

**STAFF REPORT FOR CALENDAR ITEM NO.: 10
FOR THE MEETING OF: November 9, 2023**

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Approve the Regional Measure 3 Resolution of Project Compliance for the allocation of Regional Measure 3 bridge toll funds in the amount of \$100,700,000 for right-of-way professional services, acquisition, and relocation, including approving the Resolution's attached Allocation Request and updated Initial Project Report, and authorize the Executive Director to take such additional actions and enter such additional agreements with MTC as necessary and appropriate to implement the purposes of the Resolution and receipt of Regional Measure 3 funds.

EXPLANATION:

On June 5, 2018, voters passed Regional Measure 3 (RM-3), raising the toll on the nine State-owned toll bridges in the San Francisco Bay Area by \$1 beginning January 2019. Tolls were increased by another \$1 in January 2022, with another \$1 increase set for January 2025. The Metropolitan Transportation Commission's (MTC's) RM-3 Expenditure Plan identifies major roadway and public transit improvements, including \$325 million for the Caltrain Downtown Extension (DTX), also known as "The Portal" (the "Project"). This is the first allocation of RM-3 funding to the Project.

Allocation Request and updated Initial Project Report

Allocation and disbursement are contingent upon the TJPA Board approving a Resolution of Project Completion (attached hereto) in substantially the form provided by MTC, and approving the Allocation Request and updated Initial Project Report (attached to the Resolution), and associated items. MTC's policies and procedures require that the Allocation Request, updated Initial Project Report, and Resolution of Project Compliance adopted by TJPA match the allocation action taken by MTC.

The Allocation Request for the current request is based upon the Project budget and schedule. As described in the Allocation Request form, this allocation of funding would enable TJPA to undertake the necessary steps to acquire right-of-way for the Project, and fund eligible professional services and relocation costs associated with the acquisitions.

Environmental Clearance

TJPA has completed the environmental clearance required under the California Environmental Quality Act (CEQA) and the National Environmental Protection Act (NEPA) for the Project, including the planned right-of-way acquisitions.

Security for RM-3 Funds

TJPA expects MTC to condition the allocation and reimbursement of RM-3 funds for the Project upon agreement between MTC and TJPA on the mechanism to ensure the return of RM-3 funds used to purchase property for the Project in the event that the Project does not proceed to construction and/or the property in question is not used for the Project. MTC imposed a similar

requirement on funds provided to advance right-of-way acquisition for Phase 1 of the Transbay Program. TJPA staff recommends that the Board authorize the Executive Director to negotiate and execute such a security agreement with MTC, substantially similar to the agreement in Phase 1 but subject to such modifications as the Executive Director deems reasonable, prudent, and in the best interests of TJPA.

Transit Oriented Communities (TOC) Policy Compliance

As described by MTC, “On September 28, 2022, MTC adopted the TOC Policy to support the region's transit investments by creating communities around transit stations and along transit corridors that not only enable transit ridership, but also are places where Bay Area residents of all abilities, income levels, and racial and ethnic backgrounds can live, work, and access services. The TOC Policy focuses on the core elements of land use density, affordable housing, parking management, and complete streets/multimodal access to implement Plan Bay Area 2050 strategies.” On October 25, 2023, MTC approved an amendment to the TOC policy to clarify expectations for local jurisdiction compliance with the TOC Policy related to transit extensions, including the DTX Project. Staff have been working with MTC, San Francisco County Transportation Authority (SFCTA) and San Francisco Planning Department (SF Planning) staff to ensure that the DTX Project can demonstrate compliance with the TOC Policy, which may be a condition of reimbursements under the requested RM3 allocation. Staff are confident that the demonstration of compliance will be achieved.

Implementing Agency Resolution of Project Compliance

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

RECOMMENDATION:

Approve the Resolution of Project Compliance for the allocation of RM-3 bridge toll funds in the amount of \$100,700,000 for right-of-way professional services, acquisition, and relocation, including approving its attached Allocation Request and updated Initial Project Report, and authorize the Executive Director to take such additional actions and enter such additional agreements with MTC as necessary and appropriate to implement the purposes of the Resolution and receipt of RM-3 funds.

ENCLOSURES:

1. RM-3 Implementing Agency Resolution of Project Compliance
Attachment A. RM-3 Initial Project Report Form, dated September 22, 2023
Attachment B. RM-3 Initial Project Report Excel Attachment, dated September 22, 2023
Attachment C. RM-3 Allocation Request Form
Attachment D. RM-3 Allocation Request Excel Attachment

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

Implementing Agency: Transbay Joint Powers Authority
Project Title: Caltrain Downtown Extension (DTX)

WHEREAS, SB 595 (Chapter 650, Statutes 2017), commonly referred as Regional Measure 3, identified projects eligible to receive funding under the Regional Measure 3 Expenditure Plan; and

WHEREAS, The Metropolitan Transportation Commission (MTC) is responsible for funding projects eligible for Regional Measure 3 funds, pursuant to Streets and Highways Code Section 30914.7(a) and (c); and

WHEREAS, MTC has established a process whereby eligible transportation project sponsors may submit allocation requests for Regional Measure 3 funding; and

WHEREAS, Allocation requests to MTC must be submitted consistent with procedures and conditions as outlined in Regional Measure 3 Policies and Procedures (MTC Resolution No. 4404); and

WHEREAS, TJPA is an eligible sponsor of transportation projects in the Regional Measure 3 Expenditure Plan; and

WHEREAS, The Caltrain Downtown Extension (DTX), also known as “The Portal” (the “Project”) is eligible for consideration in the Regional Measure 3 Expenditure Plan, as identified in California Streets and Highways Code Section 30914.7(a); and

WHEREAS, The Regional Measure 3 Allocation Request dated September 22, 2023, attached to this Resolution 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 Regional Measure 3 funds; now, therefore, be it

RESOLVED, That TJPA, and its agents shall comply with the provisions of MTC’s Regional Measure 3 Policies and Procedures; and be it further

RESOLVED, That TJPA certifies that the Project is consistent with the Regional Transportation Plan; and be it further

RESOLVED, That the year of funding for any design, right-of-way and/or construction phases has taken into consideration the time necessary to obtain environmental clearance and permitting approval for the Project; and be it further

RESOLVED, That the Regional Measure 3 right of way phase or segment is fully funded, and results in an operable and useable segment; and be it further

RESOLVED, That TJPA approves the Allocation Request and updated Initial Project Report dated September 22, 2023, attached to this Resolution and incorporated herein as though set forth at length; and be it further

RESOLVED, That TJPA approves the Cash Flow Plan, attached to this Resolution and incorporated herein as though set forth at length; and be it further

