



Memorandum

AGENDA ITEM 6

DATE: September 7, 2023

TO: Transportation Authority Board

FROM: Carl Holmes – Deputy Director for Capital Projects
Anna LaForte – Deputy Director for Policy and Programming

SUBJECT: 9/12/2023 Board Meeting: Release \$4,687,100 in Previously Allocated Sales Tax Funds, with Conditions, to the Transbay Joint Powers Authority for Downtown Rail Extension Engineering Development and Procurement Preparation

RECOMMENDATION ☐ Information ☒ Action

Release \$4,687,100 in Previously Allocated Sales Tax Funds, with Conditions, to the Transbay Joint Powers Authority (TJPA) for Downtown Rail Extension (DTX) Engineering Development and Procurement Preparation.

SUMMARY

TJPA is the lead agency for the DTX project, now known as The Portal, which will extend Caltrain from its current terminus at Fourth and King to the Salesforce Transit Center and which is also planned to accommodate future California High-Speed Rail operations. TJPA and The Portal partner agencies, including the Transportation Authority, are cooperating to develop the DTX project under the terms of a six-party Memorandum of Understanding (MOU) executed in 2020. The current MOU, which expires on December 31, 2023, is intended to bring the project to ready-for-procurement status. Under the MOU, the Transportation Authority and the Metropolitan Transportation Commission (MTC) have prepared The Portal Governance Blueprint, which was approved by the TJPA Board in August 2023 and which provides guidance to prepare a successor to the current MOU.

In March 2023, the Transportation Authority Board allocated \$10,000,000 in Prop K funds, with conditions, to TJPA for DTX Engineering Development and Procurement Preparation. Of the \$10 million in allocated funding, \$4,687,100 was placed on reserve, subject to future release by the Board. The allocation specified that

- ☒ Fund Allocation/Release
- ☐ Fund Programming
- ☐ Policy/Legislation
- ☐ Plan/Study
- ☒ Capital Project Oversight/Delivery
- ☐ Budget/Finance
- ☐ Contract/Agreement
- ☐ Other: _____



<p>such release be subject to a future presentation regarding the recommendations of the Governance Blueprint and the planned approach to project governance during procurement and construction.</p> <p>The single largest planned source of funding for the project is a grant from the Federal Transit Administration (FTA) Capital Investment Grant (CIG) New Starts program. In August 2023, TJPA submitted an updated request to FTA to advance The Portal to the Engineering phase of the CIG process. The August submittal to FTA reflected the outcomes of FTA’s comprehensive risk review of the project, as well as FTA’s approval of TJPA’s request to, for FTA grant purposes, include the scope and cost of the trainbox previously completed as part of construction of the Salesforce Transit Center. The estimated capital cost of the project is \$7.52 billion; with inclusion of the trainbox, the FTA-reported total is \$8.25 billion. TJPA is seeking CIG funding of 49.4 percent of the total cost inclusive of the trainbox, or approximately \$4.1 billion.</p> <p>FTA approval of TJPA’s request to advance The Portal into the Engineering Phase is anticipated this fall. At the time of entry to Engineering, the CIG funding amount will be locked in absolute dollars terms; to the extent project costs increase thereafter, non-CIG funding must cover all such costs. The Transportation Authority conducts enhanced oversight of The Portal, in concert with our direct role in leading or supporting MOU work program tasks and participating in project governance bodies. As the project advances into procurement and construction, our oversight role and requirements will deepen, to reflect the high-risk profile of the project. Our oversight efforts are complementary to the ongoing federal oversight that will be provided by FTA.</p>	
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BACKGROUND

The Portal consists of the construction of a rail subway extension from Caltrain’s current terminus at Fourth and King streets to the Salesforce Transit Center in downtown San Francisco. The Portal will fully realize investments in the Transit Center, including the underground trainbox. The project will bring Caltrain from its current northern terminal at Fourth and King streets into the heart of downtown San Francisco, and the project will serve as a critical element of the first phase of the California High-Speed Rail Project, linking the Bay Area to the Central Valley and Southern California. The Portal is also planned for compatibility with future rail expansion across the Bay. The Portal is environmentally cleared at both a state



and federal level, and the project received its environmental Record of Decision from FTA in July 2019.

Project Governance. The Portal is led by TJPA and represents the final phase of the Transbay Program. In April 2020, the Transportation Authority Board approved the San Francisco Peninsula Rail Program Memorandum of Understanding (Peninsula Rail MOU) between the major DTX stakeholders: TJPA, MTC, Peninsula Corridor Joint Powers Board (Caltrain), California High-Speed Rail Authority (CHSRA), City and County of San Francisco (CCSF), and the Transportation Authority. Under the MOU, these six agencies agreed to jointly undertake a multi-year effort to develop the DTX to ready-for-procurement status. The six agencies executed a time-only amendment to the MOU in Spring 2023, extending the term of the agreement to December 31, 2023.

The Peninsula Rail MOU codified agreement to pursue most of the recommendations of the 2019 Expert Panel review, commissioned by the Transportation Authority Board, of best practices for governance, oversight, management, funding, and project delivery for DTX. The MOU established a governance structure to support the TJPA Board in the development of The Portal project, specifically an Executive Steering Committee (ESC), composed of senior executives from the MOU agencies, supported by an Integrated Program Management Team (IPMT), composed of senior technical staff.

The Peninsula Rail MOU describes various tasks to be conducted to ready the project for procurement and construction. One of the MOU tasks is a study to consider the institutional arrangement and governance for the delivery of The Portal through construction, with recommendations to be provided to the TJPA Board. Per the MOU, the Transportation Authority and MTC co-led The Portal Governance Study during 2022 and 2023, in cooperation with TJPA and the other MOU partners. In August 2023, the TJPA Board approved The Portal Governance Blueprint, as prepared by the Transportation Authority and MTC, and as recommended by the ESC.

FTA Process. The single largest planned source of funding for The Portal is the FTA CIG New Starts program, through which TJPA is seeking up to 49.4 percent of the project's capital costs. The Portal is a longstanding local and regional priority for funding from the CIG program. The Portal project schedule targets securing the CIG Full Funding Grant Agreement (FFGA) with FTA by Spring 2025.

In December 2021, FTA notified TJPA that The Portal had been admitted into the Project Development phase of the New Starts process, the first formal step in putting the project forward for CIG funding. In February 2023, TJPA submitted an initial request to FTA to advance the project into the Engineering phase, which follows Project Development in the CIG process.

Since the February submittal, FTA and its Project Management Oversight Consultant (PMOC) have conducted a comprehensive risk review of The Portal, which has led to adjustments to



the project's schedule and cost. In August 2023, TJPA submitted an updated request to FTA to advance the project into the Engineering phase of the CIG process. Submission of this request in August keeps the project on track for consideration in the White House's March 2024 budget recommendation and for completion of the FFGA by Spring 2025. The August submittal reflected: the outcomes of the PMOC-led risk review, revised FTA guidance for project submissions, and other updated information.

March 2023 Prop K Allocation and Reserved Funds. In March 2023, the Transportation Authority Board allocated \$10,000,000 in Prop K funds, with conditions, to TJPA for DTX Engineering Development and Procurement Preparation (Attachment 3). This action allowed for remaining Prop K programming for The Portal to be allocated to TJPA prior to the sunset of the Prop K Expenditure Plan on March 31, 2023. Of the \$10 million in allocated funds, \$4,687,100 was placed on reserve, subject to future release by the Board. The allocation specified that such release be subject to a future presentation regarding the recommendations of the Governance Blueprint and the planned approach to project governance during procurement and construction.

In addition to the condition with respect to the reserved funds, the allocation specified a number of other special conditions, including: TJPA's continued compliance with the Transportation Authority's Oversight Protocol for The Portal; and periodic presentations on The Portal by TJPA staff to the Board and CAC, at the discretion of the Board Chair.

DISCUSSION

We recommend the release of \$4,687,100 in Prop K funds for The Portal that were placed on reserve by the Board at time of allocation in March 2023. The memorandum summarizes project activities since that time including the updated cost estimate; discusses the project's progress with respect to the allocation's special condition for the release of reserved funds; and describes upcoming project milestones.

FTA Project Definition and Trainbox. TJPA's August 2023 submittal to FTA reflected a number of updates to project scope, for purposes of the CIG funding request.

The August submittal included additional scope and cost for electric maintenance-of-way equipment (needed to maintain The Portal's tunnel) and for retrofits of Caltrain's EMU fleet to allow level boarding at The Portal's stations. The combined estimated additional cost of these items is \$60 million, including escalation and contingencies. It is anticipated that CIG funding would cover 49.4 percent of this cost while local funds would be required for the remaining amount.

In June 2023, TJPA submitted a request to FTA to include the Salesforce Transit Center's trainbox in The Portal's project definition and in the project's capital funding plan as non-CIG match funding. The trainbox was constructed as part of the first phase of the Transbay Program and has no utility absent completion of The Portal. In July 2023, FTA approved



TJPA's request; accordingly, the trainbox capital cost of \$728.5 million has been added to both the capital cost estimate and funding plan, for FTA purposes. The inclusion of the trainbox allows the project to demonstrate a higher level of non-CIG funding as well as to request an increased amount of CIG funds.

Risk Review and Capital Cost Estimate. The preliminary Financial Plan for The Portal, as presented to the TJPA Board in February 2023, reflected a total capital cost estimate of \$6.68 billion in year-of-expenditure dollar (YOE\$) terms, exclusive of financing costs.

In Spring 2023, the PMOC completed its comprehensive risk review of the project on behalf of FTA. The review was facilitated in part through a multi-day risk workshop convened in May. The PMOC recommended a modest increase in assumed escalation and an approximately 6-month increase in schedule to better account for risks associated with items such as right-of-way acquisition, utility relocation, and railyards site work. These changes resulted in a recommended \$407 million increase in capital cost (an approximately 6 percent increase compared to TJPA's estimated cost).

