

# Memorandum

**To:** Cost Review Committee

**From:** Ron Alameida, Director of Design & Construction for the Transbay Transit Center, SF Public Works  
Dennis Turchon, Senior Construction Manager, TJPA  
Sara DeBord, Chief Financial Officer, TJPA

**Date:** For the Committee Meeting of February 17, 2017

**Re:** Agenda Items

## Agenda Item 7 - Professional Services Contracts and Amendments

The Transit Center Project Team anticipates executing or recommending the following professional services contract awards/amendments requiring CRC action between March - May 2017.

- Master Lessee:  
This is an update to the Master Lessee negotiations discussed in the November 2016 CRC meeting. TJPA is still engaged in the procurement process with two parties at this time, and can provide further detail at the February CRC meeting.
- Parsons (PTG) Amendment (Agreement No. 03-02-DTX ENGR-002):  
Phase 2 of the Transbay Transit Center Program (Program), which is comprised mainly of the Downtown Rail Extension (DTX) project, requires a multi-disciplinary engineering design team to provide engineering services on behalf of the TJPA; assist in planning, engineering/designing, managing, and implementing this large and complex public infrastructure project; and provide other related professional services. Parsons has been providing these services and is still currently doing so, including the completion of the 30% Preliminary Engineering of the DTX's original scope.

In 2004, Parsons was selected through a competitive procurement process as the highest ranked team to provide engineering and design services for the Downtown Rail Extension (DTX). In December 2004, the TJPA Board authorized an agreement with Parsons for an initial three-year term (2005–2008) with a maximum compensation amount of \$23,035,142. The agreement was renewed in June 2008 for contract term of 2008-2011, and in June 2011 for a contract term of 2011-2014. In June 2014, the contract duration was extended for another three years (2014-2017). The table below summarizes the contract terms, contract award amounts, total expended and remaining amounts:

Term	Award Date	Award Amount	Total Expended	Remaining Amount	Notes
Term 1	12/16/2004	\$23,035,142	\$13,811,557	\$0	Closed; Contractor completed

(2005-2008)					Conceptual Engineering
Term 2 (2008-2011)	6/20/2008	\$11,910,000	\$11,161,792	\$0	Closed; Contractor completed Preliminary Engineering on the 2004 Final EIS/EIR elements
Term 3 (2011-2014)	6/9/2011	\$4,200,000	\$2,613,138	\$1,586,862	Open
Amend. No. 1 to Term 3 (2014-2017)	6/12/2014	no additional funds authorized	see above	see above	Open
<b>Total</b>			<b>\$27,586,487</b>	<b>\$1,586,862</b>	

In June 2016, the TJPA Board directed the Executive Director to proceed with completing the Phase 2 30% Preliminary Engineering to reflect the scope in the Supplemental Environmental Impact Statement/Environmental Impact Report, updating the right-of-way cost estimate, producing a new independent Programwide cost estimate, performing a risk assessment, and updating the ridership study as inputs to the development of a delivery plan and a funding plan for Phase 2. Accordingly, the TJPA will seek approval from its Board this Spring to execute Amendment No. 03 to Agreement No. 03-02-DTX ENGR-002, Engineering Design Services for Caltrain Downtown Extension Project Term 3 (2014 -2017), to extend the term of the Agreement by three years (2017–2020), with options for two (2) three-year extensions and a final one-year extension; and increase the contract amount by \$3.5 million, for a total contract amount of \$7.7 million.

The TJPA believes that extending Parsons’ contract would be more efficient and cost effective than engaging in a new competitive procurement process to select a consultant for continuing engineering services. The services will require a detailed understanding of the design work completed to date and the detailed and particular requirements and agreements reached with the TJPA’s partners, including Caltrain and CHSRA. The time investment that would be required for a new engineering firm to review all the necessary materials and information prepared over the last 12 years would be costly, and would significantly affect a new consultant’s ability to deliver the services in accordance with the Phase 2 timeline.

