

Metropolitan Transportation Commission Programming and Allocations Committee

June 14, 2017

Agenda Item 2b

MTC Resolution Nos. 3651, Revised and 3914, Revised

Subject: Allocation of \$2 million in Bridge Toll Capital funds to Transbay Joint Powers Authority for Construction of the Transbay Transit Center project.

Background: The Transbay Joint Powers Authority (TJPA) requests the allocation of approximately \$2 million in AB 1171 and Regional Measure 2 (RM2) bridge toll capital funds for the construction phase of the Transbay Transit Center. This action consists of the rescission of approximately \$853,000 in savings from previous allocations to the project, the re-allocation of the same amount to construction, and the allocation of approximately \$1.2 million in previously unallocated AB 1171 funds to construction, as detailed in the table below:

	AB1171	RM2	Total
Savings from Prior Allocations	\$828,842	\$24,309	\$853,151
Previously Unallocated Amount	\$1,199,673	-	\$1,199,673
Allocation Total	\$2,028,515	\$24,309	\$2,052,824

TJPA is targeting December 2017 for substantial completion of the Transbay Transit Center building, with transbay bus service into the Transbay Transit Center to begin in Spring 2018.

This action would fully allocate all capital bridge toll funds programmed to the project.

Issues: None.

Recommendation: Refer MTC Resolution Nos. 3651, Revised and 3914, Revised to the Commission for approval.

Attachments: MTC Resolution Nos. 3651, Revised and 3914, Revised.

Date: September 22, 2004
W.I.: 1255
Referred by: PAC
Revised: 11/17/04-C 10/26/05-C
05/24/06-C 02/28/07-C
09/26/07-C 01/23/08-C
03/26/08-C 05/28/08-C
10/22/08-C 11/26/08-C
04/22/09-C 06/24/09-C
10/28/09-C 06/23/10-C
07/24/13-C 02/26/14-C
11/19/14-C 07/22/15-C
06/28/17-C

ABSTRACT

MTC Resolution No. 3651, Revised

This resolution approves the allocation of Regional Measure 2 funds for the Transbay Terminal/Downtown Caltrain Extension project sponsored by and implemented by the Transbay Joint Powers Authority (TJPA).

This resolution includes the following attachments:

Attachment A - Allocation Summary Sheet

Attachment B - Project Specific Conditions for Allocation Approval

Attachment C - MTC staff's review of TJPA's Initial Project Report (IPR) for this project

Attachment D - RM2 Deliverable/Useable Segment Cash Flow Plan

This resolution was revised on November 17, 2004 to accept the EIR and environmental findings as MTC's own for purposes of approving an allocation of \$16.125 million in RM2 funds to the finance portions of right-of-way phase, specifically the acquisition through condemnation of the property located at 80 Natoma Street.

This resolution was revised on October 26, 2005 to approve a \$12.875 million allocation for the right-of-way phase, to augment the previous right-of-way allocation for the 80 Natoma Street. Additional project specific conditions have been incorporated.

This resolution was revised on May 24, 2006 to approve a \$2.735 million allocation to allow the TJPA to continue ongoing professional contracts and PMPC work for preliminary engineering

ABSTRACT

MTC Resolution No. 3651, Revised

Page 2

work as well as to proceed with the BART connector study and Transbay travel model studies. Additional project specific conditions have been incorporated.

This resolution was revised on February 28, 2007 to allocate \$4.73 million for preliminary engineering funding for the utility relocation services, temporary terminal, and bus storage facilities. Additional project specific conditions have been incorporated.

This resolution was revised on September 26, 2007 to allocate \$1.319 million for final design on the temporary terminal.

This resolution was revised on January 23, 2008 to allocate \$28.299 million for a collection of right of way purchases, utility relocation (preliminary engineering) work, and program management and control costs.

This resolution was revised on March 26, 2008 to allocate a total of \$11.4 million for a collection of early works final design, permits, interagency agreements and early works construction management.

This resolution was revised on May 28, 2008 to allocate a total of \$21.8 million for the preliminary engineering of the Transbay Transit Center.

This resolution was revised on October 22, 2008 to allocate a total of \$23.5 million for the construction of the temporary terminal and funding for a commissioning agent for the new Transbay Terminal Center.

This resolution was revised on November 26, 2008 to amend the scope on a prior right-of-way allocation (Allocation no 08365110 - 01/23/08).

This resolution was revised on April 22, 2009 to allocate a total of \$5 million towards geotechnical shoring wall testing to determine the technical feasibility and effectiveness of alternate construction processes prior to finalizing design of soil improvements and foundation systems for the Transbay Transit Center.

ABSTRACT

MTC Resolution No. 3651, Revised

Page 3

This resolution was revised on June 24, 2009 to allocate a total of \$5.4 million towards the payment and performance bond premium for the construction of the Transbay Transit Center.

This resolution was revised on October 28, 2009 to rescind a total of \$750,000 from a prior construction allocation which has realized savings due to lower than anticipated contract costs, and to allocate a total of \$2.072 million (includes rescinded funds) to accommodate the expanded scope of CMGC services - owing to the inclusion of the “bottom up” approach which considers building the train box in Phase 1 construction.

This resolution was revised on June 23, 2010 to rescind a total of \$2.5 million from a prior design allocation owing to lower than anticipated contract costs and scope changes related to the bus storage facility, and reallocate the same amount towards Construction Manager/ General Contractor (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures.

This resolution was revised on July 24, 2013 to rescind and amend prior allocations in order to allow unspent funds and savings to be made available for modified scope elements and/or future re-allocations.

This resolution was revised on February 26, 2014 to allocate \$2,375,673 towards Construction Manager/ General Contractor (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures.

This resolution was revised on November 19, 2014 to modify a condition on the January 23, 2008 allocation for right of way purchases, to agree to move the quit claim deeds for two properties into a second priority position.

This resolution was revised on July 22, 2015 to modify a condition on the January 23, 2008 allocation for right of way purchases, to allow for the partial release of the quit claim deed for the 568 Howard Street property.

This resolution was revised on June 28, 2017 to rescind \$24,309 in savings from the February 28, 2007 allocation for preliminary engineering, and allocate the same amount for construction of the Transbay Transit Center Building and Related Structures.

ABSTRACT

MTC Resolution No. 3651, Revised

Page 4

Additional discussion of this allocation is contained in the Executive Director's memoranda to the MTC Programming and Allocations Committee dated September 8, 2004, November 10, 2004 and October 12, 2005, and PAC Summary Pages dated May 10, 2006, February 14, 2007, September 12, 2007, January 9, 2008, March 5, 2008, April 9, 2008, October 8, 2008, November 12, 2008, April 8, 2009, June 10, 2009, October 14, 2009, June 9, 2010, July 10, 2013, February 12, 2014, November 12, 2014, July 8, 2015, and June 14, 2017.

Date: September 22, 2004
W.I.: 1255
Referred by: PAC

Re: Approval of Allocation of Regional Measure 2 funds for the Transbay Terminal/Downtown Caltrain Extension

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION No. 3651

WHEREAS, pursuant to Government Code Section 66500 *et seq.*, the Metropolitan Transportation Commission (“MTC”) is the regional transportation planning agency for the San Francisco Bay Area; and

WHEREAS, Streets and Highways Code Sections 30950 *et seq.* created the Bay Area Toll Authority (“BATA”) which is a public instrumentality governed by the same board as that governing MTC; and

WHEREAS, on March 2, 2004, voters approved Regional Measure 2, increasing the toll for all vehicles on the seven state-owned toll bridges in the San Francisco Bay Area by \$1.00, with this extra dollar funding various transportation projects within the region that have been determined to reduce congestion or to make improvements to travel in the toll bridge corridors, as identified in SB 916 (Chapter 715, Statutes of 2004), commonly referred as Regional Measure 2 (“RM2”); and

WHEREAS, RM2 establishes the Regional Traffic Relief Plan and lists specific capital projects and programs and transit operating assistance eligible to receive RM2 funding as identified in Streets and Highways Code Sections 30914(c) & (d); and

WHEREAS, RM2 assigns administrative duties and responsibilities for the implementation of the Regional Traffic Relief Plan to MTC; and

WHEREAS, BATA shall fund the projects of the Regional Traffic Relief Plan by transferring RM2 authorized funds to MTC; and

WHEREAS, MTC adopted policies and procedures for the implementation of the Regional Measure 2 Regional Traffic Relief Plan, specifying the allocation criteria and project compliance requirements for RM 2 funding (MTC Resolution No. 3636); and

WHEREAS, Transbay Joint Powers Authority (TJPA) has submitted a request for the allocation of RM 2 funds for the Transbay Terminal/Downtown Caltrain Extension project; and

WHEREAS, Transbay Terminal/Downtown Caltrain Extension is identified as capital project number 22 under RM 2 and is eligible to receive RM 2 funding as identified in Streets and Highways Code Sections 30914(c); and

WHEREAS, the TJPA has submitted an Initial Project Report, as required pursuant to Streets and Highway Code Section 30914(e), to MTC for review and approval; and

WHEREAS, Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length, lists the project and phase for which the TJPA is requesting RM2 funding and the amount recommended for allocation by MTC staff; and

WHEREAS, Attachment B to this resolution, attached hereto and incorporated herein as though set forth at length, lists the required project specific conditions which must be met prior to execution of the allocation and any reimbursement of RM2 funds; and

WHEREAS, Attachment C to this resolution, attached hereto and incorporated herein as though set forth at length, includes MTC staff's review of TJPA's Initial Project Report (IPR) for this project; and

WHEREAS, Attachment D attached hereto and incorporated herein as though set forth at length, lists the cash flow of RM2 funds and complementary funding for the deliverable/useable RM2 project segment; and

RESOLVED, that MTC approves MTC staff's review of TJPA's Initial Project Report (IPR) for this project as set forth in Attachment C; and be it further

RESOLVED, that MTC approves the allocation and reimbursement of RM2 funds in accordance with the amount and reimbursement schedule for the phase, and activities as set forth in Attachment A; and, be it further

RESOLVED, that the allocation and reimbursement of RM2 funds as set forth in Attachment A are conditioned upon TJPA complying with the provisions of the Regional Measure 2 Regional Traffic Relief Plan Policy and Procedures as set forth in length in MTC Resolution 3636; and be it further

RESOLVED, that the allocation and reimbursement of RM2 funds are further conditioned upon the project specific conditions as set forth in Attachment B; and, be it further

RESOLVED, that the allocation and reimbursement of RM2 funds as set forth in Attachment A are conditioned upon the availability and expenditure of any complementary funding as set forth in Attachment D; and be it further

RESOLVED, that a certified copy of this resolution, shall be forwarded to the project sponsor.

