



Memorandum

AGENDA ITEM 6

DATE: December 4, 2024

TO: Transportation Authority Board

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

SUBJECT: 12/10/2024 Board Meeting: Authorize the Executive Director to Execute a Memorandum of Understanding with the Transbay Joint Powers Authority (TJPA), the Metropolitan Transportation Commission, the Peninsula Corridor Joint Powers Board, the California High-Speed Rail Authority, and the City and County of San Francisco to Support Implementation of The Portal Project, also known as the Downtown Rail Extension (DTX); Allocate \$9,000,000 in Prop L Funds, with Conditions, to the TJPA for The Portal Project Engineering Phase Activities; and Amend the Prop K Grants for the DTX Tunnel Engineering Options Study and DTX Project Development Activities Under Notice-to-Proceed #2B to Allow TJPA to Use the Combined Remaining Balance of \$921,395 for The Portal Project Engineering Phase Activities

<p>RECOMMENDATION <input type="checkbox"/> Information <input checked="" type="checkbox"/> Action</p> <ul style="list-style-type: none"> • Authorize the Executive Director to Execute a Memorandum of Understanding (MOU) with the TJPA, the Metropolitan Transportation Commission (MTC), the Peninsula Corridor Joint Powers Board (Caltrain), the California High-Speed Rail Authority (CHSRA), and the City and County of San Francisco (CCSF) to support implementation of The Portal project, also known as DTX • Allocate \$9,000,000 in Prop L Funds, with conditions, to the TJPA for The Portal project Engineering Phase Activities • Amend the Prop K Grants for the DTX Tunnel Engineering Options Study and DTX Project Development Activities Under Notice-to-Proceed #2B to allow TJPA to use the combined remaining balance of \$921,395 for The Portal project Engineering Phase Activities <p>SUMMARY</p> <p>The Portal/DTX project will extend Caltrain from its current terminus at Fourth and King streets to the Salesforce Transit</p>	<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Fund Allocation <input type="checkbox"/> Fund Programming <input type="checkbox"/> Policy/Legislation <input type="checkbox"/> Plan/Study <input checked="" type="checkbox"/> Capital Project Oversight/Delivery <input type="checkbox"/> Budget/Finance <input checked="" type="checkbox"/> Contract/Agreement <input type="checkbox"/> Other: _____
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<p>Center and will also serve future CHSRA operations. TJPA is the lead agency for The Portal project and is developing the project in partnership with the Transportation Authority, Caltrain, CHSRA, MTC, and CCSF. The estimated capital cost of the project is \$7.52 billion; with inclusion of the completed underground trainbox at the Transit Center, the federally reported total is \$8.25 billion. In 2020, the six partner agencies executed the San Francisco Peninsula Rail Program MOU, which defined a work program intended to bring the project to ready-for-procurement status and which described the governance structure to oversee and manage this work program. Since that time, TJPA and partner agencies have advanced the project through the Federal Transit Administration (FTA) Capital Investment Grant (CIG) process, including advancing to the FTA Engineering Phase of project development and securing establishment of the CIG funding share of \$3.38 billion. The Transportation Authority and MTC have led preparation of The Portal Project Implementation MOU, among the same partner agencies, to support TJPA’s delivery of the project. All six partner agencies plan to consider the MOU for approval by January 2025. TJPA has requested \$9,000,000 in Prop L funds for The Portal project Engineering Phase activities, and amendments to two Prop K grants for the DTX project to allow \$921,395 in cost savings to additionally fund the scope of work.</p>	
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BACKGROUND

The Portal project consists of the construction of a rail subway extension from Caltrain’s current terminus at Fourth and King streets to the Salesforce Transit Center in downtown San Francisco. TJPA is the lead agency for The Portal, with responsibility for the development, environmental clearance, design, procurement, construction, and commissioning of the project.

The Portal will fully realize investments in the Transit Center, including the completed underground trainbox. The project will bring Caltrain into the heart of downtown San Francisco, and the project will serve as a critical element of the first phase of the California High-Speed Rail Project, linking the Bay Area to the Central Valley and Southern California. The Portal is also planned for compatibility with future rail expansion across the Bay.

Peninsula Rail Program MOU. In April 2020, the Transportation Authority Board authorized execution of the San Francisco Peninsula Rail Program MOU (Peninsula Rail MOU) among the major stakeholder agencies for The Portal: TJPA, MTC, Caltrain, CHSRA, CCSF, and the Transportation Authority. The Peninsula Rail MOU memorialized agreement to pursue most of the recommendations of the 2019 Expert



Panel review of the project, commissioned by the Transportation Authority Board, of best practices for governance, oversight, management, funding, and project delivery. The MOU established a governance structure to support the TJPA Board in the development of The Portal project, specifically an Executive Steering Committee (ESC), composed of senior executives from the partner agencies.

Under the MOU, the six partner agencies agreed to jointly undertake a multi-year work program to develop the project to ready-for-procurement status. The work program of the Peninsula Rail MOU has been advanced by an Integrated Program Management Team (IPMT) of senior technical staff from the partner agencies. The MOU work program has been largely completed, and TJPA has partially initiated the procurement stage of the project, specifically through the issuance in October 2023 of the Request for Qualifications (RFQ) for the Progressive Design-Build (PDB/40-CT) contract, which is planned to deliver the civil and tunnel works for the project. In parallel, the project team is continuing to advance procurement preparation work for the project's other planned contracts.

FTA Process and Funding. The single largest planned source of funding for The Portal is the FTA CIG New Starts program. The Portal is a longstanding local and regional priority for funding from the CIG program. In April 2021, the TJPA Board approved the Accelerated Work Plan for the project, which identified April 2025 as the target date for securing the Full Funding Grant Agreement (FFGA) with FTA, to commit CIG funds to The Portal. In December 2021, FTA notified TJPA that The Portal had been admitted into the Project Development Phase of the CIG process, the first formal step in putting the project forward for CIG funding.

In August 2023, the TJPA Board authorized the submittal of the request to FTA to enter the project into the Engineering Phase of the CIG process. This submittal reflected an estimated capital cost for the project of \$8.25 billion, inclusive of the below-grade trainbox constructed as part of the Salesforce Transit Center; excluding the already completed trainbox, project costs were estimated at \$7.52 billion. TJPA requested a CIG funding share of 49.4 percent, or \$4.08 billion. In May 2024, FTA granted approval for the project's entry to the Engineering Phase; concurrent with this approval, FTA established the maximum CIG funding amount of \$3.38 billion. Any cost increases subsequent to this milestone will not be eligible for CIG funding.

In July 2024, the TJPA Board approved a revised target date of July 2027 for the project's FFGA with FTA. This later date reflects the additional time anticipated to be required to secure remaining non-CIG funds for the project and results in a target date of Fall 2034 for the start of revenue service on the project. The project team has identified capital cost savings that are approximately sufficient to offset escalation costs associated with the revised schedule. Taking these changes into account, as well as the lower than requested CIG funding amount, the remaining capital funding



gap is on the order of \$2.5-2.7 billion. State-level funding represents the single largest remaining component of the funding plan; reauthorization of California's cap-and-trade program is expected to be required for the state to commit sufficient additional funding to the project.

Governance Blueprint. Under the Peninsula Rail MOU, the Transportation Authority and MTC were responsible for preparing recommendations for governance of The Portal during implementation of the project. In August 2023, the TJPA Board approved The Portal Governance Blueprint, which identified policy recommendations for the coordination and engagement of the partner agencies in the implementation of the project. The Blueprint called for the preparation of a new six-party MOU to succeed the Peninsula Rail MOU and serve the project through construction and commissioning.

DISCUSSION

This memorandum recommends authorizing the execution of The Portal Project Implementation MOU (Implementation MOU) with TJPA and the other partner agencies, the allocation of Prop L funds to TJPA for Engineering Phase activities, and the amendment of two previous Prop K allocations for the project to allow TJPA's use of remaining grant balances to also support the Engineering Phase. Attachment 1 summarizes the subject funding request, including information on proposed leveraging of sales tax funds. Attachment 2 includes a brief description of The Portal project Engineering Phase activities. Attachment 3 summarizes the staff recommendations for the Prop L request, highlighting special conditions and other items of interest. Attachment 5 provides the Allocation Request Form, with more detailed information on scope, schedule, budget, funding, deliverables, and special conditions, including the SFCTA Oversight Protocol for the project.

Project Governance Transition and Implementation MOU. The Peninsula Rail MOU originally had a three-year term, with an expiration in June 2023; the agreement was extended twice, by mutual agreement, to support continued progression of the MOU's work program. The Peninsula Rail MOU expired on May 10, 2024. Since that time, in the absence of an executed successor agreement, TJPA staff have continued to convene the management-level IPMT, and the TJPA Executive Director has initiated, under his administrative authority, regular meetings of the Executive Working Group, with participation from all of the partner agencies.

Since the completion of the Governance Blueprint, the Transportation Authority and MTC have led work with the IPMT to prepare the Implementation MOU, which will be among the same six partner agencies, to support TJPA's delivery of the project. The Implementation MOU will have a term through project construction, commissioning, and the preparation of a project evaluation report (to be completed within 12 months



of the launch of revenue service). The draft Implementation MOU has been reviewed by management-level and executive-level staff from all six agencies and is provided as an Enclosure to this memorandum.

Consistent with the provisions of the Implementation MOU, the TJPA Board plans to establish The Portal Committee, as a standing committee of the TJPA Board, prior to the award of any construction contract for the project, including the pre-construction phase of the PDB/40-CT contract. The Portal Committee will consist of three voting members and will be appointed by the TJPA Board. The Governance Blueprint calls for the Committee to include representation from San Francisco and Caltrain.

The MOU also acknowledges the administrative organizational structure, established by the TJPA Executive Director, for interagency staff-level coordination and engagement in support of the project, consistent with the Blueprint and reflecting the following:

- *Executive Working Group*, convened by the TJPA Executive Director, with senior executive representation from the six partner agencies, supporting the executive management of the project.
- *Change Control Board*, the multi-agency body to review and recommend project changes (of a significant and/or policy nature), composed of senior technical representation from the six partner agencies.
- *Integrated Management Team*, led by the TJPA Project Director, with responsibility to integrate and coordinate management activities across partner agencies.
- *Integrated Program Delivery Team*, consisting of TJPA staff, consultants, and identified partner agency resources, with responsibility for day-to-day management of project delivery.

The MOU acknowledges the phased transition from existing bodies (e.g., IPMT) to the complete implementation of the governance framework identified in the Blueprint.

MOU Approval Process. All six partner agencies are expected to consider approval of the Implementation MOU over the course of December 2024 and January 2025, including policy board approvals where appropriate. As the agreement's term is more than 10 years, CCSF staff will seek approval of the MOU by the Board of Supervisors (BOS), with final BOS action currently planned for December 17. The SFMTA Board endorsed the MOU on December 3.

Work Program to FFGA. In parallel with preparation of the Implementation MOU, TJPA has led work with the IPMT to prepare an updated multi-agency work program reflecting activities over approximately next three years, including those activities necessary to secure the FFGA with FTA. Under the MOU, TJPA will work with the



partner agencies to update this work program on an annual basis, in support of agencies' annual budgeting processes.

Prop L Request. TJPA has requested \$9,000,000 in Prop L funds to support Engineering Phase activities for The Portal. This amount is \$1,000,000 less than the Prop L funds programmed in the Prop L 5-Year Prioritization Program (5YPP) for the Caltrain Downtown Rail Extension and Pennsylvania Alignment, as adopted by the Transportation Authority Board in February 2024.

