.1-2

Activities to be funded with Allocation #2:

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

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

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

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

Funding Information:

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

Allocation No. 22.1-3

Activities to be funded with Allocation #3:

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

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

MTC will be receiving two documents prior to processing payment for the property:

- 1) Settlement agreement between TJPA and the property owner.
- 2) Quitclaim deed (to protect MTC and the City and the San Francisco County Transportation Authority if the project fails).

Funding Information:

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

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

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

REGIONAL MEASURE 2 PROGRAM Project Specific Conditions

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

The allocation and reimbursement of RM2 funds for the above project are conditioned upon the following :

On September 22, 2004, the Commission approved the imposition of the following conditions pertaining to the overall project and all allocations:

1. Approval of the allocation package by the Transbay Joint Powers Authority Board of Directors. The allocation package consists of the Initial Project Report (IPR), resolution of project compliance, and opinion of legal counsel.
2. MTC certification of TJPA's evidence of allocation and commitment of complementary funds.
3. Adherence to the workplan exhibited by the "Transbay Terminal/Caltrain Downtown Extension Scope of Work" dated August 31, 2004, with its accompanying "Preliminary Engineering Part 1" progress schedule, attached.
4. The TJPA may invoice MTC for eligible project expenses as frequently as monthly, in accordance with the cash flow plan.

On November 17, 2004, the Commission approved the imposition of the following general concepts and conditions pertaining specifically to allocation #22.1-2 for the right-of-way phase and the TJPA has agreed to the following specific language:

5. General Concept:
Require that the project sponsor TJPA deposit the full amount of RM2 funds directly into the account established by law for purposes of this condemnation action, and return interest on RM2 funds to MTC.

Specific Language:

The City and County of San Francisco has commenced an eminent domain action on behalf of the project sponsor TJPA to obtain Right-of-Way property needed for the project, and has committed to the TJPA's use of the property upon completion of the eminent domain action. TJPA, or MTC at the request of the project sponsor, shall deposit the RM2 grant funds directly into the account established by law for eminent domain funds. TJPA shall return to MTC the equivalent of any amount of interest earned at the account's interest rate and accrued in the account attributable to RM2 funds as of the date the funds are transferred to the condemnee. On or before the condemnee's receipt of eminent domain funds, the TJPA will deliver to MTC a report from counsel on the status of all pending litigation which might adversely effect the project or the ability of the TJPA to carry out the project.

6. General Concept:

Recapture RM2 investment plus any proportional increase in land value (including MTC's proportionate share of any improvements) if project not completed or land not used for project.

Specific Language:

The TJPA has agreed that if Right-of-Way is acquired for the project and is not utilized for project purposes because the project is not completed or its scope is changed, MTC shall be reimbursed its proportional share of the fair market value of the property plus MTC's pro-rata share of any improvements, based on, (1) the net proceeds from the sale of the property or, (2) an appraisal of the property conducted at no cost to MTC. Any such appraisal shall be conducted within one (1) year from the date of the project sponsor's final determination that the project will not be completed or that the property is no longer needed for the project due to a change in scope. The date of valuation for purposes of any appraisal shall be the date on which such final determination is made.

7. General Concept:

Capture any savings if property is acquired for less than the appraised value at the time of grant application.

Specific Language:

The TJPA has agreed that if the amount of RM2 funds deposited into the eminent domain account is higher than the RM2 proportional share of fair market value of the property as set forth in the final order of condemnation, the project sponsor shall return to MTC the difference between the amount deposited to the eminent domain account and the RM2 proportional share of the amount of the final order plus interest. If for any reason, the condemnation action is dismissed by a final judgment or abandoned, the RM2 funds deposited into the eminent domain account shall be returned to MTC plus accrued interest at the account's interest rate.

8. General Concept:

Project sponsor agrees to request City to place a revocable lien on the property at the time of transfer of title in favor of the granting agencies, including but not limited to MTC, referencing these grant conditions. The lien shall be revocable after the project commences public operations.

