

## Metropolitan Transportation Commission Programming and Allocations Committee

January 9, 2008

Item Number 5a

Resolution Nos. 3651, Revised, 3682, Revised, and 3684, Revised

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**Subject:** Allocation of \$31.6 million in Regional Measure 2 (RM2) capital program funds.

**Background:** To date, MTC has allocated \$563 million of the RM2 \$1.5 billion capital program. This month, three projects are proposed for capital allocations totaling \$32 million in RM2 capital funds.

*eBART (\$1.6 million)*

The Contra Costa Transportation Authority (CCTA) and Bay Area Rapid Transit District (BART) are jointly requesting \$1.6 million in RM2 funds to modify the final design plans for the highway widening of State Route 4 (SR4) from Loveridge Road to Sommersville Road in Contra Costa County. CCTA had completed the SR4 widening final design, but with the decision to incorporate eBART in the median of SR4, a wider median and eBART compatible structures are needed. The eBART project is still in environmental review, however the SR4 widening project is ready to proceed and this allocation would allow the SR4 project to move ahead and limit future construction disturbances to the highway for mass transit construction. CCTA will use \$800,000 to incorporate the mass transit needs in the SR4 design and BART will use \$800,000 to incorporate the eBART median alignment and structures into the Caltrans SR4 Loveridge Widening contract.

*TransLink®- VTA/Caltrain Ticket Vending Machine Integration (\$1.7 million)*

Santa Clara Valley Transportation Authority (VTA) is requesting \$1.7 million to modify 269 existing ticket vending machines on VTA and Caltrain rail systems. The modifications will allow customers to add value (through cash or credit/debit cards) to their TransLink cards.

*Transbay Transit Center/ Downtown Caltrain Extension (\$28.3 million)*

With the selection (in September 2007) of a design and developer team completed for the new Transbay Transit Center and Transit Tower, the Transbay Joint Powers Authority (TJPA) is moving forward to the next project milestones. The TJPA plans to acquire approximately 15 properties totaling \$59 million by December 2008. Some of these properties are for the temporary terminal and Caltrain Extension, but most will be for the new Transit Center. The TJPA is requesting a lump sum allocation of \$23.7 million in RM2 funds to contribute to the package of right-of-way (ROW) acquisitions that will be spread throughout the calendar year. The balance of the ROW costs is funded by transportation sales tax measure funds in San Francisco County and San Mateo County. Along with the ROW allocation, the TJPA is also requesting \$4.5 million for preliminary engineering on utility relocation work and continued program management and program control costs for the overall project. A total of \$28.3 million is recommended for allocation to the TJPA. Note that this fall the TJPA Board approved a new project budget for Phase I, the Transbay Transit Center. At an estimated cost of \$1.2 billion, this phase is expected to be fully funded.

**Issues:** *Transbay Transit Center/ Downtown Caltrain Extension (cont.)*

In order to proceed with ROW purchases, as the TJPA is ready to acquire a property, MTC will execute a Quit Claim Deed on each property and transfer funds to the TJPA accordingly, up to the limit of funds allocated. Bundling the ROW allocation in this way will allow TJPA to proceed with meeting their ROW acquisition plan schedule. MTC and TJPA legal counsels have had preliminary discussions regarding the planned acquisitions, however, at the time of this mailing MTC is still waiting for additional information from TJPA legal staff in order to work out details related to the quit claim deeds. Staff will provide an update on this at the PAC meeting.

**Recommendation:** Refer Resolution No. 3651, Revised, 3682, Revised, and 3684, Revised to the Commission for approval.

**Attachments:** MTC Resolution No. 3651, Revised, 3682, Revised, and 3684, Revised

Date: March 23, 2005  
W.I.: 1255  
Referred by: PAC  
Revised: 12/21/05-C  
05/24/06-DA  
06/27/07-DA  
01/23/08-C

ABSTRACT

MTC Resolution No. 3684, Revised

This resolution approves the allocation of Regional Measure 2 funds for the Rail Extension to East Contra Costa County project sponsored by the San Francisco Bay Area Rapid Transit District (BART) and Contra Costa Transportation Authority (CCTA) and implemented by BART.