Prop K Amendments. TJPA has also requested amendments to two Prop K grants to allow TJPA to use the combined remaining balance of \$921,395 for the Engineering Phase activities described in the Allocation Request Form (Attachment 5). These amendments, which offset the need for the full amount of programmed Prop L funds, are as follows:

- *DTX Tunnel Engineering Options Study (SGA 105-914029)* - In April 2017, the Board allocated \$915,000 in Prop K funds to TJPA for an engineering study to analyze opportunities to reduce surface impacts due to the construction of the project. This work was completed under budget in July 2018. The remaining unspent balance is \$38,838.
- *DTX Project Development Activities under Notice-to-Proceed #2B (SGA 105-914039)* - In April 2020, the Board allocated \$8,854,577 in Prop K funds to TJPA for DTX project development. This amount was ultimately broken into three notices-to-proceed (NTPs), known respectively as NTP #1, NTP #2A, and NTP #2B. In September 2021, the Board released NTP #2B in the amount of \$2,644,557. The original scope of work for NTP #2B included updating the tunnel design, preparing associated trackwork plans, undertaking ventilation studies, conducting fire/life safety modeling, and advancing design and technical studies for the tunnel undercrossing at Howard Street. NTP #2B work was completed under budget in June 2022. The remaining unspent balance is \$882,557.

The Prop L request and Prop K amended grants will specifically fund consultant costs for program management and design, as well as a portion of TJPA's reimbursement of Caltrain costs to support development of the project. The sales tax funds and associated scope of work are part of the multi-year work effort to complete the requirements of the FTA Engineering Phase and secure FTA funds. The attached Allocation Request Form includes TJPA's three-year scope-of-work for The Portal from Fiscal Year 2024/25 through Fiscal Year 2026/2027, consistent with the broader multi-agency work program described above. Excluding costs associated with right-of-way, TJPA has estimated the cost of its three-year scope-of-work as \$199 million. The Allocation Request Form describes the planned funding for this work, through



known federal, state, regional, and local sources, including the reflection of TJPA's intent to request allocation of additional Prop L funds in the future.

Transportation Authority Oversight. We provide an enhanced level of oversight for The Portal project. This oversight is in addition to our participation in the multi-agency bodies described in the Implementation MOU and is coordinated with the federal oversight provided by the FTA and its Project Management Oversight Consultant (PMOC). Parameters for the Transportation Authority's oversight are described in the Oversight Protocol included in Attachment 5.

FINANCIAL IMPACT

The recommended action would allocate \$9,000,000 in Prop L funds. The \$9,000,000 would be subject to the Fiscal Year Cash Flow distribution schedule contained in the attached Allocation Request Form.

The recommended action would amend the aforementioned Prop K Standard Grant Agreements to allow \$921,395 from those grants to be applied to revised project scope as described above. The expenditure of those funds would be subject to the amended Fiscal Year Cash Flow Distribution Schedules contained in the Updated Standard Grant Agreement.

Attachment 4 shows the approved Fiscal Year 2024/25 allocations and appropriations to date, with associated annual cash flow commitments as well as the recommended allocation and cash flow amounts that are the subject of this memorandum.

Sufficient funds are included in the Fiscal Year 2024/25 Budget to accommodate the recommended actions. Furthermore, sufficient funds will be included in future year budgets to cover the recommended cash flow distribution for those respective fiscal years.

The recommended Implementation MOU does not establish funding contributions or payment between the partner agencies for the project, and the MOU does not commit the Transportation Authority or any other partner agency to provide any resources other than those that an agency has already funded and programmed to support The Portal.

CAC POSITION

The CAC considered this item at its November 20, 2024, meeting and unanimously adopted a motion of support for the staff recommendation.

SUPPLEMENTAL MATERIALS

- Attachment 1 - Summary of Request Received
- Attachment 2 - Project Description



- Attachment 3 - Staff Recommendations
- Attachment 4 - Prop L Allocation Summary: FY 2024/25
- Attachment 5 - Allocation Request Form
- Attachment 6 - Resolution
- Enclosure: The Portal Project Implementation Memorandum of Understanding (Draft)

Attachment 1: Summary of Requests Received

Source	EP Line No./ Category ¹	Project Sponsor ²	Project Name	Current Prop L Request	Total Cost for Requested Phase(s)	Leveraging		Phase(s) Requested	District(s)
						Expected Leveraging by EP Line ³	Actual Leveraging by Project Phase(s) ⁴		
Prop L	5	TJPA	The Portal Project Engineering Phase Activities	\$ 9,000,000	\$ 583,963,000	94%	85%; overall leveraging exceeds 96% for the project	Design Engineering	Citywide
TOTAL				\$ 9,000,000	\$ 583,963,000				

Footnotes

¹ "EP Line No./Category" is the Prop L Expenditure Plan line number referenced in the 2023 Prop L Strategic Plan Baseline.

² Acronyms: TJPA (Transbay Joint Powers Authority)

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

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

Attachment 2: Brief Project Descriptions ¹

EP Line No./ Category	Project Sponsor	Project Name	Prop L Funds Requested	Project Description
5	TJPA	The Portal Project Engineering Phase Activities	\$ 9,000,000	The Portal/DTX project will extend Caltrain 1.3 miles from its current terminus at Fourth and King streets to the Salesforce Transit Center at First and Mission streets, with accommodations for future high-speed rail. The requested allocation will fund: a portion of the Program Management Construction Management contract related to preparation of 90%, 100%, and Issue for Bid Documents for Advance Utility design work, preparation of Progressive Design Build procurement documents for the Main Civil and Tunnel package for the DTX tunnel and structures, preparation of Construction Management General Contractor procurement documents, development of critical third party agreements, and Program Management and Project Controls support; General Engineering Consultant utility relocation design work; and the Caltrain staff and consultant services under agreements with the TJPA necessary to further the design, procurement, asset disposition, operations and maintenance funding, and capital funding for the DTX project. TJPA is also requesting an amendment to two Prop K grants to the DTX project to use the \$921,395 in remaining balance to fund the subject project, as detailed in the attached allocation request form. The Portal/DTX construction is planned to be completed in late 2034, subject to funding availability.
TOTAL			\$9,000,000	

¹ See Attachment 1 for footnotes.

Attachment 3: Staff Recommendations ¹

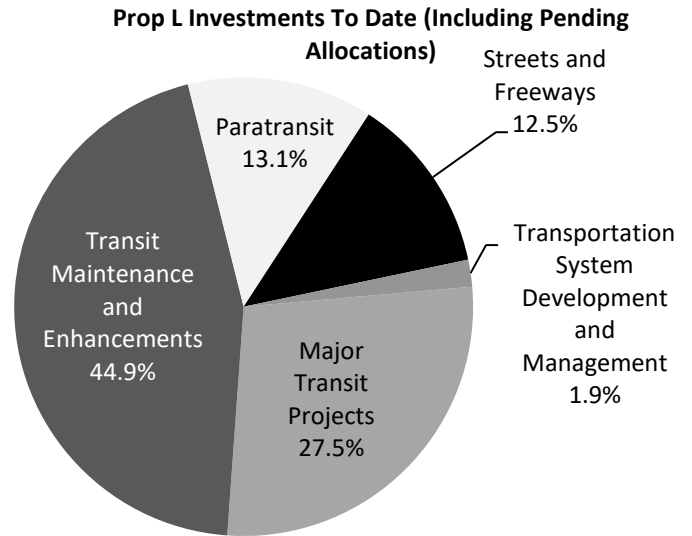
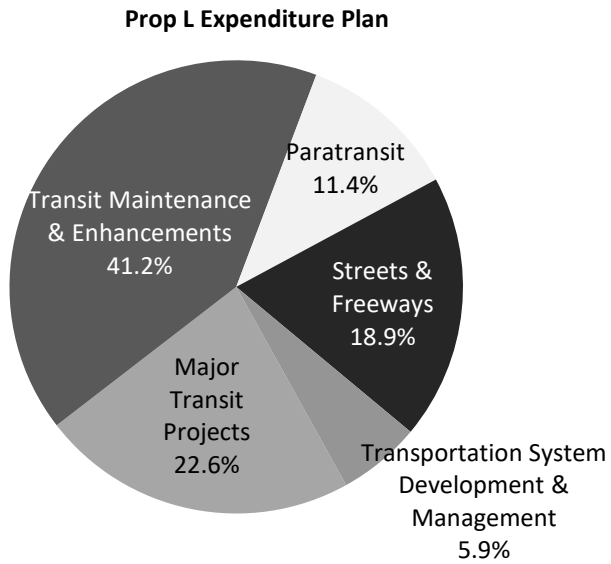
EP Line No./ Category	Project Sponsor	Project Name	Prop L Funds Recommended	Recommendations
5	TJPA	The Portal Project Engineering Phase Activities	\$ 9,000,000	<p>Special Condition: Allocation is conditioned on ongoing compliance with the attached SFCTA Oversight Protocol for The Portal.</p> <p>Special Condition: TJPA will provide information on a quarterly basis to SFCTA regarding sources and uses of funding for The Portal project.</p> <p>Special Condition: On an annual basis, TJPA will consult with SFCTA staff regarding the project's work program, budget/funding, and schedule; TJPA will meet-and-confer on these topics with SFCTA prior to bringing forward the recommended Summary Work Program to the IPMT/IMT as described in The Portal Implementation MOU.</p> <p>Special Condition: Presentations on The Portal project will be calendared periodically on the SFCTA Board and/or SFCTA CAC meeting agendas, at the discretion of the SFCTA Board Chair. TJPA staff shall be in attendance to present or answer questions from Board/CAC members, if requested.</p> <p>Special Condition: The recommendation is contingent upon amendments to the Prop K Downtown Extension - Tunnel Engineering Options Study and Downtown Extension - NTP #2B projects to allow TJPA to use \$921,395 in remaining funds for the The Portal Project Engineering Phase Activities request. See allocation request form for details.</p>
TOTAL			\$ 9,000,000	

¹ See Attachment 1 for footnotes.

**Attachment 4.
Prop L Summary - FY2024/25**

PROP L SALES TAX						
FY 2024/25	Total	FY 2024/25	FY 2025/26	FY 2026/27	FY 2027/28	FY 2028/29
Prior Allocations	\$ 85,412,672	\$ 18,533,910	\$ 39,894,444	\$ 19,779,318	\$ 7,205,000	\$ -
Current Request(s)	\$ 9,000,000	\$ 9,000,000	\$ -	\$ -	\$ -	\$ -
New Total Allocations	\$ 94,412,672	\$ 27,533,910	\$ 39,894,444	\$ 19,779,318	\$ 7,205,000	\$ -

The above table shows maximum annual cash flow for all FY 2024/25 allocations and appropriations approved to date, along with the current recommended allocations.



San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2024/25
Project Name:	The Portal Project Engineering Phase Activities
Primary Sponsor:	Transbay Joint Powers Authority

EXPENDITURE PLAN INFORMATION

PROP L Expenditure Plans	Caltrain Downtown Rail Extension and Pennsylvania Alignment
Current PROP L Request:	\$9,000,000
Supervisory District	District 06

REQUEST

Brief Project Description

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

Detailed Scope, Project Benefits and Community Outreach

TJPA seeks an allocation of \$9 million in Prop L funds and amendment of two prior Prop K grants to the DTX project to use funds for the following scope of work. For FY2024-25, the requested allocation will fund: a portion of the Program Management Construction Management contract related to preparation of 90%, 100%, and Issue for Bid Documents for Advance Utility design work, preparation of Progressive Design Build procurement documents for the Main Civil and Tunnel package for the DTX tunnel and structures, preparation of Construction Management General Contractor procurement documents, development of critical third party agreements, and Program Management and Project Controls support; General Engineering Consultant (GEC) utility relocation design work; and the Caltrain staff and consultant services under agreements with the TJPA necessary to further the design, procurement, asset disposition, operations and maintenance funding, and capital funding for the DTX project. See attached document for details.

