

STAFF REPORT FOR CALENDAR ITEM NO.: 11
FOR THE MEETING OF: June 14, 2012

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Approve the updated Initial Project Report dated June 14, 2012, and a Resolution of Project Compliance for the allocation of Regional Measure 1/AB 1171 Bridge Toll Funds in the Amount of \$73,700,000.

EXPLANATION:

AB 1171 was adopted by California legislature to fund the cost of seismic retrofit of Bay Area toll bridges. MTC's Resolution 3434 includes \$150 million in AB 1171 funds for Transbay. The Transbay program is eligible for these funds under a provision that makes the money available to projects consistent with the purposes of the voter-approved RM-1 program. RM-1 is an auto toll of \$1 for all seven state-owned Bay Area toll bridges that funds certain highway and bridge improvements, public transit rail extensions, and other projects that reduce congestion in the bridge corridors. Resolution 3434 includes \$53 million in RM-1 funds for the Transbay project.

TJPA is now requesting an allocation of \$73.7 million in bridge toll funds in order to certify upcoming construction contracts, continue the Transbay Transit Center design, and maintain the project schedule. In order for TJPA to certify its major construction contracts, including the below grade structure work included in this request, all of the funds must be available to the TJPA at the time of award; the expenditure of the funds will occur over several years. MTC staff has requested that the TJPA's allocation request not specify a particular source of bridge toll funds. MTC will determine whether the allocation will be made from AB 1171 bridge toll funds, or a combination of AB 1171 and RM-1.

TJPA has received a previous allocation of RM-1 funds of \$5.2 million, in addition to \$1.4 million of RM-1 funds that was passed through from SFMTA several years ago, and received previous allocations of AB 1171 funds of \$74 million. A June 2010 allocation of AB 1171 funds was originally \$134.1 million for design and construction of the Transbay Transit Center; however, the allocation included a provision to rescind a portion of the grant after the Federal Railroad Administration (FRA) American Recovery and Reinvestment Act (ARRA) grant was secured; the AB 1171 funds were to be used for cash flow and certifying contracts while the ARRA grant was being processed. In May 2011, MTC rescinded \$76 million of the June 2010 allocation.

Through reviewing anticipated expenditures for upcoming project funding needs with the availability of various funding sources, the attached funding request (Initial Project Report or "IPR") has been developed. Allocation and disbursement is contingent upon the TJPA Board approving the Initial Project Report and the corresponding resolution of project compliance.

Funding in the identified amounts would enable the TJPA to pay for additional Final Design services, continue Construction Manager /General Contractor (CM/GC) pre-construction services, and award the Below-Grade Structure construction contract. Below is a table that shows the costs by different scope areas which may be funded with this allocation based on the anticipated contract commitments required in the near term.

Scope Element	Projected Cost	Current Bridge Toll Request
<i>Pelli Clarke Pelli Architects' (PCPA) Scope of Services</i>		
Construction Documents	\$2,363,200	\$0
Construction Bid	\$2,000,000	\$0
Construction Administration	\$19,940,500	\$15,279,000
Warranty	\$1,000,000	\$0
Additional Services	\$20,000,000	\$12,121,000
<i>Subtotal:</i>	\$45,303,700	\$27,400,000
<i>Structural Cast Steel Nodes Consultant</i>		
Pre-Bid and Construction Administration Services	\$2,000,000	\$2,000,000
<i>CM/GC (W/O) Scope of Pre-construction Services</i>		
Pre-construction Services	\$5,600,000	\$2,800,000
<i>Below Grade Structure</i>		
Construction	\$90,000,000	\$41,500,000
TOTAL:	\$142,903,700	\$73,700,000

The attached IPR comprises the TJPA's allocation request for RM-1/AB 1171 funds in the amount of \$73,700,000, and provides additional details regarding the scope of the request.

Initial Project Report (IPR)

MTC's policies and procedures require that the IPR and corresponding Resolution of Project Compliance adopted by the TJPA match the allocation action taken by MTC. The IPR for the current request is based upon the most up-to-date cost and funding information, and reflects recent TJPA activities.

Implementing Agency Resolution of Project Compliance

The required Resolution of Project Compliance indicates the TJPA's agreement to comply with the MTC's policy guidance, that the TJPA is an eligible project sponsor and is authorized to submit an application for funds, that the Transbay project is consistent with the Regional Transportation Plan, and provides various additional certifications and assurances. The resolution indicates that the TJPA approves the IPR, which will be attached to the resolution when submitted to MTC.

Commitment of Complementary Funds

MTC requires evidence of the commitment of complementary funds for the phase for which an allocation of bridge toll funds is sought. The following complementary funds have been allocated for the scope of work described in the attached IPR: ARRA funds have been allocated by the Federal Railroad Administration (FRA) for final design and construction, San Francisco County Proposition K funds have been allocated to support Final Design services, and AB 1171 bridge toll funds have been allocated previously for design and construction.

RECOMMENDATION:

Approve the updated Initial Project Report dated June 14, 2012, and a Resolution of Project Compliance for the allocation of Regional Measure 1/AB 1171 bridge toll Funds in the amount of \$73,700,000.

ENCLOSURES:

1. RM-1/AB 1171 Implementing Agency Resolution of Project Compliance
2. RM-1/AB 1171 Initial Project Report (IPR), June 14, 2012

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, Regional Measure 1 (RM1) and AB 1171 bridge toll (“bridge toll”) funds have been committed to the Transbay Joint Powers Authority project in the Metropolitan Transportation Commission’s (MTC) Resolution 3434; and

WHEREAS, Bridge toll allocation requests to MTC must be submitted consistent with procedures and conditions as outlined in RM2 Policy and Procedures; and

WHEREAS, The bridge toll allocation request attached hereto in the Initial Project Report and incorporated herein as though set forth at length, lists the project purpose, schedule, budget, expenditure and cash flow plan for which TJPA is requesting that MTC allocate bridge toll funds; and

WHEREAS, Bridge toll funds are needed for the Final Design and Construction Phases of the Transbay Transit Center project; now, therefore, be it

RESOLVED, That the TJPA and its agents shall comply with the provisions of MTC’s RM2 Policy Guidance (MTC Resolution No. 3636); and be it further

RESOLVED, That the TJPA certifies that the Project is consistent with MTC’s Regional Transportation Plan (RTP); and be it further

RESOLVED, That the TJPA approves the Initial Project Report, as set forth in Attachment A; and be it further

RESOLVED, That the TJPA approves the cash flow plan as set forth in Attachment A; and be it further

RESOLVED, That the TJPA has reviewed the Project needs and has adequate staffing resources to deliver and complete the Project within the schedule set forth in Attachment A; and be it further

RESOLVED, That the TJPA agrees to complete the project as described in the IPR; and be it further

RESOLVED, That the TJPA certifies that the Project and purpose for which bridge toll funds are being requested is in compliance with the requirements of the California Environmental Quality Act (Public Resources Code Section 21000 *et. seq.*), and with the State Environmental Impact Review Guidelines (14 California Code of Regulations Section 15000 *et seq.*) and the National Environmental Policy Act (NEPA), 42 USC Section 4-1 *et. seq.* and the applicable regulations thereunder; and be it further

RESOLVED, That there is no pending or threatened litigation which might in any way adversely affect the Project, or the ability of the TJPA to deliver such Project; and be it further

RESOLVED, That the TJPA shall indemnify and hold harmless MTC, its Commissioners, representatives, agents, and employees from and against all claims, injury, suits, demands, liability, losses, damages, and expenses, whether direct or indirect (including any and all costs and expenses in connection therewith), incurred by reason of any act or failure to act of the TJPA, its officers, employees or agents, or subcontractors or any of them in connection with its performance of services under this allocation of bridge toll funds. In addition to any other remedy authorized by law, so much of the funding due under this allocation of bridge toll funds as shall reasonably be considered necessary by MTC may be retained until disposition has been made of any claim for damages; and be it further

RESOLVED, That if the TJPA receives any revenues or profits from any non-governmental use of property (or project), then those revenues or profits shall be used exclusively for the public transportation services for which the project was initially approved, either for capital improvements or maintenance and operational costs, otherwise MTC is entitled to a proportionate share equal to MTC's percentage participation in the project(s); and be it further

RESOLVED, That assets purchased with bridge toll funds including facilities and equipment shall be used to support the public transportation uses intended, and should said facilities and equipment cease to be operated or maintained for their intended public transportation purposes for its useful life, that the MTC shall be entitled to a present day value refund or credit (at MTC's option) based on MTC's share of the fair market value of the said facilities and equipment at the time the public transportation uses ceased, which shall be paid back to MTC in the same proportion that bridge toll funds were originally used; and be it further

RESOLVED, That the TJPA shall post on both ends of the construction site(s) at least two signs visible to the public stating that the Project is funded with RM1/AB 1171 bridge toll revenues; and be it further

RESOLVED, That the TJPA authorizes its Executive Director, or her designee, to execute and submit an allocation request for Final Design and Construction services with MTC for RM1/AB 1171 funds in the amount of \$73,700,000, for the project, purposes and amounts included in the project application as identified in Attachment A; and be it further

RESOLVED, That the Executive Director is hereby delegated the authority to make non-substantive changes or minor amendments to the Initial Project Report as she deems appropriate; and be it further

RESOLVED, That a copy of this resolution shall be transmitted to MTC in conjunction with the filing of the Transbay Joint Powers Authority allocation request referenced herein.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of June 14, 2012.