The February 2023 estimate was exclusive of financing costs. Earlier this year, FTA published policy guidance including a requirement to reflect financing costs as part of the request to enter into Engineering. This requirement also permits financing costs to be eligible for CIG reimbursement. Based on this guidance, TJPA and its financial advisors have estimated financing costs for the project of approximately \$375 million.

Attachment 1 presents the updated estimate for the capital cost of the project. This estimate is subject to further refinement as FTA completes its review of TJPA's request to enter the Engineering phase. TJPA staff plans to bring forward a baseline cost/budget and schedule to the TJPA Board later this calendar year, following FTA's approval to admit the project into Engineering, at which time the CIG funding amount will be fixed in dollar terms.

Capital Funding Plan. The Transportation Authority and TJPA have prepared an updated funding plan for The Portal, in alignment with the adjusted cost estimate and in consultation with the other MOU partner agencies. The Portal funding plan relies on several sources, at a local, regional, state, and federal level. The foundation of the funding plan is a set of local funding sources, including sales tax funds and multiple land-based sources implemented as part of the Transbay Program. Attachment 2 presents the current capital funding plan.

With the passage of Prop L in November 2022, the resolution of the Regional Measure 3 (RM3) litigation, the State's award of \$60 million in TIRCP funds, and FTA's approval of TJPA's request to include the trainbox in The Portal project definition, TJPA is able to demonstrate that approximately \$1.9 billion of funding is currently committed to the project, or approximately 46 percent of the non-CIG funds, more than the minimum threshold of 30 percent for requesting entry to Engineering.

The funding plan identifies a CIG request of 49.4 percent of the project capital cost, or approximately \$4.1 billion. The actual CIG dollar amount will be established by FTA at the



time of entry to Engineering. Any cost increases subsequent to entry into the Engineering phase would not be funded by CIG.

Prior to execution of the FFGA, planned for Spring 2025, all non-CIG funding sources must be committed to the project. Approximately \$2.3 billion of non-CIG funding is currently classified as “budgeted” or “planned” and remains to be committed to the project. Significant additional work will be required over the next 18 months to secure remaining funding commitments. This work will include: pursuing additional competitive grants for which the project is eligible; undertaking coordinated advocacy at the state and federal levels; furthering the region’s prioritization and support of the project; and developing new and expanded local and regional funding sources.

A particular focus in the immediate term is furthering the State’s funding support for the project, by securing additional state TIRCP funding and by advancing coordinated work in partnership with CHSRA. There is not currently a confirmed funding source available to CHSRA to back the planned \$550 million investment to reflect the critical role of The Portal in the statewide HSR system, and there is a need for continued advocacy for additional Federal and State investment, including potentially through extension of the State’s Cap-and-Trade program beyond its current legislated expiration of 2030.

At a local level, a number of strategies to further leverage existing funding sources – such as extending Transbay District Net Tax Increment and accessing Central SoMa impact fees – are being considered. In addition, the project team is assessing the potential role of long-term financing mechanisms sponsored by the U.S. Department of Transportation. Finally, the near-term work program for The Portal includes consideration of further value engineering opportunities, with the aim to reduce project cost.

FTA Rating. In order to consider advancing the project into the Engineering phase, FTA must prepare an evaluation/rating of the project. Under authorizing legislation and CIG policy guidance, FTA evaluates projects with respect to “Project Justification” and “Local Financial Commitment.” In order to be recommended for funding, projects must achieve at least a “Medium” rating for both Project Justification and Local Financial Commitment. The Portal project team has developed preliminary estimates of anticipated ratings in both areas, which indicate an expectation of at least Medium for both evaluation categories; however, the ratings will be formally established by FTA through its review of project information submitted by TJPA.

Governance Blueprint and Successor MOU. The Portal Governance Blueprint, approved by the TJPA Board in August 2023, provides policy guidance for the preparation of a new MOU (Successor MOU) among The Portal partner agencies, which would succeed the existing Peninsula Rail MOU and serve the project through construction and commissioning.

The Blueprint recommends continued and deepened multi-agency collaboration to successfully deliver The Portal, facilitated in part through the following governance bodies:



- *The Portal Board Committee*, established as a standing committee of the TJPA Board with three voting members, including representation from Caltrain and San Francisco, and with non-voting membership by MTC, providing transparent and dedicated venue for review and recommendation to the TJPA Board of policy matters.
- *Executive Working Group*, convened by the TJPA Executive Director, with senior executive representation from the six partner agencies.
- *Change Control Board*, serving as multi-agency body to review and recommend changes in project scope, schedule, budget, and contracts, informed by the project's risk management program, composed of senior technical representation from the six partner agencies.
- *Integrated Management Team*, led by The Portal Project Director, supporting the active management of delivery and aligning management activities across the partner agencies.
- *Project Delivery Team*, the integrated team of TJPA staff, consultants, and partner agency resources.

The Blueprint provides recommended parameters for each of these governance bodies, which will be confirmed and elaborated on in the Successor MOU. In addition to governance bodies, the Blueprint provides recommendations with respect to policy baseline documents, stage gates, change control, project reporting, and procedures for decision-making. A link to the full Blueprint document and the accompanying TJPA Board report is provided under Supplemental Materials below.

The Blueprint identifies recommended steps to advance the proposed governance approach, specifically in the following areas:

- Preparation of the Successor MOU among the six partner agencies for The Portal;
- Establishment of a framework for delegation of authorities to the executive and management levels, including levels/thresholds for review and decision-making; and
- Formation of the governance bodies recommended in the Blueprint.

The Transportation Authority, MTC, TJPA, and the other partner agencies have initiated work to prepare the Successor MOU.

Intergovernmental Agreements. The Blueprint focuses on the broad structure for multi-agency collaboration across The Portal partner agencies and does not address individual agencies' commitments, responsibilities, and decision rights. Multiple bi-lateral agreements between TJPA and individual partner agencies will be developed to enable implementation of The Portal.

In Summer 2023, TJPA and CCSF executed an Interagency Cooperation Agreement (ICA) to underpin the City's role in the project. Among other provisions, the ICA provides for an annual process to establish work programs for those City agencies with a direct role in the project. TJPA and Caltrain are developing a Master Cooperative Agreement (MCA) to define



the relationship, rights, and responsibilities of Caltrain, as first operator, for The Portal. The MCA will codify key project decisions, including the division of long-term responsibility for project infrastructure. TJPA and Caltrain plan to complete the MCA by October 2024. Both TJPA and Caltrain have established Ad Hoc Board Committees to support respective staff in preparing the MCA. Although San Francisco is not party to the MCA, we have a strong interest, as a member of both joint powers entities, in the terms of this forthcoming agreement, and we will continue to work with TJPA staff and Caltrain staff as the MCA is developed.

Upcoming Project Milestones. TJPA is preparing for upcoming milestones to initiate the procurement of the project's primary/major contracts, including Progressive-Design-Build (PDB) procurement for tunneling/civil works and Construction Management/General Contractor (CMGC) procurement for core and supporting systems and certain other works. TJPA also plans to pursue an "enabling program" of early works, including utility relocation and site preparation, to ready the project for the award of the major contracts. This contracting approach was recommended to the TJPA Board in 2022 through a project delivery strategy co-led by TJPA and the Transportation Authority. In addition to procuring construction contractors, TJPA must acquire right-of-way required for project implementation.

The procurement process for the first of the major contracts, the PDB, is scheduled to be initiated later this year through the issuance of a Request for Qualifications (RFQ). The existing Peninsula Rail MOU calls for the ESC to recommend the initiation of procurement to the TJPA Board. This milestone is also consistent with the Stage Gate approach recommended in the recently approved Governance Blueprint.

Transportation Authority Oversight. The Transbay Program, including The Portal, is the single largest investment in both the Prop K and Prop L expenditure plans. The Transportation Authority conducts enhanced oversight of The Portal, in concert with our direct role in leading or supporting MOU work program tasks and participating in project governance bodies. As the project advances into procurement and construction, our oversight role and requirements will deepen, to reflect the high-risk profile of the project. Our oversight efforts are complementary to the ongoing federal oversight that will be provided by FTA's PMOC.

Prop L. The Prop L Strategic Plan Baseline, approved by the Board in June 2023, programs \$300 million in Prop L funds for The Portal. In early 2024, we will present the Prop L 5-Year Prioritization Program (5YPP) for the DTX program for Board approval. Approval of the 5YPP is a prerequisite to the allocation of Prop L funds.

FINANCIAL IMPACT

The recommended action would not allocate any additional funds; however, it will allow for expenditure of previously allocated funds that have been held on reserve. Sufficient funds are



included in the Fiscal Year 2023/24 budget to accommodate the recommended action. Furthermore, sufficient funds will be included in future budgets to cover the recommended cash flow distributions in those fiscal years.

CAC POSITION

The CAC considered this item at its September 6, 2023, meeting and adopted a motion of support for the staff recommendation.