RESOLVED, That TJPA has reviewed the Project needs and has adequate staffing resources to deliver and complete the Project within the schedule set forth in the Allocation Request and updated Initial Project Report; and, be it further

RESOLVED, That TJPA is an eligible sponsor of projects in the Regional Measure 3 Expenditure Plan, in accordance with California Streets and Highways Code 30914.7(a); and be it further

RESOLVED, That TJPA is authorized to submit an application for Regional Measure 3 funds for the Project in accordance with California Streets and Highways Code 30914.7(a); and be it further

RESOLVED, That TJPA certifies that the projects and purposes for which Regional Measure 3 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 Report Guidelines (14 California Code of Regulations Section 15000 et seq.) and if relevant 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 legal impediment to TJPA making allocation requests for Regional Measure 3 funds; and be it further

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

RESOLVED, That TJPA agrees to comply with the requirements of MTC's Transit Coordination Implementation Plan as set forth in MTC Resolution 3866; and be it further

RESOLVED, That TJPA indemnifies and holds harmless MTC, Bay Area Toll Authority (BATA), and their 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 TJPA, its officers, employees or agents, or subcontractors or any of them in connection with its performance of services under this allocation of Regional Measure 3 funds. TJPA agrees at its own cost, expense, and risk, to defend any and all claims, actions, suits, or other legal proceedings brought or instituted against MTC, BATA, and their Commissioners, officers, agents, and employees, or any of them, arising out of such act or omission, and to pay and satisfy any resulting judgments. In addition to any other remedy authorized by law, so much of the funding due under this allocation of Regional Measure 3 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 TJPA shall, if any revenues or profits from any non-governmental use of property (or project) that 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; and be it further

RESOLVED, That assets purchased with Regional Measure 3 funds including facilities and equipment shall be used for 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 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 Regional Measure 3 funds were originally used; and be it further

RESOLVED, That 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 Regional Measure 3 Toll Revenues; and be it further

RESOLVED, That TJPA authorizes its Executive Director or their designee to execute and submit an Allocation Request for the right-of-way phase with MTC for Regional Measure 3 funds in the amount of \$100,700,000, for the project, purposes and amounts included in the Project Application, attached to this Resolution and incorporated herein as though set forth at length; and be it further

RESOLVED, That the Executive Director or his designee is hereby delegated the authority to make non-substantive changes or minor amendments to the Allocation Request and updated Initial Project Report, and take such actions and enter such agreements with MTC as they deem appropriate to implement the purposes of this Resolution and the receipt of Regional Measure 3 funds; and be it further

RESOLVED, That a copy of this Resolution shall be transmitted to MTC in conjunction with the filing of the TJPA application referenced herein.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of November 9, 2023.

Secretary, Transbay Joint Powers Authority

Resolution Attachments:

- A. RM-3 Initial Project Report Form, dated September 22, 2023
- B. RM-3 Initial Project Report Excel Attachment, dated September 22, 2023
- C. RM-3 Allocation Request Form
- D. RM-3 Allocation Request Excel Attachment



Regional Measure 3

Initial Project Report

Project/Subproject Details

Basic Project Information

Project Number	9
Project Title	Transbay Program Phase 2, Downtown Rail Extension (DTX), also known as The Portal
RM3 Funding Amount	\$325,000,000

Subproject Information

Subproject Number	
Subproject Title	
RM3 Funding Amount	

I. Overall Subproject Information

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

The Transbay Joint Powers Authority (TJPA) is a state and regional entity formed in 2001 by the City and County of San Francisco (City), Alameda-Contra Costa Transit District, and Peninsula Corridor Joint Powers Board (Caltrain); California High-Speed Rail Authority (CHSRA) became a member of the TJPA in 2017. The TJPA's eight-member board of directors is composed of representatives for each member agency and California Department of Transportation (Caltrans) in an ex officio role.

The TJPA was formed to oversee the Transbay Program (Program), a major regional transportation infrastructure investment consisting of three components: 1. Replace former Transbay Terminal with a multi-modal Transit Center; 2. Create a transit-oriented neighborhood featuring housing (35% affordable housing), open space, offices and shops; and 3. Extend Caltrain and California High Speed Rail service into downtown San Francisco through the Downtown Rail Extension (DTX), also known as The Portal). State law grants broad authority to the TJPA as the agency with "primary jurisdiction" with respect to all matters concerning the financing, design, development, construction, and operation of the Program. The Program has been phased to allow Phase 1, the construction of the Salesforce Transit Center (Transit Center), to be completed followed by Phase 2, the DTX and related infrastructure.

b. Detailed Project Description *(include definition of deliverable segment if different from overall project/subproject)*

Summary Description



The DTX will connect Caltrain’s regional rail system and the California High-Speed Rail Authority’s statewide system to the Transit Center in downtown San Francisco. The rail alignment will be constructed principally below grade to provide a critical link for Peninsula commuters and travelers on the state’s future high-speed rail system.

The project is being developed by the TJPA, in collaboration with the Project’s major stakeholders: Metropolitan Transportation Commission, San Francisco County Transportation Authority (SFCTA), Caltrain, California High-Speed Rail Authority, City and County of San Francisco, and California Department of Transportation.

DTX Alignment & Major Elements

The DTX alignment begins in the below-grade two-level Transit Center rail station at First and Mission streets. At the west end of the station, the station’s six tracks transition to two tracks through a cut-and-cover throat structure and continue in a mined tunnel southward under Second Street and westward under Townsend Street to a new underground station at Fourth and Townsend streets. West of the station, near Seventh and Townsend streets, the tracks ascend to grade via a u-shaped retained cut (referred to as the “u-wall”), and the alignment continues southward at-grade to 16th Street, south of the existing Caltrain terminal station and railyard. A tunnel stub box extends side-by-side with the u-wall to allow for a connection to the future Pennsylvania Avenue Extension (PAX)—a tunnel being developed by the SFCTA under a completely separate project. Including revenue and non-revenue at-grade trackwork and stations, the total construction length of the DTX is approximately 2.2 miles.

The main elements of the DTX are as follows:

This project consists of two new stations: Fourth and Townsend Station and Transit Center along with six emergency exit and ventilation structures along with other important elements/infrastructures.

Transit Center train box extension. The train box extension will extend the existing below-grade structural box of the Transit Center eastward from the east side of Beale Street to the TJPA’s property line to extend the platform lengths and provide ventilation and emergency exiting from the east end of the train box. A standalone structure, a pedestrian entrance and exit, will be located on Beale Street on the northern side of the train box extension. The train box extension, inclusive of the pedestrian entrance/exiting structure, will be constructed under TJPA property using an open-cut method.