Secretary, Transbay Joint Powers Authority

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I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of June 14, 2012.

Secretary, Transbay Joint Powers Authority

Bridge Tolls – INITIAL PROJECT REPORT

Bridge Tolls

Initial Project Report (IPR)

Project Title:

Transbay Transit Center / Downtown Caltrain Extension

Project No.

22

Allocation History:

MTC Approval Date	Bridge Toll Account	Amount	Phase
24-Jun-09	RM-1	\$5,200,000	PA&ED
24-Feb-10	AB 1171	\$10,700,000	PS&E
24-Feb-10	AB 1171	\$5,226,000	PS&E
10-Jun-10	AB 1171	\$134,074,000	PS&E, CON
25-May-11	AB 1171	-\$76,024,000	CON

RM-1 Subtotal: \$ 5,200,000
AB 1171 Subtotal: \$73,976,000
Total: \$79,176,000

Current Action:

IPR Date	Amount	Phase
June 2012	\$73,700,000	PS&E, CON

Bridge Tolls – INITIAL PROJECT REPORT

I. OVERALL PROJECT INFORMATION

A. Project Sponsor / Co-sponsor(s) / Implementing Agency

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

B. Project Purpose

The Transbay Transit Center in San Francisco will incorporate improved regional bus service, extend Caltrain to downtown, incorporate future high-speed rail, and link all corners of the Bay Area as well as major West Coast cities to downtown San Francisco. The principal goals of the Project are to provide a multi-modal transit facility that meets future transit needs and is compliant with the Americans with Disabilities Act (ADA) and seismic regulations, to improve public access to bus and rail services, to modernize the Transbay Terminal and improve service, to reduce non-transit vehicle usage, and to alleviate blight and revitalize the Transbay Terminal area. When the new Transit Center is complete, it will serve 8 northern California counties and accommodate San Francisco, East Bay, Marin and San Mateo County buses as well as Greyhound, Caltrain, and future high-speed rail.

The scope of the project is anticipated to generate at least 125,000 transit trips per day which will be supported by a dynamic mixed-use neighborhood. The development plan intends to provide a pedestrian environment with services, restaurants, entertainment and retail for use primarily by financial district workers, commuters, and local residents.

C. Project Description (please provide details)

Project Graphics to be sent electronically with This Application

The Transbay Transit Center / Downtown Caltrain Extension Project, or the "Project," consists of three major components: a new, multi-modal Transbay Transit Center on the site of the former Transbay Terminal; the extension of Caltrain commuter rail service from its current San Francisco terminus at Fourth and King Streets to a new underground terminus underneath a new Transbay Transit Center that will also serve future high-speed rail; and the establishment of a Redevelopment Area¹ with related development projects, including transit-oriented development on publicly owned land in the vicinity of the new multi-modal Transbay Terminal.

Other components of the project include a temporary bus terminal facility to be used during construction of the new Transbay Transit Center; a new, permanent off-site bus storage/layover facility; reconstructed bus ramps leading to the new Transbay Transit Center; and a redesigned Caltrain storage yard.

¹ On June 28, 2011, California's Governor Brown approved two bills, AB 26 and AB 27, amending the California Community Redevelopment Law, which regulated the activities of redevelopment agencies. AB 26 was the "dissolution" bill, setting November 1 as the date to dissolve all redevelopment agencies. The companion legislation AB 27, the "reinstatement" bill, allowed cities to keep their agencies in place by committing to substantial "community remittances" to be paid to the State. In July, a lawsuit was filed challenging the constitutionality of both AB 26 and AB 27. On December 29, 2011, the California Supreme Court issued its decision: it upheld AB 26, which eliminates redevelopment agencies, but struck down AB 27, which would have allowed cities to agree to community remittance payments to keep their agencies in place. As a result, under the schedule set by the Supreme Court, the San Francisco Redevelopment Agency was dissolved as of February 1, 2012. Following the implementation of AB 26, the City and County of San Francisco has been designated as the successor agency to the former San Francisco Redevelopment Agency. AB 26 expressly requires that the new successor agency complete approved development projects with existing enforceable obligations, including the Transbay Transit Center, by expressly requiring the successor agency to make payments and perform obligations under enforceable obligations of the former redevelopment agency and to continue to oversee development of properties until the contracted work has been completed or the contractual obligations can be transferred to other parties. AB 26 further expressly mandates that pledges of increment associated with enforceable obligations of former redevelopment agencies be honored. The tax increment pledged to the Transbay Project is an existing enforceable obligation under AB 26. As a result, the tax increment that was designated for construction of the Transit Center will be protected.

Bridge Tolls – INITIAL PROJECT REPORT

The Transbay Terminal, which was opened in 1939, did not meet current seismic safety, Americans with Disabilities Act, or building code or space utilization standards. In 1999, San Francisco voters resolved that Caltrain should be extended to the Transbay Terminal site and that the new station accommodate future high-speed rail. The need to modernize the Transbay Terminal and public desire to extend Caltrain to downtown San Francisco and accommodate future high-speed rail provide an opportunity to enhance regional transit connectivity, increase transit ridership, and revitalize the surrounding area.

The Project provides the following public benefits: improved access to rail and bus services; improved Caltrain service by providing direct access to downtown San Francisco; enhanced connectivity between Caltrain and other major transit providers; modernization of the Transbay Transit Center that meets future transit needs, including high-speed rail; reduced non-transit vehicle use; accommodation of projected growth in travel demand in the San Jose - San Francisco corridor; reduced traffic congestion on US Highway 101 and I-280 between San Jose and San Francisco and other routes; reduced vehicle hours of delay on major freeways in the Peninsula corridor; improved regional air quality by reduced auto emissions; direct access to downtown San Francisco for future intercity and/or high-speed rail service; alleviation of blight and revitalization of the Transbay Terminal Area; construction of 2,600 new housing units, thirty-five percent of which would be affordable; facilitation of transit use by developing housing next to a major transit hub; enhanced access to employment, retail, and entertainment opportunities; and support of local economic development goals.

The Project is included in MTC's Resolution 3434 (the Regional Transit Expansion Program), the current RTP ("Transportation 2035"), MTC's 2000 Blueprint, the San Francisco Countywide Transportation Plan, the San Francisco Countywide Congestion Management Plan, the New Transportation Expenditure Plan for San Francisco, the Expenditure Plan for Regional Measure 2, the Transbay Redevelopment Project Area Design for Development, the proposed Transit Center District Plan, and ABAG's designated list of FOCUS Priority Development Areas (PDAs). In addition, the project is included in the Preferred Land Use Scenario and Transportation Investment Strategy for Plan Bay Area, the RTP scheduled for adoption in 2013. The Preferred Transportation Investment Strategy includes the DTX project in the Federal New Starts pipeline. All of these plans included extensive public outreach regarding the inclusion of and prioritization of projects.

Based upon the TJPA Board's adopted implementation plan, the Project is divided into two phases: the design and construction of the Transit Center Building and Train Box as Phase 1; and the design and construction of the Caltrain Downtown Extension (DTX) which includes the design for future high-speed rail service as Phase 2. Phase 1 (Transbay Transit Center Building and Train Box) is under construction. Phase 2 (DTX) final design and construction will commence when the required revenues have been secured.