Project Location

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

Is this project in an Equity Priority Community?	No
Does this project benefit disadvantaged populations?	Yes

Project Phase(s)

Design Engineering (PS&E)

5YPP/STRATEGIC PLAN INFORMATION

Type of Project in the Prop L 5YPP/Prop AA Strategic Plan?	Named Project
Is requested amount greater than the amount programmed in the relevant 5YPP or Strategic Plan?	Less than or Equal to Programmed Amount
PROP L Amount	\$10,000,000.00

Justification for Necessary Amendment

In addition to \$9 million in Prop L funding, TJPA requests to amend unspent Prop K balances that were allocated for the DTX project as follows: \$38,838.21 from 2017-040 Project 105-914029, and \$882,557.24 from 2021-039 Project 105-914039. The specific scope of work for these two Prop K projects have been completed, and design work for the DTX project continues. These amendments bring the total Prop L and Prop K request amount to \$9,921,395.45.

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2024/25
Project Name:	The Portal Project Engineering Phase Activities
Primary Sponsor:	Transbay Joint Powers Authority

ENVIRONMENTAL CLEARANCE

Environmental Type:	EIR/EIS
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PROJECT DELIVERY MILESTONES

Phase	Start		End	
	Quarter	Calendar Year	Quarter	Calendar Year
Planning/Conceptual Engineering (PLAN)				
Environmental Studies (PA&ED)			Oct-Nov-Dec	2019
Right of Way	Apr-May-Jun	2022	Apr-May-Jun	2028
Design Engineering (PS&E)	Oct-Nov-Dec	2021	Apr-May-Jun	2028
Advertise Construction	Oct-Nov-Dec	2023		
Start Construction (e.g. Award Contract)	Apr-May-Jun	2028		
Operations (OP)				
Open for Use			Oct-Nov-Dec	2034
Project Completion (means last eligible expenditure)			Oct-Nov-Dec	2036

SCHEDULE DETAILS

DTX schedule information in above table reflects the DTX Master Schedule prepared by TJPA. Master Schedule reflects Progressive Design-Build (PDB) procurement approach for the general civil and tunnel contract package, Construction Manager/General Contractor (CMGC) procurement approach for Station Fit-out and Track & Rail Systems contract packages, and Design-Bid-Build (DBB) procurement approach for the advanced works packages for the project. Design Engineering dates in above table reflect development of reference design and preparation of PDB, CMGC, and DBB procurement documents. Dates for advertisement and contract award are for the PDB Contract and authorization for start of Main Civil & Tunnel construction. DTX schedule dates are subject to funding availability to proceed to successive project phases. TJPA continues to work with all relevant City agencies, rail operators, and other stakeholders regarding project coordination throughout the DTX alignment. Community outreach will be conducted regarding design plans and construction impact mitigation throughout the duration of the design and construction phases.

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2024/25
Project Name:	The Portal Project Engineering Phase Activities
Primary Sponsor:	Transbay Joint Powers Authority

FUNDING PLAN - FOR CURRENT REQUEST

Fund Source	Planned	Programmed	Allocated	Project Total
EP-205: Caltrain Downtown Rail Extension and Pennsylvania Alignment	\$0	\$65,045,000	\$0	\$65,045,000
Federal CIG	\$0	\$51,856,000	\$0	\$51,856,000
Federal CRISI	\$0	\$24,655,000	\$0	\$24,655,000
Federal Non-CIG	\$118,625,000	\$0	\$0	\$118,625,000
Prop K	\$0	\$0	\$21,500,000	\$21,500,000
Rail Operator Contributions	\$0	\$6,000,000	\$0	\$6,000,000
TIRCP	\$0	\$38,900,000	\$21,100,000	\$60,000,000
Transit Center District Funds	\$77,623,000	\$0	\$0	\$77,623,000
Transit Center District Funds (CFDs)	\$0	\$0	\$158,659,000	\$158,659,000
Phases In Current Request Total:	\$196,248,000	\$186,456,000	\$201,259,000	\$583,963,000

FUNDING PLAN - ENTIRE PROJECT (ALL PHASES)

Fund Source	Planned	Programmed	Allocated	Project Total
PROP L	\$0	\$300,000,000	\$0	\$300,000,000
Central SOMA Fees	\$50,000,000	\$0	\$0	\$50,000,000
Federal CIG	\$0	\$3,384,000,000	\$0	\$3,384,000,000
Federal CRISI	\$0	\$24,655,000	\$0	\$24,655,000
Federal Non-CIG and Other Planned Funds	\$1,353,545,000	\$0	\$0	\$1,353,545,000
FRA ARRA + Local Match	\$0	\$0	\$0	\$728,500,000
Prop K	\$0	\$0	\$21,500,000	\$21,500,000
Rail Operator Contributions	\$0	\$6,000,000	\$0	\$6,000,000
Regional Measure 3	\$0	\$224,300,000	\$100,700,000	\$325,000,000
RTIP Fund Exchange	\$0	\$17,800,000	\$0	\$17,800,000
State (TIRCP, HSR)	\$1,050,000,000	\$0	\$0	\$1,050,000,000
TIRCP	\$0	\$38,900,000	\$21,100,000	\$60,000,000
Transit Center District Funds	\$77,623,000	\$688,718,000	\$0	\$766,341,000
Transit Center District Funds (CFDs)	\$0	\$0	\$158,659,000	\$158,659,000
Funding Plan for Entire Project Total:	\$2,531,168,000	\$4,684,373,000	\$301,959,000	\$8,246,000,000

COST SUMMARY

Phase	Total Cost	PROP L - Current Request	Source of Cost Estimate
Planning/Conceptual Engineering	\$0		
Environmental Studies	\$0		
Right of Way	\$351,641,000		August 2023 Cost Estimate
Design Engineering	\$583,963,000	\$65,045,000	August 2023 Cost Estimate
Construction	\$7,310,396,000		August 2023 Cost Estimate
Operations	\$0		
Total:	\$8,246,000,000	\$65,045,000	

% Complete of Design:	30.0%
As of Date:	06/30/2024
Expected Useful Life:	70 Years

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2024/25
Project Name:	The Portal Project Engineering Phase Activities
Primary Sponsor:	Transbay Joint Powers Authority

SFCTA RECOMMENDATION

Resolution Number:		Resolution Date:	
Total PROP L Requested:	\$9,000,000	Total PROP L Recommended	\$9,000,000

SGA Project Number:	205-914001	Name:	The Portal Project Engineering Phase Activities
Sponsor:	Transbay Joint Powers Authority	Expiration Date:	12/31/2028
Phase:	Design Engineering	Fundshare:	14.82%

Cash Flow Distribution Schedule by Fiscal Year

Fund Source	FY2024/25	Total
PROP L EP-205	\$9,000,000	\$9,000,000

Deliverables

1. Monthly progress reports shall be submitted through the Transportation Authority's grants portal. Quarterly progress reports shall include % complete of design, work performed in the prior month, Quarterly Program Master Schedule update, and any issues that may impact schedule, in addition to all other requirements described in the Standard Grant Agreement.
2. Upon completion of Program Management/Construction Management (PMCM) task 1.a.A, provide updated Project Management Plan and sub-plans.
3. Upon completion of PMCM task 1.a.F, provide procurement documents including the 10-UR Draft RFP, 20-4KYA Draft RFP, 30-DB Draft RFP, 40-CT Final RFP, and 60-SF Draft RFQ.
4. Upon completion of PMCM task 1.a.H, provide an Integrated Program Development Team (IPDT) framework.
5. As part of PMCM Task 2.a.D, sponsor must submit quarterly risk reports.
6. Upon completion of General Engineering Consultant (GEC) task 1, provide the 4KYA design package.
7. Upon completion of Caltrain task 2.a, provide O&M cost tables depicting actual costs and forecasted future cost for EMU operations.
8. Upon completion of Caltrain task 4, provide the completed NEPA re-evaluation.
9. Upon completion of Caltrain task 9, provide the draft 4KY Concept of Operations.

Special Conditions

1. Allocation is conditioned on ongoing compliance with the attached SFCTA Oversight Protocol for The Portal.

2. TJPA will provide information on a quarterly basis to SFCTA regarding sources and uses of funding for The Portal project.

3. On an annual basis, TJPA will consult with SFCTA staff regarding the project's work program, budget/funding, and schedule; TJPA will meet-and-confer on these topics with SFCTA prior to bringing forward the recommended Summary Work Program to the IPMT/IMT and EWG, as described in The Portal Implementation MOU.

4. Presentations on The Portal project will be calendared periodically on the SFCTA Board and/or SFCTA CAC meeting agendas, at the discretion of the SFCTA Board Chair. TJPA staff shall be in attendance to present or answer questions from Board/CAC members, if requested.

5. The recommendation is contingent upon amendments to the Prop K Downtown Extension - Tunnel Engineering Options Study (SGA 105-914029) and Downtown Extension - NTP #2B (SGA 105-914039) projects to allow TJPA to use \$921,395.45 in remaining Prop K funds for the The Portal Project Engineering Phase Activities request. See scope for details.

Metric	PROP AA	TNC TAX	PROP L
Actual Leveraging - Current Request	No PROP AA	No TNC TAX	85.18%
Actual Leveraging - This Project	No PROP AA	No TNC TAX	96.10%

San Francisco County Transportation Authority Allocation Request Form

FY of Allocation Action:	FY2024/25
Project Name:	The Portal Project Engineering Phase Activities
Primary Sponsor:	Transbay Joint Powers Authority

EXPENDITURE PLAN SUMMARY

Current PROP L Request:	\$9,000,000
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1) The requested sales tax and/or vehicle registration fee revenues will be used to supplement and under no circumstance replace existing local revenues used for transportation purposes.

Initials of sponsor staff member verifying the above statement:

MP

CONTACT INFORMATION

	Project Manager	Grants Manager
Name:	Alfonso Rodriguez	Carolyn Nguyen
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Phone:	(415) 597-4620	(408) 705-3960
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Prop L Allocation Request for Fiscal Year 24-25 for The Portal, Revised (November 2024)

1. The Portal Scope of Work through FY26-27 for Prop L Allocation Request
2. Program Management/Construction Management Scope of Services, FY24-25
3. General Engineering Consultant Proposition L Allocation Request Scope of Work, FY24-25
4. Caltrain Proposition L Allocation Request Scope of Work, FY24-25

The Portal Scope of Work through FY26-27 for Prop L Allocation Request (Updated November 2024)

1 PROJECT MANAGEMENT

1.1 Transbay Joint Powers Authority

In April 2001, the City and County of San Francisco (the City), the Alameda-Contra Costa Transit District, and the Peninsula Corridor Joint Powers Board (Caltrain) executed a Joint Powers Agreement under state law, creating the Transbay Joint Powers Authority (TJPA) for the purpose of planning, building, and operating the Transbay Program's facilities, including a new transit terminal (the Salesforce Transit Center) and the extension of Caltrain into the Center (The Portal). The TJPA was granted "primary jurisdiction with respect to all matters pertaining to the financing, design, development, construction, and operation of the new terminal" (see California Public Resources Code Section 5027.1(a)). The TJPA is responsible for ensuring that the final design, construction, testing, and startup phases of the Program conform to design criteria and are executed in accordance with established schedules, budgets, and agreements with the U.S. Department of Transportation's operating administrations and other funding partners.

1.1.1 Funding and Advocacy

Developing the funding plan for The Portal and securing the necessary commitments from funding partners is paramount for the project's success. This work includes:

- ◆ Integrating planning and funding for The Portal with the broader regional, megaregional, and statewide plans and funding programs.
- ◆ Working with funding agencies to secure funding commitments, including drafting materials for planning and programming documents, preparing and submitting grant applications, and negotiating with funding agencies for specific funding allocations.
- ◆ Identifying new funding sources and developing projections of funding availability.
- ◆ Engaging with financial advisors to integrate future funding streams into the project's schedule.
- ◆ Coordinating with agency partners to prioritize the project in local and regional funding advocacy efforts.
- ◆ Developing and implementing a funding campaign to secure public and private funds.

