



RESOLUTION ALLOCATING \$11,906,558, WITH CONDITIONS, FOR DOWNTOWN RAIL EXTENSION - PHASING AND PARTIAL 15% DESIGN AND APPROPRIATE \$2,636,109 IN PROP K SALES TAX FUNDS FOR RAIL PROGRAM OVERSIGHT AND PROJECT DEVELOPMENT SUPPORT

WHEREAS, In late 2019, The Transportation Authority convened an expert panel review of the governance, oversight, management, funding, and project delivery of the Downtown Rail Extension (DTX), which resulted in a series of recommendations presented to the Transportation Authority Board on October 22, 2019; and

WHEREAS, To implement those recommendations, Transportation Authority staff, together with other major stakeholders, developed the San Francisco Peninsula Rail Program Memorandum of Understanding (MOU) which proposes a new management structure and defines a work program for the development of the project to ready-for-procurement status; and

WHEREAS, The Transportation Authority has received the two requests for a total of \$14,542,667 in Prop K local transportation sales tax funds, as summarized in Attachments 1 and 2 and detailed in the attached allocation request forms; and

WHEREAS, The requests seek funds from the DTX to a Rebuilt Transbay Terminal category of the Prop K Expenditure Plan and will provide funding to cover the Transbay Joint Powers Authority and Transportation Authority's respective involvement for the first eighteen months of the implementation of the work program defined in the aforementioned MOU; and

WHEREAS, The adopted Prop K Strategic plan has funds programmed to the named projects such as DTX to a Rebuilt Transbay Terminal, which have no requirement for adoption of a 5-Year Prioritization Program (5YPP); and

WHEREAS, The Prop K Strategic Plan establishes that all remaining funds for



the DTX to a Rebuilt Transbay Terminal, beyond those already programmed for Phase 1, shall be for construction of Phase 2 (DTX); and

WHEREAS, Funding the two requests requires a concurrent Prop K Strategic Plan amendment to reprogram \$8.7 million in de-obligated funds and advance \$5.8 million in out year Prop K funds to Fiscal Year 2019/20 to the subject requests in the DTX to a Rebuilt Transbay Terminal category; and

WHEREAS, The requested Strategic Plan amendment would result in a decrease (-0.9%) to the assumed level of financing costs due to the de-obligated funds being reprogrammed at a less aggressive cash flow schedule than originally programmed; and

WHEREAS, After reviewing the requests, Transportation Authority staff recommended allocating \$11,906,558, with conditions, and appropriating \$2,636,109 in Prop K Sales Tax funds for the two requests, as described in Attachment 3 and detailed in the attached allocation request forms, which include staff recommendations for Prop K allocation and appropriation amounts, required deliverables, timely use of funds requirements, special conditions, and Fiscal Year Cash Flow Distribution Schedules; and

WHEREAS, There are sufficient funds in the Capital Expenditures line item of the Transportation Authority's approved Fiscal Year 2019/20 budget to cover the proposed actions; and

WHEREAS, Following discussion of the subject requests at the April 14, 2020 Transportation Authority Board meeting, recognizing that the DTX is one of the largest regional transportation projects in the Bay Area, that it is predominantly funded at this stage by San Francisco, and in light of the importance of supporting San Francisco employment and workers during the COVID-19 pandemic, the Board amended the staff recommendation to add the following special condition to both of the subject requests: "Any procurements funded wholly or partially by this Prop K



grant shall be consistent with the City and County of San Francisco's Local Business Enterprise Program, local hire policies, and Ordinances 12.X and 12.X.2 to the extent allowable by the various revenue sources that are used to fund the approved scope of work"; now therefore, be it

RESOLVED, That the Transportation Authority hereby waives the Prop K Strategic Plan policy requiring that all remaining unprogrammed funds in the DTX to a Rebuilt Transbay Terminal category be programmed for construction of the DTX and amends the Prop K Strategic Plan to reprogram \$8.7 million in de-obligated funds and advance \$5.8 million in out year Prop K funds programmed to the DTX design phase in Fiscal Year 2019/20, as summarized in Attachment 3 and detailed in the attached allocation request forms; and be it further

RESOLVED, That the Transportation Authority hereby allocates \$11,906,558, with conditions, and appropriates \$2,636,109 in Prop K Sales Tax funds for the two subject requests, as summarized in Attachment 3 and detailed in the attached allocation request forms; and be it further

RESOLVED, That the Transportation Authority finds the allocation and appropriation of these funds to be in conformance with the priorities, policies, funding levels, and prioritization methodologies established in the Prop K Expenditure Plan and Strategic Plan; and be it further

RESOLVED, That the Transportation Authority hereby authorizes the actual expenditure (cash reimbursement) of funds for these activities to take place subject to the Fiscal Year Cash Flow Distribution Schedules detailed in the attached allocation request forms; and be it further

RESOLVED, That the Capital Expenditures line item for subsequent fiscal year annual budgets shall reflect the maximum reimbursement schedule amounts adopted and the Transportation Authority does not guarantee reimbursement levels higher than those adopted; and be it further



RESOLVED, That as a condition of this authorization for expenditure, the Executive Director shall impose such terms and conditions as are necessary for the project sponsor to comply with applicable law and adopted Transportation Authority policies and execute Standard Grant Agreements to that effect; and be it further

RESOLVED, That as a condition of this authorization for expenditure, both the Transbay Joint Powers Authority and Transportation Authority's requests to require that procurements funded by these grants are consistent with the City's Local Business Enterprise Ordinance to the extent allowable by the various revenue sources that are used to fund the approved scope of work; and be it further

RESOLVED, That as a condition of this authorization for expenditure, the project sponsor shall provide the Transportation Authority with any other information it may request regarding the use of the funds hereby authorized; and be it further

RESOLVED, That the Capital Improvement Program of the Congestion Management Program is hereby amended, as appropriate.

Attachments:

1. Summary of Requests Received
2. Project Descriptions
3. Staff Recommendations
4. Prop K Allocation Summary - FY 2019/20
5. Allocation Request Forms (2)



**San Francisco
County Transportation
Authority**

BD041420

RESOLUTION NO. 20-49

The foregoing Resolution was approved and adopted by the San Francisco County Transportation Authority at a regularly scheduled meeting thereof, this 28th day of April, 2020, by the following votes:

Ayes: Commissioners Fewer, Haney, Mandelman, Mar, Peskin, Preston, Ronen, Safai, Stefani, Walton, and Yee (11)

Nays: (0)


Absent: (0)

 4-28-20

Aaron Peskin
Chair

Date

ATTEST:

 4/29/20

Tilly Chang
Executive Director

Date

Attachment 1: Summary of Requests Received

Source	EP Line No./ Category ¹	Project Sponsor ²	Project Name	Current Prop K Request	Total Cost for Requested Phase(s)	Leveraging		Phase(s) Requested	District(s)
						Expected Leveraging by EP Line ³	Actual Leveraging by Project Phase(s) ⁴		
Prop K	5	TJPA	Downtown Extension - Phasing and Partial 15% Design	\$ 11,906,558	\$ 132,267,646	86%	91%	Design	6, 10
Prop K	5	SFCTA	Rail Program Oversight and Project Development Support	\$ 2,636,109	\$ 2,636,109	86%	0%	Planning	6, 10
TOTAL				\$ 14,542,667	\$ 134,903,755	86%	89%		

Footnotes

¹ "EP Line No./Category" is either the Prop K Expenditure Plan line number referenced in the 2019 Prop K Strategic Plan or the Prop AA Expenditure Plan category referenced in the 2017 Prop AA Strategic Plan, including: Street Repair and Reconstruction (Street), Pedestrian Safety (Ped), and Transit Reliability and Mobility Improvements (Transit).

² Acronyms: SFCTA (San Francisco County Transportation Authority) TJPA (Transbay Joint Powers Authority)

³ "Expected Leveraging By EP Line" is calculated by dividing the total non-Prop K funds expected to be available for a given Prop K Expenditure Plan line item (e.g. Pedestrian Circulation and Safety) by the total expected funding for that Prop K Expenditure Plan line item over the 30-year Expenditure Plan period. For example, expected leveraging of 90% indicates that on average non-Prop K funds should cover 90% of the total costs for all projects in that category, and Prop K should cover only 10%.

⁴ "Actual Leveraging by Project Phase" is calculated by dividing the total non-Prop K or non-Prop AA funds in the funding plan by the total cost for the requested phase or phases. If the percentage in the "Actual Leveraging" column is lower than in the "Expected Leveraging" column, the request (indicated by yellow highlighting) is leveraging fewer non-Prop K dollars than assumed in the Expenditure Plan. A project that is well leveraged overall may have lower-than-expected leveraging for an individual or partial phase.

Attachment 2: Brief Project Descriptions ¹

EP Line No./ Category	Project Sponsor	Project Name	Prop K Funds Requested	Project Description
5	TJPA	Downtown Extension - Phasing and Partial 15% Design	\$11,906,558	The Downtown Rail Extension (DTX) will extend Caltrain 1.3 miles from Fourth and King Streets to the new Transbay Transit Center at First and Mission Streets, with accommodations for future high-speed rail. The requested funds will support preliminary engineering work including a phasing study, industry review, project delivery and other management plans, and development of 15% design submittals for key elements of the DTX project consistent with the work program described in the 6 party Memorandum of Understanding (MOU) that is the subject of a separate agenda item at the April 14 Board meeting. The work funded by the subject request is scheduled for completion in June 2021.
5	SFCTA	Rail Program Oversight and Project Development Support	\$2,636,109	response to the Board's interest in enhanced oversight for the DTX, the work to be performed under this appropriation is intended to complement and enhance the Transportation Authority's ongoing oversight functions for the DTX and the Peninsula Rail Program. It also partially funds the Transportation Authority's roles to lead Planning and Funding Strategy updates, and to co-lead Project Delivery and Institutional Options analyses to help prepare the DTX project for procurement. These key tasks are consistent with the Expert Peer Review Final Report recommendations. This request covers the first 18 months of the Transportation Authority's efforts on the work program described in the 6-party MOU.
TOTAL			\$14,542,667	

¹ See Attachment 1 for footnotes.