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 BART and CCTA's Initial Project Report (IPR) for this project

Attachment D - RM2 Deliverable/Useable Segment Cash Flow Plan

This resolution was revised on December 21, 2005 to allocate \$2,500,000 to CCTA for design of the Loveridge flyover to accommodate a transit structure.

This resolution was revised on May 24, 2006 through Delegated Authority to transfer \$100,000 of CCTA's existing allocation to BART for its work related to the Loveridge flyover project.

This does not result in a net change to the overall approved allocations to date for this project.

This resolution was revised on June 27, 2007 through Delegated Authority to rescind \$650,000 on the Loveridge flyover structure work and allocate \$650,000 to amend the 100% design specifications on the Loveridge Road Interchange to accommodate eBART in the median of the project. The reallocation was necessary due to a change of assumptions on the alignment of the eBART project. CCTA has terminated work on the flyover structure.

ABSTRACT

MTC Resolution No. 3684, Revised

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This resolution was revised on January 23, 2008 to allocate \$1.6 million to CCTA and BART for final design work to accommodate the future eBART project into the Highway 4 widening design.

Additional discussion of these allocations is contained in the Executive Director's memoranda to the MTC Programming and Allocations Committee dated March 2, 2005, December 14, 2005 and January 9, 2008.

**REGIONAL MEASURE 2 PROGRAM  
Allocation of Funds**

Project Title: Rail Extension to East Contra Costa County  
Sponsor: BART and CCTA  
Implementing Agency: BART and CCTA  
Project Number: 13.1 & 13.2 (See below for respective claimants)

<b>Allocation No. 13.1-1 (Org Key #840-8813-01)</b>						
<b>Claimant: BART</b>						
Activities to be funded with this allocation						
The RM2 funded component delivers the following:						
1. The environmental document						
2. Preliminary engineering report						
3. Right-of-Way Acquisition Plan						
4. Locally adopted Ridership Development Plans (Proposed Stations sites are: Fairgrounds, Hillcrest, Oakley, Brentwood, and Byron).						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
05368401	23-Mar-05	\$ 300,000	ENV	FY2004-05	\$	300,000
06368402	23-Mar-05	\$ 6,950,000	ENV	FY2005-06	\$	7,250,000
06368403	23-Mar-05	\$ 500,000	ROW-SUP	FY2005-06	\$	7,750,000
07368404	23-Mar-05	\$ 8,400,000	ENV	FY2006-07	\$	16,150,000
07368405	23-Mar-05	\$ 600,000	ROW-SUP	FY 2006-07	\$	16,750,000
08368406	23-Mar-05	\$ 2,000,000	ENV	FY 2007-08	\$	18,750,000

<b>Allocation No. 13.2 - 2 (Org Key #840-8813-02)</b>						
<b>Claimant: CCTA</b>						
1) 65% Design for flyover to accommodate transit alternatives being considered as part of e-BART environmental process through the Loveridge Rd. interchange.						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
06368407	21-Dec-05	\$ 1,000,000	Design	FY2005-06	\$	19,750,000
07368408	21-Dec-05	\$ 1,500,000	Design	FY2006-07	\$	21,250,000
07368408	24-May-06	\$ (100,000)	Design	FY2006-07	\$	21,150,000
07368408	27-Jun-07	\$ (650,000)	Design	FY2006-07	\$	20,500,000

**REGIONAL MEASURE 2 PROGRAM  
Allocation of Funds**

Project Title: Rail Extension to East Contra Costa County  
Sponsor: BART and CCTA  
Implementing Agency: BART and CCTA  
Project Number: 13.1 & 13.2 (See below for respective claimants)

<b>Allocation No. 13.1 -3 (Org Key #840-8813-01)</b>						
<b>Claimant: BART</b>						
Activities to be funded with this allocation						
BART staff costs associated with contribution to the Loveridge Road Flyover project that is being implemented by CCTA. \$100,000 is being shifted from Allocation Instruction # 07368408 to this new allocation.						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
07368409	24-May-06	\$ 100,000	Design	FY2006-07	\$ 20,600,000	

<b>Allocation No. 13.2 -4 (Org Key #840-8813-02)</b>						
<b>Claimant: CCTA</b>						
Revisions to the 100% design specifications on the Loveridge Road interchange project to accommodate the transit alternatives that are being considered as part of the eBART environmental process.						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
07368410	27-Jun-07	\$ 650,000	Design	FY2006-07	\$ 21,250,000	