While the TJPA continues to meet with the San Francisco County Transportation Authority (SFCTA) for funding request approval, the TJPA is looking into alternative available funding from other sources.

- Program Management and Program Controls Professional Services (Agreement No. 13-02-PMPC-000):

This item was described for the November 2016 CRC meeting, where it was noted that \$1.3 million for Phase 2 elements of work would be funded with Proposition K funds from the SFCTA. As noted above, TJPA staff continues to work with SFCTA for its Phase 2 funding

request approval, but is also looking into alternative funding from other sources for Phase 2-related work.

- Notices to Proceed or Budget Appropriations for Professional Services or Administration anticipated to be funded with City Financing

<i>Contract or Scope</i>	<i>Amount</i>	<i>Timing</i>
Outside Legal Services	\$1,500,000	March 2017

**Agenda Item 8 - Construction Contract Amendments and Change Orders**

The Transit Center Project Team anticipates executing or recommending the following construction contract awards/amendments/change orders requiring CRC action between March - May 2017:

- RFP 17-04 (formerly RFP 17-03) Physical Security Information Management (PSIM) System and Emergency Communication System/Mass Notification System (ECS/MNS) Integration Services:  
This is an update to the November 2016 CRC Meeting, related to PSIM and ECS/MNS. Proposals were received in November 2016. An evaluation committee, consisting of staff from SF Sheriff Department, SFMTA, SFO, TJPA, PMPC, and the design team, reviewed the submissions and interviewed three proposers. Contract award timeline will be resolved prior to the next CRC meeting, and will be in the amount of \$5,606,664, which is within the approved budget of \$6.0 million (\$3.0 million for the PSIM and \$3.0 million for the ECS/MNS).

- Neutral Host Distributed Antenna System (DAS)  
The DAS will provide enhanced cellular and radio coverage throughout the Transit Center, benefitting facility staff, tenants, and the public, and generating operating revenue for the TJPA. The TJPA issued RFP 17-02 Neutral Host Distributed Antenna System Services on August 2, 2016. Proposals were received on September 13, 2016, from nine firms. Boingo was selected for negotiations following a competitive procurement process. NOTE: There is no cost to TJPA for installation of the DAS.

As the DAS service provider, Boingo will fully design, install, implement, operate, and maintain the DAS at the Transit Center. Boingo will design the DAS to support multiple cellular carriers, including but not limited to AT&T, Sprint, T-Mobile, and Verizon. The DAS will, at a minimum, incorporate all current wireless communications and broadband data requirements for the four major wireless service providers. The DAS will also provide wireless radio frequency signals for frequencies other than those used by emergency responders.

The TJPA anticipates February Board approval for an agreement with Boingo Wireless, Inc., for a twenty-year term, with upfront payments to the TJPA totaling \$1,000,000, additional payments totaling a minimum \$2,500,000 and up to \$3,000,000 as carriers are signed, and minimum annual payments to the TJPA of 25% of gross revenue or \$125,000, whichever is greater. Given the payment schedule in the agreement, TJPA will receive at least \$2.25 million prior to the commencement of Transit Center operations, which will be placed into an operating reserve. If the original 20-year term is renewed, an additional \$1.5 million will be paid upon commencement of the renewal term.

- Bus Storage Facility

The Bus Storage facility will be used primarily by AC Transit for weekday layovers between peak hour commutes. Bounded by Second, Third, Perry, and Stillman streets below the Interstate 80 west approach to the Bay Bridge, the facility will include 49 bus stalls, AC Transit offices, storage, and restrooms. A visual and sound barrier wall will screen portions of the facility from adjacent residential properties. The project is subject to oversight by the California Department of Transportation (Caltrans) because of its location on state right-of-way, under the freeway. The Project Study Report-Project Report was approved in May 2015; coordination with Caltrans is ongoing. The project was advertised in January 2017 and has a bid opening date of February 22, 2017. There is an anticipated award in March 2017 for an amount of approximately \$20 million. Construction duration is expected to be 14-18 months through summer 2018.