SUPPLEMENTAL MATERIALS

- Attachment 1 - The Portal Capital Cost Estimate
- Attachment 2 - The Portal Funding Plan
- Attachment 3 - Allocation Request: DTX Engineering Development and Procurement Preparation (Resolution 23-38, March 2023).
- Attachment 4 - Resolution
- The Portal Governance Blueprint: www.tjpa.org/uploads/2023/08/Item12_DTX-Governance-Blueprint.pdf



Attachment 1: The Portal Capital Cost Estimate (August 2023)

Capital Cost Item	Cost Estimate (millions of YOE\$)
Capital Estimate as of February 2023 (exclusive of financing costs)	\$6,680
Scope Adjustments related to rolling stock (maintenance-of-way equipment; level boarding retrofits)	\$60
Risk Review Adjustments	\$407
Financing Costs	\$375
Miscellaneous Updates	(\$4)
The Portal Grand Total	\$7,517
Trainbox Investment (previously funded and completed)	\$729
FTA-Reported Total	\$8,246



Attachment 2: The Portal Capital Funding Plan (August 2023)

Funding Source/Category	Est. Amount (millions of YOE\$)
FTA Capital Investment Grant	~\$4,100
Other Federal Programs (e.g., CRISI, Mega, FSP, etc.)	~\$690
State Transit Intercity Rail Capital Program (TIRCP)	\$560
High-Speed Rail (State/Federal Funds and/or CHSRA TBD)	\$550
MTC Regional Measure 3 (RM3)	\$325
Other/Future Regional Source(s)	TBD
Partner Agency Contributions to Project Development/Engineering	\$12
Transit District Sources (CFD, Tax Increment, etc.)	~\$925
SFCTA Sales Tax (Prop K and Prop L)	~\$320
Regional Transportation Improvement Program (RTIP)(SFCTA)	\$18
Other Local Sources	~\$50
New/Expanded Local Sources and Private Sources	TBD
Total Excluding Trainbox	~\$7,550
Trainbox Construction Cost	\$729
Total Including Trainbox	~\$8,280

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2022/23
Project Name:	DTX Engineering Development and Procurement Preparation
Grant Recipient:	Transbay Joint Powers Authority

EXPENDITURE PLAN INFORMATION

PROP K Expenditure Plans	Transbay Terminal / Downtown Caltrain Extension
Current PROP K Request:	\$10,000,000
Supervisory District	District 06

REQUEST

Brief Project Description

Extension of Caltrain 1.3 miles from Fourth and King Streets to the Salesforce Transit Center at First and Mission Streets, with accommodations for future high-speed rail.

Detailed Scope, Project Benefits and Community Outreach

The requested allocation will fund the preparation of 90%, 100%, and Issue for Bid Documents for Advance Utility design work, preparation of Progressive Design Build Bid Documents for the Main Civil Construction package for the DTX tunnel and structures and, Program Management support. The work is scheduled to be complete by December 31, 2023. See attached document for details.

Project Location

Fourth and Townsend Streets to the Salesforce Transit Center at First and Mission Streets

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 K 5YPP Amount:	\$3,000,000

Justification for Necessary Amendment

This request includes a cost-neutral Prop K Strategic Plan amendment to advance programming, but not the cash flow reimbursement schedule for \$7,000,000 in the Downtown Extension to a Rebuilt Transbay Terminal category from FY 2023/24 to FY 2022/23 to allow the Transportation Authority to fully allocate Prop K DTX funds prior to the sunset of the Prop K Expenditure Plan on March 31, 2023.

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2022/23
Project Name:	DTX Engineering Development and Procurement Preparation
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 (PLAN)				
Environmental Studies (PA&ED)			Oct-Nov-Dec	2019
Right of Way	Apr-May-Jun	2022	Apr-May-Jun	2025
Design Engineering (PS&E)	Oct-Nov-Dec	2021	Oct-Nov-Dec	2025
Advertise Construction	Oct-Nov-Dec	2023		
Start Construction (e.g. Award Contract)	Oct-Nov-Dec	2025		
Operations (OP)	Jul-Aug-Sep	2032		
Open for Use			Jul-Aug-Sep	2032
Project Completion (means last eligible expenditure)			Jul-Aug-Sep	2033

SCHEDULE DETAILS

DTX schedule information in above table reflects the DTX Master Schedule prepared by TJPA. Master Schedule currently contemplates Progressive Design-Build (PDB) procurement approach for the general civil and tunnel contract package, Construction Manager/General Contractor (CMGC) procurement approach for Station Fit-out and Supporting System and Core Systems and Trackwork contract packages, and Design-Bid-Build (DBB) procurement approach for the enabling works packages for the project. Design Engineering dates in above table reflect development of reference design and preparation of PDB, CMGC, and DBB procurement documents. Dates for advertisement and contract award are for the PDB Contract. DTX schedule dates are subject to funding availability to proceed to successive project phases.

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2022/23
Project Name:	DTX Engineering Development and Procurement Preparation
Grant Recipient:	Transbay Joint Powers Authority

FUNDING PLAN - FOR CURRENT REQUEST

Fund Source	Planned	Programmed	Allocated	Project Total
EP-105: Transbay Terminal / Downtown Caltrain Extension	\$0	\$10,000,000	\$2,300,000	\$12,300,000
Caltrain Contribution FY 2022/23	\$0	\$0	\$1,500,000	\$1,500,000
Caltrain Contribution FY 2023/24	\$1,500,000	\$0	\$0	\$1,500,000
CFD Bond 2021B	\$0	\$0	\$12,000,000	\$12,000,000
CFD Bond 2022B	\$0	\$0	\$40,443,300	\$40,443,300
CFD Pay-Go Funds	\$0	\$0	\$11,400,000	\$11,400,000
CFD Reimbursements (previous issuances)	\$0	\$0	\$6,750,000	\$6,750,000
CHSRA Contribution	\$3,000,000	\$0	\$0	\$3,000,000
TIRCP Cycle 6	\$60,000,000	\$0	\$0	\$60,000,000
Phases In Current Request Total:	\$64,500,000	\$10,000,000	\$74,393,300	\$148,893,300

FUNDING PLAN - ENTIRE PROJECT (ALL PHASES)

Fund Source	Planned	Programmed	Allocated	Project Total
PROP K	\$0	\$10,000,000	\$2,300,000	\$12,300,000
Caltrain Contribution FY 2022/23	\$0	\$0	\$1,500,000	\$1,500,000
Caltrain Contribution FY 2023/24	\$1,500,000	\$0	\$0	\$1,500,000
CFD Bond 2021B	\$0	\$0	\$12,000,000	\$12,000,000
CFD Bond 2022B	\$0	\$0	\$40,443,300	\$40,443,300
CFD Pay-Go Funds	\$0	\$0	\$11,400,000	\$11,400,000
CFD Reimbursements (previous issuances)	\$0	\$0	\$6,750,000	\$6,750,000
CHSRA Contribution	\$3,000,000	\$0	\$0	\$3,000,000
DETAILS IN ATTACHED FUNDING PLAN	\$0	\$0	\$0	\$6,531,106,700
TIRCP Cycle 6	\$60,000,000	\$0	\$0	\$60,000,000
Funding Plan for Entire Project Total:	\$64,500,000	\$10,000,000	\$74,393,300	\$6,680,000,000

COST SUMMARY

Phase	Total Cost	PROP K - Current Request	Source of Cost Estimate
Planning/Conceptual Engineering	\$0		
Environmental Studies	\$0		
Right of Way	\$340,000,000		January 2023 Project Cost Estimate
Design Engineering	\$148,893,300	\$10,000,000	January 2023 Project Cost Estimate
Construction	\$6,191,106,700		January 2023 Project Cost Estimate
Operations	\$0		
Total:	\$6,680,000,000	\$10,000,000	

% Complete of Design:	30.0%
As of Date:	01/31/2023
Expected Useful Life:	70 Years

1. Pre-Construction Budget & Funding Plan

Cost Category/Sub Category		Dec 2021 - Jun 2023	FY 23-24	July 2024 - Dec 2024	Total
Project Management	TJPA	\$ 4,329,420	\$ 3,001,920	\$ 1,500,960	\$ 8,832,300
	Program Management/Project Controls	\$ 9,539,400	\$ 6,614,400	\$ 3,307,200	\$ 19,461,000
Design Engineering	Project Development	\$ 15,700,000	\$ -	\$ -	\$ 15,700,000
	Enabling Works Design	\$ 3,752,000	\$ 1,848,000	\$ -	\$ 5,600,000
	Progressive Design Build Bid Documents	\$ 2,775,000	\$ 2,775,000	\$ -	\$ 5,550,000
	CM/GC Track & Systems Design		\$ 5,400,000	\$ 14,600,000	\$ 20,000,000
	CM/GC Station Fitout Design		\$ 15,390,000	\$ 35,910,000	\$ 51,300,000
Interagency Coordination		\$ 4,085,000	\$ 3,610,000	\$ 1,805,000	\$ 9,500,000
Other Consulting & Engineering Services		\$ 1,280,000	\$ 1,280,000	\$ 640,000	\$ 3,200,000
Professional Services		\$ 1,978,000	\$ 1,548,000	\$ 774,000	\$ 4,300,000
Permits		\$ 160,000	\$ 160,000	\$ 80,000	\$ 400,000
Real Estate Services		\$ 505,000	\$ 2,525,000	\$ 2,020,000	\$ 5,050,000
TOTAL		\$ 44,103,820	\$ 44,152,320	\$ 60,637,160	\$ 148,893,300

Funding Source	Status	Dec 2021 - Jun 2023	FY 23-24	July 2024 - Dec 2024	Total
CFD Reimbursements	Allocated	\$ 2,250,000	\$ 3,000,000	\$ 1,500,000	\$ 6,750,000
CFD Pay Go	Allocated	\$ 11,400,000	\$ -	\$ -	\$ 11,400,000
CFD Bond 2021B	Allocated	\$ 12,000,000	\$ -	\$ -	\$ 12,000,000
CFD Bond 2022B	Allocated	\$ 9,340,920	\$ 1,965,220	\$ 29,137,160	\$ 40,443,300
Prop K	Allocated	\$ 2,300,000	\$ -	\$ -	\$ 2,300,000
Prop K	Programmed	\$ 5,312,900	\$ 4,687,100	\$ -	\$ 10,000,000
Caltrain Contribution	Allocated & Budgeted	\$ 1,500,000	\$ 1,500,000	\$ -	\$ 3,000,000
CHSRA Contribution	Planned	\$ -	\$ 3,000,000	\$ -	\$ 3,000,000
TIRCP Cycle 6	Planned	\$ -	\$ 30,000,000	\$ 30,000,000	\$ 60,000,000
		\$ 44,103,820	\$ 44,152,320	\$ 60,637,160	\$ 148,893,300