Transit Center Station fit out. The fit-out of the two-level below-grade rail station at the Transit Center will include facilities for rail operations, customer service, and ancillary support. The first basement level will serve as a lower concourse, and house ticketing, passenger waiting, and support spaces for Caltrain and CHSRA—the primary tenants—as well as leasable retail space. On the second basement level, six tracks and three center platforms will serve commuter and high-speed trains. Back-of-house support spaces will also be built on this level to support rail service.

Cut-and-cover structures. Cut-and-cover construction will be used along Second Street, Townsend Street, and in portions of the 4th and King Railyards for the following structures:

- Throat structure located at Second and Howard streets at the northern end of the DTX alignment where the two-track alignment widens to six tracks at the west end of the Transit Center
- Fourth and Townsend Street Station



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- Tunnel east of the Fourth and Townsend Street Station along Townsend Street
- Tunnel west of the Fourth and Townsend Street Station along Townsend Street
- U-wall and tunnel stub box along Townsend Street west of Sixth Street to bring the tracks to grade and allow for a connection to the PAX, a planned grade separation tunnel project being led by the SFCTA

Mined tunnel. Sequential excavation method mining is being considered for the tunnel along portions of Townsend Street and Second Street. The mined tunnel extends from the west side of Third and Townsend streets to Clementina and Second streets. The tunnel is primarily two tracks but expands to three tracks as it approaches the throat structure. The length of the mined portion of the tunnel is approximately 0.65 miles.

Fourth and Townsend Street Station. The Fourth and Townsend Street Station will serve Caltrain and high-speed rail passengers with destinations in the South of Market area or transferring to the Muni Central Subway. The street level station entrances and exits along Townsend Street will lead to two levels below grade: a concourse and a train platform level. The concourse level will accommodate passenger amenities such as ticketing machines, maps, and schedule information. This level will also house mechanical and electrical rooms and staff areas. The platform level will have two tracks, an 875-foot center platform for Caltrain passengers, and two 800-foot side platforms for high-speed rail passengers. The underground station will be constructed using cut-and-cover techniques.

Ventilation and emergency egress. Ventilation and emergency egress structures will house equipment for the ventilation of the tunnels and include emergency egress to allow passengers to evacuate safely from the tunnels to grade in the event of an incident. Ventilation shafts and emergency egress will be located at either end of the Fourth and Townsend Street Station and the underground station at the Transit Center. Two ventilation and emergency egress structures will be located along the tunnel alignment; these will be constructed on parcels next to the DTX tunnel outside of the street right-of-way: 1. Third and Townsend streets and 2. Second and Harrison streets.

Trackwork. Trackwork includes underground tracks through the tunnel and stations and at-grade tracks within the existing Caltrain right-of-way with 0.4 miles of turnback and maintenance-of-way storage tracks and connections to the existing Caltrain terminal at 4th and King streets. Trackwork includes mainline tracks, special trackwork, such as turnouts and crossovers, and the rails, fastening systems, and other track materials comprising the track system. Trackwork design includes track alignments, which also serve as horizontal and vertical control lines for the underground structures and stations that convey them.

Systems. Systems include rail systems such as traction power, overhead contact, train control, signaling, radio, and network systems; mechanical, electrical, plumbing, fire-life safety, and security systems for the tunnel, stations, and ventilation and emergency egress structures; and other support systems, such as closed-circuit television, fare collection, and passenger display information systems.

DTX 4th and King Site Work. This is an enabling package for the DTX project within the 4th and King Railyards. The work entails relocation or removal of structures, including the existing bike storage facility, along the south side of Townsend Street between Fourth and Seventh streets and along Seventh Street between Townsend Street and Mission Bay Drive. Additionally, one pocket track on the north side of Fourth and King Street Station and the storage tracks at the corner of Townsend and Seventh streets will be removed. These modifications will reduce the number of mainline leads from four to two



into the 4th and King Railyards. Utilities within the 4th and King Railyards will also be removed and relocated, as necessary.

c. Impediments to Project Completion

The largest risk to implementation of the DTX is availability of funding. To date the project has expended over \$729 million to construct the below-grade train box, has committed funds of over a billion dollars, and has approximately \$275 million in budgeted local funds, all of which total approximately 26% of the project's budget. The TJPA has planned a Spring 2025 request to the Federal Transit Administration (FTA) to execute a Full Funding Grant Agreement (FFGA) under the Capital Investment Grant (CIG) program for an estimated \$4.07 billion, or 49.4% of the project's total budget. TJPA is assembling a funding package from a variety of local, regional, and state sources to close the remaining approximately 24%, including Community Facilities District funds, State Transit and Intercity Rail Capital Program (TIRCP), discretionary state and federal grants, local impact fees, and California High Speed Rail Authority funds. Delay in securing these sources of funding could delay the TJPA's ability to advance the project, and demonstrate the local share required to timely enter a New Starts FFGA. The attached exhibit provides additional detail on the composition and sources of the project Funding Plan.

In addition to funding concerns, the TJPA has not yet purchased all the right-of-way necessary for construction of DTX. As with all projects of this magnitude and complexity, there is always a level of risk associated with timely right-of-way acquisition and tasks.

d. Risk Management *(describe risk management process for project budget and schedule, levels of contingency and how they were determined, and risk assessment tools used)*

TJPA conducts quarterly risk workshops led by a Risk Manager and with the participation of numerous project staff and stakeholders, including future operators and funders. Using the FTA's methodology, risks are rated for probability and severity and given a score that equates to either or both cost or schedule impact. Mitigation plans are developed by the group and assigned to project team members for implementation and tracking. Each quarter, existing risks are reviewed, and new ones are identified as appropriate.