**Construction Change Orders above the \$250,000 threshold and/or City-Financed**

- Anticipated change orders that require CRC review are described below:

<b>Trade Packages</b>	<b>No.</b>	<b>NTE Amt</b>	<b>Category</b>
TG 4.2 Auxiliary Water Supply System	COR 311819	2,800,000	Scope Procurement
TG 7.1 - Structural Steel	CCO 1043	425,000	Settlement
TG 7.2 - Superstructure Concrete		250,000	Scope Procurement
TG 7.2 - Superstructure Concrete	CR T-304	455,000	Owner Requested
TG 7.2 - Superstructure Concrete		1,000,000	Errors & Omissions
TG 7.2 - Superstructure Concrete		280,000	Errors & Omissions
TG 7.2 - Superstructure Concrete		1,000,000	Schedule Mitigation
TG 8.6R - Metal Ceilings	CR T-207	450,000	Scope Procurement
TG 8.6R - Metal Ceilings	CCO 309	250,000	Scope Procurement
TG 10.2- Plumbing	COR 311301	450,000	Scope Procurement
TG 10.3 - Mechanical/HVAC	CCO 304	118,000	Owner Requested
TG 13.1 - Landscaping and Irrigation	CR T-185	420,000	Owner Requested
TG 13.1 - Landscaping and Irrigation	CR T-172	20,000	Owner Requested
<b>Total</b>		<b>7,918,000</b>	

**TG04.2 – Utility Relocation - Mission St. Auxiliary Water Supply System**

**COR 311819 – Traction Power on Fremont and Beale Streets - \$2,800,000**

The scope to be procured under this Change Order Request (COR) is part of the original buyout and has been included in the budget but was not included in any previously awarded trade package. Under this COR, the Trade Package TG04.2 subcontractor will provide labor and materials to install traction power from the downtown substation to the project; traction power is necessary for operation of SF Muni electric buses. SFMTA is currently working on the final design of the scope of work. Costs include potholing duct bank trench alignments along Mission Street between Anthony and Spear Streets, along Fremont between Mission Street and Transit Center, and on Beale Street between Mission Street and the

Transit Center. Additionally, costs include saw cutting, excavating and shoring trench alignment for conduit installation, installation of new PVC conduit, core drilling into utility vaults, Mandrel Testing of all new conduits, pulling rope through new conduit, concrete encase ducts, backfill and restore trench paving, traffic control and special traffic permits, and night/weekend time. This CCO request to the Cost Review Committee is for an NTE amount of \$2,800,000; however, note that SFMTA is revising some of the scope and the overall cost of work may be reduced.

### **TG07.1 – Structural Steel**

#### **CCO No. 1043 - Seismic Upgrades to Access Trestle - \$425,000**

This CCO is for costs related to the seismic upgrades to the access trestle needed to erect the structural steel. The access trestle bracing modifications were necessary to meet the 475-year seismic event design criteria. The access trestle provided to the TG07.1 subcontractor met the requirements for the 475-year seismic event design criteria, but when a portion of the trestle was removed by the TG07.1 subcontractor in order to erect steel, the access trestle became unstable and as a result new seismic bracing was required. On July 13, 2016, the DRA recommended that the TG07.1 subcontractor be compensated for the seismic upgrades to the access trestle. This CCO will be funded by CMGC Contingency. This CCO request to the Cost Review Committee is for a NTE amount of \$425,000.00.

### **TG07.2 – Above Grade Structural Concrete**

#### **COR - Drum Café Revisions - \$250,000**

The scope to be procured under this COR is part of the original buyout and has been included in the budget but was not included in any previously awarded trade package. These estimated costs are for revisions to the footings and foundations to support the circular structure at the Roof Park Level for a future glass-walled cylindrical “Drum Café”. This CCO request to the Cost Review Committee is for an NTE amount of \$250,000.