In addition to in-house staff, the TJPA manages a team of consultants with advocacy and finance expertise to conduct this work.

1.1.2 Governance and Contract Management

The TJPA is responsible for managing the governance of The Portal, including implementation of The Portal Governance Blueprint and implementation of successor agreements to the San Francisco Peninsula Rail Program MOU. TJPA staff oversees a consultant team that includes program managers, designers, construction managers, security contractors, and others according to the needs of the project. Staff oversees the day-to-day management of design and construction, including all aspects of the work of technical and design consultants, project controls, and project coordination; stakeholder coordination; risk management; budgeting; procurement management; staffing; and construction contracts and claims resolution.

1.1.3 Administration

The TJPA's salaries, benefits, and administrative expenses for The Portal are allocated between the operations and The Portal operating budgets based on the job description for each staff position. Currently, four positions are fully dedicated to The Portal. Staff positions that serve agency-wide functions, such as executive and finance staff, are split evenly between The Portal and operations budgets.

1.2 Program Management/Construction Management

A consultant Program Management/Construction Management (PMCM) team functions as an extension of the TJPA's Portal staff to assist in the delivery of The Portal. The PMCM team's scope of work includes:

- ◆ Project management
- ◆ Engineering management
- ◆ Construction management and construction support
- ◆ Project delivery and contract development/compliance
- ◆ Configuration management
- ◆ Project controls
- ◆ Estimating
- ◆ Community outreach and construction relations
- ◆ Funding advocacy, grant writing, and financial and progress reporting

The specific work plan through FY26-27 is described in the following subsections.

1.2.1 Cost Mitigation

PMCM staff will conduct one or more facilitated value engineering workshops to identify potential cost reductions project-wide. Workshops will include members from the Integrated Program Management Team (composed of technical experts from the TJPA's agency partners), Integrated Project Delivery Team, or Integrated Management Team in brainstorming and evaluating cost reduction concepts, in collaboration with the progressive design-build contractor for the civil and tunnel contract (40-CT) during the preconstruction phase. Workshops will consider capital cost, life cycle cost, passenger experience, and operational constraints or opportunities.

In addition to the formal value engineering workshops, PMCM will continuously evaluate cost reduction secondary mitigation opportunities through stakeholder engagement, preconstruction concepts offered by the 40-CT contractor, and changing technology or third-party interests.

Deliverables:

- ◆ Value engineering report with recommendations for cost-saving alternatives. Continuing analysis of current project costs and identification of cost drivers.
- ◆ Detailed cost reduction secondary mitigation memoranda, including implementation roadmap and risk mitigation strategies for discussion with stakeholders and consideration of adoption in accordance with configuration management procedures.

1.2.2 Project Management Tools Development

- ◆ Cost and Budget. Costs will be continuously monitored as design progresses and decisions, such as the final 4th and King Yard configuration, are made. As configuration changes are developed, analyzed, and approved, changes to the New Starts Engineering phase cost estimate will be documented and tracked. Once required agency and environmental approvals are completed, the changed cost will be incorporated into the Engineering phase cost estimate. After the Federal Transit Administration's (FTA) risk workshop associated with the TJPA's Full Funding Grant Agreement (FFGA) application, the Engineering phase cost estimate will be converted to a baseline cost estimate and budget and presented to the TJPA Board of Directors for approval.
- ◆ Schedule. Updates will be prepared monthly comparing progress against the adopted Master Schedule for all activities. The critical and near-critical path will be identified and tracked. Variances for critical and near-critical activities in excess of 10 days will be explained, and mitigating actions identified and tracked. After the FTA's risk workshop associated with the TJPA's FFGA application, the Master Schedule will be converted to a baseline schedule and presented to the TJPA Board of Directors for approval.
- ◆ Configuration. Proposed changes will be analyzed for feasibility and safety, operational, cost, schedule, and environmental impacts. Technical memoranda will be prepared for review and discussion by the Integrated Project Development Team (IPDT), and recommendations for disposition taken to the Configuration Management Working Group, Change Control Board (CCB), Executive Working Group (EWG), and TJPA Board of Directors, as appropriate. If approved, any required environmental documentation will be prepared in accordance with the relevant state and federal requirements.
- ◆ Risk. Quarterly workshops, working through the Integrated Program Management Team (IPMT) and the successor IPDT, will be continued. Risk workshops may consider The Portal overall or be focused on a particular body of potential risks, as identified by the IPDT. Risks will be evaluated for severity and probability using the FTA protocol. Mitigative actions will be identified, assigned, and tracked for effectiveness. An annual contingency review will be conducted using a Monte Carlo analysis to evaluate the contingency values assigned to categories of risk, or more frequently in the event of a significant risk event.
- ◆ Project Report. A monthly report will be prepared to meet the FTA requirements and the provisions of the management agreement and implementation MOU (agreements that are currently in development). The monthly report will be provided to governance bodies, as required and appropriate, including the IPMT/IMT and CCB.
- ◆ Policy Baseline Documents. The TJPA will compile and bring forward the set of policy baseline documents, using, as appropriate, other project deliverables and baseline documents. The policy baseline documents will be reviewed and approved consistent with the provisions of The Portal Governance Blueprint and future Implementation MOU. The TJPA will maintain and update the policy baseline documents as needed. The TJPA Board of Directors holds approval authority for the policy baseline documents.

Deliverables:

- ◆ Baseline capital cost estimate in Standard Cost Categories format
- ◆ Baseline schedule along with monthly updates and schedule narrative
- ◆ As-needed technical analysis and associated rough-order-of-magnitude cost estimates for candidate configuration changes
- ◆ Quarterly risk memoranda with mitigation plan status. Annual contingency review using Monte Carlo-based simulations
- ◆ Quarterly contingency management reports

- ◆ Monthly reports (ongoing)
- ◆ Approved policy baseline documents

1.2.3 FTA Engineering Phase Activities/Requirements

- ◆ Update the following plans and procedures using FTA oversight procedures, FTA Project Management Oversight reporting, and sound project management practices and prepare updates to the following plans and procedures. The TJPA will engage Caltrain and other partners on tasks as applicable.
 - Before and After Study
 - Configuration Management Plan
 - Cost Control Procedure
 - Design Change Control Procedure
 - Document Control Procedure
 - Fleet Management Plan
 - Outreach Plan
 - Program Management Plan
 - Quality management plans
 - Real Estate Acquisition Management Plan
 - Risk and Contingency Management Plan
 - Safety and Security Management Plan
 - Safety Plan
 - Schedule Control Procedure
 - Third Party Agreements Plan and agreements
 - Travel Forecast Results Report
 - Work breakdown structure
 - Environmental documentation for configuration changes
 - Quantitative risk assessment and Project Management Oversight Contractor (PMOC) readiness review
 - Federal Transit Administration-compliant 20-Year Financial Plan
 - FTA rating package
 - FFGA preparation/negotiation
- ◆ Update the 20-Year Financial Plan, in support of the FFGA request and to reflect outcomes of the FTA Risk Review, revisions to the funding plan, and other information.
- ◆ Update ridership forecasts, as required, for the updated 20-Year Financial Plan and FTA rating package, as part of the request for the FFGA.
- ◆ Conduct the FTA's quantitative risk review process as an input to the updated capital cost estimate, PMOC's readiness review, etc.
- ◆ Prepare and submit the FFGA request and all required documentation; facilitate the FTA and PMOC's process and engagement during the FTA review period.
- ◆ Complete all critical third-party agreements required to request the FFGA, as identified in the Third-Party Agreements Plan; these include master cooperative agreements between the TJPA and Caltrain and between the TJPA and the California High-Speed Rail Authority.

Deliverables:

- ◆ Updated plans, procedures, and reports accepted by the FTA as sufficient to support an FFGA application:
 - FTA rating package
 - 20-Year Financial Plan
 - FTA risk review and qualitative risk assessment
 - FFGA request submittal
 - Executed critical third-party agreements
- ◆ Conduct training for all project staff to ensure adherence to the plans and procedures relevant to their responsibilities
- ◆ Conduct regular audits to ensure compliance

2 DESIGN ENGINEERING

2.1 Enabling Works Design

2.1.1 Utility Relocation

The utility relocation contract (10-UR) is a design-bid-build contract that will relocate or protect-in-place over 20 public and private utilities within public right-of-way along 4,000 linear feet in portions of Second, Howard, and Townsend streets. Advance utility relocations will help facilitate construction of the cut-and-cover portions of the tunnel, the excavations for which will affect most of the public right-of-way, leaving limited space for utilities. The relocations, abandonments, and demolitions are intended to eliminate or reduce utility conflicts with shoring wall construction, road decking installation, excavation, construction of tunnel and station structures while maintaining services to surrounding properties. Work through FY26-27 will include preparation of updated 60%, updated 90%, and 100%/IFB design packages; preparation of the bid package and contract; and advertisement and award of the contract using a risk-based, stakeholder-inclusive development process, consistent with the TJPA's goals for The Portal. Enabling works design associated with utility relocation is anticipated to be complete during this three-year timeframe.

2.1.2 Building Demolition

The building demolition design-bid-build contract (30-BD) will demolish seven buildings as part of the site clearing for construction of the cut-and-cover portions of the tunnel. Five structures located near Second and Howard streets will be demolished to make way for the throat structure where the tunnel widens from two to six tracks as it enters the Salesforce Transit Center. Two structures will be demolished to provide space for a construction shaft, construction laydown area for the mined tunnel, and, ultimately, a ventilation structure at Townsend and Third streets.

Work through FY26-27 includes preparation of 90% and 100%/IFB design packages, preparation of the bid package and contract, and advertisement of the contract using a risk-based, stakeholder-inclusive development process, consistent with the TJPA's goals for The Portal. Enabling works design associated with building demolition is anticipated to be complete during this three-year timeframe.

2.1.3 4th and King Yard Site Clearing

The 4th and King Yard Preparation Package A: Site Clearing design-bid-build contract (20-YA) will relocate or remove all structures and utilities along the south side of Townsend Street between Fourth and Seventh streets and along Seventh Street between Townsend Street and Mission Bay Drive. Additionally, one pocket track on the north side of the existing Caltrain station at Fourth and King streets and the storage tracks at the corner of Townsend and Seventh streets will be removed. Work through FY26-27 includes:

- ◆ Complete 20-YA 90% design package and prepare 100%/IFB design package.
- ◆ Prepare the bid package and contract.
- ◆ Advertise and award the contract using a risk-based, stakeholder-inclusive development process, consistent with the TJPA's goals for The Portal.

2.2 Civil and Tunnel Progressive Design-Build

The civil and tunnel progressive design-build contract (40-CT) comprises the completion of the design and construction of the cut-and-cover structures and mined tunnel (excluding rail systems), the ventilation structures, the Fourth and Townsend Street Station fit-out (excluding rail systems), and utility support and temporary and permanent relocations (excluding advance utility relocations (10-UR)). Preconstruction work includes design engineering, preconstruction management, schedule preparation, estimating, acting as lead for coordination across all contract packages, preconstruction surveys, site investigations, hazardous materials assessment, and coordination with and obtaining approvals and permits from stakeholders and authorities having jurisdiction.

2.2.1 Progressive Design-Build Procurement

Work through FY26-27 includes completing the following for the 40-CT contract:

- ◆ Contract documents, including general requirements and technical documents
- ◆ Complete request for proposals (RFP) package, including the final draft contract
- ◆ TJPA Board approval to issue the RFP
- ◆ Release of the RFP and evaluate proposals
- ◆ Negotiate and initiate the preconstruction phase
- ◆ Negotiate open contract terms and conditions
- ◆ Establish the cost model for joint open-book estimating
- ◆ Conduct design progress meetings and over-the-shoulder reviews
- ◆ Address design variance requests with operators, as appropriate
- ◆ Reconcile the progressive design-build contractor's opinion of probable construction cost (OPCC) 30% submittal estimate with the TJPA's independent cost estimate
- ◆ Negotiate agreement to progress from 30% to 60% design
- ◆ Approve 30% design and OPCC, authorizing additional preconstruction services to 60% submittal
- ◆ Continue design reviews and cost model discussions
- ◆ Negotiate early works construction packages

2.2.2 Preconstruction

Preconstruction service will be incremental, pursuant to work packages issued by the TJPA documenting the associated time, price, and scope of work. Preconstruction services will be sufficient to establish a guaranteed maximum price (GMP) for the project.