2. Prop K Allocation Request Budget

Task	Scope	FY 22-23	FY 23-24	Total	Average Rate	Hours
	PMPC Total	\$ 650,600	\$ 3,132,400	\$ 3,783,000	\$ 257.38	14,698
A	Program Management		\$ 517,600	\$ 517,600	\$ 310.30	1,668
B	Program Implementation	\$ 650,600	\$ 592,900	\$ 1,243,500	\$ 283.90	4,380
C	Design Management/Coordination/Main Civil Procurement Package Front End Specifications		\$ 1,405,200	\$ 1,405,200	\$ 255.95	5,490
D	Project Controls		\$ 164,100	\$ 164,100	\$ 186.40	880
E	Quality Control/Quality Assurance		\$ 21,600	\$ 21,600	\$ 216.00	100
F	Document Control/Administrative/Technical Editing		\$ 431,000	\$ 431,000	\$ 197.70	2,180
	Design Team Total	\$ 4,662,300	\$ 1,554,700	\$ 6,217,000	\$ 307.53	20,216
C: DT-PM	Project Management & Coordination	\$ 884,600	\$ 294,900	\$ 1,179,500	\$ 315.03	3,744
C: DT-PDB	Main Civil Procurement Package	\$ 3,032,200	\$ 1,010,800	\$ 4,043,000	\$ 311.00	13,000
C: DT-AUP	Advance Utility Design and Procurement Package	\$ 745,500	\$ 249,000	\$ 994,500	\$ 286.42	3,472
	TOTAL	\$ 5,312,900	\$ 4,687,100	\$ 10,000,000	\$ 286.42	34,914

Task	TJPA, PMPC, and Design Team Scope	FY 22-23	FY 23-24	Total	Average Rate	Hours
A	Program Management	\$ -	\$ 517,600	\$ 517,600	\$ 310.30	1,668
B	Program Implementation	\$ 650,600	\$ 592,900	\$ 1,243,500	\$ 283.90	4,380
C	Design	\$ 4,662,300	\$ 2,959,900	\$ 7,622,200	\$ 292.10	25,706
D	Project Controls	\$ -	\$ 164,100	\$ 164,100	\$ 186.40	880
E	Quality Control/Quality Assurance	\$ -	\$ 21,600	\$ 21,600	\$ 216.00	100
F	Document Control/Administrative	\$ -	\$ 431,000	\$ 431,000	\$ 197.70	2,180
	TOTAL	\$ 5,312,900	\$ 4,687,100	\$ 10,000,000	\$ 286.42	34,914

San Francisco County Transportation Authority

Allocation Request Form

FY of Allocation Action:	FY2022/23
Project Name:	DTX Engineering Development and Procurement Preparation
Grant Recipient:	Transbay Joint Powers Authority

SFCTA RECOMMENDATION

Resolution Number:	2023-038	Resolution Date:	3/21/2023
Total PROP K Requested:	\$10,000,000	Total PROP K Recommended	\$10,000,000

SGA Project Number:	105-914041	Name:	DTX Engineering Development and Procurement Preparation
Sponsor:	TJPA	Expiration Date:	12/31/2024
Phase:	Design Engineering	Fundshare:	6.7%

Cash Flow Distribution Schedule by Fiscal Year

Fund Source	FY2021/22	FY2022/23	FY2023/24	FY2024/25	Total
PROP K EP-105	\$0	\$1,000,000	\$3,000,000	\$6,000,000	\$10,000,000

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 sub-tasks within Task B.1: 1) Contract Model Selection Report (estimated June 2023); 2) Contract Integration and Interface Management Program Plan (estimated July 2023); and 3) Implementation Roadmap Update (estimated December 2023).

3. On completion of sub-tasks within Task C.4: 1) Advance Utility potholing memorandum (estimated April 2023); 2) Advance Utility 90% plans and technical specifications (estimated July 2023); 3) Advance Utility 100% plans and technical specifications (estimated August 2023); 4) Advance Utility Issue for Bid plans and technical specifications (estimated October 2023); and 5) Draft Main Civil Package Progressive Design Build Procurement reference plans, reports, and technical specifications (estimated December 2023).

Special Conditions

1. Allocation is contingent upon concurrent approval of a cost-neutral Prop K Strategic Plan amendment to advance programming, but not the cash flow reimbursement schedule for \$7,000,000 in the Downtown Extension to a Rebuilt Transbay Terminal category from FY 2023/24 to FY 2022/23 to allow the Transportation Authority to fully allocate Prop K DTX funds prior to the sunset of the Prop K Expenditure Plan on March 31, 2023.

2. Allocation is conditioned on ongoing compliance with the attached SFCTA Oversight Protocol.

3. Presentations on the Transbay Phase 2/DTX project, including intergovernmental agreements (e.g., Master Cooperative Agreement with Caltrain, Intergovernmental Coordination Agreement with CCSF), will be calendared periodically on the SFCTA Board and/or SFCTA CAC meeting agendas, at the discretion of the Board Chair. TJPA staff shall be in attendance to present or answer questions from Board/CAC members, if requested.

4. Following public release/presentation of the DTX Governance Study Blueprint (anticipated April 2023), TJPA staff will report to the SFCTA Board on the recommendations of the Governance Study Blueprint and the planned approach to project governance during DTX procurement and construction.

5. Funds planned for expenditure from July 1, 2023, forward, in the amount of \$4,687,100, are placed on reserve, subject to future release by the SFCTA Board following presentation to the SFCTA Board, as described in Special Condition #4.

Notes

1. The SFCTA is preparing the inaugural Prop L Strategic Plan and the Prop L Five-Year Prioritization Programs (5YPPs), which are a prerequisite for allocation of Prop L funds. The TJPA has requested advancement of all the Prop L funds designated for the DTX, in order to support the August 2023 deadline to demonstrate to FTA that 50 percent of non-CIG funds are committed or budgeted. The SFCTA anticipates programming the funds as requested but may condition allocation upon satisfactory progress toward implementation of the recommendations from the Governance Study Blueprint.

Metric	PROP K	TNC TAX	PROP AA
Actual Leveraging - Current Request	91.74%	No TNC TAX	No PROP AA
Actual Leveraging - This Project	99.82%	No TNC TAX	No PROP AA

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2022/23
Project Name:	DTX Engineering Development and Procurement Preparation
Grant Recipient:	Transbay Joint Powers Authority

EXPENDITURE PLAN SUMMARY

Current PROP K Request:	\$10,000,000
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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:

OQ

CONTACT INFORMATION

	Project Manager	Grants Manager
Name:	Alfonso Rodriguez	Oscar Quintanilla
Title:	DTX Project Director	Budget & Procurement Director
Phone:	(415) 597-4620	(415) 597-4619
Email:	arodriguez@tjpa.org	oquintanilla@tjpa.org

Transbay Program Phase 2 Scope of Work, Deliverables and Schedule January 1, 2023, to December 31, 2024

The San Francisco Peninsula Rail Program Memorandum of Understanding (the MOU) executed by the Transbay Joint Powers Authority (TJPA), Metropolitan Transportation Commission (MTC), San Francisco County Transportation Authority (SFCTA), Peninsula Corridor Joint Powers Board-Caltrain (PCJPB), California High-Speed Rail Authority (CHSRA), and the City and County of San Francisco (the City) (the project partners) outlines the actions required by the project partners to advance the positioning, governance, funding and finance, and development and delivery of the Downtown Rail Extension (DTX), also known as Transbay Program Phase 2 (Phase 2) and as The Portal.

The Federal Transit Administration's (FTA) New Starts policy guidance outlines the requirements for transit capital projects seeking Capital Investment Grants (CIG) Program funding. This work plan is consistent with the requirements of the MOU, as well as guidance as required by FTA for eligibility to participate in the CIG Program. The work discussed herein, a subset of the Comprehensive Work Plan approved by the TJPA Board of Directors in December 2020, would generally be required for any project of this scope and significance.

This document describes pre-construction scope of work. Activities excluded from this scope that may occur during the same period include:

- Right-of-way (ROW) acquisition;
- Construction of enabling works;
- Final design of the main civil and tunnel contract;
- Certain procurement activities for primary PDB/CMGC contract mechanisms, including contract award and associated activities/costs.

As determined by the Integrated Program Management Team (IPMT), in collaboration with the Executive Steering Committee (ESC), certain policy-related deliverables will be presented to the ESC for review, comment, and/or approval. Final approval, as appropriate, will rest with the TJPA Board of Directors.

In December 2021, DTX was accepted into the Project Development phase of FTA's CIG program. During the next 24 months the project team will complete the Project Development and Engineering requirements and, contingent on securing additional funding, be ready to receive construction funding from FTA's CIG program.

The project team is comprised of TJPA staff, a consultant Program Management/Program Controls (PMPC) team, and a General Engineering Consultant (GEC) team.

I. Overall Work Plan

1.0: TRANSBAY JOINT POWERS AUTHORITY STAFF

Transbay Joint Powers Authority Staff lead the development and implementation of Phase 2 of the Transbay Program, the Downtown Rail Extension (Program). Staff oversee and are responsible for the Program scope, schedule and budget. Staff work closely with the PMPC and GEC teams to implement the Program. Some TJPA Staff are fully dedicated to Phase 2, while others are only part-time. See organizational description below.