#### **CR T-304 - Gantry Beams at Ground Level per ASI 121 - \$455,000**

Trade Package TG07.2 subcontractor is requesting funds for the addition of upturned beams at the three electrical vault locations that were added in Architect’s Supplemental Instructions No. 121. These beams are for the support for future gantry to be used to access any of the three Lower Concourse electrical vaults from the ground level. A gantry is a structure with a platform supporting equipment such as a crane that will be used by the utility companies in the future to replace electrical equipment when needed. These beams were added by PG&E after construction documents were completed. This Change Request has been categorized as an Owner Requested Change since this was added scope. This CCO request to the Cost Review Committee is for an NTE amount of \$455,000.

#### **COR - Built Up Slabs in Ground Level and Roof Level - \$1,000,000**

Trade Package TG07.2 subcontractor is requesting funds for architectural sloping slabs and associated reinforcing not depicted or detailed on structural drawings or called out as TG07.2 scope of work. This change has been categorized as Errors & Omissions since the scope was not completely defined in the contract documents. This CCO request to the Cost Review Committee is for an NTE amount of \$1,000,000.

#### **COR - Escalator Issues - \$280,000.00**

Trade Package TG07.2 subcontractor is requesting funds for concrete support beams and revisions to the escalator pits. The contract drawings did not include support beams for certain escalators that were required due to the length of the trusses. Modifications were also needed to the escalator pits due to the

custom size of escalators. This change has been categorized as Errors & Omissions since the original scope was infeasible. This CCO request to the Cost Review Committee is for an NTE amount of \$280,000.

**COR – Schedule Mitigation - \$1,000,000**

Trade Package TG07.2 subcontractor is accelerating contract work by working overtime in order to maintain the schedule, which was impacted by structural steel and additional scope. The costs are for premium time and any extra materials necessary to accelerate. This will come from CM/GC Contingency per contract specifications. Currently, the schedule is being maintained at the contractual completion date. This change has been categorized as Schedule Mitigation. This CCO request to the Cost Review Committee is for an NTE amount of \$1,000,000.

**TG08.6R – Metal Ceilings**

**CR T-207 - ASI 140 Drop-in Span Aluminum Enclosure, VE Item - \$450,000**

The scope to be procured under this CR is due to acceptance of the value engineering design recognized in Trade Package 18.1, Bus Ramp, for a credit of \$1.5 million. The value engineering consisted of replacing an orthotropic concrete structure with exposed steel beams. The value engineering change requires an aluminum enclosure to wrap the exposed steel at Frame 5 of the Bus Ramp. This CCO request to the Cost Review Committee is for an NTE amount of \$450,000.

**CCO No. 309 – Procurement of the W2 and W3 head of wall assembly - \$250,000**

The scope to be procured under this CCO is part of the original buyout and has been included in the budget but was not included in any previously awarded trade package. Trade Package TG08.6R subcontractor is providing all labor, material, and equipment to design, furnish and install the head of wall draft stop metal panel system above glazing systems W-2 and W-3. This change is due to a scope procurement scope shift. The TG13.2 subcontractor had originally provided cost for the Kingspan prefinished panel and associated products; however, this particular product presented Buy America issues. The TG08.6R subcontractor was able to price out the scope using custom metal panels and insulation in a design acceptable to the architect. This has resulted in an overall cost savings to the TJPA. While this CCO request to the Cost Review Committee is for an NTE amount of \$250,000, the credit change order processed for TG13.2 was \$358,625.

**TG10.2 – Plumbing**

**COR 311301 – Connection to Sewer Mains per RFI T-5029 - \$450,000**

The scope to be procured under this COR is part of the original buyout and has been included in the budget but was not included in any previously awarded trade package. Trade Package TG10.2 subcontractor is providing additional labor and materials to install Wye Fittings at fourteen locations. Due to the existing piping and connection tolerances, the lateral connections were revised to custom Wye fittings which allowed for added connection point flexibility. This change includes additional material and labor cost of the VCP Wye fittings and Baker Couplings, the difference between trench shoring type and larger box shoring method for weekend work. This CCO request to the Cost Review Committee is for an NTE amount of \$450,000.