D. Impediments to Project Completion

A funding need for Phase 2 (DTX) of approximately \$2.0 billion in Year of Expenditure dollars exists. This is based upon a Baseline Budget for Phase 2 which was approved by the TJPA Board in March 2008, and the inclusion of the train box in Phase 1. TJPA will continue working with its funding partners and member agencies to secure full funding for the project.

E. Operability

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

Bridge Tolls – INITIAL PROJECT REPORT

Phase 1: Transbay Transit Center Building and Train Box: The new Transbay Transit Center Building design includes features to reduce maintenance requirements and operating costs, including an open design to optimize natural ventilation by prevailing winds and maximize natural light, and a system to collect rainwater for maintenance and irrigation. In addition, the building plans include significant leasable space in a prime real estate market. A preliminary analysis of the operating costs and revenues from the Transbay Transit Center Building has been completed. The analysis is the primary reference document for the operations and maintenance portion of the Lease and Use Agreement with AC Transit. The train box will be designed and constructed to allow for Caltrain and High Speed Rail operations.

Phase 2: Caltrain Downtown Extension: As noted in the Final EIS/EIR, moving the Caltrain San Francisco terminal 1.3 miles from Fourth and King to the Transbay Terminal would have a modest effect on the total annual operating costs of Caltrain service. However, the extension would generate new ridership for Caltrain.

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

II. PROJECT PHASE DESCRIPTION and STATUS

A. Environmental –

Does NEPA Apply: Yes No

The San Francisco Planning Department, the Peninsula Corridor Joint Powers Board, and the San Francisco Redevelopment Agency certified the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project EIS/EIR under CEQA on April 22, 2004. The San Francisco Board of Supervisors unanimously upheld certification on June 16, 2004. FTA issued a Record of Decision (ROD) to complete the NEPA process on February 8, 2005. The Transbay Joint Powers Authority is the Public Agency Project Sponsor and Responsible Agency under the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq. In a ROD issued in August 2010, the Federal Railroad Administration (FRA) has adopted the portions of the 2004 EIS that cover Phase 1 of the Transbay Program to satisfy FRA's obligations under NEPA to support its decision to provide Federal grant funds for the TTC train box. As part of the EIS adoption process, FRA prepared the Environmental Reevaluation of the Phase 1 portions of the 2004 EIS to consider recent modifications to the train box design and to update environmental information contained in the 2004 EIS.

B. Design –

Final Design of early packages for the Transbay Transit Center, such as the Buttress, Shoring and Excavation, is complete. Final Design for the remainder of the Transit Center is ongoing.

The TJPA has contracted with a Program Management / Program Controls team to provide assistance with the design and oversight of the Program. This work is ongoing. In addition, TJPA has hired a Construction Manager/General Contractor (CM/GC) to assist with preconstruction services and to manage the construction of the Transbay Transit Center.

Based on cost information updated from the environmental review process, the TJPA Board of Directors adopted an implementation strategy for the Refined LPA in June 2006, which includes two phases for the program: the Transit Center building and rail foundation as Phase 1, and the Downtown Extension as

Bridge Tolls – INITIAL PROJECT REPORT

Phase 2. In May 2010, the Board approved the acceleration of the construction of the train box in Phase 1, based on the availability of American Reinvestment and Recovery Act (ARRA) High Speed and Intercity Passenger Rail (HSIPR) funding.

Preliminary Engineering work for Phase 2 (DTX) is underway. The baseline budget for Phase 2 was adopted in March 2008.

C. Right-of-Way Activities / Acquisition –

All private properties required for the temporary terminal were acquired by June 2008. Associated Caltrans parcels were transferred November 1, 2008. All occupants were moved out by commencement of construction of the temporary terminal. As of June 2011, the TJPA had acquired in fee or has court-ordered rights of possession to all right of way needed for demolition of the former Transbay Terminal and ramps, and Phase 1 construction. The TJPA purchased a total of 13 private properties from willing sellers. The City and County of San Francisco began eminent domain proceedings for four remaining sites (12 property interests total) needed for construction of the widened train box throat structure and the bus ramps. The TJPA received court-ordered rights of possession for the parcels in the eminent domain process, allowing demolition and construction to timely proceed. The TJPA has reached voluntary purchase agreements for four of these properties and dismissed the eminent domain actions.

In May 2003, the California Department of Transportation proposed to transfer approximately 20 acres of property, including the existing Transbay Terminal building, to the City & County of San Francisco and to the TJPA. The San Francisco Board of Supervisors, Mayor of San Francisco and the TJPA Board executed the Cooperative Agreement setting forth the terms for the transfer. In December 2007, the California Transportation Commission approved the transfer of the State land parcels to the TJPA, City of San Francisco, and San Francisco Redevelopment Agency. Nineteen parcels have been transferred.

D. Construction / Vehicle Acquisition -

Construction of the Temporary Terminal began in November 2008 and was completed in December 2010. Construction of the Transit Center Building and Train Box began in August 2010. Construction of Phase 2 (DTX) will commence when full funding for Phase 2 has been identified.

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

- The terminal building, train box, and associated bus viaducts are being designed by the Architectural/Engineering consultant Pelli Clarke Pelli Architects. On March 12, 2009, the TJPA Board selected the joint venture of Webcor Builders/Obayashi Corporation to serve as the Construction Manager/General Contractor (CM/GC) for construction of the Transbay Transit Center Building and Related Structures. The CM/GC is involved in pre-construction activities, including review of design documents, pricing, procurement, constructability, and scheduling. During the construction phase, the CM/GC is responsible for construction of the Transbay Transit Center, and is coordinating and managing all construction work through subcontractors. To date, the following construction packages have been awarded, and work is underway:
 - Utility Relocation
 - Various Site Logistics packages
 - Buttress, Shoring and Excavation
- The rail tunnel and cut-and-cover section between the proposed Fourth Street Station and the Transbay Transit Center will be carried through the preliminary engineering phase by a separate Engineering Consultant, who will produce a set(s) of contract documents covering the remainder

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of the design work of the tunnel and cut-and-cover section as well as its construction, testing and startup.

- The proposed Fourth Street Station as well as the cut-and-cover and surface sections leading southwesterly from the Fourth Street Station to a proposed connection with existing trackage in the vicinity of 16th Street and major modifications to the existing surface station at Fourth and Townsend will be entirely designed by the Engineering Consultant, and constructed under one or more competitively bid construction contracts.

III. PROJECT BUDGET

A. Project Budget Phase 1 (Escalated to year of expenditure)

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$119,239
Design - Plans, Specifications and Estimates (PS&E)	\$166,622
Right-of-Way Activities /Acquisition (R/W)	\$79,944
Construction / Rolling Stock Acquisition (CON)	\$1,223,195
Total Project Budget (in thousands)	\$1,589,000

B. Project Budget Both Phases (Escalated to Year of Expenditure)

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$148,000
Design - Plans, Specifications and Estimates (PS&E)	\$188,000
Right-of-Way Activities /Acquisition (R/W)	\$282,000
Construction / Rolling Stock Acquisition (CON)	\$3,567,000
Total Project Budget (in thousands)	\$4,185,000

IV. OVERALL PROJECT SCHEDULE

Phase 1	Planned (Update as needed)	
	Start Date	Completion Date
Phase-Milestone		
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2009
Final Design - Plans, Specs. & Estimates (PS&E)	November 2007	September 2012
Right-of-Way Activities /Acquisition (R/W)	November 2005	June 2011
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	November 2008	October 2017

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Phase 2 Phase-Milestone	Planned (Update as needed)	
	Start Date	Completion Date
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2014
Final Design - Plans, Specs. & Estimates (PS&E)	January 2015	September 2015
Right-of-Way Activities /Acquisition (R/W)	November 2005	January 2015
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	September 2015	September 2021

Note: Phase 2 schedule assumes starting Advanced Preliminary Engineering in FY13, reaching 65% design in December 2014, thereafter proceeding directly into Final Design and Construction.

V. ALLOCATION REQUEST INFORMATION

A. Detailed Description of Allocation Request

Final Design and Construction activities will be underway concurrently: while buttress and excavation and remaining utility relocation construction work is progressing, the architecture and engineering teams will be completing final design of the Transit Center building, train box, bus ramps, and bus storage facility. Proceeding with these activities concurrently will result in the Transit Center opening for public use sooner than if the design of the entire facility were completed prior to the start of demolition and excavation.