A. TJPA Staff

The following positions are those that support the Program on a full-time or part-time basis. The list of deliverables that follow are those that TJPA Staff are solely responsible for and do not fit in any other portion of the Overall Work Plan through December 2024.

- A.1 TJPA Staff Full-Time on DTX.** TJPA Staff that are full-time on the Program include the Project Director, Project Controls Manager, Deputy Project Director – Engineering, and a Project Coordination Manager.
- A.2 TJPA Staff Part-Time on DTX.** TJPA Staff that are part-time in support of the Program include the Executive Director, the Communications and Legislative Affairs Director, the Chief Financial Officer, the Budget and Procurement Director, and other members of the Finance Team.

Deliverables:

1. *Program Oversight and Budget*
2. *Staffing IPMT, ESC, and TJPA Board meetings*
3. *Procurement and Contracting Plan*
4. *Quarterly Reporting*

2.0: MANAGEMENT/ PROGRAM CONTROLS

The Program Management/Program Controls team (PMPC) provides support for the TJPA. The PMPC manages the Program scope of work and develops and implements Program Management and Program Controls and provides administrative support. Administrative support includes, but is not limited to, technical editing, document control, documentation of meetings, report writing, preparation of presentations including graphical support, and preparation of correspondence.

A. Program Management Policies and Procedures

Develop and implement Management Policies, Procedures and guidelines and other documents needed to standardize management of the Program and its component projects.

- A.1 Configuration Management Plan.** The Configuration Management Plan will be updated by PMPC 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 how changes are handled during the design and construction phases, interface management, operations and maintenance (O&M) interfaces, and procurement and bid documents.

Deliverable: *Configuration Management Plan*

- A.2 Program Management Plan.** Update the Program Management Plan (PMP) including Program policies that address aspects of Program delivery. Management practices and procedures for the Transbay Program are documented in the Transbay Program Management Plan (PMP).

Deliverable: *Project Management Plan*

- A.3 Safety and Security Management Plan.** Update to focus on the rail program, the safety management organization, and how safety and security activities will be managed. Following FTA guidelines, this work will analyze known hazards and vulnerabilities, categorize them as to their potential severity and probability of occurrence, and develop an approach to resolving them.

Deliverable: *Safety and Security Management Plan*

B. Program Implementation and Support Activities

Coordinate various Program support activities outlined below. The Program Coordinator will be responsible for the following services:

- B.1 FTA New Starts Support.** Provide support for advancing through phases of the New Starts program. PMPC will support TJPA in preparing a letter to request entry into the Engineering Phase. PMPC will provide support to TJPA staff to request the FFGA.

Deliverable: Letter Requesting Entry into FTA New Starts Engineering Phase

- B.2 Project Implementation Plans.** Prepare a Systems-focused industry sounding review, project contract packaging strategy, and a project delivery implementation roadmap method report in consultation with the design teams and consistent with the TJPA Board-approved Project Delivery Alternatives Study (PDAS) report.

1. Industry Sounding Review: It is important that the Phase 2 construction contract procurements be attractive to potential bidders to encourage bid competition and better enable TJPA to realize its project cost goals. The PDAS recommended a delivery strategy that included a single Progressive Design Build (PDB) approach for the heavy civil works and either one or two Construction Manager / General Contractor (CMGC) contracts for the track and systems and station fit out works, respectively. The decision regarding one or two CMGC contracts is to be made after an industry sounding is conducted with transit systems providers.

This work would comprise developing a Request for Information (RFI) and project presentation and holding individual interviews with interested contractors to discuss construction method feasibility, contract packaging, procurement methods, and contractual risk sharing mechanisms that can result in lower bid contingencies. Contractor feedback will again be used to inform the decision regarding one or two CMGC contract.

2. Project Implementation Roadmap: The implementation roadmap work required to produce procurement / bridging documents for early works, civil Progressive Design Build, and one or CMGC contracts for station finishes and track & rail systems. Timely completion of these procurements is essential to provide a meaningful duration of preconstruction and to allow TJPA sufficient time to negotiate the construction costs in a manner that represents fair value and allows construction to commence on time.

Completing the procurement plan is an important first step in detailing the overall approach for each procurement and will result in more efficient and coordinated production of the procurement / bridging documents.

Deliverables:

1. Industry Sounding Review RFI, Presentation, Interviews and Report
2. Contract Packaging Implementation Roadmap

- B.3 Progressive Design Build Bid Documents.** In collaboration with TJPA and outside counsel, prepare bid document suitable for one PDB contract encompassing the heavy civil works generally including tunnel and station shell works, u-wall, tunnel stub and ventilation/emergency exiting shaft structures, and two CMGC contracts encompassing rail track and core systems, and station fit out and non-core systems, respectively. The CMGC contracts may be combined into one contract depending upon the outcome of Task B.2.1 above.

Using a task force approach, PMPC will organize working groups including various project stakeholders to develop bid documents to define contractor requirements for proposal, evaluation, and selection consistent with the PDAS recommendations. The documents will specify the minimum requirements for contractor qualifications, identify the technical and pricing selection criteria, and convey the information developed in the Project Development and Project Engineering phases of the project. Additionally, relevant TJPA and federal requirements for bidding will be provided, along with all details of the selection process.

Deliverables:

1. *Division 00 and Division 01 documents (PMPC support)*
2. *Instructions and Proposal Requirements*
3. *Evaluation Criteria*
4. *Technical Reference documents*
5. *Draft Contract(s) (by TJPA)*

- B.4 Design Criteria.** Maintain the design criteria which summarize and describe the objectives, status, key decisions made and outstanding key issues of design to date and provides the designer with a basis to advance the design. The report is a living document and will be revised as needed to reflect the intended function and configuration of the project, as well the criteria, codes, and standards to be used in its design.

Deliverable: *Updated Design Criteria, as needed*

- B.5 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. The Issue / Action logs list the issue, who is currently responsible for action to resolve the issue, and a description of the action that is being taken, or series of actions. A sequential numbering system will be employed to track the issues. These logs will be updated in progress meetings, posted on-line, and issued monthly if required.

Deliverables: *Issue Action Logs*

- B.6 Risk Management.** Manage the risk process and lead quarterly risk reviews workshops with stakeholders and prepare a quarterly risk memorandum. The risk register will be maintained in conjunction with the GEC, the project team, and stakeholders.

Deliverables: *Quarterly risk register and memorandum*

- B.7 Value Engineering.** A rigorous program of value engineering (VE) will be implemented to satisfy the required project function at the lowest total cost (capital, operating, and maintenance) over the life of the project. A formal VE workshop will be undertaken at appropriate milestones in the design process. A VE report will incorporate the VE recommendations developed during the workshop along with an evaluation of those recommendations, including recommendations for implementation, further study, or rejection. The VE report will also identify items that do not meet the cost/benefit requirements established during the workshops and by the client. Additionally, targeting areas of residual risk as part of the VE process may reduce risk and increase confidence in the project bottom line.

Deliverable: *Value Engineering Report*

- B.8 Constructability Review.** Constructability reviews of the various contract packages are a key component of all design and construction management projects. These reviews can be performed simultaneously with the technical design review to evaluate the contract documents for conformance with the overall goals, objectives, and program mitigation

requirements. In addition to a general check of the plans and specifications to make sure they are accurate, complete, and consistent, and that the design conforms to program standards, the PMPC's constructability reviews will focus on items such as site access and truck routes, maintenance and protection of traffic, lay-down and storage areas, work means and methods in general, and consistency with work by other contractors or utility companies in the vicinity. The constructability reviews will also evaluate construction activities in the Program Schedule to determine whether they are consistent with the plans and specifications. The constructability review of the Program schedule will evaluate the assumptions for sequence of activities, overall production rates, durations for long lead-time procurement items, and conformance with project milestones. The findings of the review will be summarized in a memorandum.

Deliverable: *Constructability Review Memorandum*

- B.9 Contract Administration.** Provide contract administration, including maintaining contract files, records, performing invoice reviews, independent cost estimates, Disadvantaged Business Enterprise (DBE) compliance, verifying compliance with City and County of San Francisco requirements, and FTA and TJPA procurement and contracting policies and procedures.

Deliverables: *Contract files with compliance records, log of invoices, independent estimates, DBE compliance records, etc. Provide a reporting system listing all contracts, their compliance status, and status of invoices received and paid.*

- B.10 Real Estate Acquisition Management.** Provide support, supervision, and management of various consultant disciplines providing services related to right-of-way pre-acquisition activities. Coordinate the selection process of various ROW contractors. Edit and complete a Real Estate Acquisition and Management Plan which will encompass all phases of work necessary for the acquisition and delivery of right-of-way. Ensure that all ROW requirements have been secured by the date required for construction to proceed. Ensure documents, reports, written correspondence, notices, forms, and related materials associated with ROW activities are uniform, complete, and comply with all applicable federal and state requirements and the TJPA's policies and protocols. Establish and maintain files and recordkeeping related to ROW acquisition. Support the TJPA's liaison to stakeholders and interested parties relative to design coordination at a level per approved staffing plan.

Deliverable: *Updated Real Estate Acquisition and Management Plan*

- B.11 Utility Coordination.** Provide utility coordination oversight to verify project teams progressing with timely and cost-effective relocations of existing facilities. Provide written comments on utility relocation plans and schedule submittals. Maintain issue / action log of utility relocation activities.

Deliverables: *Review utility relocation plans and schedule submittals from design teams. Utility coordination meetings, records and documentation of utility relocation agreements.*

C. Design Management

PMPC is responsible for managing the project scope, schedule, budgets and contracting during the design and construction phases of the Program including engineering contract management and negotiations and invoice reviews. PMPC will manage the design team's work for the preparation of final design and/or bid documents for each design package.