<b>Allocation No. 13.1 -5 (Org Key #840-8813-01)</b>						
<b>Claimant: BART</b>						
BART consultants will work with Caltrans to incorporate the design (above and below ground structures) of future mass transit in the SR4 median widening construction contract (design to 100%). Specific elements include two structures, drainage, and barrier/retaining walls.						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08368411	23-Jan-08	\$ 800,000	Design	FY2007-08	\$ 22,050,000	

**REGIONAL MEASURE 2 PROGRAM  
 Allocation of Funds**

Project Title: Rail Extension to East Contra Costa County  
 Sponsor: BART and CCTA  
 Implementing Agency: BART and CCTA  
 Project Number: 13.1 & 13.2 (See below for respective claimants)

<b>Allocation No. 13.2 -6 (Org Key #840-8813-02)</b>						
<b>Claimant: CCTA</b>						
Revisions to the 100% design specifications of State Route 4 widening project between Loveridge Road and Somersville Road. Activities include (but not limited to):						
1) Median widening by about 20 additional feet						
2) Structure modifications to Century Boulevard Underpass, Utilities Undercrossing, Old Kirker Creek Reinforced Concrete Box, Los Medanos Wasteway Reinforced Concrete Box, and some retaining walls on the north side of the freeway.						
3) Utility relocation						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08368412	23-Jan-08	\$ 800,000	Design	FY2007-08	\$ 22,850,000	

## **REGIONAL MEASURE 2 PROGRAM Project Specific Conditions**

Project Title: Rail Extension to East Contra Costa County Project  
Sponsor: BART and CCTA  
Implementing Agency: BART  
Project Number: 13

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

1. Approval of the allocation package by the BART and CCTA 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 BART and CCTA's evidence of allocation and commitment of complementary funds.
3. Receipt of these funds by the Bay Area Rapid Transit District is conditioned on working cooperatively with MTC to harmonize the District's System Expansion Policy with the Commission's Transit-Oriented Development policy for transit expansion projects funded under Resolution 3434, scheduled for adoption in June 2005. CCTA, BART and MTC will work cooperatively to ensure that both policies are addressed through a unified corridor planning process.
4. BART will work cooperatively with CCTA and MTC to prepare a detailed work plan budget and scope of work for the Ridership Development Plans/ Station Area Plans.
5. CCTA's \$450,000 in Measure C funds and \$100,000 in T-PLUS funds and MTC's \$500,000 in Station Area Planning funds are to be used towards the development of the Ridership Development Plans, to supplement RM2 funds for an estimated total Ridership Development Plan budget of approximately \$2.5 million.
6. Allocations for future phases are dependent upon the environmental analysis of the project. The total project cost as identified in the Initial Project Report is considered conceptual until the completion of the environmental document.
7. BART and CCTA may invoice MTC for eligible project expenses as frequently as monthly, in accordance with the cash flow plan.

RM2 Project Number: 13  
**Rail Extension to East Contra Costa County (eBART)**

<b>Lead Sponsor</b>	<b>Other Sponsors(s)</b>	<b>Implementing Agency</b> (if applicable)
San Francisco Bay Area Rapid Transit District (BART)	N/A	BART
Contra Costa Transportation Authority (CCTA)		
<b>Legislated Project Description</b>		
Extend BART from Pittsburg/Bay Point Station to Byron in East Contra Costa County.		
<b>RM2 Legislated Funding (in \$1,000)</b>	<b>Total Estimated Project Cost (in \$1,000)</b>	
\$96,000	\$500,000 (2009 dollars)	
<b>Project Purpose and Description</b>		
The purpose of the project is to bring commute relief to the eastern portion of Contra Costa County, a fast growing part of the Bay Area. The eBART project is a 23-mile rail extension that would utilize a non-BART technology, and link directly into the BART system. The eBART technology is proposed to be diesel-multiple unit trains. The environmental study will examine the route from the existing Pittsburg/Bay Point BART Station to Byron. Because of revenue constraints, the project is proposed for a phased implementation. The first phase would begin at the Pittsburg/Bay Point BART Station and continue eastward to Hillcrest in Antioch (9 miles, 2 new stations). Phase 2 would continue the route from Hillcrest to Oakley, Brentwood, and Byron (three new stations). The environmental analysis will look again at appropriate options for technology and alignment, and could result in a different locally preferred alternative.		
<b>Funding Description</b>		
Committed Funds: The project has a total of \$502.5 million in committed funds. Uncommitted Funds: Phase 1 is fully funded. Phase 2 is not funded at this time. Operating Capacity: Once in service, eBART would operate as a portion of the BART system, under the same operating source umbrella of fares, sales tax, and property tax. Projected operating costs are \$15.9 million in the first year of operation, with approximately \$12.3 million recovered from fares and parking charges, reflecting a 77 percent recovery rate.		