2.3 Track and Rail Systems Design

The track and rail systems construction manager/general contractor (CMGC) contract (50-TS) includes the installation of direct fixation and embedded tracks through the tunnel, stations, and u-wall. Trackwork includes the rails, fastening systems, and special trackwork (turnouts, diamond crossings, crossovers, derails, train bumping posts). Associated with trackwork are track alignments, which are the defining horizontal and vertical control lines for the tracks and the structures that support them. Rail systems comprise signaling/train control, overhead contact, communications, central train operations control, and traction power systems and distribution. The systems for tunnel, stations, and ventilation and emergency egress structures include ventilation building systems; fire-life safety and water-air mechanical systems; security systems; and mechanical, electrical, and plumbing systems. Work through FY26-27 includes:

- ◆ Initiate 50-TS 60% design package preparation.
- ◆ Issue the request for qualifications, evaluate statements of qualifications, and establish a shortlist.
- ◆ Draft the general requirements and contract.
- ◆ Complete the RFP package, including the general requirements and final draft contract.
- ◆ Securing TJPA Board approvals to release the RFQ and RFP.
- ◆ Release the RFP and evaluate proposals.
- ◆ Negotiate and initiate the preconstruction phase.
- ◆ Negotiate open contract terms and conditions.
- ◆ Establish the cost model for joint open-book estimating.
- ◆ Initiate the CMGC's constructability review of design work to date.

The Federal Railroad Administration's (FRA) October 29, 2024, announcement that the TJPA was selected for a Consolidated Rail Infrastructure and Safety Improvements (CRISI) Program award of up to \$24,655,000 is anticipated to accelerate the track and rail systems (50-TS) design work. The detailed scope of work will be negotiated with the FRA in fall/winter 2024/2025.

2.4 Station Fit-out Design

The station fit-out CMGC contract (60-SF) comprises the fit-out of the already constructed two-level structural box (train box) at the Salesforce Transit Center, construction of a new entrance lobby and stairs at the east end of the Salesforce Transit Center, and construction of a new above-grade ventilation and support systems structure, including excavating a plenum below the structure and connecting it to the lower concourse. The lower concourse, one level below ground, will house ticketing, passenger waiting, and support spaces for the rail operators, Caltrain and the California High-Speed Rail Authority, and leasable retail space. Six tracks and three center platforms on the platform level two levels below ground will serve commuter and high-speed trains. Back-of-house spaces on this level will support rail service. The scope for the contract includes coordinating with other contracts; obtaining approvals from authorities having jurisdiction; and supplying, installing, testing, and commissioning all elements required for the station fit-out, including manuals, training, spare parts, and record drawings. Work through FY26-27 includes:

- ◆ Initiate 60-SF 60% design package preparation.
- ◆ Issue the request for qualifications, evaluate statements of qualifications, and establish a shortlist.
- ◆ Draft the general requirements and contract.
- ◆ Complete the request for proposals (RFP) package, including the general requirements and final draft contract.
- ◆ Secure TJPA Board approvals to release RFQ and RFP.
- ◆ Release the RFP and evaluate proposals.
- ◆ Negotiate and initiate the preconstruction phase.
- ◆ Negotiate open contract terms and conditions.
- ◆ Establish the cost model for joint open-book estimating.
- ◆ Initiate CMGC constructability review of design work to date.

3 INTERAGENCY COORDINATION

The Portal requires extensive coordination with a range of federal, state, and local agencies. Intergovernmental and interagency coordination is required throughout preliminary engineering, final engineering, construction, and pre-revenue operations for guidance and approvals in the execution of the technical work of the project. The TJPA has entered into cooperation and reimbursement agreements with Caltrain and the City and County of San Francisco for their work on The Portal.

3.1 Caltrain

As the initial operator of The Portal, Caltrain support is required in order to assure that The Portal is designed and built according to Caltrain's safety, service, and maintenance requirements. The TJPA has agreed to fund work in support of this need on an annual work plan basis. The following tasks are anticipated through FY26-27:

- ◆ Program management, including project controls, administration, and agreements
- ◆ Financial planning including O&M, capital, 20-Year Financial Plan development, and travel demand modeling support
- ◆ O&M design and analysis
- ◆ Environmental permitting
- ◆ Engineering, including civil infrastructure, track and systems, systems integration, and utilities
- ◆ Rail vehicles and level boarding requirements
- ◆ Construction/constructability reviews
- ◆ Procurement support
- ◆ 4th and King Yard Preparation Packages A and B design
- ◆ Real estate support
- ◆ Legal support

3.2 City and County of San Francisco

The Interagency Cooperation Agreement (ICA) is a cooperation and reimbursement agreement between the participating City and County of San Francisco agencies and departments (City agencies) and the TJPA for The Portal. The following City agencies are participating in the ICA:

- ◆ Port of San Francisco
- ◆ Department of Building Inspection
- ◆ Department of Technology
- ◆ San Francisco Fire Department
- ◆ San Francisco Municipal Transportation Agency
- ◆ San Francisco Office of Economic and Workforce Development
- ◆ San Francisco Planning Department
- ◆ San Francisco Public Utilities Commission
- ◆ San Francisco Public Works
- ◆ San Francisco Real Estate Division

As outlined in the ICA, subsequent department actions and/or approvals will be required as the TJPA carries out The Portal.

Each fiscal year, each City agency will propose to the TJPA an annual scope and budget, detailing the anticipated scope of City tasks that the City agency will undertake that fiscal year, a budget for those City tasks, and any other terms that are unique to that City agency, unique to the tasks to be undertaken, or will supersede specific ICA terms. Each City agency's annual scope and budget is an appendix to the ICA.

Through FY26-27, work includes:

- ◆ Reviewing constructability, design deliverables, and plans; providing design and construction support services; assisting/consulting regarding traffic coordination and required permits.
- ◆ Assisting to draft the Public Trust Transfer Agreement and related documents (Port of San Francisco).
- ◆ Providing construction inspector services (San Francisco Public Works).
- ◆ Providing technical analysis in the review of alternative sewer relocation strategies and final sewer design (San Francisco Public Utilities Commission).
- ◆ Providing hydraulic analyses (San Francisco Public Utilities Commission).

4 PROFESSIONAL SERVICES

Professional and specialized services are required for the advancement of The Portal, including legal services, financial advisors, economic and real estate analysis, legislative advocacy, auditing, and public relations. Tasks are assigned based on The Portal's current and anticipated needs. Only those costs directly attributable to The Portal are carried in the project budget.

Examples of this work include the following:

- ◆ Contract development and negotiations

- ◆ Right-of-way acquisition planning, negotiations, and agreements
- ◆ Revenue forecasts
- ◆ Real estate analysis
- ◆ Infrastructure finance and strategic planning
- ◆ Financial plans and presentations
- ◆ Grant development and administration
- ◆ Legislative and funding advocacy
- ◆ Public outreach and communications

5 RIGHT-OF-WAY ACQUISITION, RELOCATION & PROFESSIONAL SERVICES

Right-of-way acquisition for the project requires property acquisition, permanent subsurface easements, temporary construction easements, and interests that would allow the TJPA to permanently install rock dowels in the subsurface of additional properties.

Relocation assistance will be provided to occupants of properties acquired to construct The Portal, in compliance with the federal Uniform Relocation Assistance and Real Property Acquisitions Policies Act of 1970.

Right-of-way acquisition and relocation assistance will proceed in four tranches that span approximately two and one-half years. Total acquisitions that result in displacements and complicated relocations are included in the initial tranches to mitigate cost and schedule risks.

The following tasks apply to each tranche:

- ◆ Conduct an appraisal and a review appraisal (for properties with an appraised value of more than \$10,000)
- ◆ When required, prepare furniture, fixtures, and equipment appraisals and goodwill appraisals
- ◆ Submit recommended just compensation amount to the FTA for concurrence
- ◆ Meet and negotiate with property owners
- ◆ File eminent domain actions, as required
- ◆ Complete relocations, as required
- ◆ Turn over property access to contractors

Deliverables:

- ◆ Title reports
- ◆ Maps and legal descriptions
- ◆ Environmental site assessments
- ◆ Appraisals
- ◆ Purchase and sale agreements or orders of immediate possession
- ◆ Timely relocation benefit payments

ATTACHMENT 1
PMCM Contract No. 23-03-PMCM-000
Scope of Services for Prop L Allocation
Fiscal Year 24-25

This document identifies the Program Management/Construction Management (PMCM) scope of work for the Proposition L allocation request. The Prop L allocation would fund a portion of the services included in the FY24-25 scope of services, consistent with the level of effort negotiated with TJPA.

TASK 1

Program Management

1.a Program Management

- A. Update Project Management Plan: Provide an updated Project Management Plan (PMP) and subplans consistent with the requirements of the current status of the project, identifying those activities that must be implemented in support of finalized procurement, commencement of construction activities, grants management, and final design and construction administration. The PMP will be consistent with the requirements of the Integrated Program Delivery Team (IPDT) and depict organizational relationships, describe communications protocols, and be consistent with the Work Breakdown Structure (WBS).

Deliverable: Develop an updated PMP and subplans addressing all requirements, including recommendations from the Federal Transit Administration's (FTA) Project Management Oversight Contractor (PMOC).

- B. Coordinate with FTA and authorities having jurisdiction (AHJs), Utilities, and other agencies: PMCM will assist TJPA with updated submittals to FTA, including New Starts documentation, support with PMOC requirements, and monthly and quarterly meetings. PMCM will coordinate with AHJs, including agencies from the City and County of San Francisco, State of California, and railroad operators.

Deliverable: Meeting agendas, meeting materials, subject matter experts, and other support functions to monitor requirements, proactively manage communications, action item matrices, and collection and management of responses to questions.

- C. Update plans and procedures, and PMOC-required documentation: PMCM will assist TJPA in addressing all required plans and procedures to effectively manage the project. Best practices, TJPA requirements, and FTA requirements will all be addressed to provide guidance to the IPDT in delivering a successful project. All PMOC recommendations developed during the capability and capacity evaluation will be addressed.

Deliverable: Updated plans and procedures for project management, project controls, contract administration, engineering management, and construction management.

- D. Organize Peer Reviews and Partnering: PMCM will assist TJPA in outreach to peer organizations, subject matter experts, and professional organizations to conduct peer reviews on appropriate topics. PMCM will organize and conduct partnering sessions with the primary rail operator and construction contractors through the IPDT.

Deliverable: Arrange for peer reviews and partnering sessions, prepare agendas, and facilitate, record, and prepare actions resulting from peer reviews and partnering sessions.

- E. Provide Design Management: PMCM will provide design oversight of the general engineering consultant. This work will generally include negotiation of scopes of work, cost proposals, and deliverables. In addition, PMCM will provide oversight and review of design deliverables for completeness and consistency with the approved design scopes of work. PMCM will assist the general engineering consultant with coordination and collaboration with AHJs and the rail operating partners.

Deliverable: Fully negotiated scopes of work and cost proposals suitable for TJPA's review and approval. Over the shoulder, draft, and final design deliverable reviews and dispositions.