METROPOLITAN TRANSPORTATION COMMISSION



Steve Kinsey, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at the regular meeting of the Commission held in Oakland, California, on September 22, 2004.

September 22, 2004

Attachment A

MTC Resolution No. 3651

Org Key #840-8822-01

Pg 1 of 6

Revised: 11/17/04-C 05/24/06-C

02/28/07-C 09/26/07-C

01/23/08-C 03/26/08-C

05/28/08-C 10/22/08-C

11/26/08-C 04/22/09-C

06/24/09-C 10/28/09-C

06/23/10-C 07/24/13-C 02/16/14-C

06/28/17-C

REGIONAL MEASURE 2 PROGRAM Allocation of Funds

Project Title: Transbay Terminal/Downtown Caltrain Extension

Sponsor: Transbay Joint Powers Authority

Project Number: 22.1

Allocation No. 22.1-1

Activities to be funded with Allocation #1:

The RM2 funded component delivers Phase 1 of the Preliminary Engineering, consisting of the following activities and deliverables:

1. Program Update Report;
2. Design Criteria and Quality Guidelines;
3. Risk Analysis including identification of significant project elements that contribute to cost risk;
4. Program Implementation Plan and Cash Flow including phasing alternatives that consider expected availability of funding;
5. Preliminary engineering (roughly 10%) on project elements needed to better define cost;
6. Revised Cost Estimate Report;
7. Value Engineering Report; and
8. Program Scope Report for the Transbay Terminal element;
9. Conceptual Engineering for the Caltrain Downtown Extension element;
10. Revised Program Budget, Schedule and Cash Flow; and
11. Project Management/Project Control necessary to complete the items above.

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
05365101	22-Sep-04	\$ 10,505,000	ENV	FY 2004-05	\$ 10,505,000
06365102	22-Sep-04	\$ 4,990,000	ENV	FY 2005-06	\$ 15,495,000

September 22, 2004

Attachment A

MTC Resolution No. 3651

Org Key #840-8822-01

Pg 2 of 6

Revised: 11/17/04-C 05/24/06-C

02/28/07-C 09/26/07-C

01/23/08-C 03/26/08-C

05/28/08-C 10/22/08-C

11/26/08-C 04/22/09-C

06/24/09-C 10/28/09-C

06/23/10-C 07/24/13-C 02/16/14-C

06/28/17-C

Allocation No. 22.1-2

Activities to be funded with Allocation #2:

Right-of-way acquisition of the 80 Natoma property in San Francisco, California.

The TJPA staff has provided MTC staff with a copy of the Project's environmental review documents, consisting of the Environmental Impact Statement/Environmental Impact Report and environmental findings of the San Francisco County Transportation Authority. Said documents have been reviewed by staff, and are herein incorporated by reference as though set forth at length. As lead agencies under CEQA, the City and County of San Francisco, the Peninsula Corridor Joint Powers Board (Caltrain) and the San Francisco Redevelopment Agency have certified that the Environmental Impact Report (EIR) for the Project is in compliance with the requirements of the California Environmental Quality Act (CEQA) and the applicable CEQA Guidelines.

The TJPA staff advises that the EIR for the Project is currently the subject of a number of pending lawsuits, but that there are no injunctions in place that would preclude the TJPA from proceeding with the Project. The TJPA staff further advises that the City and County of San Francisco, on behalf of the TJPA for purposes of implementing the Project, has initiated a condemnation action for the property located at 80 Natoma Street, and that this RM2 funding request is for purposes of providing part of the financing necessary to complete the right of way action.

Under these circumstances, for purposes of reviewing this request for an allocation of RM2 funds, MTC is a responsible agency under CEQA, and may accept that the EIR for the Project is in compliance with the provisions of CEQA and its applicable regulations. Staff recommends MTC's acceptance of the above referenced EIR and findings for the Project, and approval of the TJPA's RM2 funding request. MTC's acceptance of the EIR, and the findings as its own for purposes of approval of the funding request, will constitute MTC's permission for the TJPA to proceed with those elements of the Project funded in part with RM2 funds, but with the understanding that the TJPA will be proceeding with the Project at its own risk pending a final determination of the current judicial proceedings.

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
05365103	17-Nov-04	\$ 16,125,000	ROW	FY 2004-05	\$ 31,620,000

Allocation No. 22.1-3

Activities to be funded with Allocation #3:

Additional funding for Right-of-way acquisition of the 80 Natoma property in San Francisco, California.

The TJPA finds that no new facts have arisen since the original certification of the Transbay Terminal EIR/EIS that would change the analysis or conclusions. MTC is a responsible agency under CEQA, and accepts that the EIR for the Project is in compliance with the provisions of CEQA and its applicable regulations.

MTC will be receiving two documents prior to processing payment for the property:

- 1) Settlement agreement between TJPA and the property owner.
- 2) Quitclaim deed (to protect MTC and the City and the San Francisco County Transportation Authority if the project fails).

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
06365104	26-Oct-05	\$ 12,875,000	ROW	FY 2005-06	\$ 44,495,000

Allocation No. 22.1-4

Activities to be funded with Allocation #4:

- a) Ongoing professional service contracts for PE work and project controls and project management contracts through September (\$2.09 million)
- b) BART connection Study (\$600,000)
- c) Transbay travel model study (\$50,000)

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
07365105	24-May-06	\$ 2,735,000	ENV	FY 2006-07	\$ 47,230,000

Allocation No. 22.1-5

Activities to be funded with Allocation #5:

- a) Preliminary Engineering (35%) for the Utility Relocation Services, Temporary Terminal, and Bus Storage facility

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
07365106	28-Feb-07	\$ 4,730,000	ENV	FY 2006-07	\$ 51,960,000
07365106	24-Jul-13	\$ (850,000)	ENV	FY 2013-14	\$ 51,110,000
07365106	28-Jun-17	\$ (24,309)	ENV	FY 2016-17	\$ 51,085,691

Allocation No. 22.1-6

Activities to be funded with Allocation #6:

a) Final Design for the Utility Relocation Services, Temporary Terminal, and Bus Storage facility

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
08365107	26-Sep-07	\$ 1,319,000	PS&E	FY 2007-08	\$ 52,404,691

Allocation No. 22.1-7

Activities to be funded with Allocation #7:

a) Preliminary Design for the Utility Relocation Services (\$1.9 million)

b) Program Management and Program Controls (\$2.654 million)

c) Bundled Right-of-Way acquisitions related to the project, including but not limited to the following properties in downtown San Francisco until funds are expended:

272 Main, 200 Folsom, 90 Natoma, 564 Howard, 546 Howard, 57 Tehama, 60 Tehama, 81-83 Natoma, 77-79 Natoma, Natoma St., and 568-576 Howard. (\$23.745 million)

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
08365108	23-Jan-08	\$ 2,654,000	ENV	FY 2007-08	\$ 55,058,691
08365109	23-Jan-08	\$ 1,900,000	ENV	FY 2007-08	\$ 56,958,691
08365110	23-Jan-08	\$ 23,745,000	ROW	FY 2007-08	\$ 80,703,691

Allocation No. 22.1-8

Activities to be funded with Allocation #8:

a) Final Design for the Bus Storage Facility and Utility Relocation, Permits, Fees and Interagency Agreements through CY 2008 and Construction Management for the Temporary Terminal and Bus Storage Facility (\$11.4 million)

Funding Information:

Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
08365111	26-Mar-08	\$ 11,400,000	PS&E	FY 2007-08	\$ 92,103,691
08365111	23-Jun-10	\$ (2,500,000)	PS&E	FY 2009-10	\$ 89,603,691

Revised: 11/17/04-C 05/24/06-C

02/28/07-C 09/26/07-C

01/23/08-C 03/26/08-C

05/28/08-C 10/22/08-C

11/26/08-C 04/22/09-C

06/24/09-C 10/28/09-C

06/23/10-C 07/24/13-C 02/16/14-C

06/28/17-C

Allocation No. 22.1-9						
Activities to be funded with Allocation #9:						
a) Preliminary Engineering of the Transbay Transit Center (\$ 21.25 million)						
b) Final Design of the Transbay Transit Center (550,000) - amended to add on July 24, 2013						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
08365112	28-May-08	\$ 21,800,000	ENV	FY 2007-08	\$	111,403,691

Allocation No. 22.1-10						
Activities to be funded with Allocation #10:						
a) Construction of the Temporary Terminal (\$ 20.9 million)						
b) Funding for the Commissioning Agent for the Transbay Terminal Center (\$ 850,000)						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
09365113	22-Oct-08	\$ 23,500,000	CON	FY 2008-09	\$	134,903,691
09365113	28-Oct-09	\$ (750,000)	CON	FY 2009-10		134,153,691
09365113	24-Jul-13	\$ (1,000,000)	CON	FY 2013-14		133,153,691