Attachment 3: Staff Recommendations ¹

EP Line No./ Category	Project Sponsor	Project Name	Prop K Funds Recommended	Recommendations
5	TJPA	Downtown Extension - Phasing and Partial 15% Design	\$ 11,906,558	<p>Prop K Strategic Plan Amendment: Recommendation is contingent upon an amendment to the Prop K Strategic Plan to advance outyear funds in the Downtown Extension (DTX) to a Rebuilt Transbay Terminal category to Fiscal Year 2019/20. See attached allocation request forms for details.</p> <p>Exception to Prop K Strategic Plan Policy: Recommendation is contingent upon an exception to the Strategic Plan policy that sets aside all remaining funds not already programmed to Phase 1 for Phase 2 (DTX) construction.</p> <p>NTP #2 Funds on Reserve: Funds for the second Notice to Proceed or NTP #2 (\$8,177,927) will be on reserve until released by the Board following: (1) Board acceptance of the Project Phasing Strategy and Interim Budget and Schedule for Phase 2, and (2) the identification of a new Program Director in accordance with the 6-party Memorandum of Understanding (see memo for additional details).</p>
5	SFCTA	Rail Program Oversight and Project Development Support	\$ 2,636,109	<p>Prop K Strategic Plan Amendment: See above project.</p> <p>Exception to Prop K Strategic Plan policy: See above project.</p>
TOTAL			\$14,542,667	

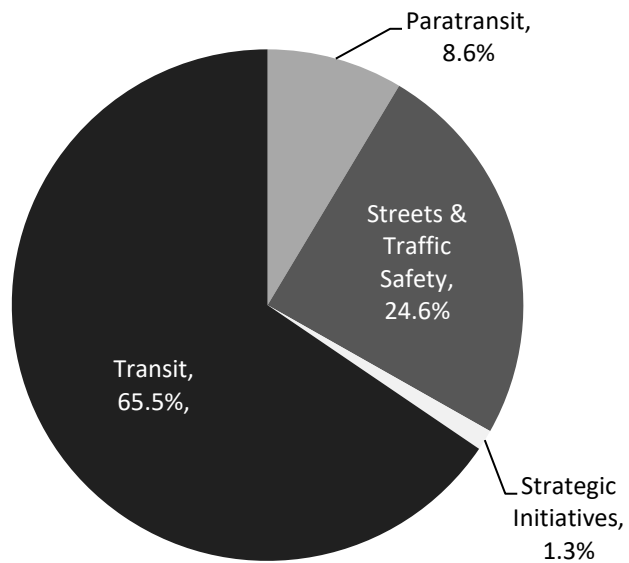
¹ See Attachment 1 for footnotes.

Attachment 4.
Prop K and Prop AA Allocation Summaries - FY 2019/20

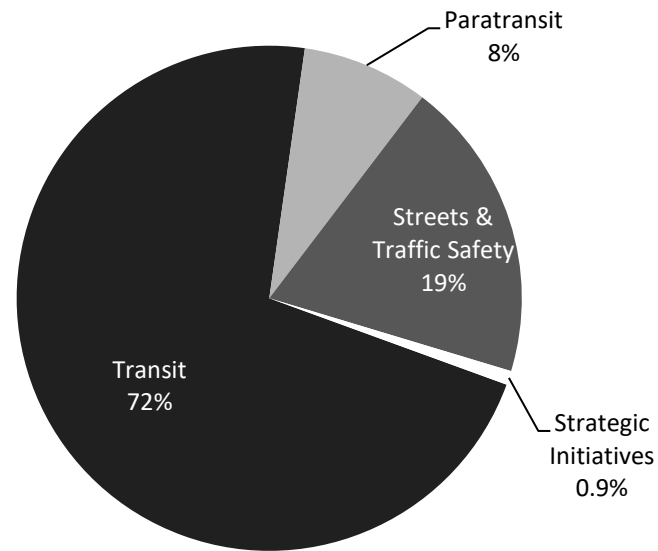
PROP K SALES TAX								
	Total	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24	FY 2024/25	FY 2025/26
Prior Allocations	\$ 135,833,357	\$ 22,978,137	\$56,088,049	\$7,827,707	\$ 9,934,729	\$ 35,560,081	\$ 2,727,154	\$ 717,500
Current Request(s)	\$ 14,542,667	\$ 792,901	\$ 9,409,407	\$ 4,340,359	\$ -	\$ -	\$ -	\$ -
New Total Allocations	\$ 150,376,024	\$ 23,771,038	\$ 65,497,456	\$ 12,168,066	\$ 9,934,729	\$ 35,560,081	\$ 2,727,154	\$ 717,500

The above table shows maximum annual cash flow for all FY 2019/20 allocations and appropriations approved to date, along with the current recommended allocation(s).

**Investment Commitments,
per Prop K Expenditure Plan**



Prop K Investments To Date



San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	Downtown Extension - Phasing and Partial 15% Design
Grant Recipient:	Transbay Joint Powers Authority

EXPENDITURE PLAN INFORMATION

Prop K EP categories:	Transbay Terminal / Downtown Caltrain Extension
Current Prop K Request:	\$11,906,558
Supervisory District(s):	District 06

REQUEST

Brief Project Description

Extension of Caltrain 1.3 miles from Fourth and King Streets to the new Transbay Transit Center at First and Mission Streets, with accommodations for future high-speed rail. The requested funds will support preliminary engineering work including a phasing study, industry review, project delivery and other management plans, and development of 15% design submittals for key elements of the Caltrain Downtown Extension (DTX) project.

Detailed Scope, Project Benefits and Community Outreach

See attached document for details.

Project Location

First & Mission Streets, San Francisco, CA

Project Phase(s)

Design Engineering (PS&E)

5YPP/STRATEGIC PLAN INFORMATION

Type of Project in the Prop K 5YPP/Prop AA Strategic Plan?	Named Project
Is requested amount greater than the amount programmed in the relevant 5YPP or Strategic Plan?	Greater than Programmed Amount
Prop AA Strategic Plan Amount:	\$7,096,290

Justification for Necessary Amendment

In 2018 the Transportation Authority programmed and allocated \$9,678,626 in EP-5 funds for DTX 30% Design Part 1, of which \$8,696,290 was deobligated in November 2019 pursuant to suspension of the grant by the Transportation Authority. Also in November 2019 the Board approved reprogramming and appropriation of \$1.6 million of the deobligated funds for the Pennsylvania Avenue Extension Pre-environmental project. The TJPA and Transportation Authority are now requesting a total of \$14.5 million for Downtown Extension—Phasing and Partial 15% Design and Rail Program Oversight. These requests require a Prop K Strategic Plan amendment to program the remainder of the deobligated funds to the two projects in FY2019/20, and advance an additional \$5.8 million in unprogrammed capacity in the Downtown Extension to a Rebuilt Transbay Terminal category.

Transbay Program Phase 2
Scope of Work, Deliverables and Schedule
May 1, 2020 –November 26, 2021

The DTX MOU includes work scope to achieve ready for procurement status; however, this allocation only the initial 18 months of this scope; the remainder of the scope will be the subject of future funding request. Based upon direction from SFCTA staff, the scope of services is split into two terms, each of which will have a separate Notice to Proceed (NTP). Scope indicated as being included in NTP#1 is anticipated to commence on May 1, 2020. Scope within NTP #1 is expected to take approximately 6 to eight months to complete. The scope of NTP#2 will be initiated once the scope of NTP#1 is complete.

NTP#1 (May 1, 2020 – November 30, 2020)

The work during NTP#1 will focus on a project phasing study which will review options for identifying an initial operating segment for the DTX project in support of planning and funding strategy efforts. The work will also include creating a log of changes made to the program since the Supplemental EIS/EIR, a real estate acquisition plan, and the preparation of a configuration management plan, all of which will support and inform the phasing study and the procedures for implementing findings from the phasing study. The NTP will also include an industry review with contractors which will feed into a review with contractors which will feed into a review of project delivery planned in NTP#2

A. Program Management \$1,078,311

Manage program scope of work and develop and implement Program Management and Program Controls (PMPC). Other direct office costs. Manage staff and coordinate the following activities.

A.1 Program Manager and Staff

- Hire a Project Director in accordance with the Memorandum of Understanding prepared in coordination with all stakeholders. (TJPA)
- Provide a Program Manager and Deputy Program Manager (referred to collectively herein as the “Program Manager”) with overall responsibility for managing the program scope of work and developing and implementing PMPC. The Program Manager shall provide staff planning, supervision, and support for the Program Team, including coordination among project teams. As requested by TJPA, the Program Manager shall also assist the TJPA in the acquisition of funding for the Program, various Program approvals, and other third party agreements. The Program Manager, or his or her designee, will attend the TJPA’s weekly staff meetings and other meetings as required by the TJPA. The Program Manager will provide all other related services as requested by the TJPA. The Program Manager and Deputy Program Manager are designated as key personnel positions. The Program Manager also works with the project team to ensure schedule adherence.
- Program Management staff serve as a point of technical contact in connection to the planning and Phase 2 design. Coordinate and maintain contact with key Program members, PMPC consultant team members, the Transit Center design team, outside agency representatives, and others as directed.
- Staff provide assistance for the development and management of project design criteria, cost estimates and schedule.
- Staff also provides technical and project specific assistance to TJPA, including preparation of letters and presentations.

A.2 Program Management Plans

- Preparation of a log of changes to the configuration of the Program since issuance of the Supplemental EIS/EIR.
- Preparation of a configuration management plan. The supplemental environmental document for Phase 2 completed in late 2018 established the baseline configuration for Phase 2. A configuration management plan will be developed to document the baseline configuration and the processes for ensuring that the baseline configuration is not changed without a systematic review of the changes to the design and the impact that design changes may have on all other aspects of the project. The configuration management plan will address changes during the design and construction phases, interface management, O&M interfaces, and procurement bid documents.
- Develop a preliminary real estate acquisition plan. A real estate acquisition plan was completed in 2005. Between 2008 and 2014, fifteen parcels were acquired to preserve right-of-way for the DTX. Since then, the right-of-way estimate has been updated (2017), and during the supplemental environmental process, DTX designers determined that underpinning could be used to support several historic buildings along the DTX alignment that previously had been slated for partial demolition and rebuilding. Work associated with an updated plan includes
 - Evaluating all affected properties to determine what engineering solutions are available to preserve as much of the buildings as possible
 - Estimating the right-of-way costs based on market rates of the buildings/portions of the buildings, potential for occupancy during construction, and the cost of construction of the engineering solutions
 - Updating the 2017 ROW estimate including utility relocations

Deliverables/Schedule:

1. *Log of changes made to the Program (PMPC): NTP#1 plus 2 months*
2. *Configuration Management Plan (PMPC): NTP#1 plus 6 months*
3. *Preliminary Real Estate acquisition plan (PMPC): NTP#1 plus 5 months*

- A.3 Program Meetings and Coordination.** PMPC will plan and attend project meetings including bi-monthly meetings with SFCTA staff and the design team. PMPC Program Coordination activities including organizing project meetings with outside agencies and other stakeholder coordination activities to support the phasing concept study and stakeholder management efforts. Coordination with adjacent properties along the alignment to determine potential impacts to Phase 2 project elements and/or the properties.