Using the resulting Risk Register, TJPA conducted a Quantitative Risk Analysis (QRA) Monte Carlo simulation in December 2022. Contingency was adjusted to provide at least a P65 level of confidence that the project will be completed on budget and schedule. Regular QRAs will be conducted as the project progresses to continually manage contingency and risk.

e. Operability *(describe entities responsible for operating and maintaining project once completed/implemented)*

Caltrain is expected to be the initial operator utilizing the DTX project upon completion, extending their 77-mile service into the new Fourth and Townsend and Transit Center stations from the Peninsula and South Bay corridor. TJPA and Caltrain are negotiating a Master Cooperative Agreement defining responsibility for operations, maintenance, ownership, and funding. Negotiations are expected to conclude and be presented for approval to the respective agencies' Boards by October 2024.

f. Project Graphic(s) *(include below or attach)*



II. Project Phase Description and Status

a. Environmental/Planning

Does NEPA apply? Yes No

The DTX is fully environmentally cleared. The Transbay Program’s Final Environmental Impact Statement/Environmental Impact Report (EIS/EIR), certified in 2004, consisting of the DTX identified the locally preferred alternative alignment for the DTX. Preliminary engineering on the 2004 environmentally cleared alignment was completed in 2010. Since then, the design has been modified to accommodate the evolving requirements of the rail operators as well as other changes to the Program. These refinements are described in addenda to the Final EIS/EIR, and the Supplemental EIS/EIR (SEIS/EIR), which was reviewed by the FTA for compliance with the National Environmental Policy Act. FTA issued an Amended Record of Decision in July 2019. The TJPA Board of Directors certified the Final SEIR in December 2018, adopting its California Environmental Quality Act findings, adopting an updated Mitigation Monitoring and Reporting Program, and approving the project. The TJPA Board adopted an addendum to the Final SEIR in January 2023.

b. Design

An updated 30% design was completed in February 2023, consistent with the TJPA Board approved project scope. Various refinements to optimize the project, including operator requirements, cost containment, value engineering, and constructability issues are reflected in that design. In August 2023, the TJPA requested to enter the Engineering phase of the FTA CIG New Starts program.

Final design will be progressed in various contract packages consistent with a TJPA Board-approved delivery strategy that includes advance works using design/bid/build, Progressive Design-Build model for the tunnel and heavy civil works, and one or two Construction Manager / General Contractor (CMGC) contracts for track and systems, and Transit Center station fit out. The Fourth and Townsend Station fit



out may be included in the Progressive Design-Build package, but could be included in a CMGC contract package.

c. Right-of-Way Activities / Acquisition

TJPA has contracted with various specialty consultants including title, appraisal, relocation, and environmental site assessment specialties. A draft Real Estate Acquisition and Management Plan (RAMP) has been completed and is under review at the FTA. The project has identified up to 10 total fee acquisitions, up to 13 partial acquisitions for sub surface easements and temporary construction easements, and 7 easements for rock dowel associated with tunnel support.

There will be a limited number of displacements. TJPA has prepared a Draft Relocation Plan/Relocation Impact Study, which TJPA anticipates releasing for public comment in November 2023. The required public hearing for the draft plan is anticipated in December 2023, followed by Board action. Subject to this RM3 allocation, TJPA will advance eight (8) of the total acquisitions.

d. Construction / Vehicle Acquisition / Operating

DTX Construction has yet to begin; however, the TJPA anticipates performing specific utility relocations as an advance bid package in 2024. No rail vehicles are included in the DTX project.

III. Project Schedule

Phase-Milestone	Planned / (A) Actual	
	Start Date	Completion Date
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	1997 (A)	ENV: 7/2019 (A) PE: 2/2023 (A)
Final Design - Plans, Specs. & Estimates (PS&E)	3/2023 (A)	11/2025
Right-of-Way Activities /Acquisition (R/W)	1/2019 (A)	6/2025
Construction (Begin – Open for Use) / Acquisition (CON)	11/2025	10/2032

IV. Project Budget

Capital

Project Budget	Total Amount - Escalated to Year of Expenditure (YOE)- (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	
Design - Plans, Specifications and Estimates (PS&E)	\$583,963



Right-of-Way Activities /Acquisition (R/W)	\$351,641
Construction / Rolling Stock Acquisition (CON)	\$6,943,772
Contingency	\$1,251,339
Finance Cost	\$375,410
Total Project Budget (in thousands)	\$8,254,786

Deliverable Segment Budget (if different from Project budget)	Total Amount - Escalated to Year of Expenditure (YOE)- (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	
Design - Plans, Specifications and Estimates (PS&E)	
Right-of-Way Activities /Acquisition (R/W)	
Construction / Rolling Stock Acquisition (CON)	
Total Project Budget (in thousands)	

Operating	Total Amount - Escalated to Year of Expenditure (YOE)- (Thousands)
Annual Operating Budget (estimated FY 2032)	\$53,000

V. Project Funding

Please provide a detailed funding plan in the Excel portion of the IPR. Use this section for additional detail or narrative as needed and to describe plans for any "To Be Determined" funding sources, including phase and year needed.

On December 3, 2021, the DTX entered the FTA’s New Starts Project Development phase and received pre-award authority to incur costs for Project Development activities. After that date, expenditures of non-New Starts funds can be counted toward local match.

Many of the committed funding sources are local funds derived through several real estate value capture mechanisms all of which are enabled by state or local law and which were generally enacted for the purpose of building the Transit Center and the DTX. These include a redevelopment area and



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community facilities district that capture a portion of the economic growth encouraged by the development of the formerly state-owned parcels and the Transbay Terminal. San Francisco’s Transit Center District Plan describes the land use plan and value capture mechanisms used to fund the transit improvements in the area, and TJPA has entered into an agreement with the City and successor to the Redevelopment Agency, pledging a significant portion of the revenues to the project. Other committed funds include voter-approved sales tax and bridge toll measures that included the DTX as a named project in their respective expenditure plans.

Federal funding includes the FTA CIG program, as included in the adopted Regional Transportation Plan, Plan Bay Area 2050, and pending applications for several Federal funding programs. The TJPA may seek additional state and federal funds, as notices of funding opportunities are released.

The following table summarizes the DTX funding plan as provided to FTA for the request to enter the Engineering phase of the FTA CIG New Starts program. FTA authorized TJPA to count the revenues used during the Phase 1 construction of the below-grade two level train box beneath the Transit Center as local match to its FTA CIG New Starts grant. This \$728.5 million is shown in the table below, as well as in the funding plan cash flow, included in the requested IPR spreadsheets.