Allocation No. 22.1-11						
Activities to be funded with Allocation #11:						
1) Geotechnical shoring wall testing						
2) Construction of test shafts to determine soil improvement procedures						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
09365114	22-Apr-09	\$ 5,000,000	ENV	FY 2008-09	\$	138,153,691
09365114	24-Jul-13	\$ (525,673)	ENV	FY 2013-14	\$	137,628,018

Allocation No. 22.1-12						
Activities to be funded with Allocation #12:						
Payment and performance bond premium for the construction of the Transbay Transit Center						
Funding Information:						
Allocation Instruction No.	Approval Date		Amount	Phase	Reimbursement Year	Cumulative Total To Date
09365115	24-Jun-09	\$	5,400,000	CON	FY 2008-09	\$ 143,028,018

Allocation No. 22.1-13						
Activities to be funded with Allocation #13:						
Additional funds to accommodate the expanded scope of CMGC services owing to the inclusion of the "bottom up" approach, which considers building the train box in Phase 1 construction.						
Funding Information:						
Allocation Instruction No.	Approval Date		Amount	Phase	Reimbursement Year	Cumulative Total To Date
10365116	28-Oct-09	\$	2,072,000	CON	FY 2009-10	\$ 145,100,018

Allocation No. 22.1-14						
Activities to be funded with Allocation #14:						
Additional funds for CMGC services (especially pre-construction services) for the construction of the Transbay Transit Center Building and Related Structures.						
Funding Information:						
Allocation Instruction No.	Approval Date		Amount	Phase	Reimbursement Year	Cumulative Total To Date
10365117	23-Jun-10	\$	2,500,000	CON	FY 2009-10	\$ 147,600,018
14365117	26-Feb-14	\$	2,375,673	CON	FY 2013-14	\$ 149,975,691

Allocation No. 22.1-15						
Activities to be funded with Allocation #15:						
Construction of the Transbay Transit Center Building and Related Structures.						
Funding Information:						
Allocation Instruction No.	Approval Date		Amount	Phase	Reimbursement Year	Cumulative Total To Date
17365118	28-Jun-17	\$	24,309	CON	FY 2016-17	\$ 150,000,000

REGIONAL MEASURE 2 PROGRAM Project Specific Conditions

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

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

On September 22, 2004, the Commission approved the imposition of the following conditions pertaining to the overall project and all allocations:

1. Approval of the allocation package by the Transbay Joint Powers Authority Board of Directors. The allocation package consists of the Initial Project Report (IPR), resolution of project compliance, and opinion of legal counsel.
2. MTC certification of TJPA's evidence of allocation and commitment of complementary funds.
3. Adherence to the workplan exhibited by the "Transbay Terminal/Caltrain Downtown Extension Scope of Work" dated August 31, 2004, with its accompanying "Preliminary Engineering Part 1" progress schedule, attached.
4. The TJPA may invoice MTC for eligible project expenses as frequently as monthly, in accordance with the cash flow plan.

On November 17, 2004, the Commission approved the imposition of the following general concepts and conditions pertaining specifically to allocation #22.1-2 for the right-of-way phase and the TJPA has agreed to the following specific language:

5. General Concept:
Require that the project sponsor TJPA deposit the full amount of RM2 funds directly into the account established by law for purposes of this condemnation action, and return interest on RM2 funds to MTC.

Specific Language:

The City and County of San Francisco has commenced an eminent domain action on behalf of the project sponsor TJPA to obtain Right-of-Way property needed for the project, and has committed to the TJPA's use of the property upon completion of the eminent domain action. TJPA, or MTC at the request of the project sponsor, shall deposit the RM2 grant funds directly into the account established by law for eminent domain funds. TJPA shall return to MTC the equivalent of any amount of interest earned at the account's interest rate and accrued in the account attributable to RM2 funds as of the date the funds are transferred to the condemnee. On or before the condemnee's receipt of eminent domain funds, the TJPA will deliver to MTC a report from counsel on the status of all pending litigation which might adversely effect the project or the ability of the TJPA to carry out the project.

6. General Concept:

Recapture RM2 investment plus any proportional increase in land value (including MTC's proportionate share of any improvements) if project not completed or land not used for project.

Specific Language:

The TJPA has agreed that if Right-of-Way is acquired for the project and is not utilized for project purposes because the project is not completed or its scope is changed, MTC shall be reimbursed its proportional share of the fair market value of the property plus MTC's pro-rata share of any improvements, based on, (1) the net proceeds from the sale of the property or, (2) an appraisal of the property conducted at no cost to MTC. Any such appraisal shall be conducted within one (1) year from the date of the project sponsor's final determination that the project will not be completed or that the property is no longer needed for the project due to a change in scope. The date of valuation for purposes of any appraisal shall be the date on which such final determination is made.

7. General Concept:

Capture any savings if property is acquired for less than the appraised value at the time of grant application.

Specific Language:

The TJPA has agreed that if the amount of RM2 funds deposited into the eminent domain account is higher than the RM2 proportional share of fair market value of the property as set forth in the final order of condemnation, the project sponsor shall return to MTC the difference between the amount deposited to the eminent domain account and the RM2 proportional share of the amount of the final order plus interest. If for any reason, the condemnation action is dismissed by a final judgment or abandoned, the RM2 funds deposited into the eminent domain account shall be returned to MTC plus accrued interest at the account's interest rate.

8. General Concept:

Project sponsor agrees to request City to place a revocable lien on the property at the time of transfer of title in favor of the granting agencies, including but not limited to MTC, referencing these grant conditions. The lien shall be revocable after the project commences public operations.

Specific Language:

The TJPA and MTC have agreed that specific language is to be determined prior to completion of eminent domain action.

On October 26, 2005, the Commission approved the imposition of the following condition pertaining specifically to allocation #22.1-3 for the right-of-way phase. The conditions approved as part of 22.1-2 apply to this right-of-way allocation request.

9. MTC must receive the following two documents before any distribution of funds for the right-of-way purchase:
 - 1) Settlement agreement between TJPA and the property owner.
 - 2) Final quitclaim deed that conveys to MTC and the SFCTA, as joint tenants, title and interest in the property, to be held in trust, and to be recorded, should the TJPA abandon the Transbay Terminal project or the State of California terminate the project for failure to complete.
10. This allocation is contingent upon the approval of the allocation request by the TJPA Board of Directors and approval of the complementary funds by the SFCTA.

On May 24, 2006, the Commission approved the imposition of the following condition pertaining specifically to allocation #22.1-4 for the bridge-gap funding.

11. It is MTCs intent that there be no further RM2 allocations until the TJPA adopts an implementation strategy for the program.

On February 28, 2007, the Commission approved the following condition pertaining specifically to allocation #22.1-5.

12. MTC's allocation #5 for this project is contingent upon the San Francisco County Transportation Authority's (SFCTA) approval and authorization of expenditures of \$10.825 million for Project Management/ Project Controls and survey work, calendared for Authority Board consideration in February 2007.

On January 23, 2008, the Commission approved the following conditions pertaining specifically to allocation #22.1-7. Condition #14 was modified on November 19, 2014 to place two properties into a second priority position until a private loan by Goldman Sachs is paid off by TJPA. **Condition #14 was further modified on July 22, 2015 to allow for the partial release of the quit claim deed for the 568 Howard Street property.**

13. Approval of the allocation package by the Transbay Joint Powers Authority Board of Directors. The allocation package consists of the Initial Project Report (IPR), resolution of project compliance, and opinion of legal counsel.

14. MTC will execute Quit Claim Deeds for each property which is being purchased (fully or in part) with RM2 funds prior to transferring any funds to the TJPA for this purpose. The quit claim deeds for 75 Natoma Street and 546 Howard Street shall be held in abeyance until TJPA repays the private loan. The selection of parcels to be purchased with RM2 funds shall be clustered in location as much as possible. ***The quit claim deed for 568 Howard Street may be partially released to allow for a portion of that property to be included as part of the Parcel F land sale. TJPA staff is requested to provide a budget update to the Commission in July of 2015, as a condition of the partial release.***
15. MTC is allowing non-proportionate drawdowns from complementary fund sources for purposes of procuring right of way under this allocation, with the understanding that after all parcels have been acquired, RM2 funding will be approximately equal to complementary funding for right of way.

On March 26, 2008, the Commission approved the following condition pertaining specifically to allocation #22.1-8

16. Approval of the allocation package by the Transbay Joint Powers Authority Board of Directors. The allocation package consists of the Initial Project Report (IPR), resolution of project compliance, and opinion of legal counsel.

On May 28, 2008, the Commission approved the following condition pertaining specifically to allocation #22.1-9

17. The disbursement of funds is contingent on the award of the Architectural & Engineering (A&E) contract to Pelli Clarke Pelli - Hines for design and development of the Transbay Terminal and Tower; furthermore, if the contract is not awarded within three months, staff will rescind the

On October 22, 2008, the Commission approved the following condition pertaining specifically to allocation #22.1-10

18. The allocation and reimbursement of RM2 funds are contingent upon the TJPA securing an investment grade rating from Fitch, submitting a TIFIA loan application, and approving the Exclusive Negotiations Agreement for the Transbay Transit Tower.

On June 23, 2010, the Commission approved the following condition pertaining specifically to allocation #22.1-14

19. The allocation and reimbursement of RM2 funds are contingent upon approval of the allocation package by the Transbay Joint Powers Authority Board of Directors. The allocation package consists of the Initial Project Report (IPR), resolution of project compliance, and opinion of legal counsel.