Deliverables/Schedule:

1. *Bi-weekly meetings/meeting minutes (PMPC, attended by Design Team).*
2. *As-needed coordination and meetings/meeting minutes with stakeholders. (PMPC with Design Team support)*
3. *Analyze at a preliminary level impacts or benefits to the project if a specific concern or comment from a stakeholder increased or decreased project risk, scope, cost, or duration. (Design Team with support from PMPC)*
4. *Coordinate with rail operators on design criteria. (PMPC with Design Team support).*
5. *Prepare a draft updated East Bay Crossing memorandum including: coordination with BART on BART's second bay crossing effort, updated aerial mapping, updates to route constraints including potentially affected properties, and review Main Street route with reduced trainbox extension. (Design Team with management by PMPC)*

A.4 Rebrand Program and Public Outreach. TJPA and their consultants, in coordination with planning and modeling efforts by the SFCTA will develop a plan for re-branding of the Program with updated graphics and messaging based on economic benefits for the region, state, and nation. (TJPA)

A.5 Public Outreach. TJPA will perform outreach by engaging external stakeholders, advocacy groups, and the public at large, and perform public outreach. An external outreach plan will be developed. (TJPA)

A.6 Design Team Invoicing, Subconsultant Management, Scheduling and Reporting. Prepare monthly invoices including monthly invoice reports. Manage subconsultant contracts.

Deliverables/Schedule:

1. *Monthly invoice and invoice reports. (Design Team)*
2. *Bi-monthly updates to the design schedule. (Design Team)*

B Program Implementation and Support Activities \$1,151,000

B.1 Project Phasing Concept. Review opportunities for project phasing.

- Develop evaluation criteria including, but not limited to: constructability, scalability, cost and risk. (PMPC)
- Workshop#1: Host a one-day “brainstorming” workshop with the project team, Caltrain, CHSRA, MTC and SFCTA staff and their consultants to agree initial and subsequent operational assumptions and constraints to form the basis of the review and develop phasing opportunities. (PMPC, attended by Design Team)
- Analyze ideas from first workshop which may be selected for further study, including but not limited to the following:
 - High-level review of the loop concept to determine if two tracks is feasible for a near term scenario before a loop is built with connection to a new bay crossing including alignment and operations analyses to determine the maximum number of Caltrain trains which can operate reliably on two tracks. (Design Team)
 - Potential high-level review of the opportunity to lower profile on southern end to determine if there is a cost advantage to a one-tunnel solution for the Pennsylvania Avenue Extension, if agreed at the brainstorming workshop. (Design Team)
 - Provide a cost estimate for a high-level study of at least five other options as determined at the first workshop. (Design Team for construction costs, PMPC for program costs)
 - Costs for all options reviewed including the cost of deferred project elements will be based on current understanding of tunnel costs per mile, adjusted based on professional opinion. (Design Team for construction costs, PMPC for program costs)
- Workshop#2: Host a second one-day workshop with the project team, Caltrain, CHSRA, MTC, and SFCTA staff and their consultants to present findings (a menu of options that details costs and assumed timing of the phasing and potential related issues that may be caused by deferral) from analyses of options carried forward from first workshop. (PMPC, Design Team to attend)
- Hold up to two additional two-hour meetings to review with stakeholders. (PMPC, Design Team to attend)
- Prepare draft project phasing report to summarize phasing opportunities, tradeoffs and recommendations consistent with DTX MOU. (PMPC with input from Design Team)

- Present the draft report to the Executive Steering Committee (ESC). (PMPC with input from Design Team)
- Prepare final report with feedback from ESC. (PMPC with input from Design Team)
- Present to the final report to the SFCTA board and CAC. (PMPC with input from Design Team)
- Present to the final report to the TJPA board. (PMPC with input from Design Team)

***Deliverables/Schedule:** Evaluation criteria, preliminary risk matrix, phasing workshops and summary report and plan: NTP#1 plus 6 months. (PMPC with support from Design Team)*

- B.2 Project Implementation Plan.** Organize an initial Industry Review to review construction methodology, contract packaging, and project scheduling in consultation with the design teams and contractors and prepare a summary memorandum. Assumed five meetings at 2 hours/meeting. Design Team will provide on set of documents/graphics to support the meetings.

***Deliverables/Schedule:** Industry Review with contractor interviews: NTP#1 plus 2 months (PMPC with attendance and input from Design Team)*

- B.3 Issue Resolution.** Track and resolve issues related to design, construction and operations with regulatory agencies and other stakeholders that have an interest or are participants in the Program. Maintain issue-action logs.

***Deliverables/Schedule:** On-going. (PMPC)*

- B.4 Permit Management.** Prepare a list of required permits for the design and construction of Phase 2 of the Program.

***Deliverables:** Permit list: NTP#1 plus 3 months (PMPC)*

C Phase 2 Design \$82,531

The Phase 2 PMPC Project Manager will be responsible for managing the project scope, schedule, budgets and contracting during the design phase. The Phase 2 PMPC Project Manager and support staff will perform the following:

- C.1 Engineering Contract Management.** Assist in finalizing the scope, deliverables, schedule and budget for Engineering Contract. (PMPC)

- C.2 Project Management.** Provide project management oversight of the design team. (PMPC)

- C.3 Design Submittal Reviews.** Perform independent reviews of design submittal packages to verify that design intent is properly implemented, project scope is accurately represented in various contracts and QC/QA plans are effective. (PMPC)

***Deliverables:** Comments on design submittals, as needed. (PMPC)*

- C.4 Design Work.** Perform a review of the throat trackwork geometry to reassess impacts on affected properties.

***Deliverables:** Trackwork sketches for coordination and discussion with stakeholders. (Design Team)*

D Program/Project Controls \$285,533

PMPC Program/Project Controls Manager will develop and implement program/project controls. The PMPC Program Controls Manager and support staff will work with the PMPC Project Managers in accomplishing the following scope of work.

D.1 Project Phasing Concept. Provide cost estimating support to develop phasing concept cost estimates based on different time horizons for phasing project elements. Participate in phasing concept workshops and provide cost and schedule support for the entirety of the phasing concept study.

Deliverables/Schedule: On-going support throughout study. (PMPC)

D.2 Program Master Schedule. Develop and maintain Program master schedule based on the WBS and the Project Delivery and Procurement Plan. Update the Program master schedule monthly, to include current information regarding project and contract progress.

Deliverables/Schedule: Quarterly Program Master Schedule update. (PMPC)

D.4 Work Plan. Develop a comprehensive work plan in accordance with the DTX MOU, which will describe all necessary tasks and their relationships, and includes the prepared Program Master Schedule. (PMPC)

Deliverables/Schedule: Work Plan. (PMPC)

D.5 Status Reporting. Prepare quarterly reports of Program status.

Deliverables/Schedule: Quarterly Program Status Reports to the Authority Board, Stakeholders and Funding Agencies. (PMPC)

D.6 Work Breakdown Structure. Update and maintain a work breakdown structure (WBS) as needed for the implementation of the Program that will be used for organizing and reporting on cost, schedule and scope. (PMPC)

D.7 Invoicing and Subconsultant Contract Management. Draft and receipt of appropriate approvals of subconsultant agreements, amendments and work authorizations in accordance with company and contractual guidelines. Coordination with TIPA staff on approvals of subconsultants scopes of work and authorizations including management of billing rates, overhead, coding of invoices and eligibility of charges. Work with TIPA staff on invoicing issues. (PMPC)

E Quality Control/Quality Assurance (QC/QA) \$37,586

E.1 QA Oversight. Provide oversight of design activities relative to implementation of the adopted QC/QA program. Identify areas needing improvement, recommend corrective action plans and provide oversight to confirm compliance.

Deliverables/Schedule: Quarterly audit reports. (PMPC)

F Document Management and Administrative Support \$397,040

F.1 Administrative Support. Administrative support will include, but not be limited to, documentation of meetings, report writing, and preparation of correspondence. Edits and produces technical documents and presentations issued by the PMPC team for the Transbay Program. This includes, but is not limited to: status reporting, Board reports and presentations, program plans and procedures, and letters and reports. Ensures that all documents reflect standard practices for good technical writing, are complete and accurate, and adhere overall to the Program's quality standards. Administrative staff are

also responsible for day-to-day operations of the Program office operations and for management of office resources such as scheduling conference rooms. (PMPC) TJPA staff will provide administrative support for the Executive Steering Committee. (TJPA)

F.2 Document Control. Maintain document control to serve as the official records management function for the Program and be the source for all official documentation and provide storage for all Program records and files. Coordinate with the TJPA IT Manager and Constructware representatives to ensure backup and disaster file procedures and protocols are in place. Perform day-to-day handling of all documents provided to Document Control for coding, reproduction, distribution, file sharing, storage and document searches and retrieval, and trouble-shooting office equipment such as printers and copiers. Provide quality assurance audits by checking documents for completeness. Provide the Program Information and Support Services as program software administrator responsible for creating and monitoring user accounts, profiles, permission levels, and training and assisting system users by trouble-shooting problems. Develop and updates databases used mostly by Document Control (e.g., software Interface, Protected Information List, Nondisclosure Agreements List, Annual Office Inventory, Reprographic Services, Messenger Services, and Agreements Lists). Implements the Program's compliance to its Protected Information Procedure by maintaining the Protected Information List and List of Approved Nondisclosure Agreement Holders while adhering to proper document handling protocol particularly involving the disseminating and securing of such documents. (PMPC)

F.3 Presentation Support. Provide data, graphics and other materials as required for internal, external and public presentation. Develop maps, diagrams, infographics and general graphics for the program including those needed for funding applications. Assist with all property issues including reviews of plats and legals, and existing and future use planning. (PMPC)

G Management Information Systems (MIS) Support \$20,000

G.1 Program Software. Maintain document management software to facilitate team communication and manage storage of Program documents. (PMPC)

NTP#2 (December 1, 2020 – November 26, 2021)

During NTP#2 the PMPC will be examining project delivery and developing a work plan. The NTP also will progress the design team's work on the design and cost estimate of the tunnel and Fourth and Townsend Street Station to a draft 15% design level and allow for a risk assessment to be performed. Additionally, the NTP supports the preparation of a third-party agreement plan. It is anticipated that this scope will take approximately 12 months after NTP.

A. Program Management \$2,853,865
Manage program scope of work and develop and implement Program Management and Program Controls. Other direct office costs. Manage staff and coordinate the following activities.