Capital Sources of Funds for the DTX Project, YOES (in Millions, as of September 2023)

Funding Source	Status	Total Funding Amount
Local		
Transbay CFD	Committed / Budgeted	\$354.4
Transit Center Impact Fees	Committed	\$16.0
Transbay Redevelopment Property Tax Increment	Committed	\$224.8
San Francisco Proposition K Transportation Sales Tax	Committed	\$21.6
San Francisco Proposition L Transportation Sales Tax	Committed	\$300.0
Regional Measure 3	Committed	\$325.0
Parcel F	Committed	\$62.0
Block 4 Land Sales	Budgeted	\$6.0
Central SOMA Community Facilities District	Planned	\$155.0
Caltrain Engineering	Committed / Budgeted	\$3.0
State		
RTIP / Prop L Fund Exchange	Budgeted	\$17.8
TIRCP Project Development	Budgeted	\$60.0
TIRCP Construction	Planned	\$500.0
California High-Speed Rail Engineering Support	Planned	\$3.0
California High-Speed Rail Construction Support	Planned	\$550.0
Federal		
FTA CIG Adjusted Cash Flow	Planned	\$4,077.9
FRA CRISI Grant Request	Planned	\$29.9
FRA Federal State Partnership	Planned	\$97.3



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USDOT Mega	Planned	\$113.8
FRA F-S Partnership/USDOT MEGA Grant/Other BIL Requests	Planned	\$608.8
Subtotal DTX Phase 2 Funding		\$7,526.3
Phase 1 Train Box Federal and Local funds	Committed & Expended	\$728.5
Total Funding		\$8,254.8

VI. Contact/Preparation Information

Contact for Project Sponsor

Name: Adam Van de Water

Title: Executive Director

Phone: (415) 597-4620

Email: AVandeWater@tjpa.org

Mailing Address: 425 Mission Street, Suite 250
San Francisco, CA 94105

Person Preparing Initial Project Report (if different from above)

Name:

Title:

Phone:

Email:

Mailing Address:

**Regional Measure 3
Initial Project Report - Subproject Report
Funding Plan**

Project Title:	Caltrain Downtown Extension (DTX)
Subproject Title	
Project/Subproject Number:	9
Total RM3 Funding:	\$ 325,000,000

(add rows as necessary)

CAPITAL FUNDING

Funding Source	Committed? (Yes/No)	Total Amount (\$ thousands)	Amount Expended (\$ thousands)	Amount Remaining (\$ thousands)
ENV				
Project environmental was completed and funded during the initial delivery of Phase 1 of the project, the Salesforce Transit Center, prio				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
ENV Subtotal		\$ -	\$ -	\$ -
PSE				
Through FY22				
Transbay CFD Bonds, Pay-Go, Impact Fees	Yes	\$ 158,659	15,728	\$ 142,931
Net Tax Increment & Bond Proceeds	Yes	\$ 77,623		\$ 77,623
SF Prop K & Prop L Sales Tax	Yes	\$ 86,545		\$ 86,545
Caltrain Contributions	Yes	\$ 3,000		\$ 3,000
CA HSR Contribution	No	\$ 3,000		\$ 3,000
CRISI (2022)	No	\$ 11,485		\$ 11,485
TIRCP	Yes	\$ 60,000		\$ 60,000
Federal State Partnership	No	\$ 97,339		\$ 97,339
FTA New Starts	No	\$ 86,312		\$ 86,312
PSE Subtotal		\$ 583,963	\$ 15,728	\$ 568,235
ROW				
RM-3	Yes	\$ 200,000		\$ 200,000
Parcel F	Yes	\$ 21,000		\$ 21,000
Transbay CFD Bonds, Pay-Go, Impact Fees	Yes	\$ 18,641		\$ 18,641
Net Tax Increment Bond Proceeds	Yes	\$ 87,000		\$ 87,000
SF Prop L Sales Tax	Yes	\$ 25,000		\$ 25,000
				\$ -
ROW Subtotal		\$ 351,641	\$ -	\$ 351,641
CON				
RM 3	Yes	\$ 125,000		\$ 125,000
SF Prop L Sales Tax	Yes	\$ 210,000		\$ 210,000
Parcel F	Yes	\$ 41,000		\$ 41,000
Transbay CFD Bonds, Pay-Go, Impact Fees	Yes	\$ 193,100		\$ 193,100
Net Tax Increment & Bond Proceeds	Yes	\$ 60,177		\$ 60,177
Land Sales	Yes	\$ 6,000		\$ 6,000
Central SOMA CFD	No	\$ 155,000		\$ 155,000
RTIP / Prop L Fund Exchange	No	\$ 17,847		\$ 17,847
CA HSR Contribution	No	\$ 550,000		\$ 550,000
TIRCP	No	\$ 500,000		\$ 500,000
CRISI (2022)	No	\$ 18,395		\$ 18,395
FTA New Starts	No	\$ 3,991,544		\$ 3,991,544
Federal FSP/Mega/Other	No	\$ 722,600		\$ 722,600
Federal ARRA & Local Match	Yes	\$ 728,519		\$ 728,519
CON Subtotal		\$ 7,319,182	\$ -	\$ 7,319,182
Capital Funding Total		\$ 8,254,786	\$ 15,728	\$ 8,239,058

OPERATING FUNDING (Annual)

Funding Source	Phase	Committed? (Yes/No)	Total Amount (\$ thousands)
	Operating		
Operating Funding Total			\$ -

**Regional Measure 3
Initial Project Report - Subproject Report
Cash Flow Plan**

Project Title:	Caltrain Downtown Extension (DTX)	
Subproject Title:	0	
Project/Subproject Number:	9	
Total RM3 Funding:	\$	325,000,000

(please include all planned funding, add rows as necessary)

RM3 Cash Flow Plan for Deliverable Segment - Funding by planned year of expenditure