**Overall Project Cost and Schedule**

Phase	Scope	Start	End	Cost (in \$1,000)
1	Final Environmental Document	04/2005	01/2009	\$29,100
2	Plans, Specifications and Estimates (to 30% only)	04/2005	03/2009	\$40,000
3	Right-of-Way	04/2005	06/2009	\$129,000
4	Construction (Design - Build)	07/2008	12/2013	\$301,900
<b>Total:</b>				<b>\$500,000</b>

## Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts in Thousands)

Project Title	Project No. 13									
Lead Sponsor	Rail Extension to East Contra Costa County BART and CCTA									
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
<b>Committed</b>										
RM2	Environmental		17,750			5,850				23,600
Measure C	Environmental		500							500
TCRP	Environmental			5,000						5,000
RM2	PS&E			2,400		23,600	14,000			40,000
RM2	ROW					4,000				4,000
RM2	Construction					28,400				28,400
AB1171	Construction								115,000	115,000
RM-1	Construction								52,000	52,000
Measure J	Construction								175,000	175,000
Proposition 1B							10,000	10,000		20,000
ECCFRA									6,000	6,000
STIP	Construction								13,000	13,000
<b>Total:</b>		0	18,250	2,400	5,000	61,850	24,000	10,000	381,000	502,500
<b>Uncommitted</b>										
<b>Total:</b>		0	0	0	0	0	0	0	0	0
<b>Total Project Committed and Uncommitted</b>										
		0	18,250	2,400	5,000	61,850	24,000	10,000	381,000	502,500
<b>Total:</b>		0	18,250	2,400	5,000	61,850	24,000	10,000	381,000	502,500

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

Project Title: Rail Extension to East Contra Costa County  
 Sponsor: BART and CCTA  
 RM2 Project Number: 13

RM2 Project # 13	PRIOR	FY 2004-05	FY 2005-06	FY 2006-07	FY 2007-08	FY 2008-09	TOTAL
<b>RM2 Funds Total</b>	-	300,000	8,450,000	10,500,000	3,600,000	-	22,850,000
<b>Environmental (ENV)</b>	0	900,000	7,450,000	8,400,000	2,000,000	0	18,750,000
RM 2		300,000	6,950,000	8,400,000	2,000,000		17,650,000
Measure C		500,000					500,000
CCTA T-Plus Funds		100,000					100,000
MTC Station Area Plans			500,000				500,000
<b>Final Design (PS&amp;E)</b>	0	0	1,000,000	1,500,000	1,600,000	0	4,100,000
RM2			1,000,000	1,500,000	1,600,000		4,100,000
							0
							0
							0
<b>Right of Way</b>	0	0	500,000	600,000	0	0	1,100,000
RM 2			500,000	600,000			1,100,000
							0
							0
							0
<b>Construction</b>	0	0	0	0	0	0	0
							0
							0
							0
							0
<b>TOTAL FUNDING</b>							
Environmental	0	900,000	7,450,000	8,400,000	2,000,000	0	18,750,000
Final Design (PS&E)	0	0	1,000,000	1,500,000	1,600,000	0	4,100,000
Right of Way	0	0	500,000	600,000	0	0	1,100,000
Construction	0	0	0	0	0	0	0
<b>PROJECT TOTAL</b>	0	900,000	8,950,000	10,500,000	3,600,000	0	23,950,000

Date: February 23, 2005  
W.I.: 1255  
Referred by: PAC  
Revised: 03/23/05-C 11/02/05-DA  
02/22/06-DA 09/27/06-DA  
04/25/07-DA 09/28/07-DA  
01/23/08-C

ABSTRACT

MTC Resolution No. 3682, Revised

This resolution approves the allocation of Regional Measure 2 funds for the TransLink® project sponsored by Metropolitan Transportation Commission (MTC) and the various Bay Area transit operators identified in Attachment A of this resolution, who are the implementing agencies. This resolution also transfers funds previously allocated under MTC Resolution No. 3657 to this resolution and supersedes MTC Resolution No. 3657.