September 22, 2004

Attachment B

MTC Resolution No. 3651

Page 5

Revised: 11/17/04-C 10/26/05-C

05/24/06-C 02/28/07-C

01/23/08-C 03/26/08-C

05/28/08-C 10/22/08-C

06/23/10-C 11/19/14-C

07/22/15-C

Project Schedule

Prepared by the Transbay Joint Powers Authority

Pages 4 thru 6 of Attachment B to MTC Resolution No. 3651

See

J:/ Section / Allstaff / Resolutions /
MTC Resolutions / RES-3651_Att-B-pg5-7.pdf

RM2 Project Number: 22

Transbay Terminal/Downtown Caltrain Extension

Lead Sponsor Transbay Joint Powers Authority	Other Sponsors(s) N/A	Implementing Agency (if applicable) N/A
<p>Legislated Project Description</p> <p>A new Transbay Terminal at First and Mission Streets in San Francisco providing added capacity for transbay, regional, local, intercity bus services, the extension of Caltrain rail services into the terminal, and accommodation of a future high speed passenger rail line to the terminal and eventual rail connection to the east bay. Eligible expenses include project planning, design and engineering, construction of a new terminal and its associated ramps and tunnels, demolition of existing structures, design and development of a temporary terminal, property and right-of-way acquisition required for the project, and associated project-related administrative expenses. A bus- and train-ready terminal facility, including purchase and acquisition of necessary rights-of-way for the terminal, ramps, and rail extension, is the first priority for toll funds for the Transbay Terminal/Downtown Extension Project. The temporary terminal operation shall not exceed five years.</p>		
RM2 Legislated Funding (in \$1,000)		Total Estimated Project Cost (in \$1,000)
Total Overall Funding: \$150,000		\$4,495,400
<p>Project Purpose and Description</p> <p>The Transbay Terminal / Downtown Caltrain Extension Project consists of three major components: a new, multi-modal Transbay Terminal on the site of the present Transbay Terminal; the extension of Caltrain commuter rail service from its current San Francisco terminus at Fourth and Townsend Streets to a new underground terminus underneath a proposed new Transbay Terminal; and the establishment of a Redevelopment Area with related development projects, including transit-oriented development on publicly owned land in the vicinity of the new multi-modal Transbay Terminal.</p>		
<p>Funding Description</p> <p>Committed Funds: The Project is divided into two phases: the Transbay Transit Center Phase 1, which is funded with committed revenues and future land sales.</p> <p>Uncommitted Funds: The Caltrain Downtown Extension project (Phase 2) is estimated to cost \$2.6 billion and is not fully funded. The TJPA is working on securing additional revenues..</p> <p>Operating Capacity: Operations for the Transbay Terminal are to be funded by revenue generated by the building leases, including rents from transit operators, retail establishments, a hotel; parking revenue; general advertising revenue; and the continuation of terminal operating funds from Bay Area Toll Authority funds. The operations of the Downtown Caltrain extension are to be fully funded by fare revenues.</p>		

Overall Project Cost and Schedule (Schedule: Phase 1)

Phase	Scope	Start	End	Cost (in \$1,000)
1	Final Environmental Document/ Preliminary Eng.	08/2000	12/2009	\$144,306
2	Plans, Specifications and Estimates	11/2007	09/2012	\$510,063
3	Right-of-Way	11/2005	06/2011	\$253,316
4	Construction	11/2008	12/2017	\$3,587,715

Total: \$4,495,400

Defined Segment Funding Plan Total*: \$2,259,400

* Defined Segment Funding Plan

(\$ thousands)

September 22, 2004

Attachment C

MTC Resolution No. 3651

Revised: 10/26/05-C 02/28/07-C
01/23/08-C 03/26/08-C 05/28/08-C
10/22/08-C 04/22/09-C 06/24/09-C
10/28/09-C 06/23/10-C 02/26/14-C
06/28/17-C

Project Title	Transbay Terminal/Downtown Caltrain Extension	Project No.	22
Lead Sponsor	Transbay Joint Powers Authority		

Fund Source	Phase	Prior	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	Future	Total
Committed															
FTA Section 1601	ENV / PA&ED	8,795													8,795
RM-1	ENV / PA&ED	1,400		5,200											6,600
Lease Proceeds, TDR, M	ENV / PA&ED	799							7		61				867
RM-2	ENV / PA&ED	15,127	26,330												41,457
SF Prop K	ENV / PA&ED	16,659	9,886	86											26,630
San Mateo Sales Tax	ENV / PA&ED	4,497													4,497
SAFETEA-LU Grants	ENV / PA&ED	6,650	7,009	7,593											21,252
AB1171	ENV / PA&ED				5,226										5,226
SF Prop K	PS&E				18,200				13,455						31,655
Lease Proceeds, TDR	PS&E	46	307	592	650	471	486	633	788	1,108	763	1,093			6,937
TIFIA/Bridge Loan	PS&E									20,615		2,800			23,415
RM-2	PS&E		10,219	4,474											14,693
AB 1171	PS&E				10,700	22,074		29,069							61,843
SAFETEA-LU Grants	PS&E				32,344										32,344
RTIP	PS&E		4,000			2,762									6,762
ARRA-HSIPR	PS&E					70,465									70,465
RM-2	ROW	29,000	23,745												52,745
SF Prop K	ROW		20,376												20,376
RTIP	ROW		3,391												3,391
Lease Proceeds, TDR, M	ROW	37													37
RM-1	CON							47,800							47,800
RM-2	CON			27,150	4,572				2,376				24		34,122
AB 1171	CON					35,976		44,300	627				2,029		82,931
AC Transit Capital Cont.	CON					4,085	3,613	2,150	2,150	23,313	2,148	2,153	89		39,700
RTIP	CON														0
Land Sales	CON							191,816	73,891	70,000	180,161				515,868
SF Prop K	CON			7,999					33,042		14,220		5,422		60,683
OBAG								6,000							
Lease Proceeds, TDR, M	CON											5,456	5,943		11,399
TCDP Mello Roos CFD	CON												146,615		146,615
ARRA-HSIPR	CON					329,535									329,535
FRA Rail Relo	CON					2,650									2,650
TIFIA/ Bridge Loan	CON						0		132,889			168,200			301,089
City Financing	CON											241,022			241,022
Segment Funding Total		83,010	105,262	53,094	71,692	468,018	4,098	315,767	129,959	250,301	197,354	420,724	160,122	0	2,259,401

REGIONAL MEASURE 2 PROGRAM
Project Cash Flow Plan

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

September 22, 2004
Attachment D
MTC Resolution No. 3651
Org Key #840-8822-01

Pg 1 of 1

Revised: 11/17/04-C 05/24/06-C
01/28/07-C 09/26/07-C
01/23/08-C 03/26/08-C
05/28/08-C 10/22/08-C
04/22/09-C 06/24/09-C
10/28/09-C 06/23/10-C

07/24/13-C 02/26/14-C
06/28/17-C

RM2 Project # 22.1	PRIOR	FY2017-18	Future	TOTAL
RM2 Funds Total	148,210,000	1,790,000	-	150,000,000
Environmental (ENV)	58,618,000	247,000	0	58,865,000
RM 2	48,192,000	247,000		48,439,000
AB1171	5,226,000			5,226,000
RM1	5,200,000			5,200,000
Final Design (PS&E)	74,704,000	1,832,000	0	76,536,000
RM 2	13,738,000	955,000		14,693,000
AB1171	60,966,000	877,000		61,843,000
RM1	0			0
Right of Way	52,745,000	0		52,745,000
RM 2	52,745,000			52,745,000
AB1171				
RM1				
Construction	161,050,886	3,803,114	0	164,854,000
RM2	33,535,000	588,000		34,123,000
AB1171	79,715,886	3,215,114		82,931,000
RM1	47,800,000			47,800,000
TOTAL FUNDING				
Environmental	58,618,000	247,000	0	58,865,000
Final Design (PS&E)	74,704,000	1,832,000	0	76,536,000
Right of Way	52,745,000	0	0	52,745,000
Construction	161,050,886	3,803,114	0	164,854,000
PROJECT TOTAL	347,117,886	5,882,114	0	353,000,000

Date: June 24, 2009
W.I.: 1255
Referred by: PAC
Revised: 12/16/09-C 02/24/10-C 03/24/10-C
06/23/10-C 07/28/10-C 10/27/10-C
12/15/10-C 03/23/11-C 05/25/11-C
06/22/11-C 07/27/11-C 09/28/11-C
11/16/11-C 03/28/12-C 06/27/12-C
07/25/12-C 11/28/12-C 01/23/13-C
06/26/13-C 07/24/13-C 09/25/13-C
10/23/13-C 12/18/13-C 02/26/14-C
03/26/14-C 10/22/14-C 12/17/14-C
01/27/16-C 05/25/16-C 09/28/16-C
11/16/16-C 06/28/17-C

ABSTRACT

Resolution No. 3914, Revised

This resolution allocates AB 1171 Bridge Toll funds to eligible projects.

This resolution includes the following attachments:

Attachment A – Allocations of AB 1171 Bridge Toll funds

This resolution was revised on December 16, 2009 to allocate \$13.9 million to BART towards the eBART project for construction of the transfer station at the Pittsburg Bay Point BART station and guideway to Railroad Avenue.

This resolution was revised on February 24, 2010 to allocate AB 1171 funds to the Transbay Joint Powers Authority, \$10.7 million towards the final design phase of the Transbay Transit Center, and \$5.226 million towards the Program Management/Program Controls (PMPC) services for the project.

This resolution was revised on March 24, 2010 to allocate a total of \$13 million in AB 1171 funds to CCTA towards the construction of eBART median structures to be integrated into Segments 1, 2, 3, 4, and 5 of Caltrans/CCTA State Route 4 contracts, and towards right-of-way to accommodate e-BART.