- C.1 Design Submittal Reviews.** Organize independent reviews of design submittal packages, where necessary, to verify that design intent is properly implemented, project scope is accurately represented in various contracts and QC/QA plans are effective.

Deliverables: *As-needed design submittal reviews*

D. Program/Project Controls

The Program Controls support staff will work with the TJPA's Project Controls Manager and other Project Managers in preparing an updated preliminary Program budget and in accomplishing the following scope of work.

- D.1 Work Breakdown Structure.** Update the Work Breakdown Structure (WBS) for the implementation of the Program that will be used in managing cost, schedule, scope and resources. Provide a document that describes the updated Work Breakdown Structure graphically. The Work Breakdown Structure may be modified to reflect changes in project or contract packaging as the Program progresses.

Deliverable: *Updated Work Breakdown Structure*

- D.2 Program Master Schedule.** Update the Program master schedule monthly based on current information regarding project and contract progress. The Program Master Schedule will include summary graphical schedule information for all components of the Program. The schedule will be time scaled and will include a critical path for the Program. Real estate acquisition and other critical activities impacting planning, design, and construction will also be included in the schedule.

Deliverable: *Monthly Updated Program Master Schedule*

- D.3 Status Reporting.** Prepare quarterly project and contract status reports outlining the progress, cost, schedule, issue resolution and other aspects of the project or contract.

Deliverables: *Quarterly Program Status Reports*

E. Quality Control/Quality Assurance (QC/QA) Program

- E.1 QA Audits.** Quarterly quality control/quality assurance audits will be performed, and findings summarized in a quarterly memorandum

Deliverables: *Quarterly Quality Audit Reports*

3.0: DESIGN

The General Engineering Consultant (GEC) team will undertake technical studies and prepare design documents in keeping with the planned project procurement strategy.

A. Project Development

The design team will complete the project development phase of design.

- A.1 Basis of Design Report.** Prepare Basis of Design Report, to document relevant agreements between TJPA, the train operators, FRA, and other regulators, particularly regarding train operations, objectives, and safety; governing design criteria for each discipline; existing or

planned design variance requests; other critical assumptions; and an outline of expected technical specifications.

Deliverable: *Basis of Design Report*

- A.2 Value Engineering Assessments.** Perform technical studies and prepare cost estimates for concepts developed during the Value Engineering workshop. Prepare summaries of each concept including technical considerations and cost impacts, where applicable. The assessments will be an input to the PMPC's Value Engineering Report.

Deliverable: *Value Engineering Assessment Forms*

B. Enabling Works Design

Enabling works are early construction activities that will facilitate the main civil construction work. The design team will progress the design of these enabling works from a conceptual design level to Issue for Bid documents.

- B.1 DTX 4th and King Site Works.** Prepare advance package design drawings, specifications, and bid documents. This will include:

- a. Track Design
 1. Development of track demolition, upgrade, realignment, and new track plans including alignment data tables and typical sections.
 2. Prepare technical memorandum documenting assumptions, outstanding issues, and design variances.
 3. Develop CAD construction staging/phasing plans.
 4. Provide track alignment and profile design calculations.
- b. Systems Design
 1. Overhead Catenary System (OCS)
 - a. Development of OCS demolition and relocation plans including interim support structures and wiring and cross sections.
 - b. Prepare technical memorandum documenting assumptions, outstanding issues, and design variances.
 - c. Develop construction staging/phasing plans for the interim Caltrain OCS.
 - d. Provide interim OCS profiles and structure design calculations.
 - e. Support TJPA coordination with Caltrain, CCSF, and FRA.
 2. Signals
 - a. Development of signal layout plans for phases of work to support the operational cutovers at both project interfaces.
 - b. Prepare technical memorandum documenting assumptions, outstanding issues, and design variances.
 - c. Develop location (houses/cases) for phases.
 - d. Develop conceptual installation drawings for each type of signal equipment.
 - e. Support for Operations Simulations for each phase.
 - f. Field verification of affected Caltrain signal locations.
 3. Communications
 - a. Development of communications demolition and relocation plans.
 - b. Prepare technical memorandum documenting assumptions, outstanding issues, and design variances.
 - c. Develop construction staging/phasing plans for the interim Caltrain Fiber Optic Backbone and Radio shelter.

- d. Provide backbone fiber link budget calculations.
 - e. Support TJPA coordination with Caltrain, CCSF, and FRA.
 - f. Coordination effort for construction cost estimate.
 - g. Foundation design for Radio Shelter and Antenna pole including attachment to structures.
- 4. Traction Power
 - a. Review Caltrain's PCEP traction power design.
 - b. Provide traction power design support as needed to other disciplines.
- c. Utilities Design
 - 1. Development of utility protection, demolition, and relocation plans including utility disposition tables, and typical sections.
 - 2. Prepare technical memorandum documenting assumptions, outstanding issues, and design variances.
 - 3. Provide utility disposition and design of relocations, where necessary.
- d. Survey
 - 1. Review survey information provided by Caltrain, Prologis, and others.
 - 2. Provide feedback on coordinate system, datums, etc.
 - 3. Support TJPA in obtaining access to the Railyard for further survey work.
 - 4. Perform full topographic survey of agreed upon features and limits.

Deliverables:

- 1. 30% Design Plans and Memoranda
- 2. 60% Design Plans and Technical Specifications
- 3. 90% Design Plans and Technical Specifications
- 4. 100% Design Plans and Technical Specifications
- 5. Issue for Bid Plans and Technical Specifications

- B.2 Building Demolition.** Prepare advance package design drawings, specifications, and bid documents for each building to be demolished to allow for cut-and-cover construction access and provide space for ventilation structures.

Deliverables:

- 1. 30% Design Plans and Memoranda
- 2. 60% Design Plans and Technical Specifications
- 3. 90% Design Plans and Technical Specifications
- 4. 100% Design Plans and Technical Specifications
- 5. Issue for Bid Plans and Technical Specifications

- B.3 Utility Relocation.** Prepare advance package design drawings, specifications, and bid documents. The scope for this task will include:

- 1. Preparation and submittal utility relocation plans and technical specifications
- 2. All associated coordination with both private and public utility companies. and agencies to achieve a design with stakeholder input.
- 3. Preparation of a Traffic Management Plan for Advanced Utility Relocation.
- 4. Utility potholing and preparation of a summary report.

Deliverables:

- 1. 60% Design Plans and Technical Specifications
- 2. 90% Design Plans and Technical Specifications
- 3. 100% Design Plans and Technical Specifications
- 4. Issue for Bid Plans and Technical Specifications

C. Progressive Design Build Bid Documents

Develop other drawings and documents, as required, based on the selected project delivery method, such as instrumentation, specifications, technical requirements, and Geotechnical Baseline Report.

C.1 Main Civil Package. In general, work will include providing technical support services to the TJPA and PMPC in developing and advertisement of the Main Civil progressive design build package.

1. Development of Bid Documents
 - a. Assist in determining what technical information is to be provided to the bidders as Contract Documents and as Reference Documents.
 - b. Package the following 30% preliminary engineering documents (e.g. drawings and reports) in the agreed upon format for inclusion in the Contract and Reference Documents.
 - i. Mined tunnel plans (current base case SEM mined tunnel)
 - ii. Cut-and-cover subway structure plans (at the Throat, and Second and Townsend streets)
 - iii. Emergency ventilation/exiting building architectural, structural, mechanical, and electrical plans at the Second and Harrison and Third and Townsend ventilation structures
 - iv. Track plan updates, including adjustments for updated/verified property boundaries (ROW work by others)
 - v. Fourth and Townsend Street Station structural, architectural, emergency ventilation plans including updating the station design for a revised track profile (3% grade on u-wall)
 - c. Provide inputs to updates of Design Criteria.
 - d. General support from: track, systems, and architecture including a longitudinal CFD model in Ventilation Zone 2 (Throat).
 - e. LIDAR as-built survey in Platform and Lower Concourse levels of the transit center.
 - f. Provide technical input on the Design and Construction General Requirements and Standards and Specifications sections of the Technical Provisions.
 - g. Perform necessary redesign services as may be required due to VE concepts and other considerations.
 - h. Preparation of Geotechnical Baseline Report, including additional borings, as necessary.

Deliverables:

1. *Repackaged 30% documents including redesigned elements*
2. *Transit Center Train box LIDAR As-built Survey*
3. *Geotechnical Baseline Report*

D. Track and Systems

Develop final design and procurement documents based on the Construction Manager/General Contractor project delivery method for the track and systems package.

D.1 Track and Systems Package. The scope includes final design work in support of the planned Track and Systems CMGC package. This design focuses on:

- Signals/Train Control
- Communications
- Overhead Contact System (OCS)
- Water/Air
- Tunnel Ventilation
- Tunnel Lighting and Electrical
- Trackwork

- Traction Power, as required

Deliverables:

1. 60% Design Plans and Technical Specifications
2. 90% Design Plans and Technical Specifications
3. 100% Design Plans and Technical Specifications
4. Issue for Bid Plans and Technical Specifications

E. Station Fitout

Develop final design and procurement documents based on the Construction Manager/General Contractor project delivery method for the station fitout package.