This resolution includes the following attachments:

- Attachment A - Allocation Summary Sheets
- Attachment B - Project Specific Conditions
- Attachment C - MTC staff's review of Initial Project Reports (IPRs)
- Attachment D - RM2 Deliverable/Useable Segment Cash Flow Plan

This resolution was revised on March 23, 2005 to approve an allocation to MTC for TransLink® Support work. The attachments, A-3 through D-3 provide additional information on the allocation approval.

This resolution was revised on November 2, 2005 by Delegated Authority to approve a \$150,000 allocation to the Santa Clara Valley Transportation Authority for the VTA/Caltrain TransLink® Ticket Vending Machine Integration project. The attachments, A-4 through D-4 provide additional information on the allocation approval.

This resolution was revised on February 22, 2006 by Delegated Authority to approve \$20,000 to MTC for TransLink® program technical assistance for VTA's Ticket Vending Machine Integration Project.

This resolution was revised on September 27, 2006 by Delegated Authority to allocate \$726,000 to VTA for final design of the Consortium Information Management System.

ABSTRACT

MTC Resolution No. 3682, Revised

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This resolution was revised on April 25, 2007 by Delegated Authority to allocate \$15,000 to MTC for assessing regional integration requirements of Golden Gate Transit's TransLink® Ferry Fare Gates project.

This resolution was revised on September 28, 2007 by Delegated Authority to allocate \$290,000 to MTC for SFMTA TransLink® Faregate integration work and \$90,000 to SFMTA for TransLink® faregate integration support efforts.

This resolution was revised on January 23, 2008 to allocate \$1,718,000 (final design and construction phases) to VTA for the Ticket Vending Machine Integration Project.

Additional discussion of this allocation is contained in the memorandum to the MTC Programming and Allocations Committee dated February 9, 2005, March 2, 2005 and January 9, 2008.

## REGIONAL MEASURE 2 PROGRAM Allocation of Funds

Project Title: SCVTA and Caltrain TransLink® Ticket Vending Machine Integration.  
Sponsor: Metropolitan Transportation Commission  
Implementing Agency: Santa Clara Valley Transportation Authority (VTA)  
Project Number: 18.4

<b>Allocation No. 18.4-1</b>						
Activities to be funded with Allocation #1:						
<p>1. VTA is the lead implementing agency. VTA and Caltrain will jointly select a consultant(s) to help in the selection process for a contractor to design the hardware and software, and to help prepare technical documents to be included in the Project contract.</p> <p>2. The agencies and consultant(s) will review proposals/bids to select the contractor, who will design the software and hardware.</p>						
Funding Information for Allocation #1:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
06368207	02-Nov-05	\$ 150,000	ENV	FY 2005-06	\$	150,000

<b>Allocation No. 18.4-2</b>						
Activities to be funded with Allocation #2:						
<p>1. The design and modification of TVM software and hardware to provide TransLink Add-Value Machine (AVM) capabilities on 156 VTA and 113 CalTrain TVMs. A total of 269 TVM machines will be integrated with AVM functionality.</p> <p>2. The design and modification of TVM software and hardware to provide the ability to accept credit/debit cards on 113 Caltrain and 156 VTA TVMs. A total of 269 TVM machines will be modified to accept credit/debit cards.</p> <p>3. The purchase and installation of necessary components.</p>						
Funding Information for Allocation #1:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08368212	23-Jan-08	\$ 70,182	PSE	FY 2007-08	\$	220,182
08368213	23-Jan-08	\$ 1,648,000	CON	FY 2007-08	\$	1,868,182

**REGIONAL MEASURE 2 PROGRAM**  
**Project Specific Conditions**

Project Title: SCVTA and Caltrain TransLink® Ticket Vending Machine Integration.  
Sponsor: Santa Clara Valley Transportation Authority (VTA)  
Project Number: 18.4

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

1. VTA will work cooperatively with the TransLink® Consortium to develop the scope of the project.
2. VTA cannot incur any RM2 reimbursable costs before the VTA Board approval of the allocation request.
3. Execution of a funding agreement between VTA and Caltrain, with VTA serving as lead implementing agent.