A.1 Program Management Staff
○ Maintain a Project Director in accordance with the Memorandum of Understanding prepared in coordination with all stakeholders. (TJPA)

- Provide a Program Manager and Deputy Program Manager (referred to collectively herein as the “Program Manager”) with overall responsibility for managing the program scope of work and developing and implementing PMPC. The Program Manager shall provide staff planning, supervision, and support for the Program Team, including coordination among project teams. As requested by TJPA, the Program Manager shall also assist the TJPA in the acquisition of funding for the Program, various Program approvals, and other third party agreements. The Program Manager, or his or her designee, will attend the TJPA’s weekly staff meetings and other meetings as required by the TJPA. The Program Manager will provide all other related services as requested by the TJPA. The Program Manager and Deputy Program Manager are designated as key personnel positions. The Program Manager also works with the project team to ensure schedule adherence.
- Program Management staff serve as a point of technical contact in connection to the planning and Phase 2 design. Coordinate and maintain contact with key Program members, PMPC consultant team members, the Transit Center design team, outside agency representatives, and others as directed.
- Staff provide assistance for the development and management of project design criteria, cost estimates and schedule.
- Staff also provides technical and project specific assistance to TJPA, including preparation of letters and presentations.

A.2 Program Management Plans. Preparation of a third-party agreement plan. A third-party agreement plan will be developed to address:

- New agreements with the operators Caltrain and CHSRA regarding design oversight, passenger facility charges, and operations and maintenance
- Coordination with utility companies and government agencies to determine the location of existing utility infrastructure, who will be responsible for relocation costs and the party that undertakes the relocation work, the phasing of the design and construction work needed; and the needed agreements with the various public agencies and utility companies
- Whether the existing agreements with the State and various City agencies and departments for various services can be amended or whether new agreements are required

The plan will include a matrix showing the status of all existing third-party agreements.

Deliverables/Schedule: Third-party agreement plan: NTP#2 plus 8 months (PMPC)

A.3 Program Meetings and Coordination. PMPC will plan and attend project meetings including bi-monthly meetings with SFCTA staff and the design team. PMPC Program Coordination activities including organizing project meetings with outside agencies and other stakeholder coordination activities to support design and stakeholder management efforts.

Deliverables/Schedule:

1. *Bi-weekly meetings/meeting minutes (PMPC, attended by Design Team).*
2. *As-needed coordination with stakeholders (PMPC and Design Team).*
3. *Analyze at a preliminary level impacts to the project if a specific concern or comment from a stakeholder increases project risk, scope, cost, or duration. (Design Team with support from PMPC)*
4. *Coordinate with rail operators on design criteria. (PMPC with Design Team support)*
5. *Updated East Bay Crossing memorandum with additional information from BART’s second bay crossing effort as available during NTP#2 duration. (Design Team with management by PMPC)*

A.4 Public Outreach. TJPA and their consultants will conduct public outreach and advocacy group outreach. (TJPA)

A.5 Construction Cost Estimating. Update the construction cost estimate prepared in April 2018 based on updated quantities based on the updated design work performed in this scope of work and current market rates. Divide cost estimate into phases as determined and approved in NTP#1. Submit a draft construction cost estimate.

Deliverables/Schedule: Draft Construction Cost Estimate. (Design Team)

B. Program Implementation and Support Activities \$830,238

B.1 Project Implementation Plan. An in depth, detailed study to determine the most appropriate delivery option for the DTX. This study will analyze traditional methods of delivery such as Design Bid Build and Design Build as well as alternative methods such as Construction Manager at Risk, Design Build Finance, Design Build Finance Maintain, and other forms of Public Private Partnerships as appropriate. Prepare and update the Contract Packaging Strategy Report including project phasing in consultation with the design teams and contractors. Prepare a work plan incorporating project phasing and contract packaging. Provide recommendations for optimization of program delivery as necessary. This work will support the DTX Work Program Funding Planing/Strategy development.

Deliverables/Schedule:

- *Project Delivery Report: NTP#2 plus 6 months (PMPC)*
- *Updated Contract Packaging Report: NTP#2 plus 6 months (PMPC)*
- *Work Plan Memorandum: NTP#2 plus 9 months (PMPC)*

B.2 Issue Resolution. Track and resolve issues related to design, construction and operations with regulatory agencies and other stakeholders that have an interest or are participants in the Program. Maintain issue-action logs.

Deliverables/Schedule: On-going. (PMPC)

B.3 Risk Management. Provide Risk Manager. Organize and facilitate risk management and follow up mitigations workshop in conjunction with FTA and stakeholders. Develop and maintain Risk Register. Update Risk Register quarterly in conjunction with stakeholders. Prepare risk simulation modeling sufficient to develop project risk-based contingency. Summarize all work in performed in risk assessment report. It is assumed that any external experts required to attend the workshop would be provided by the funding partner.

Deliverables/Schedule:

- *Conduct formal risk management process. (PMPC with participation and support of Design Team to resolve recommendations)*
- *Prepare risk assessment report: NTP#2 plus 5 months (PMPC)*
- *Develop and maintain Risk Register: Ongoing. (PMPC)*

B.4 Utility Coordination. Provide limited utility coordination oversight to verify project teams are successful in making arrangements for timely and cost-effective relocations of existing facilities. (PMPC)

C. Phase 2 Design \$3,924,490

The PMPC Phase 2 Project Manager will be responsible for managing the project scope, schedule, budgets and contracting during the design phase. The PMPC Phase 2 Project Manager and support staff will perform the following:

- C.1 Engineering Contract Management.** Assist in finalizing the scope, deliverables, schedule and budget for Engineering Contract. (PMPC)
- C.2 Project Management.** Provide project management oversight of the design team. (PMPC)
- C.3 Design Submittal Reviews.** Perform independent reviews of design submittal packages to verify that design intent is properly implemented, project scope is accurately represented in various contracts and QC/QA plans are effective.
Deliverables: Comments on design submittals, as needed. (PMPC)
- C.4 Design Work.** Perform design work for limited Phase 2 elements as described below:
- **Train Operations:** Update alignment for TBM+SEM and new train operations model train for use in review. Review analysis performed by Caltrain, CHSRA and others that feed into DTX line. Prepare draft submittal. Assumption: No new analysis.
 - **Track:** Revise precise 1"=40' PE track plan and profiles to include adjustments at Fourth and Townsend Street Station and lower profile for TBM+SEM. Verification of special trackwork elements and identification of long-lead specialty items. Revised at-grade interlocking design concept along Seventh Street, including MOW tracks, turnback tracks and provisions for at-grade crossings. Continue to coordinate with Transit Center Phase 2 planning. Update track alignment and profile design calculations. Prepare technical memorandum documenting assumptions, outstanding issues and variances. Develop staging plans for cut-over of tunnel stub to a future rail connecting tunnel. Prepare draft submittal. Exclusion: Incorporate Caltrain North Terminal design.
 - **Fire/Life/Safety (FLS):** Update design plans for 2nd and Harrison emergency vent/exit building. Develop mechanical design for 3rd and Townsend emergency ventilation. Develop design for Fourth and Townsend Street Station emergency ventilation. Perform CFD station fire/life/safety modeling. Perform SES FLS modeling for DTX tunnel. Perform pedestrian flow/exit analysis for underground station. Update tunnel exiting technical memorandum (SES & CFD report). Prepare draft submittal. Assumption: Update for TBM+SEM and deeper tunnel profile.
 - **Geotechnical:** Conceptual evaluation of 655 Fourth Street impact. All field efforts (including tunnel stub explorations) and 80% of needed lab testing. Monitor groundwater in the existing and new wells for 6 months. Update Geotechnical Data Report (GDR) to include the new explorations and lab testing. Provide update parameters for the soil and rock units as given in the original Geotechnical Interpretive Reports (GIR) in a technical memorandum. (No other evaluations and updates to the GIR to be performed.) Reapply permitting, signages, and re-start investigation program for additional tunnel stub explorations which were approved in 2018. Prepare draft submittals. Exclusion: Does not include preparation of GBR.
 - **Tunnel:** Replace and extend with TBM+SEM method proposed in Tunnel Options Study including mining under 235 Second Street (and associated underpinning, as necessary) and mining under Howard Street. Assumes no code updates or review comments for previously accepted memos, calculations or drawings. Preparation of a draft submittal. Design temporary shafts, as needed.

Continue technical support of TJPA coordination with adjacent properties related to the staging locations by discipline lead.

- **Fourth and Townsend Street Station:** Prepare updated technical memorandum input and update 2016 conceptual plans to incorporate new station design utilizing third platform face on southside of station proposed by SFCTA Rail Operations Peer Review including updated rail operations analyses for third platform face. Includes coordination with Caltrain and CHSRA regarding platforms, Caltrain's surface station, and Prologis for underground station coordination. Includes update for TBM launch. Preparation of a draft submittal.
- **U-wall and Tunnel Stub:** Prepare technical memorandum and drawings for permanent structure and shoring to incorporate new track alignment (not to preclude future undergrounding of surface yard tracks by others) and tunnel stub transition. Perform impact analysis for U-Wall/Tunnel Stub adjacent to I-280 6th Street off-ramp foundations. Preparation of a draft submittal.
- **Fourth Street Central Subway Interface:** Technical support of TJPA coordination with SFMTA by discipline lead. Prepare conceptual design and technical memoranda of bridging structure/pipe canopy/tunnel. Prepare draft design plans.
- **Existing Building Settlement Analysis:** Update zone of influence of entire alignment using including Second Street based on new cross section and depth. Updated building assessment analysis as needed on Second Street. New development at 4th/Townsend coordination. Preparation of draft submittal.
- **Utilities:** Support advanced utility relocation package scoping by PMPC. Update technical memorandum and 1"=20' PE relocation plans to extend to Townsend Street, Seventh Street and at-grade crossings, including identification of temporary relocations. Technical support of TJPA coordination with City and utilities by discipline lead. Assist in coordination with utility providers as part of the Accela Notice of Intent process. Update existing utility CAD linework based on utility coordination. Coordination for potholing process. Utility potholing to confirm locations/depths/ sizes of utilities. Preparation of draft submittal. Assumptions: Utility companies and agencies will participate in the Accela Notice of Intent process at their own expense.

Deliverables:

- *Draft Train Operations submittal (Design Team)*
- *Trackwork Technical Memorandum and draft updated trackwork drawings (Design Team)*
- *FLS Modeling Technical Memorandum and draft updated submittal (Design Team)*
- *Draft Update to GDR and Limited Updates to GIR. (Design Team)*
- *Draft Tunnel Drawings for TBM+SEM method (Design Team)*
- *Draft Underpinning Drawings for 235 Second Street (as necessary) (Design Team)*
- *Draft Temporary Shaft Drawings (as necessary) (Design Team)*
- *Draft Technical Memorandum and drawings for Fourth and Townsend Street Station Design (Design Team)*
- *Draft U-wall and Tunnel Stub Technical Memorandum and drawings (Design Team)*
- *Draft Fourth Street Interface Technical Memorandum and drawings (Design Team)*
- *Draft Technical Memorandum on Existing Buildings (Design Team)*
- *Draft Potholing Memorandum and Utility Drawings (Design Team)*

D. Program/Project Controls **\$321,253**
PMPC Program/Project Controls Manager will develop and implement program/project controls. The PMPC Program Controls Manager and support staff will work with the Project Managers in accomplishing the following scope of work.