In June 2010, MTC allocated \$134 million to the TJPA for the design and construction of the Transbay Transit Center. The original allocation included a provision to rescind a portion of the allocation after the Federal Railroad Administration (FRA) American Recovery and Reinvestment Act (ARRA) grant was secured. In May 2011, MTC rescinded \$76 million of the June 2010 allocation. TJPA is now requesting an allocation of \$73.7 million in bridge toll funds in order to certify upcoming construction contracts, finalize the Transbay Transit Center design, and maintain the project schedule. In order for TJPA to certify its major construction contracts, including the below grade structure work included in this request, all of the funds must be available to the TJPA at the time of award; the expenditure of the funds will occur over several years.

TJPA does not have access to working capital with which to pay its contractors while awaiting payment from granting agencies. MTC has agreed to pay TJPA based on invoices submitted by contractors, rather than requiring proof of TJPA’s payment before reimbursing the TJPA. This process has been advantageous to TJPA, as the agency has not had to issue debt for working capital. For this allocation request, TJPA requests the ability to send more than one invoice per month to MTC. Given the size of the request and the various scopes of work covered, the ability to send more than one invoice alleviates the need to hold large invoices for batching and would reduce the likelihood of delayed payments to vendors.

The scope of this request will include design work for the scope of services for Pelli Clarke Pelli, as well as a specialized consultant to assist with the pre-bid and construction administration for the structural cast steel nodes. The scope will also include the scope of services for the CM/GC construction and below-grade structure. Below is a table that shows the costs by different scope areas which may be funded with this allocation based on the anticipated contract commitments required in the near term.

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Scope Element	Projected Cost	Current Bridge Toll Request
<i>Pelli Clarke Pelli Architects' (PCPA) Scope of Services</i>		
Construction Documents	\$2,363,200	\$0
Construction Bid	\$2,000,000	\$0
Construction Administration	\$19,940,500	\$15,279,000
Warranty	\$1,000,000	\$0
Additional Services	\$20,000,000	\$12,121,000
<i>Subtotal:</i>	\$45,303,700	\$27,400,000
<i>Structural Cast Steel Nodes Consultant</i>		
Pre-Bid and Construction Administration Services	\$2,000,000	\$2,000,000
<i>CM/GC (W/O) Scope of Pre-construction Services</i>		
Pre-construction Services	\$5,600,000	\$2,800,000
<i>Below Grade Structure</i>		
Construction	\$90,000,000	\$41,500,000
TOTAL:	\$142,903,700	\$73,700,000

Additional details regarding this are included in the attached scope of work. Please note that the attached scope of work includes work being funded by other sources.

Amount being requested (in escalated dollars)	\$73,700,000
Project Phase being requested	PS&E, CON
Are there other fund sources involved in this phase?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Date of anticipated Implementing Agency Board approval of the IPR Resolution	June 14, 2012
Month/year being requested for MTC Commission approval of allocation	June 2012

B. Status of Previous Allocations (if any)

Allocation #09391501: \$5,200,000 for PMPC (PA&ED)
Complete.

Allocation #10391403: \$10,700,000 PS&E
Complete.

Allocation #10391404: \$5,226,000 for PMPC (PS&E)
Program Management/Program Controls funded by this allocation is underway.

Allocation #10391408: \$58,050,000 (PS&E, CON)
Design and construction work funded by this allocation is underway.

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C. Workplan

Workplan in Alternate Format Enclosed

D. Impediments to Allocation Implementation

No impediments have been identified.

VI. BRIDGE TOLLS FUNDING INFORMATION

A. Bridge Tolls Funding Expenditures for funds being allocated

The companion Microsoft Excel Project Funding Spreadsheet to this IPR is included

Next Anticipated Bridge Tolls Funding Allocation Request

- Allocate balance of committed bridge tolls in FY13 and FY14 for construction.

VII. GOVERNING BOARD ACTION

Check the box that applies:

Governing Board Resolution attached

Governing Board Resolution to be provided on or before: **June 21, 2012**

VIII. CONTACT / PREPARATION INFORMATION

Contact for Applicant's Agency

Name: Maria Ayerdi-Kaplan
Phone: (415) 597-4620
Title: Executive Director
E-mail: MAyerdi-Kaplan@TransbayCenter.org
Address: 201 Mission Street, Suite 2100
San Francisco, CA 94105

Information on Person Preparing IPR

Name: Mary Pryor
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Title: Senior Associate, Nancy Whelan Consulting
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Applicant Agency's Accounting Contact

Name: Sara Gigliotti
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Title: Chief Financial Officer
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San Francisco, CA 94105

Revised IPR 120905.doc

FINAL DESIGN

PELLI CLARKE PELLI ARCHITECTS' (PCPA) SCOPE OF SERVICES

Construction Document (CD) Phase:

The Architect is proceeding with 100% construction documents; as part of this phase the Architect shall:

- Prepare Construction Documents in full compliance with all applicable building codes, ordinances, other regulatory requirements, and requirements of applicable City departments and utility providers.
- Assist the TJPA in submitting final Construction Documents to the Department of Building Inspection (DBI) for all building permits; review and revise Construction Documents as necessary for resubmittal to DBI, as required for the TJPA to secure all permits.
- Submit Engineer's Estimates of Construction Cost based on Bid Documents issued to the TJPA.
- The Architect shall furnish a Drawing Set of all documents to the TJPA for approval at 100% completion and revise if required and directed by the TJPA.
- The Architect and all subconsultants shall provide written certification that, to the best of their knowledge, information, and belief, the Construction Documents are 100% complete and ready for bid, that they have reviewed the drawings in total, and that their own work has been coordinated into the Construction Documents.
- At any time during the Architect's performance of design services, and upon 100% completion of the construction documents phase, the TJPA may retain architectural/engineering consultants to conduct one or more peer reviews of the Contract Documents for constructability and completeness. These peer review(s), if performed, shall be performed for the benefit of the TJPA and shall in no way decrease the obligation of the Architect to produce a comprehensive, complete, and accurate set of construction documents, including plans and specifications for the Project.
- Upon written approval by the TJPA of the 95% submittal set of drawings and specifications, the Architect shall provide the TJPA with a set of final, 100% complete Construction Documents ready for bidding. The Architect shall coordinate with the TJPA and the Construction Manager (and/or CM/GC) to compile the Project Manual that includes conditions of the contract for construction and specifications and may include bidding requirements and bid forms. The Architect shall also coordinate with the TJPA and the CM/GC to develop trade packages for subcontractor bids.
- The Architect and subconsultants shall make presentations to TJPA, City and State agencies, stakeholders, and community groups as directed by the TJPA.
- The Architect shall coordinate with the TJPA and the selected artists to incorporate requirements for the chosen artwork in pertinent documents of the construction document phase as a part of Additional Services.
- If requested by the TJPA, the Architect shall assist in the prequalification of contractors or subcontractors.

Construction Bid Phase:

Upon solicitation of bids by the TJPA, the Architect shall:

- Participate in and assist the TJPA with a pre-bid conference.
- Assist the TJPA as required in responding to bidders' questions, including preparing responses; interpret Construction Documents, evaluate requests for substitutions, and prepare addenda for approved substitutions and clarifications.
- Provide the TJPA with originals of all addenda to be issued.
- Assist the TJPA with review and evaluation of bids submitted; assist with recommendations for award of construction contract.
- Perform necessary redesign services as may be required.
- Consolidate a set of Construction Documents upon award of a construction contract with all addenda and accepted or rejected alternates into appropriate specification sections or drawing sheets. From this set, provide the TJPA with a conformed "for construction" Drawing Set and Project Manual, including specifications.
- The Architect shall also coordinate with the Developer to ensure that the layout and operation of the Transbay Transit Center Building is compatible with the layout and operation of the Transit Center Tower.

Construction Administration Phase:

Upon award of construction contracts to Trade Subcontractors under the CM/GC, and upon written Notice to Proceed (NTP) with construction administration phase services from the TJPA, the Architect shall provide administration of the contracts for construction, as set forth below:

- Provide an updated color schedule and samples of textures and finishes of all materials to be used in the project for review and approval of the TJPA.
- Update checklists of all special inspection, testing, equipment startups, submittals, warranties, guarantees, maintenance and operation manuals, extra stock and all other close-out documents that will be required of the Construction Manager or Contractor. Determine the acceptability of each item during the course of construction and provide a final status report of all items by the end of construction.
- Interpret the Contract Documents and furnish one original and one copy of all documents in CADD-produced reproducible form for all clarification drawings and other documentation prepared by the Architect for issue by the TJPA.
- Review Requests For Information (RFIs), submittals, mock-ups, substitutions, and change requests properly prepared by and received from the Contractor within the time specified in the Contract Documents. Make appropriate recommendations with supporting documentation and data to the TJPA. Any proposed substitutions or revisions shall consider priority of need to keep the

construction work on schedule and minimize construction work progress delay. The construction specifications will be prepared to require the construction Contractor to prepare all necessary design documentation to support its substitutions or value engineering proposals.