Funding Source	Prior	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	Future committed	Total Amount (\$ thousands)
ENV												
RM 3												\$ -
												\$ -
												\$ -
												\$ -
												\$ -
ENV Subtotal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
PSE												
RM 3												\$ -
Transbay CFD Bonds, Pay-Go, Impact Fees				\$ 15,728	\$ 30,100	\$ 14,668	\$ 20,607	\$ 12,456	\$ 21,300	\$ 5,300	\$ 38,500	\$ 158,659
Net Tax Increment & Bond Proceeds								\$ 13,959	\$ 6,600	\$ 24,894	\$ 32,170	\$ 77,623
SF Prop K & Prop L Sales Tax				\$ 5,645	\$ 7,000	\$ 8,900			\$ 25,000	\$ 40,000		\$ 86,545
Caltrain Contributions					\$ 1,500	\$ 250	\$ 1,250					\$ 3,000
CA HSR Contribution						\$ 3,000						\$ 3,000
CRISI (2022)						\$ 6,485	\$ 5,000					\$ 11,485
TIRCP						\$ 15,500	\$ 44,500					\$ 60,000
Federal State Partnership							\$ 26,365	\$ 70,974				\$ 97,339
FTA New Starts									\$ 86,312			\$ 86,312
												\$ -
PSE Subtotal	\$ -	\$ -	\$ -	\$ 21,373	\$ 38,600	\$ 48,803	\$ 97,722	\$ 97,389	\$ 139,212	\$ 70,194	\$ 70,670	\$ 583,963
ROW												
RM 3						\$ 100,700	\$ 99,300					\$ 200,000
Parcel F								\$ 21,000				\$ 21,000
Transbay CFD Bonds, Pay-Go, Impact Fees				\$ 505	\$ 890			\$ 17,246				\$ 18,641
Net Tax Increment Bond Proceeds							\$ 65,845	\$ 21,155				\$ 87,000
SF Prop L Sales Tax							\$ 25,000					\$ 25,000
												\$ -
ROW Subtotal	\$ -	\$ -	\$ -	\$ -	\$ 505	\$ 101,590	\$ 190,145	\$ 59,401	\$ -	\$ -	\$ -	\$ 351,641
CON												
RM 3							\$ 32,500	\$ 92,500				\$ 125,000
SF Prop L Sales Tax										\$ 40,000	\$ 170,000	\$ 210,000
Parcel F									\$ 31,000		\$ 10,000	\$ 41,000
Transbay CFD Bonds, Pay-Go, Impact Fees											\$ 193,100	\$ 193,100
Net Tax Increment & Bond Proceeds											\$ 60,177	\$ 60,177
Land Sales							\$ 6,000					\$ 6,000
Central SOMA CFD									\$ 20,000	\$ 60,000	\$ 75,000	\$ 155,000
RTIP / Prop L Fund Exchange											\$ 17,847	\$ 17,847
CA HSR Contribution									\$ 150,000	\$ 200,000	\$ 200,000	\$ 550,000
TIRCP								\$ 100,000	\$ 100,000	\$ 150,000	\$ 150,000	\$ 500,000
CRISI (2022)							\$ 9,200	\$ 9,195				\$ 18,395
FTA New Starts								\$ 320,500	\$ 352,688	\$ 500,000	\$ 2,818,356	\$ 3,991,544
Federal FSP/Mega/Other							\$ 42,700	\$ 71,100	\$ 180,700	\$ 262,800	\$ 165,300	\$ 722,600
Federal ARRA & Local Match	\$ 728,519											\$ 728,519
CON Subtotal	\$ 728,519	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 90,400	\$ 593,295	\$ 834,388	\$ 1,212,800	\$ 3,859,780	\$ 7,319,182
RM 3 Funding Subtotal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 100,700	\$ 131,800	\$ 92,500	\$ -	\$ -	\$ -	\$ 325,000
Capital Funding Total	\$ 728,519	\$ -	\$ -	\$ 21,373	\$ 39,105	\$ 150,393	\$ 378,267	\$ 750,085	\$ 973,600	\$ 1,282,994	\$ 3,930,450	\$ 8,254,786

**Regional Measure 3
Initial Project Report - Subproject Report
Estimated Budget Plan**

Project Title:	Caltrain Downtown Extension (DTX)	
Subproject Title	0	
Project/Subproject Number:	9	
Total RM3 Funding:	\$	325,000,000

1. Direct Labor of Implementing Agency (specify by name and job function)			
	Estimated Hours	Rate/Hour	Total Estimated cost
			\$ -
			\$ -
			\$ -
			\$ -
			\$ -
			\$ -
Direct Labor Subtotal			\$ -
2. Overhead and direct benefits (specify)			
	Rate	x Base	
		\$ -	
		0	
		0	
		0	
		0	
Overhead and Benefit Subtotal			\$ -
3. Direct Capital Costs (include engineer's estimate on construction, right-of-way, or vehicle acquisition)			
	Unit (if applicable)	Cost per unit	Total Estimated cost
Right of Way			\$ 200,000,000
Construction			\$ 125,000,000
			\$ -
			\$ -
			\$ -
Direct Capital Costs Subtotal			\$ 325,000,000
4. Consultants (Identify purpose and/or consultant)			
			Total Estimated cost
Constultants Subtotal			\$ -
5. Other direct costs			
			Total Estimated cost
Other Direct Costs Subtotal			\$ -
Total Estimated Costs			\$ 325,000,000

Comments:



Regional Measure 3 Allocation Request

RM3 Project Information

Project Number	9
Project Title	Transbay Program Phase 2, Downtown Rail Extension (DTX)
Project Funding Amount	\$325,000,000

Subproject Information (if different from overall RM3 project)

Subproject Number	
Subproject Title	
Subproject Funding Amount	

RM3 Allocation History (Add lines as necessary)

	MTC Approval Date	Amount	Phase
#1:			
#2			
#3			

Total: \$

Current Allocation Request:

Request submittal date	Amount	Phase
September 22, 2023	\$100,700,000	Right of Way (ROW)

I. RM3 Allocation Request Information

- a. Describe the current status of the project, including any progress since the last allocation request or IPR update, if applicable.

Design of the DTX project continues. Preliminary engineering, including the DTX construction cost estimate and Basis of Design, was completed in February 2023. The 60% utility relocation design was completed in June 2023, and the 90% submittal is underway. Procurement contract documents for the civil and tunnel, track and rail systems, and station fit-out scopes of work are underway; an Organizational Conflict of Interest Policy for progressive design-build civil and tunnel contract is planned for TJPA Board consideration in October, and an RFQ for the civil and tunnel contract is planned for release in late October. An Interagency Cooperation Agreement with the City and County of San Francisco was approved in May 2023, and an interim agreement leading toward a Master Cooperative Agreement with Caltrain was approved in August 2023. TJPA requested entry into the Engineering phase of the Federal Transit Administration Capital Investment Grant (FTA CIG) New Starts program in August 2023. TJPA anticipates Board approval of the updated DTX baseline budget and schedule in late 2023. TJPA anticipates releasing a Draft Relocation Plan/Relocation Impact Study (Relocation Plan) for public comment in November 2023.

- b. Describe the scope of the allocation request. Provide background and other details as necessary. The scope must be consistent with the RM3 statute. If the scope differs from the most recent IPR for this project, please describe the reason for any changes here; a revised IPR may be necessary.**

The current request would fund the acquisition of eight properties plus relocation of displacees from those properties. Property addresses are: 181 2nd Street, 165-171 2nd Street, 191 2nd Street, 580 Howard, 217 2nd Street, 205-215 2nd Street, 201 2nd Street and 689-699 3rd Street. These are total, fee simple acquisitions of improved assets (except 201 2nd Street, which is a surface parking lot) of varying square footages and various commercial and residential (live/work) uses. Scope of project includes all pre-acquisition due diligence (environmental analysis, title reports, appraisals and review appraisals), negotiations to acquire, provision of relocation benefits, legal review as necessary, use of eminent domain proceedings if required to secure possession, and overall project oversight.