On January 23, 2008, the Commission approved the following condition pertaining specifically to allocation

4. VTA intends to contract with a vendor capable of delivering functionality that is fully compatible with the TransLink® fare payment system. VTA shall coordinate with MTC to incorporate regional coordination into VTA's scope of work, and a copy of the executed contract shall be provided to MTC prior to reimbursement of funds for the construction phase. Should the situation change, MTC and VTA will discuss alternative actions, with the possibility of rescinding a portion of funds and redirecting the funds for MTC to contract directly with a vendor to accomplish the intended regional coordination work.

# Regional Measure 2 Regional Traffic Relief Plan

RM2 Project Number: 18.4

## SCVTA and Caltrain TransLink® Ticket Vending Machine Integration

<b>Lead Sponsor</b> Metropolitan Transportation Commission	<b>Other Sponsors(s)</b> N/A	<b>Implementing Agency (if applicable)</b> Santa Clara Valley Transportation Authority (VTA)
<b>Legislated Project Description</b> Integrate the Bay Area's regional smart card fare payment system, TransLink®, with operator fare collection equipment and expand system to new transit services.		
<b>RM2 Legislated Funding (in \$1,000)</b> Total Overall Funding for Project #18 - \$22,000 18.1 TransLink® - BART (\$9,680) 18.2 TransLink® - Golden Gate (\$1,985) 18.3 TransLink® - MTC (\$2,364) <b>18.4 TransLink® - VTA (\$4,288)</b> 18.5 TransLink® - CIMS (1,241) 18.6 TransLink® - SF MTA (2,442)		
<b>Project Purpose and Description</b> This project will provide VTA and Caltrain customers the ability to add value to their TransLink® cards at all Ticket Vending Machines (TVMs) used on Caltrain and VTA rail platforms and stations. VTA will design and modify existing Ticket Vending Machine (TVM) software and hardware to provide TransLink® Add-Value Machine (AVM) on 156 Valley Transportation Authority (VTA) and 113 CalTrain TVMs. A total of 269 TVM machines will be integrated with AVM functionality. VTA and Caltrain have jointly developed and signed a Cooperative Agreement, to be used in guiding the responsibilities of the project.		
<b>Funding Description</b> Committed Funds: This project is partly funded through RM2. VTA is contributing local funds to complete the project, and state transit I-Bond funds are being used as well. Uncommitted Funds: None. Operating Capacity: The scheduled completion date of the project is September 2008. Future TVM operations and maintenance are expected to be funded by VTA and Caltrain through their operating budgets.		

### Overall Project Cost and Schedule

Phase	Scope	Start	End	Cost (in \$1,000)
1	Final Environmental Document	12/2005	09/2006	\$150
2	Plans, Specifications and Estimates	10/2006	09/2007	\$2,794
3	Right-of-Way	N/A	N/A	
4	Construction	08/2007	09/2008	\$4,068
<b>Total:</b>				<b>\$7,012</b>

## Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

Project Title	SCVTA and Caltrain TransLink® Ticket Vending Machine Integration										Project No.	18.4
Lead Sponsor	MTC											
Implementing Agency	VTA											
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total		
<b>Committed</b>												
RM2	Environmental			150						150		
RM2	PSE				70					70		
RM2	Construction				1,648					1,648		
CMAQ	PSE				2,724					2,724		
Prop 1B	Construction				2,420					2,420		
										0		
										0		
Total:		0	0	150	0	6,862	0	0	0	7,012		
<b>Uncommitted</b>												
										0		
										0		
										0		
Total:		0	0	0	0	0	0	0	0	0		
<b>Total Project Committed and Uncommitted</b>												
		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total		
Total:		0	0	150	0	6,862	0	0	0	7,012		

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

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.

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.

ABSTRACT

MTC Resolution No. 3651, Revised

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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.

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, and January 9, 2008.