- If deemed appropriate by the TJPA, the Architect shall prepare, reproduce, and distribute supplementary drawings and specifications in response to RFIs, or as otherwise required, to clarify the design intent of the Construction Documents or to document construction change directives by the TJPA.
- The Architect will assist the Construction Manager with preparation of drawings, specifications, and other documents that may be necessary for the Construction Manager to prepare change orders and construction change directives for TJPA approval and execution in accordance with the Contract Documents. The TJPA will prepare and effect any required contract modifications and change orders.
- The Construction Manager will categorize all RFIs and change orders by cause and advise the Architect. This will assist the TJPA in tracking the amount and percentage of additional costs incurred attributable to, for example: Owner requests, Architect errors, Architect omissions, hidden obstructions, unforeseen conditions, Contractor errors, other Contractor-generated conditions, and new regulatory mandates. The Architect shall indicate in writing its concurrence or objection with the Construction Manager's categorization and shall recommend for the TJPA's consideration any change to the category assigned.
- Make all revisions and changes to the Contract Documents and prepare additional appropriate documents as directed by the TJPA to correct the Architect's errors, conflicts, or omissions at no additional cost to the TJPA.
- The Architect and its subconsultants shall make visits to the project site as appropriate to the stage of construction, or as otherwise agreed upon by the TJPA and the Architect to (a) become generally familiar with and to keep the TJPA informed about the progress and quality of the portion of the Work completed; (b) to endeavor to guard the TJPA against defects and deficiencies in the Work; and (c) to determine in general if the Work is being performed in a manner indicating that the Work will be in accordance with the Contract Documents when fully completed. These visits are not to be construed to require supervision or inspection, and the Architect shall not be required to make exhaustive or continuous on-site observations of the Work. The Architect shall prepare a written report of each and every site visit and shall advise and report to the TJPA in writing of any deviations from the Contract Documents, non-conforming items, or issues of concern observed during such visits.
- The Architect shall attend project meetings throughout the construction phase as requested by the TJPA, the Project Manager, or the Construction Manager. The Architect shall require that its subconsultants make such visits and attend project meetings when appropriate to observe the progress of work designed or specified by them. It is understood that the TJPA Construction

Manager will be responsible for providing day-to-day field inspection services and shall cooperate and coordinate with the Architect in matters pertaining to the Architect's work. The Architect and its subconsultants shall coordinate and cooperate with the Construction Manager to time its visits jointly to observe and discuss the Contractor's field work and installation to reduce duplication of work by both the Construction Manager and the Architect.

- Additionally, the Architect, as part of Basic Services, will assign at least one senior responsible member of its design team to be available full time at the site for the duration of construction until substantial completion, unless otherwise authorized or directed by the TJPA. This staff member shall be authorized to represent and render decisions on behalf of the Architect in all design and construction coordination matters and shall be charged with representing the design team in responding to questions and clarifications as needed on site to minimize disruption to construction. When assigned member(s) are temporarily unavailable for any reason (such as vacations or extended illness), the Architect shall advise the TJPA and assign an alternate, similarly capable and authorized individual. If the stage of construction requires additional full- or part-time employees on site, then the Architect shall provide the same at no additional charge. Other consultants representing specialty services are required to perform similar on-site services for periods agreed-to between the Architect and the TJPA, and it is the Architect's responsibility to coordinate the availability of other consultants and schedule such on-site services as necessary for the timely progress of the Work.
- The Architect shall interpret the Contract Documents and advise the TJPA of all decisions rendered. Interpretations by the Architect shall be consistent with the intent of and reasonably inferable from the Contract Documents and shall be in written or graphic form.
- The Architect shall review and advise the TJPA when requested on claims, disputes and other matters in question between Contractor and the TJPA relating to the interpretation of the construction Contract Documents or proposed changes to the same.
- The Architect shall review with the Construction Manager a baseline schedule of values prepared by the Contractor to seek sufficient detail, such as by specification section, floor, and space segmentation, to evaluate effectively progress payment requests from the Contractor and provide recommendations to the TJPA.
- The Architect shall review the Contractor's application for payment and recommend to the TJPA certification of the amounts due to the Contractor. The Architect's certification of completed work to authorize payment shall constitute a representation to the TJPA, based on the Architect's observations at the site and on the data comprising the Contractor's application for payment, that the work has progressed to the point indicated and that, to the best of the Architect's knowledge, information and belief, the quality of the work is in accordance with the Contract Documents.
- The Architect shall advise the TJPA to reject work that the Architect believes in good faith does not conform to the Contract Documents. Whenever the Architect considers it necessary or advisable

to implement the intent of the Contract Documents, the Architect shall advise the TJPA to require additional inspection or testing of the work in accordance with the provisions of the Contract Documents, whether or not such work is fabricated, installed, or completed.

- The Architect shall review proposed procedures and results of testing and special inspection procedures that are required by the construction Contract Documents, and report comments to the TJPA. Review and advise the TJPA on special testing and/or inspection that may arise due to field conditions or as requested by appropriate authorities. Attend inspections with appropriate consultants when requested to do so by the TJPA as a part of Additional Services.
- The Architect shall review and advise the TJPA as to the approval of substitutions proposed by the Contractor, including advice as to whether or not acceptance of the substitutions will require substantial revision to the Contract Documents.
- The Architect shall review and advise the TJPA as to the approval of shop drawings, laboratory reports, samples, wiring and control diagrams, schedules and lists of materials and equipment, and other descriptive data pertaining to specified materials, equipment, and storage thereof.
- The Architect shall review documents and materials that are required by the Contract Documents to be submitted for conformance with the design intent of the Work and with the information given in or inferable from the Contract Documents. Such review shall be made by the Architect upon receipt of the submittals that have been dated, signed, and approved by the Contractor, except where otherwise directed by the TJPA. The Architect may note the exceptions taken or not taken, the necessary corrections, and the resubmittals required, and will return the documents or materials with such notations to the Contractor as directed by the TJPA.
- After compilation of the final punchlist by the Contractor, the Architect, in conjunction with the Construction Manager, will verify the final punchlist, recommend changes, participate in site visits to determine and track the status of the acceptability of all punchlist items, participate in the final review of the Project, and advise the TJPA as to the approval of the Work performed by the Contractor.
- Assist the Construction Manager and Commissioning Agent in arranging for building commissioning, start-up and testing, adjusting and balancing, the coordination of operational testing and proper functioning of all installed equipment, and any building commissioning that may be required related to applications by the TJPA for LEED (Leadership in Energy and Environmental Design) certification. Submit a statement to the TJPA as to the proper functioning of all items of equipment prior to the release of the final payment to the Contractor.
- Conduct observations and review completed work to determine the date or dates of substantial completion, including the date of the final completion, and advise the TJPA in writing as to the same. The Architect shall advise the TJPA as to the appropriateness of the issuance of a final Certificate for Payment.

- The Architect shall coordinate with all artists in the installation of artwork, either by the artists, contractors or separate installers that are to be incorporated in the Project as an integral building or site element as a part of Additional Services.
- All design-build systems recommended by the Architect and submitted by the Contractor shall be reviewed and approved by the Architect in a timely manner for conformance with the intent of the design drawings and specifications.
- The Architect shall prepare record drawings showing changes and relations in the Work made during construction based on marked-up prints, drawings, and other data furnished by the Contractor to the Architect.
- The Architect shall assist the TJPA in ensuring that the interface of the Transit Center Building and the Transit Center Tower is constructed in accordance with the Contract Documents.