E.1 Station Fitout Package. The scope includes final design work in support of the planned Station Fitout CMGC package for the fit-out of the train box of the Salesforce Transit Center and the Fourth and Townsend Street Station as well as two ventilation structures along the tunnel alignment. This design focuses on:

- Interior finishes including platforms, partitions, and doors
- Vertical circulation
- Above grade structures
- Mechanical
- Electrical
- Plumbing
- Signage
- Fare collection systems, as required

Deliverables:

1. 60% Design Plans and Technical Specifications
2. 90% Design Plans and Technical Specifications
3. 100% Design Plans and Technical Specifications
4. Issue for Bid Plans and Technical Specifications

4.0: INTERAGENCY COORDINATION

Technical and approvals coordination with the relevant agencies having jurisdiction (AHJs), including the negotiation of critical and non-critical third-party agreements between TJPA and the various AHJs as needed. Regular meetings between TJPA and AHJs to advance that coordination and to advance those agreements.

Deliverables:

1. Third Party Agreements Plan
2. Critical Third Party Agreements
3. Non-critical Third Part Agreements

5.0: OTHER ENGINEERING SERVICES

Other engineering services as needed, including, potentially, but not limited to, economics, construction management.

A. Economic Impact

Determine the role of DTX in the region's planned growth and the broader state and national economies. Inform talking points for project benefits.

A.1 Economic Impact Study. TJPA and their consultants will prepare an impact study that looks at the role of the DTX in the region's planned growth and the broader state and national economy will be needed as the TJPA and stakeholders redefine the DTX project as part of a regionwide transportation strategy. The report will describe achieved and expected job, office, and residential growth in the vicinity of the Fourth and Townsend and Salesforce Transit Center Stations. Short- and long-term job growth, and overall economic benefits that can be attributed to the Transbay Program.

Deliverables: *Economic Impact Study*

6.0: PROFESSIONAL SERVICES

Other professional services as needed, including but not limited to, archaeology, right of way support services, and property management services.

7.0: PERMITS

Permit application fees as necessary, including SF Planning, the Dept. of Building Inspection, Caltrans, and others.

II. San Francisco Proposition K Allocation Request Scope: DTX Engineering Development and Procurement Preparation

The subject Prop K allocation request will fund the preparation of 90%, 100%, and Issue for Bid Documents for Advance Utility design work, preparation of Progressive Design Build Bid Documents for the Main Civil Construction package for the DTX tunnel and structures, and Program Management support. This work will be performed by TJPA's consultant team for Program Management/ Program Controls (PMPC) and the General Engineering Consultant (GEC). This work will be supported and supervised by TJPA Staff, though no TJPA Staff time is anticipated to be funded by this request. The work is scheduled to be complete by December 31, 2023. Previous Proposition K allocations for NTP 1, NTP 2A, and NTP 2B assisted TJPA to achieve 30% design and meet FTA's requirements under the Capital Investment Grant (GIG) program. The current allocation request will bring the DTX project closer to ready for procurement status.

A. Program Management \$517,600

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. (PMPC)

- 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 provides staff planning, supervision, and support for the Program Team, including coordination among project teams. The Program Manager also assist the TJPA in completing other program requirements such as developing scope for funding applications, developing third party agreements, assisting TJPA in securing Program approvals, and providing other related services. The Program Manager and Deputy Program Manager are designated as key personnel positions.
- 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.
- Assist in the development and management of project design criteria, cost estimates and schedule.
- Provide technical and project specific assistance to TJPA, including preparation of letters and presentations.

A.2 Program Meetings and Coordination. (PMPC)

PMPC will plan and attend project meetings including, but not limited to: bi-monthly meetings with SFCTA staff and the design team, IPMT, Executive Steering Committee, and TJPA Board meetings. PMPC Program Coordination activities include 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 (ongoing)*
2. *As-needed coordination with stakeholders (ongoing)*
3. *Analyze preliminary level impacts to the project if a specific concern or comment from a stakeholder increases project risk, scope, cost, or duration (ongoing)*
4. *Coordinate with rail operators on design criteria (ongoing)*

B. Program Implementation and Support Activities \$1,243,500

B.1 Project Implementation Plan and Contract Model Selection/Development. (PMPC)

Advance the work outlined in the Project Implementation Roadmap prepared in 2022. Including contract model selection and contract development, development of a Contract Integration and Interface Management Program Plan, facilitation of stakeholder workshops to drive impactful engagement with project partners, continued market engagement aligned with the selected packaging and procurement methods. Support interface management.

Deliverables/Schedule:

1. *Contract Model Selection Report: June 2023*
2. *Contract Integration and Interface Management Program Plan: July 2023*
3. *Implementation Roadmap Update: December 2023*

B.2 Issue Resolution. (PMPC)

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: *Issue Action Logs: On-going*

B.3 Risk Management. (PMPC)

Provide Risk Manager. Organize and facilitate quarterly risk management workshop in conjunction with FTA and stakeholders. Update Risk Register quarterly. It is assumed that any external experts required to attend the workshop would be provided by the funding partner.

Deliverables/Schedule: *Update Risk Register: Quarterly*

B.4 Utility Coordination. (PMPC)

Provide limited utility coordination oversight to verify project teams are successful in making arrangements for timely and cost-effective relocations of existing facilities.

B.5 Real Estate Acquisition Management. (PMPC)

Provide support, supervision, and management of various consultant disciplines providing services related to right-of-way pre-acquisition activities. Coordinate the selection process of various ROW contractors. Ensure that all ROW requirements have been secured by the date required for construction to proceed. Ensure documents, reports, written correspondence, notices, forms, and related materials associated with ROW activities are uniform, complete, and comply with all applicable federal and state requirements and the TJPA's policies and protocols. Establish and maintain files and recordkeeping related to ROW acquisition.

B.6 FTA New Starts Coordination Support. (PMPC)

Support coordination with the FTA and their Program Management Oversight Consultant, this will include monthly calls/virtual meetings with FTA. These meetings will primarily serve to keep FTA staff up to date regarding project and potential decisions that maybe made in the coming weeks and months, as well as keep FTA informed regarding decisions that have been made regarding the project.

C. Phase 2 Design

\$7,622,200

The PMPC Engineering Manager and support staff will be responsible for managing the project scope, schedule, budgets and contracting during the design phase. The General Engineering Consultant (GEC) will perform design and procurement packaging work on the advance utility construction package and the main civil package.

C.1 Engineering Contract Management. (PMPC)

Assist in finalizing the scope, deliverables, schedule and budget for Engineering Contract.

C.2 Project Management. (PMPC)

Provide project management oversight of the design team.

C.3 Design Submittal Reviews and Support for Contract Specifications. (PMPC)

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. Assist TJPA in the preparation of the front-end contract specifications (Division 00 and Division 01) for the Progressive Design Build bid documents for the Main Civil Package.

Deliverables/Schedule:

1. *Comments on design submittals, as needed (ongoing)*
2. *Contract Specifications for Progressive Design Build bid documents (Support for TJPA)*

C.4 Design and Procurement Package Work. (GEC)

Perform design and procurement package preparation work as described below:

- **Advance Utility Relocation:** Preparation and submittal of 90%,100%, and Issue for Bid design and procurement utility relocation plans and technical specifications. Coordination with both private and public utility companies and agencies. Utility potholing and preparation of a summary report.
- **Main Civil Package:** Package, and where necessary, update the 30% plans for the: mined tunnel, cut-and-cover structures, ventilation structures, trackwork, and Fourth and Townsend Street Station. Prepare technical specifications. Provide input to the design criteria.
- **Design Team Management and Stakeholder Coordination:** Monthly status reports, project meetings, monthly GEC input to Program Master Schedule, Quality Control and Quality Assurance, coordination with: train operators, federal/state/local agencies, adjacent projects, and property owners/developments. Including coordination with Caltrain's designer for enabling works in the Fourth and King Railyard. Other direct costs.

Deliverables/Schedule:

1. *Advance Utility potholing memorandum: April 2023*
2. *Advance Utility 90% plans and technical specifications: July 2023*
3. *Advance Utility 100% plans and technical specifications: August 2023*
4. *Advance Utility Issue for Bid plans and technical specifications: October 2023*
5. *Draft Main Civil Package Progressive Design Build Procurement reference plans, reports, and technical specifications: December 2023*
6. *Status reports: Monthly*

D. Project Controls**\$164,100**

The TJPA Project Controls Manager will develop and implement program/project controls. The TJPA Program Controls Manager will work with TJPA and PMPC support staff to accomplish the following scope of work. The budget to fund the TJPA Project Controls Manager is not included in this request. What follows is the PMPC support costs.

D.1 Program Master Schedule. (PMPC)

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: *Program Master Schedule Update: Monthly*

D.2 Status Reporting. (PMPC)

Prepare monthly and quarterly reports of Program status.

Deliverables/Schedule:

1. *Quarterly Program Status Reports to the Authority Board, Stakeholders and Funding Agencies (ongoing)*
2. *Monthly Progress Reports to Authority staff*

D.3 Work Breakdown Structure. (PMPC)

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.

D.4 Invoicing and Subconsultant Contract Management. (PMPC)

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.

E. Quality Control/Quality Assurance (QC/QA) \$21,600

E.1 QA Oversight. (PMPC)

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: *Audit Reports: Quarterly*

F. Document Management and Administrative Support \$431,000

F.1 Administrative Support/Technical Editing. (PMPC)

Administrative support including, 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. Other direct costs.

F.2 Document Control. (PMPC)

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 PMPC team'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.

F.3 Presentation Support. (PMPC)

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.