This resolution was revised on June 23, 2010 to allocate a total of \$11 million in AB 1171 funds to BART towards the completion of final design on the eBART project. This resolution was also

ABSTRACT

MTC Resolution No. 3914, Revised

Page 2

revised to allocate \$134 million towards the final design phase for the Transit Center building and ramps and construction of the Transit Center, including the below-grade rail levels of the Transit Center.

This resolution was revised on July 28, 2010 to allocate \$5 million to BART towards the Line, Trackwork, Systems & Station (LTSS) construction and related activities for the BART Warm Springs Extension project; \$1.25 million to ACCMA towards purchase of right-of-way and \$250,000 to MTC for an independent Opportunity/Risk Analysis for the BART to Livermore ROW Preservation project; and \$2.8 million towards the initial project development activities for the Regional Express Lane Network.

This resolution was revised on October 27, 2010 to allocate a total of \$73.6 million to BART towards the purchase of Diesel Multiple Unit (DMU) vehicles for the eBART project.

This resolution was revised on December 15, 2010 through Commission action to allocate \$7 million for environmental and preliminary engineering for the I-80/I-680/SR-12 Interchange project in Solano County.

This resolution was revised on March 23, 2011 through Commission action to rescind \$52 million from the October 27, 2010 allocation of \$73.6 million for the purchase of Diesel Multiple Unit (DMU) vehicles for the eBART project. This resolution was also revised to allocate \$19 million for construction and construction management activities on State Route 4 related to eBART.

This resolution was revised on May 25, 2011 through Commission action to rescind \$76 million from the June 23, 2010 allocation of \$134 million towards the final design phase for the Transit Center building and ramps and construction of the Transit Center, including the below-grade rail levels of the Transit Center.

This resolution was revised on June 22, 2011 through Commission action to allocate \$26.4 million for the construction of the I-80 Eastbound Cordelia Truck Scales Relocation project in Solano County.

ABSTRACT

MTC Resolution No. 3914, Revised

Page 3

This resolution was revised on July 27, 2011 to update the allocation conditions for the BART Warm Springs project to add principles for addressing potential cost increases.

This resolution was revised on September 28, 2011 to allocate \$27.1 million to CCTA towards construction and construction management activities for the integration of eBART median structures into Caltrans/CCTA SR 4 contract segments and to accommodate eBART in the SR4 median.

This resolution was revised on November 16, 2011 to allocate \$6.5 million to VTA towards construction and construction management activities for the Mission/Warren/Truck-Rail Facility.

This resolution was revised on March 28, 2012 to rescind \$3,817,000 from allocation #17 for the I-80 Eastbound Cordelia Truck Scales Relocation project; and allocate \$14,280,000 for the I-80/680/12 Interchange Initial Construction Package 1 project towards right-of-way acquisition.

This resolution was revised on June 27, 2012 to allocate \$73.7 million to the Transbay Joint Powers Authority to certify upcoming construction contracts, finalize the Transbay Transit Center design, fund remaining Construction Management/General Contractor (CM/GC) services on the project, and fund pre-bid construction management for the “steel cast nodes” elements of glass exterior shell.

This resolution was revised on June 27, 2012 to allocate \$9.41 million to BART for eBART for the completion of Final Design and Construction Management (CM) and Design Service during Construction (DSDC) for the maintenance shop shell, Hillcrest parking lot and re-alignment construction at the Slatten Ranch Rd. This resolution is also being revised to rescind \$13.5 million in savings from prior allocations on this project.

This resolution was revised on July 25, 2012 to allocate \$8.5 million to the Solano Transportation Authority for the completion of the environmental document and preliminary engineering of the I-80/680/12 Interchange project, and to amend the scope of allocation #14 to include eligible expenses from all three phases of the interchange project, effective as of the original date of allocation.

ABSTRACT

MTC Resolution No. 3914, Revised

Page 4

This resolution was revised on November 28, 2012 to allocate \$5.98 million to the Solano Transportation Authority for utility relocation and right-of-way activities for the I-80/680/12 Interchange project.

This resolution was revised on January 23, 2013 to allocate \$5.8 million to the Solano Transportation Authority for utility relocation and right-of-way activities for the I-80/680/12 Interchange project; \$8.6 million to BART towards the environmental, conceptual engineering, and project approval phase of the BART to Livermore Extension project; and \$0.75 million to the SMART project towards design for the re-construction of the SMART track facilities between Santa Rosa North and Sonoma County Airport area. The Commission also approved program commitments of: 1) \$4.4 million, subject to future allocation, towards the re-construction of the SMART track facilities between Santa Rosa North and the Sonoma County Airport area; and 2) \$0.5 million to BART for the eBART project.

This resolution was revised on June 26, 2013 to allocate \$822,008 to the Solano Transportation Authority for the final design of the I-80/680/12 Interchange project.

This resolution was revised on July 24, 2013 to extend the timeframe for a condition on a prior allocation of \$8.6 million in AB1171 funds, towards the completion of environmental documentation for proposed BART to Livermore project.

This resolution was revised on September 25, 2013 to allocate \$5.5 million in AB 1171 funds for the final design of packages 2 and 3, and \$29.5 million for the construction of package 1 of the I-80/680/12 Interchange project in Solano County.

This resolution was revised on October 23, 2013 to allocate \$0.1 million in AB 1171 funds for the right-of-way phase of package 1 of the I-80/680/12 Interchange project in Solano County.

This resolution was revised on December 18, 2013 to allocate \$9.533 million in AB 1171 funds to BART for the construction of eBART trackwork, system, and facility finishes, construction management, and design services during construction; and \$9.4 million in AB 1171 funds to the SMART project for re-construction of the SMART track facilities between Santa Rosa North and the Sonoma County Airport area and construction of a station at the Sonoma County Airport.

ABSTRACT

MTC Resolution No. 3914, Revised

Page 5

This resolution was revised on February 26, 2014 to allocate \$1,124,327 in AB 1171 funds to the Transbay Joint Powers Authority for Construction Manager/General Contractor pre-construction services for the Transbay Transit Center building and related structures.

This resolution was revised on March 26, 2014 to rescind \$1 million in AB 1171 funds from the I-80/680/12 Interchange project in Solano County (allocation number 30) and allocate \$1 million in AB 1171 funds to the I-80 Freeway Performance Initiative work element of the I-80/680/12 Interchange project in Solano County, which benefits the I-80/680/12 Interchange area.

This resolution was revised on October 22, 2014 to allocate \$9 million in AB 1171 funds to the City of Fairfield for construction of the Fairfield/Vacaville Intermodal Train Station.

This resolution was revised on December 17, 2014 to allocate \$500,000 in AB 1171 funds to BART for the eBART project.

This resolution was revised on January 27, 2016 to rescind \$2,189,000 in AB 1171 funds from the construction phase of the I-80/680/12 Interchange Initial Construction Package #1 (I-80/SR-12 Interchange) project (allocation number 30) and allocate \$2,189,000 in AB 1171 funds to the right-of-way phase of the I-80/680/12 Interchange Initial Construction Package #2 (Red Top Road Interchange) project, both of which are located in Solano County.

This resolution was revised on May 25, 2016 to rescind \$1,142,000 in AB 1171 funds from the right-of-way phase of the I-80/680/12 Interchange Initial Construction Package #1 (I-80/SR-12 Interchange) project (allocation number 20) and allocate \$1,142,000 in AB 1171 funds to the final design phase of the I-80/680/12 Interchange Initial Construction Package #2 (Red Top Road Interchange) and Package #3 (I-80/680 Interchange) project, both of which are located in Solano County.

This resolution was revised on September 28, 2016 to allocate \$1,632,000 in AB 1171 funds to BART for additional scope for the environmental, conceptual engineering, and project approval phase of the BART to Livermore Extension project.

This resolution was revised on November 16, 2016 to rescind \$125,206 from the right-of-way phase of the I-80/680/12 Interchange Initial Construction Package #1 project (allocation #25),

ABSTRACT

MTC Resolution No. 3914, Revised

Page 6

rescind \$251,607 from the final design phase of the I-80/680/12 Interchange Initial Construction Packages #2 and #3 project (allocation #39), and allocate \$376,813 to the right-of-way phase for the I-80/680/12 Interchange Initial Construction Packages #2 and #3 project (allocation #41).

This resolution was revised on June 28, 2017 to rescind \$331,157 from Allocation #21 and \$497,685 from Allocation #34 to the Transbay Transit Center project, and allocate \$2,028,515 for construction on the Transbay Transit Center project.

Additional discussion of this allocation is contained in the Executive Director's memoranda and MTC Programming and Allocations Committee Summary sheet dated June 10, 2009, December 9, 2009, February 10, 2010, March 10, 2010, June 9, 2010, July 14, 2010, October 13, 2010, December 8, 2010, March 9, 2011, May 11, 2011, June 8, 2011, July 13, 2011, September 14, 2011, November 9, 2011, March 7, 2012, June 13, 2012, July 11, 2012, November 14, 2012, January 9, 2013, July 10, 2013, September 11, 2013, October 9, 2013, December 11, 2013, March 5, 2014, October 8, 2014, December 10, 2014, January 13, 2016, May 11, 2016, September 14, 2016, November 9, 2016, and June 14, 2017.