**REGIONAL MEASURE 2 PROGRAM  
Allocation of Funds**

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

<b>Allocation No. 22.1-1</b>					
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

<b>Allocation No. 22.1-2</b>					
Activities to be funded with Allocation #2:					
Right-of-way acquisition of the 80 Natoma property in San Francisco, California.					
<p>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.</p> <p>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.</p> <p>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.</p>					
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

<b>Allocation No. 22.1-3</b>					
Activities to be funded with Allocation #3:					
Additional funding for Right-of-way acquisition of the 80 Natoma property in San Francisco, California.					
<p>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.</p> <p>MTC will be receiving two documents prior to processing payment for the property:</p> <ol style="list-style-type: none"> <li>1) Settlement agreement between TJPA and the property owner.</li> <li>2) Quitclaim deed (to protect MTC and the City and the San Francisco County Transportation Authority if the project fails).</li> </ol>					
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
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<b>Allocation No. 22.1-4</b>					
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

<b>Allocation No. 22.1-5</b>					
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

<b>Allocation No. 22.1-6</b>					
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	ENV	FY 2007-08	\$ 53,279,000

<b>Allocation No. 22.1-7</b>						
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 on a subset of the following 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	
08365107	23-Jan-08	\$ 2,654,000	ENV	FY 2007-08	\$ 55,933,000	
08365108	23-Jan-08	\$ 1,900,000	ENV	FY 2007-08	\$ 57,833,000	
08365109	23-Jan-08	\$ 23,745,000	ROW	FY 2007-08	\$ 81,578,000	

## **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.

On January 23, 2008, the Commission approved the following condition pertaining specifically to allocation #22.1-7.

13. 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.
14. MTC will execute Quit Claim Deeds for each property which is being purchased (fully or in part) with RM2 funds prior to transferring any funds to the TJPA for this purpose. The selection of parcels to be purchased with RM2 funds shall be clustered in location as much as possible.
15. MTC is allowing non-proportionate drawdowns from complementary fund sources for purposes of procuring right of way under this allocation, with the understanding that after all parcels have been acquired, RM2 funding will be approximately equal to complementary funding for right of way.

## Regional Measure 2 Regional Traffic Relief Plan

RM2 Project Number: 22

### Transbay Terminal/Downtown Caltrain Extension

<b>Lead Sponsor</b> Transbay Joint Powers Authority	<b>Other Sponsors(s)</b> N/A	<b>Implementing Agency</b> (if applicable) N/A
<b>Legislated Project Description</b> 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.		
<b>RM2 Legislated Funding (in \$1,000)</b> Total Overall Funding: \$150,000		<b>Total Estimated Project Cost (in \$1,000)</b> \$3,606,050
<b>Project Purpose and Description</b> 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.		
<b>Funding Description</b> Committed Funds: The Project is divided into two phases: the Transbay Transit Center Phase 1, which is fully funded with committed revenues.  Uncommitted Funds: The Caltrain Downtown Extension project (Phase 2) is estimated to cost \$2.4 billion and is not fully funded. The TJPA is working on securing additional revenues..		
Operating Capacity: Operations for the Transbay Terminal are to be funded by revenue generated by the building leases, including rents from transit operators, retail establishments, a hotel; parking revenue; general advertising revenue; and the continuation of terminal operating funds from Bay Area Toll Authority funds. The operations of the Downtown Caltrain extension are to be fully funded by fare revenues.		

#### Overall Project Cost and Schedule

Phase	Scope	Start	End	Cost (in \$1,000)
1	Final Environmental Document/ Preliminary Eng.	08/2000	09/2009	\$164,973
2	Plans, Specifications and Estimates	07/2007	06/2012	\$257,000
3	Right-of-Way	11/2005	06/2007	\$253,735
4	Construction	11/2008	12/2019	\$2,930,342
<b>Total:</b>				<b>\$3,606,050</b>

# Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

Project Title	Project No. 22									
Lead Sponsor	Transbay Terminal/Downtown Caltrain Extension Transbay Joint Powers Authority									
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
<b>Committed</b>										
FTA Section 1601	Environmental	681	4,366	2,495	1,254	0	0	0	0	8,796
RM-1		994	166	0	240	0	0	0	0	1,400
Other Local		799	0	0	0	0	0	0	0	799
RM-2		0	11,801	2,323	8,836	14,554	2,000	0	0	39,514
SF Prop K		0	4,242	2,374	11,938	20,204	25,400	0	0	64,158
San Mateo Sales Tax		0	0	125	7,155	10,650	0	0	0	17,930
SAFE TEA-LU Earmark		0	0	0	6,650	4,000	17,726	0	0	28,376
RTIP					4,000					4,000
SF Prop K	PS&E		0	0	0	0	0	0	13,390	13,390
RM-2		0	0	0	0	6,320	0	18,280	17,608	42,208
SAFE TEA-LU Earmark		0	0	0	0	0	5,974	20,374	0	26,348
RM-2	Right-of-Way		0	29,000	0	23,745	0	0	57	52,802
SF Prop K		0	0	29,000	0	23,771	0	0	0	52,771
San Mateo Sales Tax					11,735					11,735
RTIP		0	0	0	3,391	0	0	0	0	3,391
										0
RM-1	Construction		0	0	0	0	5,122	22,359	25,519	53,000
RM-2		0	0	0	0	872	5,122	9,482	0	15,476
AB 1171		0	0	0	0	0	0	0	150,000	150,000
SF Prop K		0	0	0	0	0	5,122	7,453	5,000	17,575
Lease Proceeds, TDR		0	0	0	0	0	0	0	6,778	6,778
TIFIA Loan Proceeds		0	0	0	0	0	0	0	226,526	226,526
<b>Total:</b>		<b>2,474</b>	<b>20,575</b>	<b>65,317</b>	<b>39,464</b>	<b>119,851</b>	<b>66,466</b>	<b>77,948</b>	<b>444,878</b>	<b>836,973</b>

# Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

Project Title	Project No. 22									
Lead Sponsor	<a href="#">Transbay Terminal/Downtown Caltrain Extension</a> <a href="#">Transbay Joint Powers Authority</a>									
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
<b>Uncommitted</b>										
RTIP	Construction								20,950	20,950
Land Sales	Construction				29,061	155,223	650,843			835,127
TIFIA Loan Proceeds	Construction									445,000
<b>Total:</b>		0	0	0	0	29,061	155,223	671,793		1,301,077
<b>Funding Source TBD</b>										
Other	PS&E								175,054	175,054
Other	ROW						133,036			133,036
Other	Construction								1,159,910	1,159,910
<b>Total:</b>		0	0	0	0	0	133,036	0	1,334,964	1,468,000
<b>Total Project Committed and Uncommitted</b>										
<b>Total:</b>		2,474	20,575	65,317	39,464	119,851	228,563	233,171	2,451,635	3,606,050

## REGIONAL MEASURE 2 PROGRAM Project Cash Flow Plan

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

RM2 Project # 22.1	PRIOR	FY 2004-05	FY 2005-06	FY 2006-07	FY 2007-08	FY 2008-09	TOTAL
<b>RM2 Funds Total</b>	-	<b>26,630,000</b>	<b>17,865,000</b>	<b>7,465,000</b>	<b>29,618,000</b>	-	<b>81,578,000</b>
<b>Environmental (ENV)</b>	0	<b>14,230,000</b>	<b>6,760,000</b>	<b>25,570,000</b>	<b>4,554,000</b>	0	<b>51,114,000</b>
RM 2		10,505,000	4,990,000	7,465,000	4,554,000		27,514,000
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
<b>Final Design (PS&amp;E)</b>	0	0	0	0	<b>1,319,000</b>	0	<b>1,319,000</b>
RM 2					1,319,000		1,319,000
							0
							0
							0
<b>Right of Way</b>	0	<b>32,250,000</b>	<b>25,750,000</b>	0	<b>59,251,000</b>	0	<b>117,251,000</b>
RM 2		16,125,000	12,875,000		23,745,000		52,745,000
San Francisco Prop K		16,125,000	12,875,000		23,771,000		52,771,000
San Mateo Meas. A					11,735,000		11,735,000
							0
<b>Construction</b>	0	0	0	0	0	0	0
							0
							0
							0
							0
<b>TOTAL FUNDING</b>							
Environmental	0	14,230,000	6,760,000	25,570,000	4,554,000	0	51,114,000
Final Design (PS&E)	0	0	0	0	1,319,000	0	1,319,000
Right of Way	0	32,250,000	25,750,000	0	59,251,000	0	117,251,000
Construction	0	0	0	0	0	0	0
<b>PROJECT TOTAL</b>	0	46,480,000	32,510,000	25,570,000	65,124,000	0	169,684,000