Acquisition of and relocation of displacees from the properties to be acquired by TJPA shall be accomplished pursuant to the TJPA's Real Estate Acquisition Management Plan (RAMP). The RAMP outlines the various federal, state and local regulations to be adhered to during the pre-acquisition (due diligence), acquisition and relocation stages, which includes strict adherence to FTA guidelines, and in particular all aspects of 49 CFR Part 24 of the federal code (Uniform Relocation Assistance and Real Property Acquisition Act - "URA"). A companion to the RAMP is the Relocation Plan, a document currently in draft form that is planned to be released for public comment in November 2023, the subject of a public hearing in December 2023, and for TJPA Board consideration for adoption in December 2023. The Relocation Plan ensures affected occupants of acquired properties are provided with a complete understanding of their rights and benefits under the URA, and all such benefits are provided to displacees in a fair and just process.

All property acquisitions funded by this grant are consistent with National Environmental Policy Act (NEPA) and California Environmental Quality Act (CEQA) pursuant to the Final Environmental Impact Statement/Environmental Impact Report for the Transbay Program, subsequent addenda to that document, and the adopted Final Supplemental Environmental Impact Report and its addendum as adopted by the TJPA Board of Directors in January 2023 - <https://tjpa.org/uploads/2023/03/CEQA-Addendum-Jan-2023-with-Board-certification.pdf>

The budget to acquire and effect relocations from the eight properties associated with this allocation request represent approximately one-third the overall right of way budget. After successful acquisition of these eight properties, only up to two additional full acquisitions and under two dozen partial acquisitions will remain to secure all necessary right of way, and those activities are slated for FY 2024-2025. In the case that any savings are associated with securing the acquisitions and relocations listed above, TJPA requests that the balance of this allocation request be applied to the remaining acquisitions. Unexpected costs beyond the budgeted amount under this allocation request would be sourced from other local or regional funds available to the TJPA, or an additional request of RM-3 funds.

The TJPA will provide adequate security to MTC for the funds expended on right of way acquisition in the event that the DTX project does not advance to construction.

c. Deliverable segment budget – please fill out attached Excel file. If the budget differs from the most recent IPR for this project, please describe the reason for any changes here; a revised IPR may be necessary.

Since the submittal of the IPR in March 2023, the DTX budget and funding plan have been revised based on the FTA’s risk review, conducted as part of FTA CIG New Starts program oversight. An updated IPR Cash Flow Plan is provided.

d. Schedule – what is the expected completion date of the phase for this allocation? Describe any significant milestones.

The current schedule for the ROW acquisitions and relocations is provided below:

- Completion of appraisals by March 1, 2024.
- Completion of acquisitions (closing of escrow through negotiated purchase) by June 30, 2024.
- Completion of securing possession by immediate possession (eminent domain, where required) by October 15, 2024.
- Relocation of all affected displacees by January 15, 2025.

e. If the project received an RM3 Letter of No Prejudice, how much has been spent against the approved RM3 LONP amount? (Note: the scope and RM3 amount for this allocation request should match the approved LONP)

Not applicable.

f. Request Details

Amount being requested	\$100,700,000
Project phase being requested	ROW
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 RM3 Allocation Request resolution for the allocation being requested	November 9, 2023

Month/year being requested for MTC commission approval of allocation	November 2023
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Note: Allocation requests are recommended to be submitted to MTC staff for review sixty (60) days prior to action by the Implementing Agency Board

g. List any other planned bridge toll allocation requests in the next 12 months

TBD

Regional Measure 3

Allocation Request

Funding Plan - Deliverable Segment - Fully funded phase or segment of total project

Project Title:	Caltrain Downtown Extension (DTX)	
Subproject Title:		
Project/Subproject Number:	9	
Total RM3 Funding:	\$	325,000,000

(add rows as necessary)

RM3 Deliverable Segment Funding Plan - Funding by planned year of allocation

Funding Source	Phase	Prior	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29	Future committed	Total Amount (\$ thousands)	Amount Expended (\$ thousands)	Amount Remaining (\$ thousands)
RM3	ENV												\$ -	\$ -	\$ -
	ENV												\$ -	\$ -	\$ -
													\$ -	\$ -	\$ -
													\$ -	\$ -	\$ -
													\$ -	\$ -	\$ -
ENV Subtotal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
RM 3	PSE												\$ -	\$ -	\$ -
Transbay CFD Bonds, Pay-Go, Impact Fe	PSE			\$ 15,728	\$ 30,100	\$ 14,668	\$ 20,607	\$ 12,456	\$ 21,300	\$ 5,300	\$ 5,300	\$ 33,200	\$ 158,659	\$ 45,828	\$ 112,831
Net Tax Increment & Bond Proceeds	PSE							\$ 13,959	\$ 6,600	\$ 24,894	\$ 6,600	\$ 25,570	\$ 77,623	\$ -	\$ 77,623
SF Prop K & Prop L Sales Tax	PSE			\$ 5,645	\$ 7,000	\$ 8,900			\$ 25,000	\$ 40,000			\$ 86,545	\$ 12,645	\$ 73,900
Caltrain Contributions	PSE				\$ 1,500	\$ 250	\$ 1,250						\$ 3,000		\$ 3,000
CA HSR Contribution	PSE					\$ 3,000							\$ 3,000		\$ 3,000
CRISI (2022)	PSE					\$ 6,485	\$ 5,000						\$ 11,485		\$ 11,485
TIRCP	PSE					\$ 15,500	\$ 44,500						\$ 60,000		\$ 60,000
Federal State Partnership	PSE						\$ 26,365	\$ 70,974					\$ 97,339		\$ 97,339
FTA New Starts	PSE								\$ 86,312				\$ 86,312		\$ 86,312
PSE Subtotal		\$ -	\$ -	\$ 21,373	\$ 38,600	\$ 48,803	\$ 97,722	\$ 97,389	\$ 139,212	\$ 70,194	\$ 11,900	\$ 58,770	\$ 583,963	\$ 58,473	\$ 525,490
RM 3	ROW					\$ 100,700	\$ 99,300						\$ 200,000		\$ 200,000
Parcel F	ROW							\$ 21,000					\$ 21,000		\$ 21,000
Transbay CFD Bonds, Pay-Go, Impact Fe	ROW				\$ 505	\$ 890		\$ 17,246					\$ 18,641	\$ 505	\$ 18,136
Net Tax Increment Bond Proceeds	ROW						\$ 65,845	\$ 21,155					\$ 87,000		\$ 87,000
SF Prop L Sales Tax	ROW						\$ 25,000						\$ 25,000		\$ 25,000
ROW Subtotal		\$ -	\$ -	\$ -	\$ 505	\$ 101,590	\$ 190,145	\$ 59,401	\$ -	\$ -	\$ -	\$ -	\$ 351,641	\$ 505	\$ 351,136
RM 3	CON						\$ 32,500	\$ 92,500					\$ 125,000		\$ 125,000
SF Prop L Sales Tax	CON									\$ 40,000	\$ 40,000	\$ 130,000	\$ 210,000		\$ 210,000
Parcel F	CON								\$ 31,000				\$ 10,000		\$ 41,000
Transbay CFD Bonds, Pay-Go, Impact Fe	CON												\$ 193,100		\$ 193,100
Net Tax Increment & Bond Proceeds	CON												\$ 60,177		\$ 60,177
Land Sales	CON						\$ 6,000						\$ 6,000		\$ 6,000
Central SOMA CFD	CON								\$ 20,000	\$ 60,000	\$ 5,500	\$ 69,500	\$ 155,000		\$ 155,000
RTIP / Prop L Fund Exchange	CON											\$ 17,847	\$ 17,847		\$ 17,847
CA HSR Contribution	CON								\$ 150,000	\$ 200,000	\$ 200,000		\$ 550,000		\$ 550,000
TIRCP	CON							\$ 100,000	\$ 100,000	\$ 150,000	\$ 150,000		\$ 500,000		\$ 500,000
CRISI (2022)	CON						\$ 9,200	\$ 9,195					\$ 18,395		\$ 18,395
FTA New Starts	CON							\$ 320,500	\$ 352,688	\$ 500,000	\$ 840,200	\$ 1,978,156	\$ 3,991,544		\$ 3,991,544
Federal FSP/Mega/Other	CON						\$ 42,700	\$ 71,100	\$ 180,700	\$ 262,800	\$ 122,000	\$ 43,300	\$ 722,600		\$ 722,600
Federal ARRA & Local Match	CON		\$ 728,519										\$ 728,519		\$ 728,519
CON Subtotal		\$ 728,519	\$ -	\$ -	\$ -	\$ -	\$ 90,400	\$ 593,295	\$ 834,388	\$ 1,212,800	\$ 1,357,700	\$ 2,502,080	\$ 7,319,182	\$ -	\$ 7,319,182
RM 3 Funding Subtotal		\$ -	\$ -	\$ -	\$ -	\$ 100,700	\$ 131,800	\$ 92,500	\$ -	\$ -	\$ -	\$ -	\$ 325,000	\$ -	\$ 325,000
Capital Funding Total		\$ 728,519	\$ -	\$ 21,373	\$ 39,105	\$ 150,393	\$ 378,267	\$ 750,085	\$ 973,600	\$ 1,282,994	\$ 1,369,600	\$ 2,560,850	\$ 8,254,786	\$ 58,978	\$ 8,195,808