Date: June 24, 2009
W.I.: 1255
Referred By: PAC

RE: Allocation of AB 1171 Bridge Toll funds

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 3914

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to Government Code Sections 66500 *et seq.*; and

WHEREAS, Streets and Highways Code Sections 30950 *et seq.* created the Bay Area Toll Authority (“BATA”) which is a public instrumentality governed by the same board as that governing MTC; and

WHEREAS, pursuant to Streets and Highways Code (SHC) Section 31010(b), funds generated in excess of those needed to meet the toll commitments as specified by paragraph (4) of subdivision (b) of Section 188.5 of the SHC shall be available to BATA for funding projects consistent with SHC Sections 30913 and 30914; and

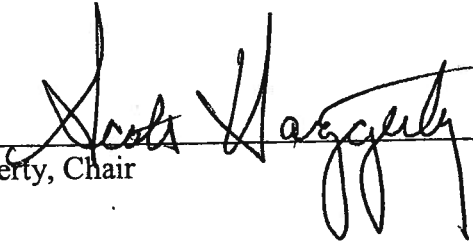
WHEREAS, MTC adopted Resolution 3434, Revised, which establishes commitments of AB 1171 bridge toll funds to specific projects and corridors; and be it

RESOLVED, that MTC approves the allocation and reimbursement of AB 1171 bridge toll funds in accordance with the amount, conditions and reimbursement schedule for the phase, and activities as set forth in Attachment A; and, be it further

RESOLVED, that should the allocation of AB 1171 Bridge Toll Funds be conditioned on the execution of a funding agreement, that the Executive Director or his designee is authorized to negotiate and enter into a funding agreement with claimant that includes the provisions contained in Attachment A.

RESOLVED, that a certified copy of this resolution, shall be forwarded to each project sponsor.

METROPOLITAN TRANSPORTATION COMMISSION



Scott Haggerty, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in Oakland, California on June 24, 2009.

Date June 24, 2009
 W.I.: 1255
 Referred by: PAC
 Revised: 12/16/09-C 02/24/10-C 03/24/10-C
 06/23/10-C 07/28/10-C 10/27/10-C
 12/15/10-C 03/23/11-C 05/25/11-C
 06/22/11-C 07/27/11-C 09/28/11-C
 11/16/11-C 03/28/12-C 06/27/12-C
 07/25/12-C 11/28/12-C 01/23/13-C
 06/26/13-C 07/24/13-C 09/25/13-C
 10/23/13-C 12/18/13-C 02/26/14-C
 03/26/14-C 10/22/14-C 12/17/14-C
 01/27/16-C 05/25/16-C 09/28/16-C
 11/16/16-C 06/28-17-C

Attachment A
 Resolution No. 3914
 Page 1 of 34

ALLOCATION OF AB 1171 Bridge Toll Funds
 Allocation Authorization: S&H § 31010(b)

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
01	2008-09	San Francisco County Transportation Authority (SFCTA)	Doyle Drive project	\$80,000,000	06/24/2009	<p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and SFCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>SFCTA shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p>
02	2009-10	Bay Area Rapid Transit District (BART)	e-BART	\$13,890,000	12/16/2009	<p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>BART shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
03	2009-10	TJPA	Transbay Transit Center/ Downtown Caltrain Extension	\$10,700,000	02/24/10	<p>Scope of Work: This allocation will fund the final design phase for the Transit Center building and ramps, including the below-grade rail levels of the Transit Center. The scope includes final design work, various consulting services, coordination with public agencies, and permits and fees.</p> <p>TJPA shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p> <p>TJPA shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that the TJPA will comply with the provisions of MTC Resolution No 3636 for the drawdown of AB 1171 funds.</p> <p>This allocation is also conditioned on the approval of the IPR package by the TJPA board.</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
04	2009-10	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	\$5,226,000	02/24/10	<p>Scope of Work: This allocation will fund the Program Management/Program Controls (PMPC) services for the project. The PMPC provides assistance with the design, oversight, and management of the entire project.</p> <p>TJPA shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p> <p>TJPA shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that the TJPA will comply with the provisions of MTC Resolution No 3636 for the drawdown of AB 1171 funds.</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
05	2009-10	CCTA	e-BART	\$11,000,000	03/24/10	<p>Scope of Work: This allocation will fund \$11,000,000 for ROW Activities and associated utility coordination and construction between Somersville Rd and SR160. This is a contribution towards BART and CCTA's agreed upon right-of-way cost for median.</p> <p>Allocation is conditioned on the approval of the IPR package by the CCTA Board and concurrence by the BART board.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and CCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
06	2009-10	CCTA	e-BART	\$2,000,000	03/24/10	<p>Scope of Work: This allocation will fund \$2,000,000 for construction activities associated with eBART costs in the median between Loveridge Road and SR160.</p> <p>Allocation is conditioned on the approval of the IPR package by the CCTA Board and concurrence by the BART board.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and CCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
07	2009-10	BART	e-BART	\$11,000,000	06/23/10	<p>Scope of Work: This allocation is towards the completion of the final design for the eBART project. The specific elements of this allocation include final design for the Hillcrest station, parking lot and maintenance facility, trackworks & systems, vehicle procurement, and various Caltrans & Utility agreements.</p> <p>Allocation is conditioned on the approval of the Initial Project Report (IPR) package by the BART board and concurrence by the CCTA board.</p> <p>BART shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>BART shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that BART will comply with the provisions of MTC Resolution No. 3636 for the drawdown of AB 1171 funds.</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
08	2009-10	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	\$134,074,000	06/23/10	<p>Scope of Work: This allocation is towards the final design phase for the Transit Center building and ramps and construction of the Transit Center, including the below-grade rail levels of the Transit Center. The elements that will proceed to NTP using AB 1171 funds are: <i>Construction Management Oversight, Existing Terminal & Ramps Demolition, Construction Docs/Final Design, City Agency Inspection, Permits & Fees, PMPC, Utility Relocation, Buttress Shoring Wall & Excavation and Construction Management General Contractor services.</i></p> <p>The allocation of funds is conditioned on the following:</p> <p>a) Approval of the Initial Project Report (IPR) package by the TJPA board.</p> <p>b) *Once the ARRA funds are secured in a grant agreement, MTC will rescind the remaining AB 1171 funds from this allocation so that they may be used for future elements of this project.</p> <p>The demolition and construction allocation of roughly \$112 million is conditioned on:</p> <p>a) Federal Railroad Administration (FRA) issuance of the Record of Decision adopting those portions of the 2004 EIS dealing with Phase 1.</p> <p>(cont. next page)</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
08 (cont.)						<p>b) Execution of a funding agreement between MTC and TJPA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions: TJPA shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>*The TJPA is currently working with the Federal Railroad Administration (FRA) on finalizing a grant agreement for \$400 million in American Reinvestment and Recovery Act (ARRA) High Speed and Intercity Passenger Rail (HSIPR) funds. Though these funds have been committed, the timing of the grant agreement is unknown at this time. TJPA anticipates receiving a grant before the end of the calendar year. TJPA is requesting this allocation of AB 1171 funds in order to maintain the project schedule while awaiting the grant agreement.</p>
09	2010-11	BART	BART Warm Springs Extension	\$5,000,000	07/28/10 Conditions Revised 7/27/11	<p>Scope of Work: This allocation is towards the following costs for the Line, Trackwork, Station and Systems (LTSS) contract on the Warm Springs Extension project: a) Award of the LTSS contract, b) Construction Management, c) Design support during construction, d) BART staff support, e) Coordination with other jurisdictional agencies and development of agreements, f) Owner Controlled Insurance Program (OCIP), and g) Community Relations. The allocation of funds is conditioned on the following:</p> <p>a) Approval of the Initial Project Report (IPR) package by the BART board.</p> <p>b) Execution of a funding agreement between MTC and BART prior to the Notice-to-Proceed (NTP) of the LTSS construction contract for the RM1, RM2, and AB 1171 Bridge Toll funds. Such agreement shall include: BART shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any Bridge Toll funds received</p>

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
						<p>be subject to MTC Resolution No. 3636, Revised. The agreement shall include the following:</p> <ul style="list-style-type: none"> • The approved BART to Warm Springs LTSS construction plus soft cost, as of June 2011, totals \$437 million, which includes a 12.4% contingency. The 12.4% contingency is a reduction of approximately \$10 million from the 15% contingency previously estimated by BART to be required for successful completion of the LTSS phase. While this amount is within the financial envelope of \$890 million, it is higher than the currently identified and available funding. • Bridge Tolls, Measure B, State Proposition 1B, BART, and VTA Measure A funds total \$421 million. • Roughly \$16 million from the Right of Way phase and Central Park Subway segment combined can be assigned to the LTSS funding plan based on identified cost savings and budget adjustments as of June 2011. • BART and the funding partners have agreed to proceed with the project using the available funding. • Principles for addressing construction costs up to the \$10 million difference between approved project cost and available funding include, in priority order: <p>(cont. next page)</p>
						<ol style="list-style-type: none"> 1. Apply any additional savings from the Right of Way phase or Subway Segment after June 2011; 2. Apply any savings from the LTSS construction contract or soft costs; and 3. If additional funding is still needed, direct SFO net operating surplus revenues and Alameda STIP funds or other funds controlled by the Alameda County Transportation Commission to the project, in equal share to the original funding plan adopted in September 2008 (44% and 56%, respectively). <ul style="list-style-type: none"> • Should unexpected changes to the LTSS funding plan or costs occur beyond the \$10 million described above, the funding partners would need to agree on new principles for delivering the

Alloc. #	Fiscal Year	Claimant	Project Title	Allocation Amount	Date of MTC Approval	Allocation Conditions
						<p>LTSS phase.</p> <p>c) All the funding partners maintaining their funding commitment for the estimated \$890 million project as outlined in the 2008 revision to MTC Resolution No. 3434, unless agreed otherwise as part of condition d) below.</p> <p>d) Funding partners reaching an agreement prior to BART's NTP of the LTSS contract that outlines the distribution of potential total project cost savings or overruns, given disproportionate contributions by partners to date.</p>