Additional Services:

Additional Services include, but are not limited to, the following:

- Revisions to the approach trackwork into the station, including revisions to structural column spacing in the west end of the station
- changes to the bus ramp design
- further extension of the train box eastward into Main Street
- expanded consideration of ticketing and other operational issues
- changes to the escalators and elevators, providing circulation between the rail concourse and the rail platform and ground levels
- expanded physical and digital design modeling and performance analyses,
- incorporating enhanced information system and network design requirements
- improving the organization and functioning of the Transit Center
- increasing the security of the facility
- responding to evolving user design requirements

ESTIMATE

The total cost for the services is \$148 million. As of March 15, 2012, Notices to Proceed totaling approximately \$103 million have been issued. The estimated cost to complete each phase described above is shown in the following table. Multiple funding sources are planned for these costs.

Project Phase	Cost
Construction Documents	\$2,363,200
Construction Bid	\$2,000,000
Construction Administration	\$19,940,500
Warranty	\$1,000,000
Additional Services	\$20,000,000
Total:	\$45,303,700

SCHEDULE

The current schedule for the Final Design for the Architect is as follows:

Construction Documents Phase	in Progress to November 2012
Construction Bid Phase	in Progress to December 2015
Construction Administration Phase	in Progress to October 2017
Warranty Phase	November 2017 – October 2018
Additional Services	in Progress to December 2013

ARCHITECTURALLY EXPOSED STRUCTURAL CAST STEEL NODES CONSULTANT

The Transbay Transit Center features a basket-like steel and glass design comprised of large-diameter hollow steel elements intersecting at several complex, heavily stressed, architecturally exposed node-type connections which may lend themselves to steel casting manufacturing. In general, the use of cast steel nodes provides the following advantages over the use of conventional, weld-fabricated connections in tubular steel structures:

- an improved aesthetic, as castings can provide sweeping transitional geometrics that are unattainable in weld-fabricated connections;
- simplified fabrication and enhanced connection stiffness, as weld-fabricated connections would likely require significant internal stiffening and, unlike castings, weld-fabricated connections cannot be internally tapered to increase stiffness and to reduce hot-spot stresses;
- improved site fit-up, as complex nodal geometry is “locked in” during the casting manufacturing process; and,
- simplification of the structural analysis of the overall building structure, as cast nodes can be made to be effectively rigid, unlike fabricated tube-to-tube connections which may be semi-rigid.

For these reasons, steel castings have been used in a number of similar structures constructed abroad over the last thirty years and, more recently, here in North America.

Although the technical and aesthetic benefits of using cast steel nodes in tubular structures is clear, the manufacturing costs associated with producing steel castings of the size required for the Transbay Transit Center can vary, and cost is an important consideration in assessing the cost-benefit of the use of castings on this project.

The consultant will prepare a set of preliminary drawings and manufacturing / non-destructive examination specifications for the cast steel nodes which can then be used to secure realistic cost estimates for the supply of the castings. Through this phase of work, the design team should have all of the information necessary, with respect to the steel castings, to make an informed decision as to where cast nodes should be used in the project.

After the TJPA determines where to implement castings in the project, the preliminary casting designs must then be finalized, which involves finite element stress analysis of each of the geometrically unique nodes acting under a variety of load cases, and the refinement of each unique nodal design prior to the production of Issued for Construction casting drawings and specifications.

The procurement of the cast nodes has become an issue due to the time frame it will take to make all of these nodes after shop drawings are approved. If the structural steel subcontractor, yet to be selected through a competitive bid, finishes the cast node drawings, the schedule could be pushed back between six months to a year. Bringing the specialized consultant on board soon will mitigate this potential delay.

A drawing sample demonstrating the node detail is attached.

SCOPE

The Consultant will work closely with the TJPA's staff and other consultants to provide two work scopes as follows:

Pre-Bid Services for Provision of Structural Cast Steel Nodes

- Provide preliminary shop drawings and 3-D models in the TJPA's required format for each type of cast steel node. Preliminary shop drawings shall be in sufficient detail to secure competitive foundry bids for the manufacturing of the structural cast steel nodes. The Consultant's resultant 3-D model deliverable to the TJPA will be incorporated into the TJPA's design team's finite element stress analysis model for structural adequacy.
- Provide detailed specifications for architecturally exposed structural cast steel nodes to supplement and revise existing structural steel specifications as necessary to incorporate the Consultant's design. Such specifications shall be in sufficient detail, yet not proprietary to a single source, to ensure open bid competition and to avoid the Consultant's appearance of or actual conflict of interest for the procurement. Together with the preliminary shop drawings, the

specifications shall constitute a fully designed contract document bid package for the cast steel nodes.

- Participate in all workscope related pre-bid meetings.

Construction Administration

- Provide necessary coordination between all applicable Transit Center project architectural and engineering disciplines, steel fabricator, and foundries for the design and production of the cast steel nodes as required by the TJPA.
- Provide detailed design shop drawings sufficient to fabricate the cast steel nodes; provide manufacturing and production oversight, and inspection services as required by the TJPA.
- Participate in meetings as directed by the TJPA throughout the course of design and construction to address project team questions regarding the design and production of the cast steel nodes.
- Participate in all work scope-related construction administration meetings.

ESTIMATE

The estimated total cost for the services = **\$2,000,000**

SCHEDULE

Current schedule for the services = June 2012 - December 2014

- Issue RFP – April 2012
- Contract Award – June 2012
- Completion – December 2014

CONSTRUCTION

TRANSIT CENTER CM/GC PRE-CONSTRUCTION SERVICES

SCOPE OF SERVICES

The construction manager/general contractor (CM/GC) will work closely with the TJPA's staff and other consultants to provide the following pre-construction services:

Constructibility Review Comments and Related Services

The CM/GC will work with the Transit Center architect in reviewing the Construction Documents, taking into account the quality of the materials and equipment, to ensure an efficient design and minimum lifecycle cost. The CM/GC will participate in design decisions by providing information, estimates, schemes, and recommendations regarding construction materials, methods, systems, phasing, and costs that will provide the highest quality, energy conserving, and efficient building within the budget and schedule for the project. All members of the CM/GC team providing pre-construction services must have the requisite expertise and experience to provide the services as required by the contract documents.

Pre-qualification of Trade Subcontractors

The CM/GC and the TJPA will jointly develop pre-qualification standards for all trade contracts. Only pre-qualified trade subcontractors will be allowed to participate in the project.

Trade Subcontractor Bid Packages

The CM/GC shall develop the logical, competitive, seamless, and distinct trade subcontractor bid packages for all scopes of work. The CM/GC will include the TJPA's standard contract and general conditions in the bid packages and will consult with the TJPA to incorporate FTA requirements into the bid packages.

ESTIMATE

The total cost for the preconstruction services is estimated to be approximately \$23 million. As of March 15, 2012, Notices to Proceed totaling \$17.4 million have been issued. The estimated cost to complete the services described above is \$5.6 million. Multiple funding sources are planned to fund this work.

SCHEDULE

Current schedule for completion of the services = December 2014

BELOW GRADE STRUCTURE CONSTRUCTION

Construction of the new Transit Center building began with the buttress, shoring and excavation scope of work, which spans an area between Minna and Natoma streets from Beale Street nearly to Second Street. The BSE work entails construction of a perimeter shoring wall followed by excavation of the site to a depth of approximately 60 feet deep in preparation for construction of the two below grade levels of the Transit Center. The Below Grade work will construct the below-grade train box structure (with the exception of the grade slab) and includes the mat, the walls, and the lower concourse slab (top level of the train box).

SCOPE

The scope of work for the Structural Concrete Substructure, Waterproofing, Mechanical, Electrical and Plumbing Construction Services contract will include the cost of all necessary labor, material, equipment, supplies, and supervision required to complete the work in accordance with the bid documents and as noted below. Detailed design documents are available upon request.