Specific Language:

The TJPA and MTC have agreed that specific language is to be determined prior to completion of eminent domain action.

On October 26, 2005, the Commission approved the imposition of the following condition pertaining specifically to allocation #22.1-3 for the right-of-way phase. The conditions approved as part of 22.1-2 apply to this right-of-way allocation request.

9. MTC must receive the following two documents before any distribution of funds for the right-of-way purchase:
 - 1) Settlement agreement between TJPA and the property owner.
 - 2) Final quitclaim deed that conveys to MTC and the SFCTA, as joint tenants, title and interest in the property, to be held in trust, and to be recorded, should the TJPA abandon the Transbay Terminal project or the State of California terminate the project for failure to complete.
10. This allocation is contingent upon the approval of the allocation request by the TJPA Board of Directors and approval of the complementary funds by the SFCTA.

On May 24, 2006, the Commission approved the imposition of the following condition pertaining specifically to allocation #22.1-4 for the bridge-gap funding.

11. It is MTCs intent that there be no further RM2 allocations until the TJPA adopts an implementation strategy for the program.

On February 28, 2007, the Commission approved the following condition pertaining specifically to allocation #22.1-5.

12. MTC's allocation #5 for this project is contingent upon the San Francisco County Transportation Authority's (SFCTA) approval and authorization of expenditures of \$10.825 million for Project Management/ Project Controls and survey work, calendared for Authority Board consideration in February 2007.

Insert

Preliminary Engineering Part 1 Progress Schedule

Prepared by URS Corp for the Transbay Joint Powers Authority Transbay Terminal
Page 1a Run date 01Sep04

See

J:/ Section / Allstaff / MTC Resolutions /

RM2 Project Number: 22

Transbay Terminal/Downtown Caltrain Extension

Lead Sponsor Transbay Joint Powers Authority	Other Sponsors(s) N/A	Implementing Agency (if applicable) N/A
Legislated Project Description A new Transbay Terminal at First and Mission Streets in San Francisco providing added capacity for transbay, regional, local, intercity bus services, the extension of Caltrain rail services into the terminal, and accommodation of a future high speed passenger rail line to the terminal and eventual rail connection to the east bay. Eligible expenses include project planning, design and engineering, construction of a new terminal and its associated ramps and tunnels, demolition of existing structures, design and development of a temporary terminal, property and right-of-way acquisition required for the project, and associated project-related administrative expenses. A bus- and train-ready terminal facility, including purchase and acquisition of necessary rights-of-way for the terminal, ramps, and rail extension, is the first priority for toll funds for the Transbay Terminal/Downtown Extension Project. The temporary terminal operation shall not exceed five years.		
RM2 Legislated Funding (in \$1,000) Total Overall Funding: \$150,000		Total Estimated Project Cost (in \$1,000) \$3,358,405
Project Purpose and Description The Transbay Terminal / Downtown Caltrain Extension Project consists of three major components: a new, multi-modal Transbay Terminal on the site of the present Transbay Terminal; the extension of Caltrain commuter rail service from its current San Francisco terminus at Fourth and Townsend Streets to a new underground terminus underneath a proposed new Transbay Terminal; and the establishment of a Redevelopment Area with related development projects, including transit-oriented development on publicly owned land in the vicinity of the new multi-modal Transbay Terminal.		
Funding Description Committed Funds: The Project is divided into two phases: the Transbay Transit Center Phase 1, which is fully funded with committed revenues. Uncommitted Funds: The Caltrain Downtown Extension project (Phase 2) is estimated to cost \$2.4 million and is not fully funded. The TJPA is working on securing additional revenues.. Operating Capacity: Operations for the Transbay Terminal are to be funded by revenue generated by the building leases, including rents from transit operators, retail establishments, a hotel; parking revenue; general advertising revenue; and the continuation of terminal operating funds from Bay Area Toll Authority funds. The operations of the Downtown Caltrain extension are to be fully funded by fare revenues.		