10	2010-11	ACCMA (Co-sponsor - BART)	BART to Livermore ROW Preservation	\$1,250,000	07/28/10	<p>Scope of Work: This allocation is to fund the purchase of right-of-way in the vicinity of I-580 and El Charro Rd to retain land for future transit use. The allocation of funds is conditioned on the following:</p> <p>I-[] Execution of a funding agreement between MTC and ACCMA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>ACCMA shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>BART and ACCMA concur with an additional AB 1171 allocation, not to exceed \$500,000, to MTC for an independent Opportunity/Risk Assessment Study administered by MTC related to the \$95 million in AB 1171 funds committed to the project in Resolution 3434.</p> <p>Establishment of a Land Trust (or similar mechanism) including, but not limited to the following terms: a) property shall be held for the benefit of a BART Extension to Livermore or other transit project in corridor consistent with Resolution 3434 – Tri-Valley Transit Access Improvements to/from BART (PROJECT); and b) if PROJECT does not commence construction within ten years, property in the Land trust shall be sold for fair market value and proceeds distributed equally to funding partners, based on funding participation.</p>
11	2010-11	MTC	Opportunity/Risk Analysis for the BART to Livermore ROW Preservation project	\$250,000	07/28/10	<p>Scope of Work: Develop an Opportunity/Risk Analysis related to future allocations of AB 1171 funds for ROW preservation for transit use in the corridor in the context of the programmatic level Environmental Impact Report certified by the BART Board.</p>

12	2010-11	MTC	Regional Express Lane Network	\$2,800,000	07/28/10	Scope of work: The funds requested in this allocation will be used to develop a project initiation document and application to the CTC for authority to implement the Regional Express Lanes Network. Additional planning and project development will be funded with this allocation, including: a) development of concepts of operation, b) exploration of options to enhance project delivery, c) development of an overall program delivery strategy.
13	2010-11	BART	e-BART	\$73,600,000	10/27/10	<p>Scope of work: This allocation is to fund the purchase of 8 Diesel Multiple Unit (DMU) vehicles for the eBART project.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package by the CCTA board.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>BART agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

14	2010-11	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$7,000,000	12/15/10	<p>Scope of work: This allocation funds the environmental document and preliminary engineering for the Interchange Complex, including three segments of the interchange – the I-80 Westbound to SR-12 Westbound Connector, the I-80 Westbound to I-680 Southbound Connector, and the Red Top/I-680 Interchange.</p> <p>Scope change approved 07/25/12 and effective as of the original allocation approval date of 12/15/10.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package by the STA board.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
13	2010-11	BART	e-BART	(\$52,000,000)	03/23/11	<p>This rescission of \$52 million reduces Allocation #13 to \$21.6 million for the purchase of 8 Diesel Multiple Unit (DMU) vehicles for the eBART project. The remaining \$21.6 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #13.</p>

16	2010-11	CCTA	e-BART	\$19,000,000	03/23/11	<p>Scope of work: This allocation will fund \$19,000,000 for construction and construction management activities associated with e-BART costs in the median of State Route 4 between Somersville Road and SR160.</p> <p>Allocation is conditioned on concurrence by the BART board with the IPR package.</p> <p>Allocation and disbursement are also conditioned upon the execution of a funding agreement between MTC and CCTA for the AB 1171 funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
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08	2010-11	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	(\$76,024,000)	05/25/11	<p>This rescission of \$76,024,000 reduces Allocation #8 to \$58,050,000 for final design and construction of the Transit Center building, including:</p> <ul style="list-style-type: none"> Construction Management Oversight Demolition of the Transbay Terminal and ramps Transit Center Final Design City Agency Inspection Transit Center Permits and Fees Program Management / Program Controls (PMPC) Utility Relocation Buttress, Shoring Wall and Excavation (BSE) construction Construction Management / General Contractor (CMGC) services <p>The remaining \$58.05 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #8.</p>
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17	2010-11	Solano Transp. Authority (STA)	I-80 Eastbound Cordelia Truck Scales Relocation	\$26,400,000	06/22/11	<p>Scope of work: This allocation funds the construction of the I-80 Eastbound Cordelia Truck Scales Relocation project in Solano County.</p> <p><i>Conditions:</i> Allocation is conditioned on the allocation of Proposition 1B Trade Corridor Improvement Fund (TCIF) / State Highway Operations and Protection Program (SHOPP) funds by the California Transportation Commission.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and STA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
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18	2011-12	CCTA	e-BART	\$27,100,000	09/28/11	<p>Scope of Work: This allocation will fund construction and construction management activities for integration of eBART median structures into Caltrans/CCTA SR 4 contract segments (3,4,5) and to accommodate eBART in the median between Somersville Road and State Route 160.</p> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and CCTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>CCTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
19	2011-12	VTa	Mission/Warren/ Truck-Rail Facility	\$6,500,000	11/16/11	<p>Scope of Work: This allocation will fund construction and construction management activities for the Mission/Warren/Truck-Rail Facility project.</p> <p><i>Conditions:</i> The \$6.5 million in AB 1171 funds shall be the last fund source expended on the original estimated cost of \$148 million project. If the project cost is less than the \$148 million, MTC would rescind or reduce this allocation.</p> <p>Additionally, allocation and disbursement is contingent upon the execution of a funding agreement between MTC and VTA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>VTA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

17	2010-11	Solano Transp. Authority (STA)	I-80 Eastbound Cordelia Truck Scales Relocation	(\$3,817,000)	03/28/12	This rescission of \$3,817,000 reduces Allocation #17 to \$22,583,000 for construction of the I-80 Eastbound Cordelia Truck Scales Relocation project. The remaining \$22,583,000 allocation in AB 1171 funds is subject to the conditions listed under Allocation #17.
20	2011-12	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$14,280,000	03/28/12	<p>Scope of work: This allocation funds right-of-way acquisition related to the I-80/680/12 Interchange Initial Construction Package 1 project.</p> <p><i>Note:</i> Allocation was reduced by \$1,142,000 on 05/25/16. New allocation amount is \$13,138,000. See page 31.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package and approval of the CEQA environmental document by the STA board on March 14, 2012.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

21	2011-12	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	\$73,700,000	06/27/12	<p>Scope of work: This allocation funds the following:</p> <ol style="list-style-type: none"> 1) Construction of the Transit Center “below grade structure” - \$41.5 M 2) Finalize Transit Center design - \$27.4 M 3) Complete remaining CM/GC pre-construction services - \$2.8 M 4) Pre-bid construction administration for structural cast steel nodes - \$2 M <p><i>Conditions:</i> Allocation and disbursement is contingent upon: a) Approval of the Initial Project Report (IPR) package by the TJPA board; and b) execution of a funding agreement between MTC and TJPA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>TJPA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p> <p>Note: For this allocation, TJPA may send more than one invoice per month to MTC, as long as they don’t invoice more frequently than monthly for each vendor/contractor.</p>
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22	2011-12	BART	eBART	\$9,410,000	06/27/12	<p>Scope of work: This allocation funds the following:</p> <ul style="list-style-type: none"> a) Completion of Final Design (\$3.4M) and; b) Construction Management (CM) and Design Service During Construction (DSDC) for the maintenance shop shell, Hillcrest parking lot and Slatten Ranch Road (\$6.01M). <p><i>Conditions:</i> Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>BART agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
2	2009-10	BART	e-BART	(\$7,933,300)	06/27/12	<p>This rescission of \$7.9 million reduces Allocation #2 to \$5.9 million for the construction of the transfer station at the Pittsburgh Bay Point BART station and guideway to Railroad Avenue for the eBART project.</p> <p>The remaining \$5.9 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #2.</p>

13	2010-11	BART	e-BART	(\$5,600,000)	06/27/12	<p>This rescission of \$5.6 million reduces Allocation #13 to \$16 million for the purchase of 8 Diesel Multiple Unit (DMU) vehicles for the eBART project and CM/DSDC costs associated with this contract.</p> <p>The remaining \$16 million allocation in AB 1171 funds is subject to the conditions listed under Allocation #13.</p>
23	2012-13	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$8,500,000	07/25/12	<p>Scope of work: This allocation funds the environmental document and preliminary engineering for the Interchange Complex, including three segments of the interchange – the I-80 Westbound to SR-12 Westbound Connector, the I-80 Westbound to I-680 Southbound Connector, and the Red Top/I-680 Interchange.</p> <p><i>Conditions:</i> Allocation is conditioned on the concurrence of the IPR package by the STA board.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

24	2012-13	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$5,980,000	11/28/12	<p>Scope of work: This allocation funds the utility relocation and right-of-way activities related to the I-80/680/12 Interchange project.</p> <p><i>Conditions:</i> STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
25	2012-13	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$5,796,000	1/23/13	<p>Scope of work: This allocation funds additional work for utility relocation and right-of-way activities related to the I-80/680/12 Interchange project.</p> <p><i>Note:</i> Allocation was reduced by \$125,206 on 11/16/16. New allocation amount is \$5,670,794. See page 32.</p> <p><i>Conditions:</i> STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

26	2012-13	BART	BART To Livermore Extension Project	\$8,600,000	1/23/13	<p>Scope of Work: This allocation is for the completion of CEQA-level environmental documentation for proposed transit improvements in the I-580 corridor and the related modifications to I-580 and SR-84, and for a Ridership Development Plan to be conducted by the City of Livermore to sufficient detail to support selection of a preferred alternative.</p> <p>Conditions: The allocation is conditioned on:</p> <ul style="list-style-type: none"> a) BART agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein. b) BART staff to report a decision on whether to pursue a joint NEPA/CEQA or CEQA-only document, including having a lead Federal agency, by Jan 31, 2014. (date revised on July 24, 2013)
27	2012-13	Sonoma Marin Area Rail Transit (SMART)	SMART Extension	750,000	1/23/13	<p>Scope of work: Re-construction of the SMART track facilities between Santa Rosa North and Sonoma County Airport area. (Design costs).*</p> <p>Conditions: The allocation is conditioned on:</p> <p>SMART shall agree to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB1171 funds received under this allocation be subject to MTC Resolution No. 3636, Revised.</p>