- F. Procurement Documents and Process: PMCM will work to develop the procurement and contracting documents to support the planned design-bid-build, progressive design-build, and construction manager/general contractor procurements. The scope of this subtask is comprised of:

- preparing and issuing RFQ documents
- conducting workshops with external partners
- preparing and issuing industry review documents
- developing and issuing RFP documents

Deliverables: The following deliverables are planned:

1. 10-UR: PMCM will prepare the draft RFP, update based on industry review, and finalize the RFP for issuance – planned for April 2025
2. 20-4KYA: PMCM will prepare the draft RFP – planned for March 2025
3. 30-BD: PMCM will prepare the draft RFP and issue for industry review – planned for March 2025
4. 40-CT: PMCM will prepare the final RFP based on industry review and issue to the selected contractors – planned for January 2025
5. To be funded by others
6. 60-SF: PMCM will develop the draft RFQ – planned for March 2025

- G. Readiness Assessment: To be funded by others.

- H. Development of the Integrated Program Delivery Team: PMCM will assist TJPA in the development of an integrated program delivery team to optimize collaboration and communication and clarify roles and responsibilities among all parties responsible for the implementation of The Portal.

Deliverables: Assist TJPA in the development of necessary tools, graphics, charts, and reports outlining the establishment of the IPDT.

- I. General Program Support: PMCM will provide administrative support for agency and intra-agency correspondence, documentation, and reporting, meeting logistics, and grant writing.

Deliverables: Staff reports, documentation and correspondence, technical exhibits, and grant submissions.

TASK 2

Project Management

2.a Project Management

- A. Contract Administration: PMCM will ensure compliance with TJPA's prime contract and execute subcontract agreements with team members including required flow downs from the prime contract. PMCM will prepare monthly invoices in accordance with TJPA requirements including detailed labor, overhead, profit, and other direct costs. Monthly reports will be prepared in accordance with TJPA requirements.

Deliverable: Monthly invoices, monthly progress reports, quarterly reports.

- B. Cost Oversight: PMCM will continually update project costs as secondary mitigations and other scope changes are adopted. The general engineering consulting contract and the City and County of San Francisco and Caltrain invoices will be monitored for cost trends and any concerns will be promptly reported to TJPA.

Deliverable: Periodic updates of the Standard Cost Category (SCC) workbook. Cost trending for the PMCM contract, the general engineering consulting contract, and City and County of San Francisco and Caltrain agreements.

- C. Schedule Oversight: The master schedule will be updated monthly and, when appropriate, converted to a baseline schedule. Analysis of the critical path will be conducted, including recommendations to protect project float. Support TJPA with updating and maintaining schedule controls processes and procedures.

Deliverable: Monthly schedule updates, fragnet analysis, and recommendations for activity resequencing or rescheduling.

- D. Risk Management: Quarterly risk workshops will be conducted in accordance with FTA procedures and best practices.

Deliverable: Quarterly risk reports

- E. Scope Management: PMCM will carefully monitor work activities for adherence to the agreed-upon scope of services. Where additional or different scope is required, PMCM will promptly bring it to the attention of TJPA's Project Director with suggested modifications consistent with the overall cost budget for NTP1.

Deliverable: Monthly tracking for adherence to agreed-upon scope of services. Proposed modifications to scope when appropriate.

- F. Value Engineering: PMPC will conduct one value engineering exercise with a certified value engineer. Additionally, secondary mitigations will be evaluated, and as appropriate, presented to the configuration management working group or contract change board as appropriate.

Deliverable: One value engineering workshop and value engineering report will be prepared and submitted. Secondary mitigation analysis and reporting will be conducted per the resource allocation negotiated with TJPA.

- G. Outreach Support: PMCM will coordinate industry outreach, meetings, and assist with raising industry awareness of the Portal and increasing community support.

Deliverable: Meeting materials, minutes, website content, and action items

TASK 3

Construction Management and Construction Support Services

- 3.a Third Party Coordination:** PMCM will coordinate and manage interfaces of all planned procurement activities with third parties, including the coordination of agreements, variances needed, permitting requirements, and potential clashes with planned construction work requiring utility relocations.

Deliverable: Coordination as needed.

- 3.e Preconstruction Services:** PMCM will carry out all preconstruction surveys necessary to support the development of the designs and procurement documents for The Portal, including any constructability analyses needed.

Deliverable: Surveys and constructability analyses as determined necessary by TJPA.

TASK 4

Project Delivery and Contract Development/Compliance

4.a Project Delivery

- A. Procurement Strategy Plans: PMCM will support TJPA in carrying out strategy for project delivery methods including, contract terms and conditions, procurement reviews, and program requirements to support delivery of the Portal, including:
- Supporting review of proposals and bids
 - Assist in the review, development and implementation of overall project delivery and procurement strategy
 - Advise TJPA on proposer/bidder comments and requests for changes in the procurement documents
 - Develop specifications, solicitation technical packages, and draft intergovernmental agreements

Deliverable: Advice and support as required by TJPA.

TASK 5

Configuration Management

- 5.b Document Management:** PMCM will provide document management procedures, training, and staff to ensure proper control of project documents across all stakeholders. A searchable database will be established to provide centralized control of communications. Provide support for the buildout and integration of the PMIS system as it relates to document and records management.

Deliverables: Document control procedures, document control software, training, administration of the document control module of the PMIS system (InEight document), and records management system.

- 5.c Requirements Management:** An initial plan documenting, analyzing, prioritizing, tracking, and managing the needs and requirements of stakeholders throughout the lifecycle of The Portal.

Deliverable: A Requirements Management Plan and execution matrix.

TASK 6

Project Controls

- 6.a IT support services and GIS and BIM Management:** PMCM will in accordance with the limited budget available in NTP1, establish an IT system including software, training, and implementation and integration. A particular focus will be on project controls software, design management software, and digital delivery. Additionally, the existing GIS capabilities will be expanded.

Deliverable: PMCM will provide software, training, system maintenance.

- 6.b Project Controls:** PMCM will prepare updated program budgets in SCC format broken down by contract package incorporating construction budgets using cost estimates noted above, and estimate other soft costs for each line item.

- Support TJPA's Project Controls Manager to update the Program master schedule based on the

WBS and the Program implementation plan. Update the Program master schedule monthly and quarterly to include current information regarding project and contract progress.

- Prepare monthly and quarterly reports of Program status. Prepare quarterly project and contract status reports outlining the progress, cost, schedule, issue resolution and other aspects of the project or contract.
- Implement a PMIS systems using nonproprietary scalable software appropriate to the current state of the project providing multi-functional data collection and reporting capabilities across multiple functions, such as schedule/risk management, cost, contracts, document management, compliance, progress/field execution, invoicing, interface with owner accounting, etc.

Deliverables:

- SCC workbooks detailing program cost by contract package and for the overall program
- Monthly and quarterly program status reports to the TJPA Board, stakeholders and funding agencies
- InEight software through AECOM PMIS program, assist with set-up, provide initial training to TJPA and PMPC staff, provide support to data maintenance

TASK 7

Estimating

- 7.b Cost Estimating:** PMCM will develop and prepare cost estimates to support TJPA procurement activities for professional services planning, environmental, and construction contracts. PMCM will develop design and construction capital cost budgets, including any needed design optimization and value engineering studies, constructability reviews, life-cycle cost analyses, and risk assessments determined necessary by TJPA.

Deliverable: Documents as requested by TJPA.

**General Engineering Consultant
Proposition L Allocation Request
October 2024**

Scope of Work

Parsons Transportation Group and their subconsultants shall perform the following scope of work as excerpted from their contract agreement and amended as noted in *italics*.

Project Procurement Tasks

Develop and finalize contract document packages; these may involve various procurement methods depending on the design segment/package: private-public-partnership variations; mixed contractor, CM at-risk, design-build, and design-bid-build.

The TJPA Board has selected a project delivery method for the advance works by design-bid-build.

1. Prepare advance package design drawings, specifications, and bid documents. Advance packages may include utility relocation and building demolition/site clearing.
The scope for this task will include commencing preparation of a 90% design package for the DTX 4th and King Yard Preparation Package A (4KYA). All disciplines will: commence preparations of plans and specifications at a 90% design level unless otherwise noted; provide input to the construction staging exhibits; field visits to confirm existing conditions and design concepts; commence preparation of reports for drainage; calculations where required by Caltrain Design Criteria; support coordination with Caltrain, CCSF, utility providers, CPUC, and the FRA, as needed; and provide input to the Basis of Design Addendum. CAD work and specifications are to be prepared using Caltrain's CADD Standards.
 - 1) *Track*
 - 2) *Systems*
 - a) *Overhead Catenary System (OCS)*
 - b) *Traction Power*
 - c) *Signals*
 - d) *Communications*
 - e) *Positive Train Control (PTC)*
 - f) *Duct Bank*
 - 3) *Utilities*
 - 4) *Drainage*
 - 5) *Civil*
 - a) *Demolition*
 - b) *Roadway*
 - c) *Site Engineering (grading, site temporary and permanent fencing)*
 - 6) *Architectural*
 - a) *Crew Quarters*
 - b) *Compressor Facility*
 - c) *Radio Shack*
 - d) *Relocation of 4KYA-relocated existing yard assets*
 - 7) *Basis of Design Addendum: Prepare an addendum (memorandum) to the 60% Basis of Design Report with relevant revisions to assumptions, outstanding issues, related Caltrain projects, relevant agreements, governing criteria for each discipline, and planned and approved design variances*
 - 8) *Construction Staging*

9) *Specifications per Caltrain Standard*

10) *Exclusions:*

- a) *Invasive subsurface utility investigation field work is excluded.*
- b) *Incorporation of revised Railyards layout currently under study by Caltrain, Prologis, and the City is excluded*
- c) *90% cost estimate*

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Caltrain

Proposition L Allocation Request

Scope of Work, FY24-25

Introduction

As the initial operator of the Portal service, Caltrain support is required in order to assure the Portal is designed and built according to Caltrain's safety, service, and maintenance requirements. TJPA has agreed to fund work in support of this need on an annual work plan basis. Below is the draft work plan for the 12 months commencing on October 1, 2024, and ending on September 30, 2025. The final work plan will be approved by TJPA and Caltrain staff, in accordance with the Interim Agreement (IA) approved by the TJPA and Caltrain Boards.

Tasks and Deliverables

1. Program Management –
 - a. Management
 - Task: Provide a Caltrain Project Director to co-lead the Portal Project in concert with TJPA Project Director. Provide leadership of the IPDT. Facilitate and manage Caltrain staff and consultant input to the project delivery. Provide regular updates to Caltrain Executive Director and Board of Directors.
 - Deliverable: Required Caltrain participation program management decisions to assure technical tasks are complete timely and within budget in support of the project. Co-leadership of the IPDT, representing Caltrain interests in safety, customer experience, maintainability, operational requirements, cost and schedule control.
 - b. Project Controls
 - Task: Monitoring and reporting of Caltrain task assignments for cost and schedule adherence.
 - Deliverable: Regular reporting of cost and schedule adherence, trend reporting, input to master schedule and project budget updates. Collaboration with TJPA Project Controls Manager.
 - c. Administration
 - Task: Project administrative support to Program Manager and team as needed. Ensure documents and properly routed and retained. Timely track and manage all approvals from submission to final acceptance. Schedule multi-party meetings. Coordinate with Portal Document Management.
 - Deliverable: Reports, memoranda, agreements, meetings, document management.
 - d. Agreements
 - Task: Technical input to development of the Extended Interim, Master Cooperative and Right of Way agreements including, but not limited to O&M Costs, Asset Disposition, Capital Cost contribution, Real Estate access and disposition.
 - Deliverable: Completed Extended Interim Agreement. Completed Real Estate Access Agreement. Development of the Master Cooperative Agreement.