Regional Measure 3
Allocation Request
Cash Flow Plan

Project Title:	Caltrain Downtown Extension (DTX)
Subproject Title:	
Project/Subproject Number:	9
Total RMS Funding:	\$ 325,000,000

(Please include all planned funding, odd rows as necessary)
Please update the columns below based on your allocation month. The first six months of cash flow are monthly, followed by quarterly, then annually as long as you can reasonably estimate projected expenditures

RMS Cash Flow Plan for Deliverable Segment - Funding by requested expenditure period																Future committed (if applicable)	Total Amount (\$ millions)	Amount Expended (\$ millions)	Amount Remaining (\$ millions)
Funding Source(s)	Phase	Prior	Dec-23	Jan-24	Feb-24	Mar-24	Apr-24	May-24	Jun-24	2024 Q3 (July-Sept 2024)	2024 Q4 (Oct - Dec 2024)	2025 Q1 (Jan - March 2025)	2025 Q2 (April - June 2025)						
RM 3	ENV																		
Other																			
ENV Subtotal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
RM 3	PSE																		
PSE Subtotal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
RM 3	ROW	\$ -	\$ 150,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 10,000,000	\$ 20,000,000	\$ 20,000,000	\$ 25,000,000	\$ 24,800,000								
Transbay CFD Bonds, Pay-Go, Impact F	ROW	\$ 505,000	\$ 127,143	\$ 127,143	\$ 127,143	\$ 127,143	\$ 127,143	\$ 127,143	\$ 127,143										
ROW Subtotal		\$ 505,000	\$ 277,143	\$ 377,143	\$ 377,143	\$ 377,143	\$ 10,127,143	\$ 20,127,143	\$ 20,127,143	\$ 25,000,000	\$ 24,800,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
RM 3	CON																		
CON Subtotal		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
RM 3 Funding Subtotal		\$ -	\$ 150,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 10,000,000	\$ 20,000,000	\$ 20,000,000	\$ 25,000,000	\$ 24,800,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Capital Funding Total		\$ 505,000	\$ 277,143	\$ 377,143	\$ 377,143	\$ 377,143	\$ 10,127,143	\$ 20,127,143	\$ 20,127,143	\$ 25,000,000	\$ 24,800,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

Notes: RMS funds should be drawn down approximately proportionately with other funding sources in the same phase. The allocation expiration date will be the end of the final fiscal year in which RMS funds are planned to be expended for the requested phase.

**Regional Measure 3
Allocation Request
Estimated Budget Plan**

Project Title:	Caltrain Downtown Extension (DTX)
Subproject Title	0
Project/Subproject Number:	9
Total RM3 Funding:	\$ 325,000,000

1. Direct Labor of Implementing Agency (specify by name and job function)			
	Estimated Hours	Rate/Hour	Total Estimated cost
			\$ -
			\$ -
			\$ -
			\$ -
			\$ -
			\$ -
Direct Labor Subtotal			\$ -
2. Overhead and direct benefits (specify)			
	Rate	x Base	
Overhead		\$ -	
		\$ -	
		\$ -	
		\$ -	
		\$ -	
		\$ -	
Overhead and Benefit Subtotal			\$ -
3. Direct Capital Costs (include engineer's estimate on construction, right-of-way, or vehicle acquisition)			
	Unit (if applicable)	Cost per unit	Total Estimated cost
Right of Way Acquisitions			\$ 84,900,000
Relocation			\$ 15,000,000
			\$ -
			\$ -
			\$ -
Direct Capital Costs Subtotal			\$ 99,900,000
4. Consultants (Identify purpose and/or consultant)			
			Total Estimated cost
ROW Professional Services			\$ 800,000
Constultants Subtotal			\$ 800,000
5. Other direct costs			
			Total Estimated cost
Other Direct Costs Subtotal			\$ -
Total Estimated Costs			\$ 100,700,000

Comments: Estimated budget for current RM3 allocation request only