The contract will be awarded to a Trade Subcontractor under the CM/GC contract with TJPA, and the subcontract scope of work will generally consist of the following elements:

- **Waterproofing System:** Installation of the below grade waterproofing over a concrete mud slab (provided by other Trade Subcontractors), as well as between the soil mix shoring wall and the structural concrete structure. The Subcontractor is responsible for the waterproofing and all associated work including the steel sleeves for the complete and final waterproofing system of the trestle column, pile and pipe penetrations, pin pile and de-watering pipe.
- **Structural Concrete Substructure:**
 - **Placement of a Wearing Slab:** This slab shall be placed over the waterproofing protection board that was installed over the mud slab.
 - **Form, place and finish a five foot thick (60") mat slab.** Provide all required block-outs, pits, thickened areas/edges, and embeds.
 - **Provide and install all sump pits with grating, catch basins, ejector pits, sand/oil interceptors complete with all piping and electrical installed in the mat slab and stubbed up to the required location.**
 - **Construct the three foot thick (36") concrete foundation wall.** The subcontractor shall be required to coordinate their work with the Buttress, Shoring and Excavation (BSE) subcontractor and shall be required to work with and around the internal bracing and rebracing that the BSE subcontractor shall erect.
 - **Install all Hydrophilic Waterstops in both the 5' mat slab and the 3' foundation wall.**

- Form and install all concrete columns.
- Install the ramp and all associated walls.
- Install all concrete beams, downturn beams, and girders.
- Install all rebar and mechanical couplers. Install all rebar dowels for CMU walls.
- Install the Lower Concourse slab with all MEP items that will be encased in the slab. The same MEP infrastructure applies to the mat slab.
- Provide and install all embeds.
- Install all anchor bolts and base plates for structural steel columns. Base plates must be surveyed and protected. Provide all embedded electrical conduit, boxes and cans, embedded plumbing pipes, catch basins and sump pumps with grating.

The estimated cost includes the CM/GC fee (8.2%) and CM/GC and construction contingencies (9%).

ESTIMATE

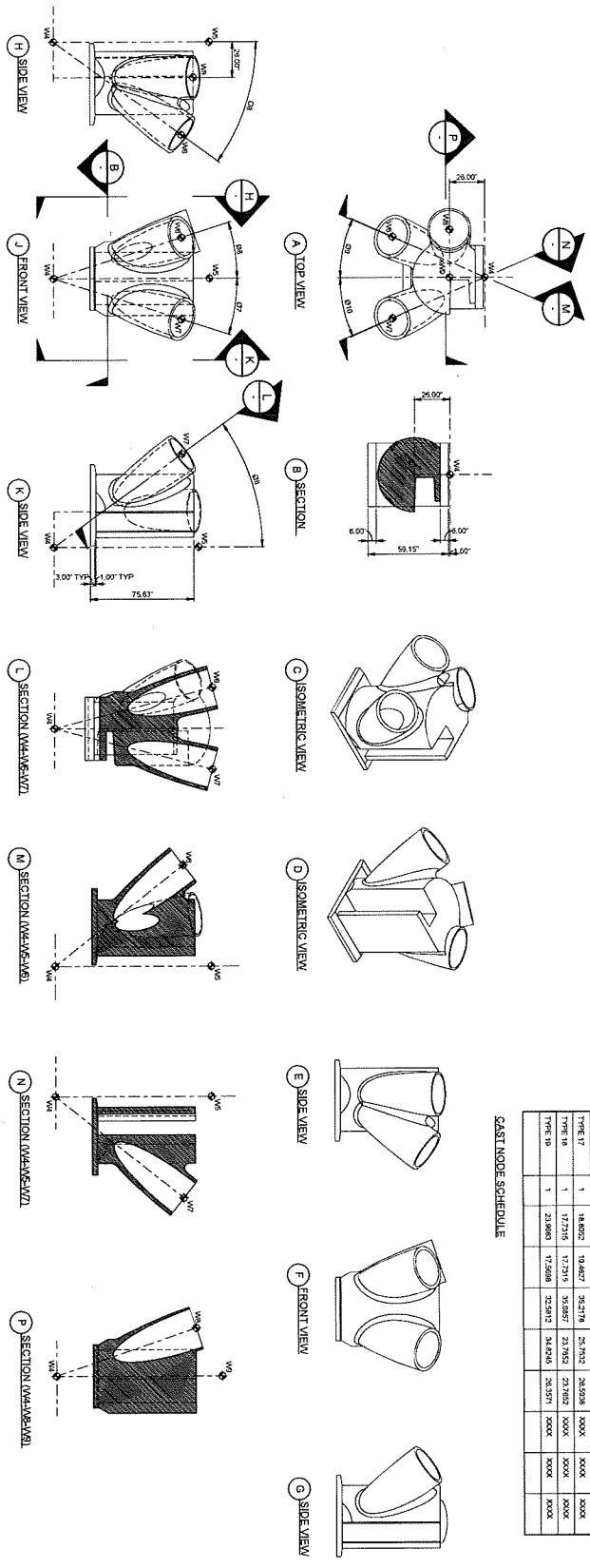
The estimated cost = **\$90,000,000**

SCHEDULE

Current schedule = September 2012 – August 2015

- Issue Invitation For Bid package – May 2012
- Contract award – August 2012
- Complete construction – August 2015

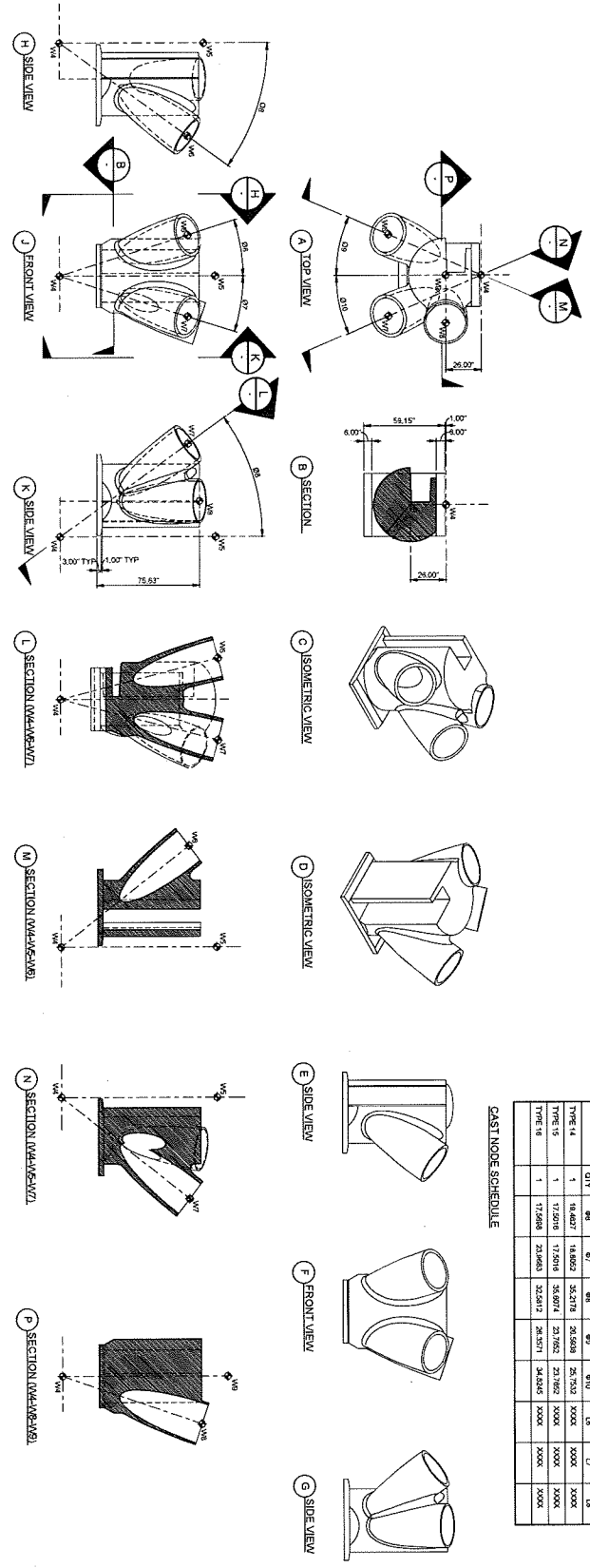
2 CAST NODE - GROUND LEVEL - TYPE 17, 18 & 19
SCALE 3/8" = 1'-0"



CAST NODE SCHEDULE

TYPE ID	QTY	46	47	48	49	50	510	LA	L7	L8
TYPE 17	1	18.002	18.002	18.002	26.752	26.752	26.528	XXXX	XXXX	XXXX
TYPE 18	1	17.215	17.215	35.857	23.762	23.762	23.762	XXXX	XXXX	XXXX
TYPE 19	1	23.983	17.698	32.542	34.824	26.371	XXXX	XXXX	XXXX	XXXX