D.1 Program Budget. Update and maintain a Baseline Budget for the Program based on the results of the phasing study in accordance with the updated Work Breakdown Structure. Incorporate construction budgets using cost estimates developed by design teams. Estimate other soft costs for each line item. Conduct market and escalation studies to forecast potential cost increases and market pressures over the life of the Program. Work with Risk Manager to develop contingency budgets at the project and Program level that are consistent with the risks associated with each Program element. Monitor, update and manage the budget over the course of the Program. (PMPC)

D.2 Program Master Schedule. Develop and maintain Program master schedule based on the WBS and the Project Delivery and Procurement Plan. Update the Program master schedule monthly, to include current information regarding project and contract progress. Prepare an updated baseline schedule at the conclusion of the NTP#2.
***Deliverables/Schedule:** Quarterly Program Master Schedule update including update to Program Baseline Schedule at conclusion of NTP#2. (PMPC)*

D.3 Cash Flow Planning. Working with the Authority's Program Grant Administration, Budgeting, Financial Management and Cost Control consultant, analyze, prepare and maintain current and projected cash flow requirements for the Program. Provide limited support for funding plan development by others. (PMPC)

D.4 Status Reporting. Prepare quarterly reports of Program status.
***Deliverables/Schedule:** Quarterly Program Status Reports to the Authority Board, Stakeholders and Funding Agencies. (PMPC)*

D.5 Work Breakdown Structure. Update and maintain a work breakdown structure (WBS) as needed for the implementation of the Program that will be used for organizing and reporting on cost, schedule and scope. (PMPC)

D.6 Invoicing and Subconsultant Contract Management. Draft and receipt of appropriate approvals of subconsultant agreements, amendments and work authorizations in accordance with company and contractual guidelines. Coordination with TJPA staff on approvals of subconsultants scopes of work and authorizations including management of billing rates, overhead, coding of invoices and eligibility of charges. Work with TJPA staff on invoicing issues. (PMPC)

E. Quality Control/Quality Assurance (QC/QA) **\$159,550**

E.1 QA Oversight. Provide oversight of design activities relative to implementation of the adopted QC/QA program. Identify areas needing improvement, recommend corrective action plans and provide oversight to confirm compliance.
***Deliverables/Schedule:** Quarterly audit reports. (PMPC)*

F. Document Management and Administrative Support \$725,160

F.1 Administrative Support. Administrative support will include, but not be limited to, documentation of meetings, report writing, and preparation of correspondence. Edits and produces technical documents and presentations issued by the PMPC team for the Transbay Program. This includes, but is not limited to: status reporting, Board reports and presentations, program plans and procedures, and letters and reports. Ensures that all documents reflect standard practices for good technical writing, are complete and accurate, and adhere overall to the Program's quality standards. Administrative staff are also responsible for day-to-day operations of the Program office operations and for management of office resources such as scheduling conference rooms. (PMPC) TJPA staff will provide administrative support for the Executive Steering Committee. (TJPA)

F.2 Document Control. Maintain document control to serve as the official records management function for the Program and be the source for all official documentation and provide storage for all Program records and files. Perform day-to-day handling of all documents provided to Document Control for coding, reproduction, distribution, file sharing, storage and document searches and retrieval, and trouble-shooting office equipment such as printers and copiers. Provide quality assurance audits by checking documents for completeness. Provide the Program Information and Support Services as program software administrator responsible for creating and monitoring user accounts, profiles, permission levels, and training and assisting system users by trouble-shooting problems. Develop and updates databases used mostly by Document Control (e.g., software Interface, Protected Information List, Nondisclosure Agreements List, Annual Office Inventory, Reprographic Services, Messenger Services, and Agreements Lists). Implements the Program's compliance to its Protected Information Procedure by maintaining the Protected Information List and List of Approved Nondisclosure Agreement Holders while adhering to proper document handling protocol particularly involving the disseminating and securing of such documents. (PMPC)

F.3 Presentation Support. Provide data, graphics and other materials as required for internal, external and public presentation. Develop maps, diagrams, infographics and general graphics for the program including those needed for funding applications. Assist with all property issues including reviews of plats and legals, and existing and future use planning. (PMPC)

G. Management Information Systems (MIS) Support \$40,000

G.1 Program Software. Maintain the Constructware software to facilitate team communication and manage storage of Program documents. (PMPC)

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	Downtown Extension - Phasing and Partial 15% Design
Grant Recipient:	Transbay Joint Powers Authority

ENVIRONMENTAL CLEARANCE

Environmental Type:	EIR/EIS
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PROJECT DELIVERY MILESTONES

Phase	Start		End	
	Quarter	Calendar Year	Quarter	Calendar Year
Planning/Conceptual Engineering				
Environmental Studies (PA&ED)			Oct-Nov-Dec	2018
Right of Way	Jul-Aug-Sep	2004	Oct-Nov-Dec	2022
Design Engineering (PS&E)	Jan-Feb-Mar	2005	Oct-Nov-Dec	2021
Advertise Construction	Jan-Feb-Mar	2021		
Start Construction (e.g. Award Contract)	Jan-Feb-Mar	2022		
Operations				
Open for Use			Jan-Feb-Mar	2028
Project Completion (means last eligible expenditure)			Jan-Feb-Mar	2028

SCHEDULE DETAILS

The above schedule was presented to the TJPA Board of Directors in July 2018, assumes funding availability, and is subject to change. The anticipated date for high-speed rail operations at the Salesforce Transit Center is 2029. This request is intended to support enhanced oversight and a review of project phasing as well as additional design to prepare an updated cost estimate. The work under this allocation and corresponding appropriation is scheduled for completion in November 2021. Construction of the advance contract package was anticipated in the above schedule to commence prior to Q1 2022 and proceed while design work was completed on the main contract package.

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	Downtown Extension - Phasing and Partial 15% Design
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FUNDING PLAN - FOR CURRENT REQUEST

Fund Source	Planned	Programmed	Allocated	Project Total
PROP K: Transbay Terminal / Downtown Caltrain Extension	\$11,906,558	\$0	\$0	\$11,906,558
Phases in Current Request Total:	\$11,906,558	\$0	\$0	\$11,906,558

FUNDING PLAN - ENTIRE PROJECT (ALL PHASES)

Fund Source	Planned	Programmed	Allocated	Project Total
PROP K	\$11,906,558	\$0	\$0	\$11,906,558
DETAILS IN ATTACHED FUNDING PLAN	\$3,881,025,769	\$0	\$42,099,423	\$3,923,125,192
Funding Plan for Entire Project Total:	\$3,892,932,327	\$0	\$42,099,423	\$3,935,031,750

COST SUMMARY

Phase	Total Cost	Prop K - Current Request	Source of Cost Estimate
Planning/Conceptual Engineering	\$0	\$0	
Environmental Studies (PA&ED)	\$42,099,423	\$0	Previous allocation request
Right of Way	\$305,900,000	\$0	July 2018 TJPA Board presentation plus 15% Program Reserve
Design Engineering (PS&E)	\$132,363,400	\$11,906,558	July 2018 TJPA Board presentation plus reserve and programwide
Construction (CON)	\$3,454,668,927	\$0	July 2018 TJPA Board presentation plus reserve and programwide
Operations	\$0	\$0	
Total:	\$3,935,031,750	\$11,906,558	

% Complete of Design:	15.0%
As of Date:	10/31/2019
Expected Useful Life:	70 Years

Phase 2: Downtown Extension - Potential Funding

Phase 2 Potential Funding (<i>in \$ millions</i>)	Total Funds	Net Proceeds after Debt Financing
Committed Transportation Authority Sales Tax (Prop K) ¹	\$95	\$95
Committed San Mateo County Sales Tax	\$19	\$19
Committed MTC/BATA Bridge Tolls	\$7	\$7
Committed Regional Transportation Improvement Program ²	\$18	\$18
Transit Center District Plan-Mello Roos	\$275 - \$375	\$275-\$375
Tax Increment Residual (After TIFIA repayment)	\$665 - \$735	\$200 - \$340
FTA New Starts	\$650	\$650
New MTC/BATA Bridge Tolls (Regional Measure 3)	\$300	\$300
Future San Francisco Sales Tax/Other Local Funds	\$350	\$350
Future California High-Speed Rail Funds	\$557	\$557
Land Sales (Block 4)	\$45	\$45
Passenger Facility Charges or Maintenance Contribution	\$2,510 - \$8,025	\$865 - \$1,920
TOTAL POTENTIAL FUNDS	\$5,491 - \$11,176	\$3,381 - \$4,676

¹Including the pending July 2018 actions on the subject request and a companion appropriation, the DTX has a total of \$67,117,109 in Prop K funds programmed to the project. The estimated remaining Prop K funds is \$28 million if DTX expended all of the funds over the next 3 to 5 years.

²The Transportation Authority has a long-standing commitment of RTIP funds to the Transbay Transit Center/Downtown Extension project. All of the programmed RTIP funds to date went toward the Transit Center. The remaining commitment is \$17,847,000 (rounded to \$18 million above). Given higher priority RTIP commitments to the Central Subway and MTC, the RTIP funds will likely be unavailable to meet the project's cash flow needs. The Transportation Authority will work with the TJPA to identify alternative fund sources.