DTX FUNDING PLAN

Currently Committed Funding Sources	Amount (YOE\$ Millions)
Regional	
MTC Regional Measure 3	\$ 325
MTC Contribution to Engineering (via Prop K)	\$ 3
Local and Caltrain	
Caltrain FY22/23 Contribution to PD/Engineering	\$ 1.5
SF Sales Tax	
SFCTA Contribution to Engineering (via Prop K)	\$ 3
Other Prop K	\$ 18
Prop L	\$ 300
Transit Center District Funds	
CFD Bond Proceeds/Pay-Go (previous issuances)	\$ 32
CFD Bond Proceeds 2021B & 2022B	\$ 73
CFD Pay-Go Funds	\$ 28
CFD Future Proceeds Thru FY28/29	\$ 89
Tax Increment Bond Proceeds	\$ 114
Transit District Impact Fees	\$ 16
Developer Funds	\$ 62
Subtotal	\$ 1,064

Budgeted Funding Sources	Amount (YOE\$ Millions)
State	
CHSRA Contribution to Engineering	\$ 3
Local and Caltrain	
Caltrain FY23/24 Contribution to Engineering	\$ 1.5
Transit Center District Funds	
Future CFD Funds	\$ 465
Additional Tax Increment Bond Proceeds	\$ 40
Land Sale Revenues	\$ 6
Subtotal	\$ 515

Planned Funding Sources	Amount (YOE\$ Millions)
Federal	
Federal CIG New Start	\$ 3,300
Federal Non-CIG (e.g., MEGA, CRISI, FSP, etc.)	\$ 623
State	
TIRCP (Multi-Cycle)	\$ 560
High-Speed Rail (State/Federal Funds and/or CHSRA TBD)	\$ 550
Local	
Regional Transportation Improvement Program	\$ 18
Central SOMA Impact Fees and/or Other Local Source(s)	\$ 50
Subtotal	\$ 5,101

Potential/Future Funding Sources	Amount (YOE\$ Millions)
Regional	
Regional Grants	TBD
Other Regional/County-Level Sources or Contributions	TBD
Local	
New/Expanded Transit District Sources	TBD
Other Future/Additional Local Sources	TBD
Passenger Facility Charge	TBD
Private Contribution or Investment	TBD
Subtotal	TBD
Total	\$ 6,680

Funding and Cost	Amount (YOE\$ Millions)
Federal CIG New Start – Planned	\$ 3,300
Currently Committed Funding	\$ 1,064
Total Estimated Capital Cost (subject to refinement)	\$ 6,680

49%

31% of non-CIG

DTX COST ESTIMATE

DRAFT 2023 Full DTX Cost Estimate

Subject to change due to FTA review and adjustments after FTA submittal in February 2023. Baseline budget to be adopted by TJPA Board in August 2023

Category	Cost Estimate (\$m)
Utility Relocation	\$34
Demolition	\$8
Civil / Tunnel	\$2,336
Station Fit Out	\$698
Systems & Trackwork	\$526
Allowances	\$114
Subtotal Construction	\$3,716
ROW acquisition	\$340
Programwide	\$904
Design Contingency	\$856
Construction Contingency	\$370
Program Reserve	\$494
Subtotal	\$2,964
GRAND TOTAL	\$6,680

* Estimate is presented in Year of Expenditure Dollars
**Values do not total due to rounding

**San Francisco County Transportation Authority
Prop K Allocation Request Form**

SFCTA OVERSIGHT PROTOCOL FOR DOWNTOWN RAIL EXTENSION

This oversight protocol sets the framework for a partnership between the Transbay Joint Powers Authority (TJPA) and the San Francisco County Transportation Authority (SFCTA) for the purpose of achieving the shared goal of on-time and on-budget delivery of the Downtown Rail Extension (DTX). The intent is to integrate the SFCTA Project Management Oversight team (SFCTA PMO) into the TJPA Project Management Team's processes and protocols, in order to serve as a resource to the project, in addition to serving a traditional oversight role. In order to add value to this partnership, the SFCTA agrees that its PMO will have the appropriate technical, project management skills, and background to perform its duties. All SFCTA costs related to SFCTA oversight will be borne by the SFCTA.

SFCTA oversight is intended to be consistent with, and complementary to, the work program and governance established by the existing San Francisco Peninsula Rail Program Memorandum of Understanding (Existing MOU). It is expected that a successor arrangement for multi-agency governance of DTX (Successor Framework) will be established to replace the Existing MOU following its conclusion. SFCTA oversight is and will be in addition to any specific work program task roles for SFCTA established by the Existing MOU and/or the Successor Framework.

SFCTA oversight is additionally intended to complement oversight by the Federal Transit Administration (FTA) and its Project Management Oversight Consultant (PMOC). Performance of FTA oversight does not satisfy or replace SFCTA oversight requirements.

1. The TJPA Project Management Team (TPMT) will have an open-door policy and work closely with the SFCTA PMO, which will have access to project Section Managers and available information through TJPA staff. The SFCTA understands that some information will be confidential and commits to honor that confidentiality by not sharing or divulging any information so defined.
2. The SFCTA PMO will attend all appropriate progress meetings with the TPMT, in order to stay abreast of all project activities and, when warranted, may also attend, as an observer, partnering sessions and progress meetings with project contractors. The TPMT will periodically provide a list of current and anticipated regularly-scheduled meetings, and the SFCTA PMO and TPMT will jointly determine the meetings that would be most useful for SFCTA attendance.
3. Subject to FTA concurrence, the SFCTA PMO will attend meetings with the FTA and its PMOC and Financial Management Oversight Consultant (FMOC).
4. The TPMT will make available to the SFCTA PMO all project deliverables, reports, plans, procedures, and progress and cost reports for review and comment, which will be performed within the stipulated review period and submitted to the TPMT for consideration. Should the SFCTA PMO not provide comments by the due date, the TPMT may assume that they are not forthcoming.
5. The SFCTA PMO will review progress and cost reports and provide comments.
6. The SFCTA PMO will participate as an observer in consultant selection panels and contractor proposal/bid reviews.
7. The SFCTA PMO will monitor quality through regular discussions with the TPMT and the DTX Quality Manager.

8. The SFCTA PMO will be a member of the Risk Management team and participate in Risk Management meetings and receive copies of the project risk register, its monthly or quarterly updates, and risk reports.
9. The SFCTA PMO will serve as a voting member of the Configuration Management Working Group (CMWG) and any successor body established by the Successor Framework (i.e., Configuration and Change Management Body, as contemplated in the initial DTX Governance Study recommendations approved in September 2022). The SFCTA agrees that its PMO will have the appropriate technical and Project Management background and will not have veto power.
10. The SFCTA PMO will provide support to the TPMT on funding and financing issues, including proactively identifying grants and other funding opportunities.
11. The SFCTA PMO will review and approve project invoices submitted to the SFCTA and assure that they are processed in a timely manner.
12. The SFCTA PMO will assist the TPMT with development of grant amendments and funding requests which are submitted to the SFCTA for approval.



RESOLUTION RELEASING \$4,687,100 IN PREVIOUSLY ALLOCATED PROP K FUNDS, WITH CONDITIONS, TO THE TRANSBAY JOINT POWERS AUTHORITY FOR DOWNTOWN RAIL EXTENSION ENGINEERING DEVELOPMENT AND PROCUREMENT PREPARATION

WHEREAS, The Downtown Rail Extension (DTX), also known as The Portal, is a project of local, regional, and statewide significance, that will bring Caltrain and future California High-Speed Rail to the Salesforce Transit Center in downtown San Francisco; and

WHEREAS, The Transbay Joint Powers Authority (TJPA) is the lead agency for The Portal project; and

WHEREAS, In April 2020, through approval of Resolution 20-48, the Transportation Authority Board authorized the execution of the San Francisco Peninsula Rail Program Memorandum of Understanding (Peninsula Rail MOU) between the Transportation Authority and the Transbay Joint Powers Authority (TJPA), the Metropolitan Transportation Commission (MTC), the California High-Speed Rail Authority, the Peninsula Corridor Joint Powers Board, and City and County of San Francisco, to establish an organizational structure to support the efforts of the TJPA in the development of the DTX to ready-for-procurement status; and

WHEREAS, Under the terms of the Peninsula Rail MOU, the Transportation Authority and MTC are responsible for preparing recommendations for the governance of The Portal project for its procurement and construction phases, with these recommendations to be brought forward to the Peninsula Rail MOU Executive Steering Committee (ESC) for consideration and advancement to the TJPA Board for its consideration; and



WHEREAS, In August 2023, the TJPA Board unanimously approved The Portal Governance Blueprint, as prepared by the Transportation Authority and MTC and as recommended to the TJPA Board by the ESC; and

WHEREAS, The Governance Blueprint provides policy direction for the preparation of new memorandum of understanding, among the six partner agencies for The Portal, to govern the project through procurement, construction, and commissioning; and

WHEREAS, In March 2023, through approval of Resolution 23-38, the Transportation Authority Board allocated \$10,000,000 in Prop K local transportation sales tax funds, with conditions, to the TJPA for DTX Engineering Development and Procurement Preparation; and

WHEREAS, The March 2023 action placed \$4,687,100 of the allocated funds on reserve subject to later release by the Transportation Authority Board; and

WHEREAS, The Transportation Authority Board specified that release of reserved funds be conditioned on future presentation on the recommendations of the Governance Blueprint and the planned approach to project governance during procurement and construction; and

WHEREAS, On September 12, 2023, Transportation Authority staff and TJPA staff appeared before the Transportation Authority Board to present the recommendations of The Portal Governance Blueprint; and

WHEREAS, There are sufficient funds in the Capital Expenditures line item of the Transportation Authority's approved Fiscal Year 2023/24 budget to cover the proposed actions; now therefore be it

RESOLVED, That the Transportation Authority hereby releases \$4,687,100 in previously allocated Prop K local transportation sales tax funds, with conditions, to the TJPA for DTX Engineering Development and Procurement Preparation; and be it further



RESOLVED, That the Transportation Authority hereby authorizes the actual cash reimbursement of funds for these activities to take place subject to the Fiscal Year Cash Flow Distribution Schedule approved through Resolution 23-38.

Attachment : Allocation Request Form (approved through Resolution 23-38)