Overall Project Cost and Schedule

Phase	Scope	Start	End	Cost (in \$1,000)
1	Final Environmental Document/ Preliminary Eng.	08/2000	09/2009	\$95,027
2	Plans, Specifications and Estimates	07/2007	06/2012	\$96,315
3	Right-of-Way	11/2005	06/2007	\$242,240
4	Construction	11/2008	12/2019	\$2,924,823

Total: \$3,358,405

Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

September 22, 2004
Attachment C
MTC Resolution No. 3651
Revised: 10/26/05-C
02/28/07-C

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

Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
Committed										
Section 1601 + Match	Environmental	2,474	4,532	2,495	1,494					10,995
RM2			11,801	2,323	16,790	9,269				40,183
SF Sales Tax Prop K			4,242	2,374	14,829	13,983				35,428
SM SalesTax				125	7,155					7,280
SAFETEA Earmark					557	584				1,141
RM2	PS&E					18,300				18,300
RM 1							21,639			21,639
SAFETEA Earmark						14,285	2,025	2,106		18,416
RM2	Right-of-Way		16,125	12,875		12,970				41,970
SF Sales Tax Prop K			16,125	12,875	6,426	6,426				41,852
Lease Proceeds				27						27
RTIP					3,391					3,391
SM Sales Tax					8,500	8,500				17,000
RM2	Construction						26,000	23,547		49,547
SM Sales Tax							6,660			6,660
SF Sales Tax Prop K							24,912	40,708	5,000	70,620
SAFETEA Earmark								36,084		36,084
Lease Proceeds								5,140		5,140
Land Sales							74,031	82,880	118,528	275,439
RM1						7,361	20,000	4,000		31,361
RTIP							15,990	8,960		24,950
AB 1171									150,000	150,000
TIFIA Loan									512,252	512,252
Total:		2,474	52,825	33,094	59,142	91,678	191,257	203,425	785,780	1,419,675

Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

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

Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
Uncommitted										
										0
Other	PS&E								37,960	37,960
Other	ROW					138,000				138,000
Other	Construction								1,762,770	1,762,770
Total:		0	0	0	0	138,000	0	0	1,800,730	1,938,730
Total Project Committed and Uncommitted										
		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
Total:		2,474	52,825	33,094	59,142	229,678	191,257	203,425	2,586,510	3,358,405

REGIONAL MEASURE 2 PROGRAM
Project Cash Flow Plan

September 22, 2004
Attachment D
MTC Resolution No. 3651
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Revised: 11/17/04-C
10/26/05-C
05/24/06-C
02/28/07-C

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

RM2 Project # 22.1	PRIOR	FY 2004-05	FY 2005-06	FY 2006-07	FY 2007-08	FY 2008-09	TOTAL
RM2 Funds Total	-	26,630,000	17,865,000	7,465,000	-	-	51,960,000
Environmental (ENV)	0	14,230,000	6,760,000	25,570,000	0	0	46,560,000
RM 2		10,505,000	4,990,000	7,465,000			22,960,000
San Francisco Prop K		3,725,000	1,770,000	10,825,000			16,320,000
SM Sales Tax				7,280,000			7,280,000
							0
Final Design (PS&E)	0	0	0	0	0	0	0
RM 2							0
							0
							0
							0
Right of Way	0	32,250,000	25,750,000	0	0	0	58,000,000
RM 2		16,125,000	12,875,000				29,000,000
San Francisco Prop K		16,125,000	12,875,000				29,000,000
							0
							0
Construction	0	0	0	0	0	0	0
							0
							0
							0
							0
TOTAL FUNDING							
Environmental	0	14,230,000	6,760,000	25,570,000	0	0	46,560,000
Final Design (PS&E)	0	0	0	0	0	0	0
Right of Way	0	32,250,000	25,750,000	0	0	0	58,000,000
Construction	0	0	0	0	0	0	0
PROJECT TOTAL	0	46,480,000	32,510,000	25,570,000	0	0	104,560,000