MAJOR LINE ITEM BUDGET**Downtown Extension - Phasing and Partial 15% Design****Combined Budget for TJPA, PMPC Team, and Design Team**

Task	Scope	NTP 1	NTP 2	Total
	PMPC Total	\$ 1,882,001	\$ 3,482,175	\$ 5,364,176
A	Program Management	\$ 483,707	\$ 909,627	\$ 1,393,334
B	Program Implementation	\$ 649,143	\$ 830,238	\$ 1,479,381
C	Design Management	\$ 58,992	\$ 641,431	\$ 700,422
D	Project Controls	\$ 285,533	\$ 321,253	\$ 606,787
E	Quality Control/Quality Assurance	\$ 37,586	\$ 114,466	\$ 152,052
F	Document Control/Administrative	\$ 347,040	\$ 625,160	\$ 972,200
G	Program Software	\$ 20,000	\$ 40,000	\$ 60,000
	Design Team Total	\$ 750,000	\$ 4,892,382	\$ 5,642,382
1	Project Management, Cost Estimating & Coordination	\$ 726,461	\$ 1,564,238	\$ 2,290,699
3	Train Operations		\$ 48,023	\$ 48,023
5	Track & Fire/Life/Safety Design	\$ 23,539	\$ 315,903	\$ 339,442
6	Geotechnical		\$ 708,696	\$ 708,696
7	Tunnel Design		\$ 1,107,715	\$ 1,107,715
8	Underground Structures & Ventilation Structures Design		\$ 729,312	\$ 729,312
9	Existing Building Assessments & Utility Design		\$ 373,411	\$ 373,411
10	Quality Control/Quality Assurance		\$ 45,084	\$ 45,084
	TJPA Total	\$ 420,000	\$ 480,000	\$ 900,000
A	Program Director & Rebranding/Outreach	\$ 370,000	\$ 380,000	\$ 750,000
F	Administrative Support for Executive Steering Committee	\$ 50,000	\$ 100,000	\$ 150,000
	TOTAL	\$ 3,052,001	\$ 8,854,557	\$ 11,906,558
Task	TJPA, PMPC, and Design Team Scope	NTP 1	NTP 2	Total
A	Program Management	\$ 1,078,311	\$ 2,853,865	\$ 3,932,176
B	Program Implementation	\$ 1,151,000	\$ 830,238	\$ 1,981,238
C	Design Management	\$ 82,531	\$ 3,924,490	\$ 4,007,021
D	Project Controls	\$ 285,533	\$ 321,253	\$ 606,787
E	Quality Control/Quality Assurance	\$ 37,586	\$ 159,550	\$ 197,136
F	Document Control/Administrative	\$ 397,040	\$ 725,160	\$ 1,122,200
G	Program Software	\$ 20,000	\$ 40,000	\$ 60,000
	TOTAL	\$ 3,052,001	\$ 8,854,557	\$ 11,906,558

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	Downtown Extension - Phasing and Partial 15% Design
Grant Recipient:	Transbay Joint Powers Authority

SFCTA RECOMMENDATION

Resolution Number:		Resolution Date:	
Total Prop K Requested:	\$11,906,558	Total Prop AA Requested:	\$0
Total Prop K Recommended:	\$11,906,558	Total Prop AA Recommended:	\$0

SGA Project Number:	105-914NT2	Name:	Downtown Extension - NTP 2
Sponsor:	Transbay Joint Powers Authority	Expiration Date:	12/31/2021
Phase:	Design Engineering	Fundshare:	100.0

Cash Flow Distribution Schedule by Fiscal Year

Fund Source	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24	Total
PROP K EP-105	\$0	\$5,100,000	\$3,754,557	\$0	\$0	\$8,854,557

Deliverables

1. Monthly progress reports shall be submitted through the Transportation Authority's grants portal. Quarterly progress reports shall include % complete of design, work performed in the prior month, Quarterly Program Master Schedule update, and any issues that may impact schedule, in addition to all other requirements described in the Standard Grant Agreement.

2. On completion of Task B.1 (estimated by June 2022): 1. Project Delivery Report, 2. Updated Contract Packaging Report, 3. Work Plan Memorandum

3. On completion of Task B.2 (estimated by August 2022): Risk Assessment Report.

Special Conditions

1. See Special Condition 1 for SGA 105-914036.

2. NTP 2 funds (\$8,854,557) are placed on reserve to be released by the Transportation Authority Board following: 1) Transportation Authority Board acceptance of the Project Phasing Strategy and Interim Budget and Schedule for Phase 2 (see Deliverables #2 and #3, respectively for NTP 1), and (b) the identification of a new Program Director in accordance with the 6-party MOU.

3. Allocation is conditioned upon continued compliance with the attached Oversight Protocol until such time as the MOU (See Condition #2, NTP 1) is executed.

4. Progress reports may be calendared on a regular or as-needed basis on the Transportation Authority Board and/or CAC meeting agendas, at the discretion of the Board Chair and Executive Director. Project updates may be consent items or discussion items with presentation by SFCTA staff. In either case TJPA staff shall be in attendance to present or answer questions from Board and CAC members, if requested.

5. Any procurements funded wholly or partially by this Prop K grant shall be consistent with the City and County of San Francisco's Local Business Enterprise Program, local hire policies, and Ordinances 12.X and 12.X.2 to the extent allowable by the various revenue sources that are used to fund the approved scope of work.

Metric	Prop K	Prop AA
Actual Leveraging - Current Request	0.0%	No Prop AA
Actual Leveraging - This Project	99.7%	No Prop AA

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	Downtown Extension - Phasing and Partial 15% Design
Grant Recipient:	Transbay Joint Powers Authority

EXPENDITURE PLAN INFORMATION

Current Prop K Request:	\$11,906,558
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1) The requested sales tax and/or vehicle registration fee revenues will be used to supplement and under no circumstance replace existing local revenues used for transportation purposes.

Initials of sponsor staff member verifying the above statement
MM

CONTACT INFORMATION

	Project Manager	Grants Manager
Name:	Skip Sowko	Mary Pryor
Title:	Senior Design & Engineering Manager	Financial Consultant
Phone:	(415) 597-4617	(415) 896-6945
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Proposed Amendment 4

Draft 2019 Prop K Strategic Plan
Attachment 2. Programming and Finance Costs By Expenditure Plan Line Item (YOE \$'s)

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,424,962	12.16%	Programming	\$ 206,490,018	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 34,599,606	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -
				Total	\$ 241,089,625	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -

Proposed Amendment 5

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,574,559	11.42%	Programming	\$ 213,936,395	\$ 16,142,667	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 32,498,556	\$ 2,035,986	\$ 1,791,465	\$ 3,257,834	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -
				Total	\$ 246,434,952	\$ 18,178,653	\$ 1,791,465	\$ 3,257,834	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -

Change

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 149,596	-0.74%	Programming	\$ 7,446,377	\$ 16,142,667	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ (2,101,050)	\$ (1,838,975)	\$ (1,330,998)	\$ 502,529	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -
				Total	\$ 5,345,327	\$ 14,303,692	\$ (1,330,998)	\$ 502,529	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	
TOTAL STRATEGIC PLAN - as Amended		\$ 2,794,160,045	9.42%	Programming	\$ 2,476,995,707
				Finance Costs	\$ 263,248,357
				Total	\$ 2,740,244,064
TOTAL STRATEGIC PLAN - as Proposed		\$ 2,795,496,259	8.52%	Programming	\$ 2,484,442,084
				Finance Costs	\$ 238,219,439
				Total	\$ 2,722,661,523
TOTAL STRATEGIC PLAN - Change		\$ 1,336,213	-0.90%	Programming	\$ 7,446,377
				Finance Costs	\$ (25,028,918)
				Total	\$ (17,582,541)



Proposed Amendment 4

Draft 2019 Prop K Strategic Plan
Attachment 3. Cash Flow and Finance Costs By Expenditure Plan Line Item (YOE \$'s)

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,424,962	12.16%	Programming	\$ 206,490,018	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 34,599,606	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -
				Total	\$ 241,089,625	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -

Proposed Amendment 5

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,574,559	11.42%	Programming	\$ 213,936,395	\$ 1,197,767	\$ 10,604,541	\$ 4,340,359	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 32,498,556	\$ 2,035,986	\$ 1,791,465	\$ 3,257,834	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -
				Total	\$ 246,434,952	\$ 3,233,753	\$ 12,396,006	\$ 7,598,193	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -

Change

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 149,596	-0.74%	Programming	\$ 7,446,377	\$ 1,197,767	\$ 10,604,541	\$ 4,340,359	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ (2,101,050)	\$ (1,838,975)	\$ (1,330,998)	\$ 502,529	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -
				Total	\$ 5,345,327	\$ (641,208)	\$ 9,273,543	\$ 4,842,888	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	DTX Rail Program Oversight and Project Development Support
Grant Recipient:	San Francisco County Transportation Authority

EXPENDITURE PLAN INFORMATION

Prop K EP categories:	Transbay Terminal / Downtown Caltrain Extension
Current Prop K Request:	\$2,636,109
Supervisory District(s):	District 06, District 10

REQUEST

Brief Project Description

The Caltrain Downtown Extension (DTX) Program of Projects represents the most significant interrelated rail projects in San Francisco and the region under development today. In response to the Board's interest in enhanced oversight for the DTX, the work to be performed under this appropriation is intended to complement and enhance the SFCTA's ongoing oversight functions for the DTX and the Program of Projects. This request is intended to fund an 18-month effort dedicated to coordinating decision-making on the various components of the Program and advancing the DTX project to shovel ready.

Detailed Scope, Project Benefits and Community Outreach

See attached

Project Location

District 6, District 10

Project Phase(s)

Planning/Conceptual Engineering

DTX Rail Program Oversight and Project Development Support

The Caltrain Downtown Extension (DTX) Program of Projects represents the most significant interrelated rail projects in San Francisco and the region under development today. While some of them, like the DTX itself, are environmentally cleared, others are in the very early stages of planning. In response to the Board's interest in enhanced oversight for the DTX, the work to be performed under this appropriation is intended to complement and enhance the Authority's ongoing oversight functions for the DTX and the Program of related Projects. This request is intended to fund SFCTA staff and consultants for an 18-month effort dedicated to coordinating decision-making on the various components of the Program and advancing the DTX project to shovel-ready status.

This effort will be undertaken by a combination of both TJPA and SFCTA staff and consultants, with support from other members of the Integrated Program Management Team (IPMT). The goal of the effort is to achieve the following outcomes, consistent with the DTX Expert Peer Review Final Report recommendations:

1. Re-position the Rail Program such that it is developed and delivered by a highly collaborative inter-agency team and viewed as a "project of regional and national significance" by
 - a. re-defining the Program's value proposition as providing a critical connectivity link for current and future developing megaregional and state rail services and
 - b. establishing an affordability limit and confirming the business case for an initial operating segment
2. Strengthen the program's strong claim on revenues from existing and emerging sources by re-evaluating and strengthening the existing funding plan including
 - a. separating high-confidence from low-confidence level revenue sources
 - b. establishing a credible long-term financial plan, with stakeholder input, to secure the amount and timing of capital and operating funding needed to deliver each element of the program
 - c. seeking new grant opportunities to support development
3. Secure long-term, durable support of key local, regional, state, and federal elected officials and stakeholders by
 - a. Identifying and empowering internal and external program champions to drive progress
 - b. Engaging regional leaders and the public to build program support by demonstrating how the project(s) advance social equity, environmental, economic development and other regional goals
 - c. Providing clear direction to Congressional Delegation on program benefits and eligible sources of federal funds/financing support for the program

Scope:

Task A: Establish and Initiate New Management Structure

As recommended by the DTX Peer Review panel, and at the request of the TJPA Board, the San Francisco Peninsula Rail Program MOU has instituted the Executive Steering Committee (ESC), to support the TJPA in DTX project development efforts.