2. Financial Planning

a. O&M

- Task: Provide updates to the Caltrain O&M costs under the EMU service suitable for inclusion in the updated 20-Year Financial Plan, and as an input to the O&M funding planning tasks.
- Deliverable: O&M cost tables depicting actual costs and forecasted future cost for EMU operations. Participation in O&M funding plan task force assisting with the development of a credible funding plan for future Caltrain and TJPA operations, including of the Portal.

b. Capital

- Task: Provide input, review and comment on TJPA Portal capital cost estimates for Portal related facilities.
- Deliverable: Input to capital cost estimate generated by Portal staff for certain rail related elements. Review and comments on generated capital cost estimate.

c. 20-Year Financial Plan

- Task: If required, provide input, review and comment on the updated TJPA Portal 20-Year Financial Plan, including Caltrain O&M cost and revenue tables, State of Good Repair program, and stress testing.
- Deliverable: Cost and revenue tables, capital plan tables, quality and accuracy reviews.

d. Travel Demand Modeling Support

- Task: Provide detailed Caltrain ridership data including boarding counts, on board surveys, and other data as requested by the Travel Demand Modeling team. Provide review and comment on reporting.
- Deliverable: Boarding counts, mode of access information, origin destination information, fare revenue information.

3. Operations and Maintenance

- Task: Provide input to TJPA generated designs, provide responses to technical questions, review design variance requests (DVRs), provide comments on TJPA generated designs regarding operability and maintainability.
- Deliverable: Technical memoranda, comments on design submittals, review, comment and disposition on DVRs with regard to operability and maintainability.

4. Environmental Permitting

- Task: Complete the environmental compliance process for the 4th and King Yard work for both NEPA and CEQA.
- Deliverable: Completed NEPA Re-evaluation with FTA's concurrence. Completed CEQA Addendum (with Caltrain filing a Notice of Determination (NOD)).

5. Engineering

a. Civil Infrastructure

- Task: Provide input to TJPA generated designs, provide responses to technical questions, review design variance requests, provide comments on TJPA generated designs.
- Deliverable: Technical memoranda, comments on design submittals, review, comment and disposition on DVRs.

- b. Track and Systems
 - Task: Provide input to TJPA generated designs, provide responses to technical questions, review design variance requests, provide comments on TJPA generated designs.
 - Deliverable: Technical memoranda, comments on design submittals, review, comment and disposition on DVRs.
 - c. Systems Integration
 - Task: Provide input to TJPA generated designs, provide responses to technical questions, review design variance requests, provide comments on TJPA generated designs.
 - Deliverable: Technical memoranda, comments on design submittals, review, comment and disposition on DVRs.
 - d. Utilities
 - Task: Provide input to TJPA generated designs, provide responses to technical questions, review design variance requests, provide comments on TJPA generated designs. Assist with the identification of utilities within the 4th and King Yard.
 - Deliverable: Technical memoranda, comments on design submittals, review, comment and disposition on DVRs.
6. Rail Vehicles
- a. Level Boarding
 - Task: Provide as-needed input to level boarding / gap closure conceptual design and liaison with rail vehicle manufacturer.
 - Deliverable: Technical memoranda, design comments.
7. Construction / Constructability
- Task: Provide as needed constructability reviews of TJPA generated design submittals.
 - Deliverable: Participation in constructability meetings, comment on design submittals, participate in drafting constructability reports.
8. Procurement Support
- Task: Provide input and comments on TJPA generated procurement documents, participate in a 55-YB and 50-TS project delivery alternatives evaluation. Participate in proposer evaluation and interview processes, as requested. If required, lead the development of procurement documents for any Caltrain led procurements.
 - Deliverable: Input and comments on TJPA generated procurement documents, Participation in evaluating and scoring proposer submittals and interviews. If required, develop Caltrain procurement documents.
9. 4th and King Railyard Package A and B4
- Task: Provide task management for the 20-YA and 55-YB contract design development to the 60% design completion documents. Liaise between involved Caltrain departments to assure design direction is consistent with O&M requirements. Manage communication between all parties. Assist with development of design concepts that meet requirements while protecting Portal project budget. Prepare a Concept of Operations for the Rail Yard in coordination with Rail Planning, Rail Operations, and TJPA. Provide technical review and management of an updated

Load Flow Analysis to determine power supply requirement. Assist with coordination of PGE relationship.

- Deliverable: Management of design process. Design concepts for further exploration by design team. Review comments on design concepts and deliverables. Weekly meeting technical meeting management. Facilitation of yard access for design team when required. Draft Concept of Operations. Draft and Final Load Flow Analysis

10. Real Estate

- Task: Participate in drafting appropriate agreements permitting TJPA access to Caltrain properties as required to construct the Portal.
- Deliverable: Assistance in drafting and approval agreements such as Right of Entry, Access, or other agreement forms as identified by Counsel.

11. Legal

- Task: Assist in drafting Agreements including but not limited to Extended Interim, 4KYB (Forth and King Yard), and Master Cooperative Agreements. Assist in drafting real estate related agreements to facilitate construction of the Portal.
- Deliverable: Draft and Final Agreements, drafted in collaboration with TJPA Counsel.

Project Development and Engineering 3-Year Funding Plan Details

As of 11-4-2024

Cost Category/Sub Category		Portal Scope of Work Tasks	Fund Source	FY 24-25	FY 25-26	FY 26-27	Total
Project Management	TJPA	1.1	CFD Prop K	3,071,000 100,000	3,212,000 0	3,324,000 0	9,607,000 100,000
	PMPC/PMCM	1.2	CFD Prop K in Prop L	3,436,000 921,000	2,125,000 0	0 0	5,561,000 921,000
			Prop L	6,374,000	15,000,000	21,475,000	42,849,000
Design Engineering	Enabling Works Design	2.1	CFD	150,000	1,400,000	1,000,000	2,550,000
			TIRCP Prop K	7,994,000 1,664,000	0 0	0 0	7,994,000 1,664,000
			Prop L	700,000	0	1,000,000	1,700,000
	Progressive Design Build Bid Documents and Procurement	2.2	TIRCP	2,400,000	1,775,000	2,625,000	6,800,000
	Progressive Design Build Pre-Construction	2.2	CFD	0	0	3,068,000	3,068,000
			TIRCP Prop L	0 0	8,064,000 0	28,324,000 0	36,388,000 -
RM3			0	0	36,552,000	36,552,000	
CM/GC Track & Systems Design	2.3	TIRCP	1,500,000	3,500,000	600,000	5,600,000	
		FRA CRISI Prop L	0 0	0 0	6,600,000 1,000,000	6,600,000 1,000,000	
CM/GC Station Fitout Design	2.4	Prop L	0	0	1,000,000	1,000,000	
Interagency Coordination	Caltrain	3.1	CFD	1,540,500	7,174,000	7,999,000	16,713,500
			Caltrain Contribution Prop L	2,069,000 1,926,000	0 0	0 0	2,069,000 1,926,000
	City and County of San Francisco	3.2	CFD	1,105,500	921,000	953,000	2,979,500
Professional Services		1.1, 4	CFD	1,878,000	1,939,000	2,007,000	5,824,000
Right-of-Way Acquisition, Relocation, & Professional Services		5	RM3	50,100,000	100,000,000	50,000,000	200,100,000
Grand Total				86,929,000	145,110,000	167,527,000	399,566,000

Note: Costs and funding do not include construction and design during construction.

Project Development and Engineering Budget & Funding Plan As of 11-4-2024

Cost Category/Sub Category		Dec 2021 - Jun 2024	FY24-25	FY 25-26	FY 26-27	Total
Project Management	TJPA	\$ 6,569,749	\$ 3,171,000	\$ 3,212,000	\$ 3,324,000	\$ 16,276,749
	PMPC/PMCM	\$ 11,037,707	\$ 10,731,000	\$ 17,125,000	\$ 21,475,000	\$ 60,368,707
Design Engineering	Enabling Works Design	\$ 34,048,868	\$ 10,508,000	\$ 1,400,000	\$ 2,000,000	\$ 144,964,868
	Progressive Design Build Bid Documents and Procurement		\$ 2,400,000	\$ 1,775,000	\$ 2,625,000	
	Progressive Design Build Pre-Construction			\$ 8,064,000	\$ 67,944,000	
	CM/GC Track & Systems Design		\$ 1,500,000	\$ 3,500,000	\$ 8,200,000	
	CM/GC Station Fitout Design		\$ -	\$ -	\$ 1,000,000	
Interagency Coordination	Caltrain	\$ 7,547,577	\$ 5,535,500	\$ 7,174,000	\$ 7,999,000	\$ 31,235,577
	City and County of San Francisco		\$ 1,105,500	\$ 921,000	\$ 953,000	
Professional Services		\$ 5,597,106	\$ 1,878,000	\$ 1,939,000	\$ 2,007,000	\$ 11,421,106
Right-of-Way Acquisition, Relocation, & Professional Services		\$ 401,915	\$ 50,100,000	\$ 100,000,000	\$ 50,000,000	\$ 200,501,915
TOTAL		\$ 65,202,921	\$ 86,929,000	\$ 145,110,000	\$ 167,527,000	\$ 464,768,921

Funding Source	Status	Dec 2021 - Jun 2024	FY24-25	FY 25-26	FY 26-27	Total
CFD	Allocated	\$ 48,107,403	\$ 11,181,000	\$ 16,771,000	\$ 18,351,000	\$ 94,410,403
Prop K	Allocated	\$ 12,063,083	\$ 1,764,000			\$ 13,827,083
Prop K in Prop L Allocation	Programmed		\$ 921,000			\$ 921,000
Prop L	Programmed		\$ 9,000,000	\$ 15,000,000	\$ 24,475,000	\$ 48,475,000
Caltrain Contribution	Allocated & Budgeted	\$ 930,526	\$ 2,069,000			\$ 2,999,526
TIRCP Project Development	Allocated	\$ 3,195,490	\$ 11,894,000	\$ 13,339,000	\$ 31,549,000	\$ 59,977,490
Regional Measure 3	Allocated		\$ 50,100,000	\$ 50,600,000		\$ 100,700,000
Regional Measure 3	Programmed			\$ 49,400,000	\$ 86,552,000	\$ 135,952,000
FRA CRISI	Programmed				\$ 6,600,000	\$ 6,600,000
TJPA Sources	Allocated	\$ 906,420		\$ -	\$ -	\$ 906,420
TOTAL		\$ 65,202,921	\$ 86,929,000	\$ 145,110,000	\$ 167,527,000	\$ 464,768,921

Note: Costs and funding do not include construction and design during construction.

TJPA Prop K&L FY24-25 Funding Request					
4-Nov-24					
DRAFT					
Prop K/L Funded Activities in FY24-25					
Task	Scope				Prop K/L Total
Program Management Construction Management		Average Rate	Hours	Other Direct Costs	Cost
Task 1	Program Management	\$ 250	8,971		\$ 2,246,100
Task 2	Project Management	\$ 296	7,121		\$ 2,110,800
Task 3	Construction Management and Construction Support Services	\$ 243	3,700		\$ 1,272,995
Task 4	Project Delivery and Contract Development/Compliance	\$ 348	374		\$ 130,300
Task 5	Configuration Management	\$ 231	2,253		\$ 521,100
Task 6	Project Controls incl. PMIS/Project Controls Software	\$ 194	3,200	375,695	\$ 620,100
Task 7	Estimating	\$ 326	1,209		\$ 394,000
	PMCM Team Subtotal	\$ 270	26,828	375,695	\$ 7,295,395
General Engineering Consultant (GEC)					
Enabling Works Design	Project Procurement Tasks	\$ 250	2,800	-	\$ 700,000
	GEC Team Subtotal	\$ 250	2,800	\$ -	\$ 700,000
Caltrain Interim Agreement (IA)					
Task 1	Program Management	\$ 181	2,398		\$ 434,000
Task 2	Financial Planning	\$ 176	403		\$ 71,000
Task 3	Operations and Maintenance	\$ 165	170		\$ 28,000
Task 4	Environmental Planning	\$ 118	51		\$ 6,000
Task 5 / 7	Engineering & Construction/Constructability	\$ 176	2,301		\$ 405,000
Task 6	Rail Vehicles	\$ 213	85		\$ 18,000
Task 8	Procurement Support	\$ 265	615		\$ 163,000
Task 9	4th and King Railyard Package A & B	\$ 225	3,111		\$ 700,000
Task 10	Real Estate	\$ 165	224		\$ 37,000
Task 11	Legal	Estimate \$15,000/month			\$ 64,000
	TOTAL	\$ 206	9,358	\$ -	\$ 1,926,000
					\$ 9,921,395

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

SFCTA OVERSIGHT PROTOCOL FOR THE PORTAL/DOWNTOWN RAIL EXTENSION

This Oversight Protocol sets the framework for a partnership between the Transbay Joint Powers Authority (TJPA) and the San Francisco County Transportation Authority (SFCTA) for the purpose of achieving the shared goal of on-time and on-budget delivery of The Portal. The intent is to integrate the SFCTA Project Management Oversight team (SFCTA PMO) into the project's processes and protocols, in order to serve as a resource to the project, in addition to serving a traditional oversight role. The SFCTA agrees that its PMO team members will have the appropriate technical, project management skills, and background to perform their duties. All SFCTA costs related to SFCTA oversight will be borne by the SFCTA, funded in whole or part by Prop L appropriations.