1 CAST NODE - GROUND LEVEL - TYPE 14, 15 & 16
SCALE 3/8" = 1'-0"



CAST NODE SCHEDULE

TYPE ID	QTY	46	47	48	49	50	510	LA	L7	L8
TYPE 14	1	18.002	18.002	35.278	26.588	26.752	XXXX	XXXX	XXXX	XXXX
TYPE 15	1	17.676	17.676	35.674	23.762	23.762	XXXX	XXXX	XXXX	XXXX
TYPE 16	1	17.688	23.983	32.542	26.371	34.824	XXXX	XXXX	XXXX	XXXX

95% CONSTRUCTION DOCUMENTS - PHASE 1

NOT FOR CONSTRUCTION

08-04-CMGC-000
TRANSBAY TRANSIT CENTER PROGRAM
TRANSBAY TRANSIT CENTER
SAN FRANCISCO, CA
CAST NODE DETAILS -
GROUND LEVEL

REVISIONS

NO.	DATE	DESCRIPTION
1	08/15/14	95% CONSTRUCTION DOCUMENTS
2	08/22/14	95% CONSTRUCTION DOCUMENTS - PHASE 1
3	09/05/14	95% CONSTRUCTION DOCUMENTS - PHASE 1
4	11/11/14	95% CONSTRUCTION DOCUMENTS - PHASE 1

Key Map

Thornton Tomasetti
 Transbay Transit Center
 6080 California Street, Suite 200
 San Francisco, CA 94148-4318
 T: 415.774.2500 / F: 415.774.2501

TRANSBAY JOINT POWERS AUTHORITY
 Transbay Transit Center
 1000 Market Street, Suite 1000
 San Francisco, CA 94102-4000
 T: 415.398.3300 / F: 415.398.3301

S1-5112 of

A. CHEN
 B. GIBSON
 C. JOHNSON
 K. GILLES
 M. DEGENHARDT
 E. [unclear]

**Bridge Toll Initial Project Report
DEFINED SEGMENT FUNDING PLAN**

DRAFT

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrans Downtown Extension Program
Agency: Transbay Joint Powers Authority

Project ID: 22
Plan Date: 06/05/12

Fund Source	Phase	RM-2 DELIVERABLE SEGMENT - Fully Funded Phase or Segment of Total Project												Future Plan Date:	TOTAL			
		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15			Committed		
FTA Section 1601	ENV / PAED	681	4,366	2,495	1,253													8,795
RM-1	ENV / PAED	994	166		240		5200											6,600
Other Local	ENV / PAED	799																799
Lease Proceeds, TDR	ENV / PAED		6,522	1,990	7,465	26,354		450										1,507
RM-2	ENV / PAED		2,046		14,829	14,194	12,810											42,331
SF Prop K	ENV / PAED			125	4,372													4,497
San Mateo Sales Tax	ENV / PAED				2,245	3,307	5,279											10,831
SAFETEA-LU Grants	ENV / PAED																	
SF Prop K	PS&E					18,200												18,200
Lease Proceeds, TDR	PS&E					310		333										643
RM-2	PS&E					12,719	5,000		15,926	22,074								17,719
AB 1171	PS&E								2,500	2,762								67,400
SAFETEA-LU Grants	PS&E					4,000				2,762								2,500
RTIP	PS&E								50,000									6,762
ARRA-HSIPR	PS&E									3,398								50,000
AC Transit Cap. Cont.	PS&E																	3,398
RM-2	ROW		16,125	12,675		23,745												52,745
SF Prop K	ROW					23,771												23,771
RTIP	ROW					3,391												3,391
Lease Proceeds, TDR	ROW			37														37
RM-1	CON																	47,800
RM-2	CON					28,150	2,072											30,222
AB 1171	CON							35,976										82,600
AC Transit Capital Cont.	CON							2,148	6,639	15,800	8,985							35,749
RTIP	CON							18,200										18,200
Land Sales	CON								52,586	175,950	164,593							428,370
SF Prop K	CON					12,300												12,300
Lease Proceeds, TDR	CON																	4,040
SAFETEA-LU Grant	CON							350,000										40,264
ARRA-HSIPR	CON							2,650										350,000
FRA Rail Rele	CON																	2,650
TI/FA Loan Proceeds	CON																	171,000
RM-2 SEGMENT FUNDING TOTAL		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL			
			2,474	29,225	17,522	30,450	111,788	69,443	39,148	463,772	5,879	220,989	212,074	173,578	212,656	1,589,000		

Comments:
Costs based on Draft Detailed Financial Plan Baseline Budget Phase 1, May 2010.
Financial Plan based on commitment schedule.

Complete this spreadsheet only if RM-2 funds are dedicated to deliver a specific phase or deliverable segment of the overall total project.
Enter funds on the RM-2 Deliverable Phase or Segment. ONLY if the RM-2 Phase or Segment is different from the overall total project. The RM-2 Segment must be Fully Funded and result in a operable or useable segment.
Enter only funds Committed to the RM-2 Funded Segment and only if different from Total Project. Enter amounts in thousands and escalated to the year of funding. DO NOT enter uncommitted funding. The RM-2 Phase or Segment must be fully funded.
Eligible Phases: ENV (or PAED), PS&E, ROW or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT ROW SUP or CT CON SUP for Caltrans support, but not necessary (optional).

Bridge Toll Initial Project Report
EXPENDITURES TO-DATE BY PHASE AND FUND SOURCES

Phase	Fund Source	Date of Last Expenditure	Amount Expended to date (Thousands)	Available Balance Remaining (Thousands)
ENV / PA&ED	RM-2	Mar-12	46,745	2,559
	SF Prod K Sales Tax	Feb-12	43,753	3,123
	San Mateo Meas. A Sales Tax	Feb-08	7,277	3
	FTA Grants	Mar-12	29,696	351
	RM-1 (Local Match)	Oct-06	1,400	0
	Lease Income, Other	Mar-12	2,537	3,601
	In Kind Contribution	FY 2005	799	0
PS&E	RM-2	Mar-12	11,585	3,634
	FTA Grants	Mar-12	6,234	26,110
	SF Prod K Sales Tax	Feb-12	12,823	5,377
	STIP	Feb-12	5,943	819
	AB 1171	Feb-12	28,389	9,611
	RM-1	Jul-11	5,200	0
	FRA ARRA	Feb-12	49,304	696
	AC Transit Cap. Cont.			3,398
R/W	RM-2	Jan-11	52,745	0
	SF Prod K Sales Tax	Mar-12	45,275	7,390
	STIP	Jan-08	3,391	0
	Lease Income, Other	Feb-08	38	0
	San Mateo Meas. A Sales Tax	May-11	15,296	766
CON / Operating	RM-2	Mar-12	30,888	1,834
	SF Prop K Sales Tax	Apr-12	7,602	398
	AB 1171	Feb-12	12,431	23,545
	FRA ARRA	Mar-12	110,497	239,503
	FRA Rail Relocation	Jan-12	2,650	0
	AC Transit Cap. Cont.		0	2,148
Total to date (in thousands)			532,497	334,877

Comments:

Source: Data is from Prism, as of April 9, 2012. Available balance of actual allocations to date. Lease Income, Other funds shown in Available Balance Remaining held in reserve funds based on T/JPA Board policy.

As required by RM-2 Legislation, provide funds expended to date for the total project. Provide both expenditure by Fund Source and Expenditure by Phase, with the date of the last expenditure, and any available balance remaining to be expended.

Project ID: 22
 Date: 6/9/2012

Bridge Toll Initial Project Report
BRIDGE TOLL FUNDING CASH FLOW PLAN For Allocation
(Bridge Toll Allocation Funding Only)
 (Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program
 Agency: Transbay Joint Powers Authority

Project ID: 22
 Plan Date: 06/05/12

Bridge Toll Expenditures	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL	
ENV/P&ED														
PS&E									13,150	8,100	5,550	2,600	29,400	
RW														
CON									1,000	36,800	6,500		44,300	
BRIDGE TOLL CASH FLOW PLAN TOTAL	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
		14,150	44,900	12,050	2,600									73,700

Comments:
 Based on PMFPC cash flow estimates and ARRA grant commitment schedule

Provide the expected RM-2 expenditures – by phase and year. (This is the amount of the allocation needed for that fiscal year to cover expenditures through June 30th of that fiscal year).
 Enter RM-2 amounts in thousands and escalated to the year of funding. The total amount cannot exceed the amount identified in the RM-2 legislation.
 Eligible Phases: ENV (or P&E), PS&E, RW or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT RW SUP or CT CON SUP for Caltrans support, but not necessary (optional).