1. **Executive Steering Committee:** The ESC will consist of the Executive Directors (or designees) of the TJPA, MTC, SFCTA, Caltrain, CHSRA and the CCSF. The ESC is empowered to implement the DTX Summary Work Program as described in the MOU, with each organization responsible for separate tasks.
2. **Integrated Program Management Team:** The ESC will be supported by an Integrated Program Management Team (IPMT) consisting of qualified staff from each of the members' agencies designated by their corresponding Executive. The IPMT will be responsible for overseeing the program on behalf of the ESC, including weekly meetings and management of deliverables.
3. **Engagement and Outreach:** Engage the public, program partners, and decision makers to promote awareness of project tasks, costs, benefits and impacts and build consensus
 - a. Decision-makers and Policy-makers
 - i. Regularly brief TJPA Board and CAC members, as well as Transportation Authority, on project progress.
 - ii. Brief State and Federal representatives on program benefits and eligible sources of federal funds and financing opportunities.
 - iii. Participate in regional rail governance and organization conversations
 - b. Partner coordination

The consultant will need to presenting project information to partner agencies and policy-makers, briefing funding agencies (federal, state, regional) and legislators.
 - c. Public Engagement

Engage the public to build project awareness and support of the program.

 - i. Engage civic, environmental, business organizations and transportation advocates and meet regularly with community/neighborhood groups
 - ii. Maintain ongoing communications (web, social media, fact sheets, etc.)
4. **Rail Program Monitoring:** Related Projects in the SF Peninsula Rail Program include projects covered by the Railyards MOU. On June 3, 2019 the SFCTA, together with the CCSF, Caltrain, TJPA and Prologis entered into an MOU that recognizes a number of studies and a projects with independent utility that may affect the 4th and King Railyard site (owned by Prologis), the Peninsula Corridor Joint Powers Board easement, and the land adjacent to the railyard in San Francisco. The MOU establishes a venue to coordinate staff work related to the planning, design, development, operations, scheduling, funding, and other matters affecting these studies and projects, by

coordinating the following set of activities while providing a singular, focused forum to seek consensus and mutually support the objectives of each party:

- a. Railyard Site Land Use and Development Study (related to the RAB Study) and Railyard Neighborhood Planning Process
- b. Pennsylvania Avenue Extension (PAX) preliminary environmental scoping and conceptual design
- c. 22nd Street Station Location Study including as needed, consultation with the California High Speed Rail Authority (CHSRA)

Deliverables:

- A1 – Work Program Schedule and Meeting Agendas
- A2 – Monthly Progress Reports and Quarterly Board Reports
- A3 – Outreach Plan and Workshops
- A4 – Monitoring Reports/Coordination Meeting Minutes

Task B: Define a Fundable and Deliverable Initial Phase of the DTX Project

In addition to the technical elements of design development, there will be a parallel effort to re-set the DTX as a project of regional and statewide importance which will enhance the project's visibility and funding competitiveness.

The SFCTA is responsible for leading planning and demand analysis efforts as well as co-leading review of funding, governance, project delivery and contracting strategies.

1. **Planning and Coordination:** Regional Rail Network Planning and Coordination - This task involves coordinating with various related rail system studies to identify a regionally preferred rail network integration approach.
 - a. Caltrain Business Plan/Service Plan
 - b. HSR Preferred Alternative
 - c. Second Bay Crossings Study (BART and Capitol Corridor/Standard Gauge)
 - d. Other Transbay Corridor Network Improvements
 2. **Demand Benefit Analysis:** Perform Demand and Benefit Analysis – This task involves coordinating with Caltrain and HSR on operational scenarios and estimating associated travel demand and benefits for the DTX project, using the SFCTA's travel demand forecasting model and coordination with other planning tools. Includes coordination with and estimation of:
 - a. Existing transit rider (Caltrain, Muni, BART A/C Transit) benefits (travel time or accessibility, crowding alleviation, reliability)
 - b. New transit rider benefits (Caltrain, other operators)
 - c. High Speed Rail rider benefits (accessibility)
 - d. Transportation system benefits (e.g. regional/inter-regional highway network delay, vehicle miles traveled, greenhouse gas emissions avoided)
- Transportation and Land Use System Impact – Additionally, this task will estimate potential transportation and land use impacts of the DTX project as a component of a larger integrated regional rail network.

3. **Funding Strategy:** Initial Operating Segment (IOS) and Full Project Funding Strategy – This task involves reevaluating and strengthening the existing funding plan for the defined IOS and full project per the MOU work plan.
 - a. Establish preferred IOS:
 - i. Help identify preferred IOS and analyze business case
 - ii. Support financial analysis for phasing scenarios from engineering work stream
 - b. Determine Implementation Strategy:
 - i. Evaluate Procurement plans and contracting strategy
 - ii. Analyze funding plan alternatives and alternative delivery methods
 - c. Establish a credible long-term financial plan, with stakeholder input, to secure capital and operating funding needed to deliver each program element
 - i. Update DTX funding sources for capital and operating expenses, over the next 10+ years
 - ii. Identify an upper limit of funding by 2030

Deliverables:

- B1 – Planning Coordination Study
- B2 – Demand Benefit Analysis Report
- B3 – IOS and Full Project Funding Strategy

Task C: Oversight of Project Delivery Strategy Selection

In addition to expanding staff capacity through consultant Project Management and Oversight (PMO) services, it is the intent of the SFCTA to engage independent subject matter experts in key areas of program evaluation. These areas will include but are not limited to: rail program operations, project delivery strategy, tunneling/underground construction, railway engineering, right-of-way, and procurement. The consultants will be contributors to oversight and review activities to assure that DTX project development and engineering efforts meet the highest standards of quality and efficiency. The consultant experts and their resources will provide recommendations, concepts and ideas for the consideration of IPMT. Oversight efforts related to Phase 2 of the DTX project design will include:

1. **Project Management:** The consultant will provide third party review of project phasing plan prepared as part of DTX Phase 2 design work, inclusive of project delivery methods and industry standards.
2. **Constructability:** Review of proposed methods for tunneling, boring, cut-and-cover, underpinning, excavation, geotechnical evaluation. Also evaluate means of access and ability to maintain rail operations throughout construction.
3. **Engineering:** Review of design criteria for trackwork, ventilation, train operations, structural elements and utilities
4. **Right of Way:** The consultant will work with the IPMT to review of real estate acquisition plan and procurement strategy:

5. **Cost Estimating:** The consultant will prepare independent cost estimating for alternative delivery methods and phasing recommended by the IPMT.

Deliverables:

- C1 - Phasing Plan Review
- C2 - Constructability Review
- C3 - Initial Operating Segment Review
- C4 - ROW Acquisition Plan Review
- C5 - Independent Cost Estimates

Task D: Undertake a Governance and Oversight Review and Transition

1. **Governance Strategy:** SFCTA and MTC, in close coordination with TJPA are co-leading review of the governance strategy per the MOU Summary Work Plan. The review will consider alternative business models and approaches to rail service operation within the region.
 - a. Conduct studies, consultations and workshops with stakeholder agencies and organizations to identify potential and preferred Lead Agency arrangements for DTX Project delivery
 - b. Define responsibility for permanent governance and rail delivery lead agency and organizational plan, and scope agreements for delivery of the DTX Rail Program

Deliverables:

- D1 - Governance Strategy Review

5YPP/STRATEGIC PLAN INFORMATION

Type of Project in the Prop K 5YPP/Prop AA Strategic Plan?	Named Project
Is requested amount greater than the amount programmed in the relevant 5YPP or Strategic Plan?	Greater than Programmed Amount
Prop AA Strategic Plan Amount:	\$0
Justification for Necessary Amendment	
<p>In 2018 the Transportation Authority programmed and allocated \$9,678,626 In EP-5 funds for DTX 30% Design Part 1, of which \$8,696,290 was deobligated in November 2019 pursuant to suspension of the grant by the Transportation Authority. Also in November 2019 the Board approved reprogramming and appropriation of \$1.6 million of the deobligated funds for the Pennsylvania Avenue Extension Pre-environmental project. The TJPA and Transportation Authority are now requesting a total of \$14.5 million for Downtown Extension—Phasing and Partial 15% Design and Rail Program Oversight. These requests require a Prop K Strategic Plan amendment to program the remainder of the deobligated funds to the two projects in FY2019/20, and advance an additional \$5.8 million in unprogrammed capacity in the Downtown Extension to a Rebuilt Transbay Terminal category.</p>	

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	DTX Rail Program Oversight and Project Development Support
Grant Recipient:	San Francisco County Transportation Authority

ENVIRONMENTAL CLEARANCE

Environmental Type:	N/A
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PROJECT DELIVERY MILESTONES

Phase	Start		End	
	Quarter	Calendar Year	Quarter	Calendar Year
Planning/Conceptual Engineering	Apr-May-Jun	2020	Oct-Nov-Dec	2021
Environmental Studies (PA&ED)				
Right of Way				
Design Engineering (PS&E)				
Advertise Construction				
Start Construction (e.g. Award Contract)				
Operations				
Open for Use				
Project Completion (means last eligible expenditure)				

SCHEDULE DETAILS

Task Deliverables:	Estimated Completion Date
A1 - Work Program Schedule and Meeting Agendas	
A2 - Monthly Progress Reports and Quarterly Board Reports	
A3 - Outreach Plan and Workshops	Summer 2020
A4 - Monitoring Reports/ Coordination Meeting Minutes	
B1 - Planning Coordination Study	
B2 - Demand Benefit Analysis Report	Spring 2021
B3 - IOS and Full Project Funding Strategy	Summer 2021
C1 - Phasing Plan Review	Fall 2020
C2 - Constructability Review	Winter 2021
C3 - Initial Operating Segment Review	Fall 2020
C4 - ROW Acquisition Plan Review	Spring 2021
C5 - Independent Cost Estimates	Summer 2021
D1 - Governance Strategy	Fall 2021

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	DTX Rail Program Oversight and Project Development Support
Grant Recipient:	San Francisco County Transportation Authority

FUNDING PLAN - FOR CURRENT REQUEST

Fund Source	Planned	Programmed	Allocated	Project Total
PROP K: Transbay Terminal / Downtown Caltrain Extension	\$2,636,109	\$0	\$0	\$2,636,109
Phases in Current Request Total:	\$2,636,109	\$0	\$0	\$2,636,109

COST SUMMARY

Phase	Total Cost	Prop K - Current Request	Source of Cost Estimate
Planning/Conceptual Engineering	\$2,636,109	\$2,636,109	Project Cost Estimate based on scope of work
Environmental Studies (PA&ED)	\$0	\$0	
Right of Way	\$0	\$0	
Design Engineering (PS&E)	\$0	\$0	
Construction (CON)	\$0	\$0	
Operations	\$0	\$0	
Total:	\$2,636,109	\$2,636,109	