28	2012-13	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$822,008	6/26/13	<p>Scope of work: This allocation funds final design of the I-80/680/12 Interchange Initial Construction Package.</p> <p>Conditions: The allocation is conditioned on:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
29	2013-14	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$5,513,000	9/25/13	<p>Scope of work: This allocation funds final design of the I-80/680/12 Interchange Initial Construction Package #2 (Red Top Road Interchange) and Package #3 (I-80 Westbound to I-680 Southbound Connector).</p> <p>Conditions: The allocation is conditioned on:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

30	2013-14	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$29,448,000	9/25/13	<p>Scope of work: This allocation funds construction of the I-80/680/12 Interchange Initial Construction Package #1 (I-80 Westbound to SR-12 Westbound Connector).</p> <p><i>Note:</i> Allocation was reduced by \$1 million on 03/26/14. New allocation amount is \$28,448,000. See page 27. This allocation was reduced by \$2,189,000 on 01/27/16. New allocation amount is \$26,259,000. See page 30.</p> <p>Conditions: Allocation is conditioned on the allocation of Proposition 1B Trade Corridor Improvement Fund (TCIF) / funds by the California Transportation Commission.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and STA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
31	2013-14	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$77,992	10/23/13	<p>Scope of work: This allocation funds additional work for utility relocation and right-of-way activities related to the I-80/680/12 Interchange project.</p> <p>Conditions: STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

32	2013-14	BART	e-BART	\$9,533,000	12/18/13	<p>Scope of Work: This allocation is for the construction of eBART Trackwork, System, and Facility Finishes, and Construction Management and Design Services During Construction.</p> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the following:</p> <ul style="list-style-type: none">a) Approval of local support resolution by CCTA and BART Boards.b) Execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions: BART shall agree: (1) to complete the project described in its updated Initial Project Report, through its contractor; (2) to comply with all provisions of MTC Resolution No. 3636, Revised and that any AB 1171 funds received under the funding agreement be subject to MTC Resolution No. 3636, Revised.
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33	2013-14	SMART	SMART	\$9,400,000	12/18/13	<p>Scope of Work: This allocation is for the reconstruction of the SMART track facilities, including associated system work, between Santa Rosa North and the Sonoma County Airport area, and a station at the Sonoma County Airport.**</p> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the following conditions:</p> <ol style="list-style-type: none"> 1. SCTA approval of \$4.35 million in funds for the airport extension. 2. SMART Board approval of the Initial Project Report. 3. Environmental clearance of the station at the Sonoma County Airport. 4. Execution of a funding agreement between MTC and SMART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions: <p>SMART agrees to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
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34	2013-14	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	\$1,124,327	2/26/14	<p>Scope of Work: Construction Manager/General Contractor pre-construction services for Transbay Transit Center building and related structures.</p> <p>TJPA shall agree to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received be subject to MTC Resolution No. 3636, Revised.</p> <p>TJPA shall submit to MTC an “Implementing Agency Resolution of Project Compliance” which resolves that the TJPA will comply with the provisions of MTC Resolution No 3636 for the drawdown of AB 1171 funds.</p> <p>This allocation is also conditioned on the approval of the IPR package by the TJPA board.</p> <p>Note: For this allocation, TJPA may send more than one invoice per month to MTC, as long as they don’t invoice more frequently than monthly for each vendor/contractor.</p>
30	2013-14	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	(\$1,000,000)	3/26/14	<p>This rescission of \$1 million reduces Allocation #30 to \$28,448,000 for the construction of the I-80/680/12 Interchange Initial Construction Package.</p> <p>The remaining \$28,448,000 allocation in AB 1171 funds is subject to the conditions listed under Allocation #30.</p>

35	2013-14	Solano Transp. Authority (STA)	I-80/680/12 Interchange – I-80 Freeway Performance Initiative in Solano County	\$1,000,000	3/26/14	<p>Scope of work: This allocation funds construction of the I-80 Freeway Performance Initiative work elements in Solano County, related to the I-80/680/12 Interchange project.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and STA for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
36	2014-15	City of Fairfield	Fairfield/Vacaville Intermodal Train Station	\$9,000,000	10/22/14	<p>Scope of work: This allocation funds construction of the Fairfield/Vacaville Intermodal Train Station.</p> <p>Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and City of Fairfield for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>City of Fairfield agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

37	2014-15	BART	e-BART	\$500,000	12/17/14	<p>Scope of Work: This allocation is for Construction Management and Design Services During Construction.</p> <p><i>Conditions:</i> Allocation and disbursement is contingent upon the following:</p> <ul style="list-style-type: none"> a) Approval of local support resolution by CCTA and BART Boards. b) Execution of a funding agreement between MTC and BART for the AB 1171 Bridge Toll funds. Such agreement shall include the following provisions: BART shall agree: (1) to complete the project described in its updated Initial Project Report, through its contractor; (2) to comply with all provisions of MTC Resolution No. 3636, Revised and that any AB 1171 funds received under the funding agreement be subject to MTC Resolution No. 3636, Revised.
30	2013-14	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	(\$2,189,000)	01/27/16	<p>This rescission of \$2,189,000 reduces Allocation #30 to \$26,259,000 for the construction of the I-80/680/12 Interchange Initial Construction Package.</p> <p>The remaining \$26,259,000 allocation in AB 1171 funds is subject to the conditions listed under Allocation #30.</p>

38	2015-16	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$2,189,000	01/27/16	<p>Scope of work: This allocation funds the utility relocation and right-of-way activities related to the I-80/680/12 Interchange Initial Construction Package #2 (Red Top Road Interchange).</p> <p>Conditions: STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
20	2011-12	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	(\$1,142,000)	05/25/16	<p>This rescission of \$1,142,000 reduces Allocation #20 to \$13,138,000 for the right-of-way phase of the I-80/680/12 Interchange Initial Construction Package.</p> <p>The remaining \$13,138,000 allocation in AB 1171 funds is subject to the conditions listed under Allocation #20.</p>
39	2015-16	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$1,142,000	05/25/16	<p>Scope of work: This allocation funds the final design phase of the I-80/680/12 Interchange Initial Construction Packages 2 and 3 (Red Top Road Interchange and I-80/680 Interchange) project.</p> <p>Note: Allocation was reduced by \$251,607 on 11/16/16. New allocation amount is \$890,393. See page 32.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under this allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>

40	2016-17	BART	BART To Livermore Extension Project	\$1,632,000	09/28/16	<p>Scope of Work: This allocation is for the additional scope for completion of CEQA-level environmental documentation for proposed transit improvements in the I-580 corridor and the related modifications to I-580 and SR-84, and for a Ridership Development Plan to be conducted by the City of Livermore to sufficient detail to support selection of a preferred alternative.</p> <p>Conditions: The allocation is conditioned on:</p> <p>a) BART agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under the allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
25	2012-13	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	(\$125,206)	11/16/16	<p>This rescission of \$125,206 reduces Allocation #25 to \$5,670,794 for the right-of-way phase of the I-80/680/12 Interchange Initial Construction Package.</p> <p>The remaining \$5,670,794 allocation in AB 1171 funds is subject to the conditions listed under Allocation #25.</p>
39	2015-16	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	(\$251,607)	11/16/16	<p>This rescission of \$251,607 reduces Allocation #39 to \$890,393 for the final design phase of the I-80/680/12 Interchange Initial Construction Packages 2 and 3.</p> <p>The remaining \$890,393 allocation in AB 1171 funds is subject to the conditions listed under Allocation #39.</p>

41	2016-17	Solano Transp. Authority (STA)	I-80/680/12 Interchange Initial Construction Package (ICP)	\$376,813	11/16/16	<p>Scope of work: This allocation funds the right-of-way phase of the I-80/680/12 Interchange Initial Construction Packages 2 and 3 (Red Top Road Interchange and I-80/680 Interchange) project.</p> <p>STA agrees to comply with the provisions of MTC Resolution No 3636, Revised and that any AB 1171 Bridge Toll funds received under this allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
21	2011-12	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	(\$331,157)	6/28/17	<p>This rescission of \$331,157 reduces Allocation #21 to \$73,368,843.</p> <p>The remaining \$73,368,843 allocation in AB 1171 funds is subject to the scope and conditions listed under Allocation #25.</p>
34	2013-14	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	(\$497,685)	6/28/17	<p>This rescission of \$497,695 reduces Allocation #34 to \$626,642.</p> <p>The remaining \$626,642 allocation in AB 1171 funds is subject to the scope and conditions listed under Allocation #34.</p>
42	2016-17	Transbay Joint Powers Authority (TJPA)	Transbay Transit Center/ Downtown Caltrain Extension	\$2,028,515	6/28/17	<p>Scope of work: This allocation funds construction of the Transbay Transit Center Building and Related Structures.</p> <p>TJPA agrees to comply with the provisions of MTC Resolution No. 3636, Revised and that any AB 1171 Bridge Toll Funds received under this allocation shall be subject to MTC Resolution No. 3636, Revised, unless otherwise agreed herein.</p>
Total Allocated				\$486,681,700		

* On January 23, 2013, MTC approved program commitments of: 1) \$4.4 million (subject to future allocation action) towards the reconstruction of the SMART track facilities between Santa Rosa North and the Sonoma County Airport area; and 2) \$0.5 million to BART for the eBART project.

** The December 18, 2013 allocation (#32) to SMART includes the \$4.4 million indicated in the footnote above.