SFCTA oversight is intended to be consistent with, and complementary to, the work program and governance described in The Portal Project Implementation Memorandum of Understanding (Implementation MOU), which is expected to be approved in early 2025. SFCTA oversight is and will be in addition to any specific work program task roles for SFCTA established under the Implementation MOU and/or underlying management agreements. SFCTA participation in the IPMT/IMT and CMWG/CCB does not satisfy or replace SFCTA oversight requirements.

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

1. The Portal Integrated Program Delivery Team (IPDT) will have an open-door policy and work closely with the SFCTA PMO, which will have access to project Section Managers and available information through TJPA staff. SFCTA understands that some information will be confidential and commits to honor that confidentiality by not sharing or divulging any information so defined.
2. The SFCTA PMO will attend all appropriate progress meetings, in order to stay abreast of project activities and, when warranted, may also attend, as an observer, partnering sessions and progress meetings with project contractors. The TJPA Project Director (or their designate) will periodically provide a list of current and anticipated regularly-scheduled meetings, and SFCTA and the TJPA Project Director (or their designate) will jointly agree the meetings for SFCTA attendance.
3. The SFCTA PMO will attend the project's regular meetings with the FTA and its PMOC, including regular monthly and quarterly meetings, unless FTA objects to SFCTA's participation.
4. At such time as the FTA Financial Management Oversight Management Consultant is engaged, the SFCTA PMO will attend the project's regular meetings with the FMOC, unless FTA objects to SFCTA's participation.

5. The IPDT will make available to the SFCTA PMO significant project deliverables, reports, plans, procedures, and progress and cost reports for review and comment. The IPDT will also consult with the SFCTA PMO in the preparation of project baseline documents, including cost/budget, schedule, funding plan, configuration, and risk. SFCTA comments will be provided within the stipulated review period and submitted to the IPDT for consideration. Should the SFCTA PMO not provide comments by the due date, the IPDT may assume that they are not forthcoming.
6. The SFCTA PMO will be invited to participate as an observer in consultant selection panels and contractor proposal/bid reviews, except where SFCTA's participation is mutually agreed as not necessary or appropriate. As requested by TJPA, the SFCTA PMO will participate as an evaluation team member in selections panels and/or contractor proposal/bid reviews.
7. The SFCTA PMO will monitor quality through regular discussions with the IPDT and The Portal Quality Manager.
8. The SFCTA PMO will be a member of the Risk Management team and participate in Risk Management meetings and receive copies of the project risk register, its monthly or quarterly updates, periodic quantitative risk analysis, and other risk reports.
9. The SFCTA PMO will serve as a voting member of the Configuration Management Working Group (CMWG). The SFCTA will serve on the Change Control Board (CCB), consistent with the provisions of the CCB Charter. The SFCTA agrees that its CMWG/CCB representative(s) will have the appropriate technical and project management background and will not have veto power.
10. TJPA staff and SFCTA staff will meet-and-confer in advance of any project items advancing to the SFCTA Board or the San Francisco Board of Supervisors.
11. SFCTA will provide support to TJPA staff on funding and financing issues, including proactively identifying grants and other funding opportunities.
12. SFCTA will review and approve project invoices submitted to the SFCTA and support timely processing.
13. SFCTA will assist TJPA staff with development of grant amendments and funding requests which are submitted to the SFCTA for approval.



RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A MEMORANDUM OF UNDERSTANDING WITH THE TRANSBAY JOINT POWERS AUTHORITY (TJPA), THE METROPOLITAN TRANSPORTATION COMMISSION, THE PENINSULA CORRIDOR JOINT POWERS BOARD, THE CALIFORNIA HIGH-SPEED RAIL AUTHORITY, AND THE CITY AND COUNTY OF SAN FRANCISCO TO SUPPORT IMPLEMENTATION OF THE PORTAL PROJECT, ALSO KNOWN AS THE DOWNTOWN RAIL EXTENSION (DTX); ALLOCATING \$9,000,000 IN PROP L FUNDS, WITH CONDITIONS, FOR THE PORTAL PROJECT ENGINEERING PHASE ACTIVITIES; AND AMENDING THE PROP K GRANTS FOR THE DTX TUNNEL ENGINEERING OPTIONS STUDY AND DTX PROJECT DEVELOPMENT ACTIVITIES UNDER NOTICE-TO-PROCEED #2B TO ALLOW TJPA TO USE THE COMBINED REMAINING BALANCE OF \$921,395 FOR THE PORTAL PROJECT ENGINEERING PHASE ACTIVITIES

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

WHEREAS, In April 2020, through approval of Resolution 20-48, the Transportation Authority Board authorized the execution of the San Francisco Peninsula Rail Program Memorandum of Understanding (Peninsula Rail MOU) between the Transportation Authority and the Transbay Joint Powers Authority (TJPA), the Metropolitan Transportation Commission (MTC), the Peninsula Corridor Joint Powers Board (Caltrain), the California High-Speed Rail Authority (CSHRA), and the City and County of San Francisco; and

WHEREAS, The Peninsula Rail MOU defined a multi-agency work program to develop The Portal to ready-for-procurement status and described an organizational structure to support the development of the project; and



WHEREAS, Under the Peninsula Rail MOU, the Transportation Authority and MTC were responsible for preparing recommendations for governance of The Portal during implementation of the project; and

WHEREAS, In August 2023, the TJPA Board approved The Portal Governance Blueprint (Blueprint), which called for the preparation of a new multi-party MOU to succeed the Peninsula Rail MOU and serve The Portal through delivery of the project; and

WHEREAS, The Peninsula Rail MOU concluded on May 10, 2024; and

WHEREAS, Staff from the Transportation Authority and the MTC have led the preparation of The Portal Project Implementation Memorandum of Understanding (Implementation MOU) to be among the Transportation Authority, TJPA, MTC, Caltrain, CHSRA, and the City and County of San Francisco (collectively, the Partners); and

WHEREAS, The enclosed Implementation MOU describes the multi-agency coordination and engagement processes through which the Partners will support the efforts of the TJPA to deliver The Portal; and

WHEREAS, The Implementation MOU does not establish funding contributions or payment between the Partners, and the MOU does not commit any Partner to provide any resources other than those the agency has already funded and programmed to support The Portal; and

WHEREAS, The term of the Implementation MOU shall be through project construction, commissioning, and the preparation of a project evaluation report to be completed within 12 months of the launch of revenue service on The Portal; and

WHEREAS, The Partners may amend, conclude, or extend the Implementation MOU by mutual agreement; and

WHEREAS, In parallel with the preparation of the Implementation MOU, TJPA and the other Partners prepared a new multi-agency work program reflecting project activities over an approximately three-year period; and



WHEREAS, Consistent with the multi-agency work program, TJPA has prepared a three-year scope-of-work for project activities undertaken by TJPA from Fiscal Year 2024/25 through Fiscal Year 2026/27, including those activities necessary to complete the Engineering Phase of the Federal Transit Administration (FTA) Capital Investment Grant (CIG) process; and

WHEREAS, The Transportation Authority received a request from TJPA for \$9,000,000 in Prop L transportation sales tax funds to support The Portal Engineering Phase activities, as summarized in Attachments 1 and 2 and detailed in the attached allocation request form (Attachment 5); and

WHEREAS, The Transportation Authority received a request from TJPA to amend two Prop K transportation sales tax Standard Grant Agreements (SGAs) to allow use of \$38,838 in cost savings from the DTX Tunnel Engineering Options Study SGA and \$882,557 in cost savings from the DTX Project Development Activities Under Notice-to-Proceed #2B SGA to additionally support The Portal Engineering Phase Activities; and

WHEREAS, After reviewing the requests, Transportation Authority staff recommended allocating \$9,000,000, with conditions, to TJPA for The Portal Project Engineering Phase Activities and amending the two subject SGAs to allow TJPA to use the combined remaining balance of \$921,395 for The Portal Project Engineering Phase Activities, as described in Attachment 3 and detailed in the attached allocation request form, which include staff recommendations for the Prop L allocation amount, required deliverables, timely use of funds requirements, special conditions, and Fiscal Year Cash Flow Distribution Schedules; and

WHEREAS, The TJPA's Prop L request seeks funds from the Caltrain Downtown Rail Extension and Pennsylvania Alignment program; and

WHEREAS, As required by the voter-approved Expenditure Plan, the Transportation Authority Board has adopted a 5-Year Prioritization Program (5YPP) for the aforementioned Prop L program; and



WHEREAS, The TJPA's Prop L request is consistent with the associated 5YPP;
and

WHEREAS, The proposed new scope-of-work for the two subject SGA
amendments is eligible under the Prop K Expenditure Plan line item that funded the
original grants, is closely related to the original grant scope, and is for work that is
ready to proceed; and

WHEREAS, There are sufficient funds in the Capital Expenditures line item of
the Transportation Authority's approved Fiscal Year 2024/25 budget to cover the
proposed actions; and

WHEREAS, At its November 20, 2024, meeting, the Community Advisory
Committee considered and unanimously adopted a motion of support for the staff
recommendation; now, therefore, be it

RESOLVED, That the Transportation Authority hereby authorizes the Executive
Director to execute the enclosed Implementation MOU with TJPA, MTC, Caltrain,
CHSRA, and the City and County of San Francisco to support implementation of The
Portal project; and be it further

RESOLVED, That the Transportation Authority hereby allocates \$9,000,000 in
Prop L funds, with conditions, to TJPA for The Portal Project Engineering Phase
Activities, as summarized in Attachment 3 and detailed in the attached allocation
request form (Attachment 5); and be it further

RESOLVED, That the Transportation Authority finds the allocation of these
funds to be in conformance with the priorities, policies, funding levels, and
prioritization methodologies established in the Prop L Expenditure Plans, the Prop L
Strategic Plan Baseline, as amended, and the relevant 5YPP; and be it further

RESOLVED, That the Transportation Authority hereby amends the Prop K
SGAs for the DTX Tunnel Engineering Options Study and the DTX Project
Development Activities Under Notice-to-Proceed #2B projects allowing a total of
\$921,395 in cost savings to support The Portal Project Engineering Phase Activities as



summarized in Attachments 1 and 2 and detailed in the attached allocation request form (Attachment 5); and be it further

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

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

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

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

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

Attachments:

1. Summary of Request Received
2. Project Description
3. Staff Recommendations
4. Prop L Allocation Summary - FY 2024/25
5. Allocation Request Form

Enclosure:

1. The Portal Project Implementation Memorandum of Understanding (Draft)