% Complete of Design:	N/A
As of Date:	N/A
Expected Useful Life:	N/A

DTX Program Management Oversight Appropriation Budget
18 month period

18 month period					Staff Hours					
					\$296	\$245	\$271	\$256	\$274	\$199
Task	Scope	Total Cost	Staff Cost	Consultant Cost	Deputy Director Capital Projects	Assistant Deputy Director CP	Rail Program Manager	Deputy Director Planning	Deputy Director Data Analysis	Director of Comms
A	Establish and Initiate New Management Structure		606	962	180		156			270
		\$377,586	\$149,286	\$228,300	\$53,280		\$42,276			\$53,730
B	Define a Fundable and Deliverable Initial Phase of the DTX Project		910	500	80	160	390	160	120	
		\$417,410	\$242,410	\$175,000	\$23,680	\$39,200	\$105,690	\$40,960	\$32,880	
C	Oversight of Project Delivery Strategy Selection		944	3,020	200	120	624			
		\$1,041,704	\$257,704	\$784,000	\$59,200	\$29,400	\$169,104			
D	Undertake a Governance and Oversight Review and Transition		432	319	120		312			
		\$234,372	\$120,072	\$114,300	\$35,520		\$84,552			
10% Contingency		\$207,107	\$77,176	\$130,544	580	280	1482	160	120	270
Subtotal		\$2,278,179	\$849,540	\$1,436,945	\$171,680	\$68,600	\$401,622	\$40,960	\$32,880	\$53,730
Expert Panel Review*					330					
		\$357,930	\$97,680	\$260,250	\$97,680					
Total		\$2,636,109	\$947,220	\$1,697,195						

*Note: Budget accounts for additional costs for DTX expert panel review

DTX Program Management Oversight Appropriation Budget
18 month period

18 month period					Consultant Hours									
					\$325	\$95	\$200	\$450	\$350	\$275	\$300	\$300	\$225	\$225
Task	Scope	Total Cost	Staff Cost	Consultant Cost	Program Management Oversight	Admin Support	Outreach	Legal	Funding	Rail	Tunnels	Operations	ROW	Independent Cost Estimator
A	Establish and Initiate New Management Structure		606	962	312	220	350	80						
		\$377,586	\$149,286	\$228,300	\$101,400	\$20,900	\$70,000	\$36,000						
B	Define a Fundable and Deliverable Initial Phase of the DTX Project		910	500					500					
		\$417,410	\$242,410	\$175,000					\$175,000					
C	Oversight of Project Delivery Strategy Selection		944	3,020	780	400				400	500	280	220	440
		\$1,041,704	\$257,704	\$784,000	\$253,500	\$38,000				\$110,000	\$150,000	\$84,000	\$49,500	\$99,000
D	Undertake a Governance and Oversight Review and Transition		432	319	234			85						
		\$234,372	\$120,072	\$114,300	\$76,050			\$38,250						
10% Contingency		\$207,107	\$77,176	\$130,544										
					1326	620	350	165	500	400	500	280	220	440
Subtotal		\$2,278,179	\$849,540	\$1,436,945	\$430,950	\$58,900	\$70,000	\$74,250	\$175,000	\$110,000	\$150,000	\$84,000	\$49,500	\$99,000
Expert Panel Review*					310			110		400				
		\$357,930	\$97,680	\$260,250	\$100,750			\$49,500		\$110,000				
Total		\$2,636,109	\$947,220	\$1,697,195										

*Note: Budget accounts for additional costs for DTX expert panel review

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	DTX Rail Program Oversight and Project Development Support
Grant Recipient:	San Francisco County Transportation Authority

SFCTA RECOMMENDATION

Resolution Number:		Resolution Date:	
Total Prop K Requested:	\$2,636,109	Total Prop AA Requested:	\$0
Total Prop K Recommended:	\$2,636,109	Total Prop AA Recommended:	\$0

SGA Project Number:	105-XXX	Name:	Rail Program Oversight
Sponsor:	San Francisco County Transportation Authority	Expiration Date:	03/31/2022
Phase:	Planning/Conceptual Engineering	Fundshare:	100.0

Cash Flow Distribution Schedule by Fiscal Year

Fund Source	FY 2019/20	FY 2020/21	FY 2021/22	FY 2022/23	FY 2023/24	Total
PROP K EP-105	\$292,901	\$1,757,406	\$585,802	\$0	\$0	\$2,636,109

Deliverables

1. Monthly progress reports shall be submitted through the Transportation Authority's grants portal with updates on each of the oversight tasks in the scope of work.
2. On completion of Task A3 – Outreach Plan and Workshops (estimated by September, 2020): Outreach Plan for partner coordination and public engagement.
3. On completion of Task B - Define a Fundable and Deliverable Initial Phase of the DTX Project: (estimated by September 2021): (1) Planning Coordination Study; (2) Demand Benefit Analysis of benefits to Caltrain, Muni, BART and A/C Transit riders as well as regional and inter-regional transportation networks; (3) IOS and Full Project Funding Strategy.
4. On completion of Task C - Oversight of Project Delivery Strategy Selection (estimated by September 2021): Project Due Diligence Report, including Phasing Plan Review, Constructability Review, Independent Cost Estimates.
5. On completion of Task D – Governance Strategy (estimated by December 2021): Governance Strategy identifying preferred lead agency and defining permanent governance responsibilities.

Special Conditions

1. Recommendation is contingent upon an amendment to the Prop K Strategic Plan to advance outyear funds in the Downtown Extension to a Rebuilt Transbay Terminal category to Fiscal Year 2019/20. Recommendation is also contingent upon an exception to the Strategic Plan policy that sets aside all remaining funds not already programmed to Phase 1 for Phase 2 (DTX) construction. See attached Strategic Plan amendment for details.
2. Progress reports may be calendared on a regular or as-needed basis on the Transportation Authority Board and/or CAC meeting agendas, at the discretion of the Board Chair and Executive Director. Project updates may be consent items or discussion items with presentation by staff.
3. Any procurements funded wholly or partially by this Prop K grant shall be consistent with the City and County of San Francisco's Local Business Enterprise Program, local hire policies, and Ordinances 12.X and 12.X.2 to the extent allowable by the various revenue sources that are used to fund the approved scope of work.

Notes

1. Retroactive expenditures are eligible for this grant

Metric	Prop K	Prop AA
Actual Leveraging - Current Request	0.0%	No Prop AA
Actual Leveraging - This Project	0.0%	No Prop AA

San Francisco County Transportation Authority

Prop K/Prop AA Allocation Request Form

FY of Allocation Action:	FY2019/20
Project Name:	DTX Rail Program Oversight and Project Development Support
Grant Recipient:	San Francisco County Transportation Authority

EXPENDITURE PLAN INFORMATION

Current Prop K Request:	\$2,636,109
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1) The requested sales tax and/or vehicle registration fee revenues will be used to supplement and under no circumstance replace existing local revenues used for transportation purposes.

Initials of sponsor staff member verifying the above statement
YW

CONTACT INFORMATION

	Project Manager	Grants Manager
Name:	Yana Waldman	Anna LaForte
Title:	Assistant Deputy Director	Deputy Director for Policy & Programming
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Proposed Amendment 4

Draft 2019 Prop K Strategic Plan
Attachment 2. Programming and Finance Costs By Expenditure Plan Line Item (YOE \$'s)

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,424,962	12.16%	Programming	\$ 206,490,018	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 34,599,606	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -
				Total	\$ 241,089,625	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -

Proposed Amendment 5

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,574,559	11.42%	Programming	\$ 213,936,395	\$ 16,142,667	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 32,498,556	\$ 2,035,986	\$ 1,791,465	\$ 3,257,834	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -
				Total	\$ 246,434,952	\$ 18,178,653	\$ 1,791,465	\$ 3,257,834	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -

Change

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 149,596	-0.74%	Programming	\$ 7,446,377	\$ 16,142,667	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ (2,101,050)	\$ (1,838,975)	\$ (1,330,998)	\$ 502,529	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -
				Total	\$ 5,345,327	\$ 14,303,692	\$ (1,330,998)	\$ 502,529	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	
TOTAL STRATEGIC PLAN - as Amended		\$ 2,794,160,045	9.42%	Programming	\$ 2,476,995,707
				Finance Costs	\$ 263,248,357
				Total	\$ 2,740,244,064
TOTAL STRATEGIC PLAN - as Proposed		\$ 2,795,496,259	8.52%	Programming	\$ 2,484,442,084
				Finance Costs	\$ 238,219,439
				Total	\$ 2,722,661,523
TOTAL STRATEGIC PLAN - Change		\$ 1,336,213	-0.90%	Programming	\$ 7,446,377
				Finance Costs	\$ (25,028,918)
				Total	\$ (17,582,541)

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,424,962	12.16%	Programming	\$ 206,490,018	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 34,599,606	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -
				Total	\$ 241,089,625	\$ 3,874,961	\$ 3,122,463	\$ 2,755,305	\$ 3,441,813	\$ 2,738,587	\$ 2,394,047	\$ 2,008,856	\$ 1,613,795	\$ 1,179,505	\$ 686,359	\$ 47,026	\$ -	\$ -	\$ -

Proposed Amendment 5

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 284,574,559	11.42%	Programming	\$ 213,936,395	\$ 1,197,767	\$ 10,604,541	\$ 4,340,359	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ 32,498,556	\$ 2,035,986	\$ 1,791,465	\$ 3,257,834	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -
				Total	\$ 246,434,952	\$ 3,233,753	\$ 12,396,006	\$ 7,598,193	\$ 3,082,675	\$ 2,658,663	\$ 2,309,617	\$ 2,453,477	\$ 1,845,932	\$ 1,395,114	\$ 893,582	\$ 266,887	\$ -	\$ -	\$ -

Change

EP No.	EP Line Item	Total Available Funds	Percent of Available Funds Spent on Financing	Total Programming & Finance Costs	FY2019/20	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	FY2025/26	FY2026/27	FY2027/28	FY2028/29	FY2029/30	FY2030/31	FY2031/32	FY2032/33	FY2033/34
5	Downtown Extension to a Rebuilt Transbay Terminal	\$ 149,596	-0.74%	Programming	\$ 7,446,377	\$ 1,197,767	\$ 10,604,541	\$ 4,340,359	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
				Finance Costs	\$ (2,101,050)	\$ (1,838,975)	\$ (1,330,998)	\$ 502,529	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -
				Total	\$ 5,345,327	\$ (641,208)	\$ 9,273,543	\$ 4,842,888	\$ (359,138)	\$ (79,925)	\$ (84,430)	\$ 444,621	\$ 232,137	\$ 215,609	\$ 207,223	\$ 219,861	\$ -	\$ -	\$ -