**TG10.3 – Mechanical/HVAC**

**CCO No. 0304 - Roof Park scope, Heat Pump Changes, & Duct Reroute per ASI 128 - \$118,000 (City-Financed)**

Trade Package TG10.3 subcontractor is providing all labor, material, and equipment to add/relocate heat pumps, tie-in to prefabricated booths, complete roof level HVAC work, add exhaust grills, relocate thermostats, and re-route duct throughout the building. The Rooftop Park mechanical scope of work was removed prior to the TG10.3 bid process and was not part of the awarded package due to budget concerns at the time. It was subsequently added back via ASI 128 when the budgetary issues were resolved. This Change Request has been categorized as an Owner Requested Change since scope was revised. This CCO request to the Cost Review Committee is for an NTE amount of \$118,000.

**TG13.1 – Landscaping and Irrigation (City-Financed)**

**CR T-185 - Landscape Changes per ASI 138 - \$420,000**

CR T-185 includes material, equipment and labor for changes made to the roof park after TG13.1 was bid. Six species on the tree planting schedule (L-0006 and L-0007) were altered, resulting in a net two additional trees—the CCO will include the cost for 8 additional RS48 trees, and credits will be issued for the deleted trees. Also included in ASI 138 are alterations to the bus fountain pre-cast module weld plates due to blast calculations—rather than one embedment stud for the glass handrail attachments embedded 6” into the precast concrete module, the weld plate anchor was redesigned to two 17” bar anchors. The thickness of the end unit precast module was increased from 9” to 1’8” to accommodate the updated weld plate, and the concrete masonry unit support wall beneath the end unit precast modules was altered to conform to the new width of the module. This Change Request has been categorized as an Owner Requested Change since scope was revised. This CCO request to the Cost Review Committee is for an NTE amount of \$420,000.

**CR T-172 - Landscape Changes per ASI 137 - \$20,000**

ASI 137 updated drawings to include pipe and associated fittings at stair 601, roof park earth mound. The change added 60 linear feet (lf) of solid 4” drainpipe, 160 lf of perforated 4” drainpipe, and additional catch basins and drain cleanouts. Also included with ASI 137 are restaurant-area planting updates and clarifications to the planting schedule. This Change Request has been categorized as an Owner Requested Change since scope was revised. This CCO request to the Cost Review Committee is for an NTE amount of \$20,000.

The status of changes previously approved by the CRC is noted in the attached Changes Log.

**Notices to Proceed or Budget Appropriations for Construction anticipated to utilize City Financing**

<i>Trade Package or Scope</i>	<i>Amount</i>	<i>Timing</i>
TG07.6 Concrete Topping Slabs/Crash Rails/Expansion Joints	\$3,234,378	March 2017
TG10.4 Electrical, Communications, Security & Integrated Networks	\$42,506,799	March 2017
TG13.1 Roof Park Landscaping & Irrigation	\$30,172,320	March 2017
TG16.0 Interiors/Finishes	\$15,725,480	March 2017
TG27.2 PSIM & ECS/MNS	\$6,000,000	March 2017
Transit Center Design Team Construction Administration	\$2,500,000	1Q/2Q 2017
SFMTA Bus Storage-related Design	\$250,000	1Q/2Q 2017

Bus Storage Design Team Construction Administration	\$425,000	Mar-Apr 2017
Bus Storage Construction	\$20,020,000	Mar-Apr 2017
Bus Storage Labor Compliance Software Licensing	\$8,000	Mar-Apr 2017
Bus Storage Permits, Fees & Inspections	\$200,000	Mar-Apr 2017
Artwork Construction, including Jenny Holzer agmt w/SFAC	\$1,000,000	Mar-Apr 2017
<i>TOTAL</i>	<i>\$121,041,977</i>	

These notices to proceed represent authorization of the balance of Phase 1 construction.





## City Financing-funded Items for Approval

### Prior Quarter

#### Construction Notices to Proceed

At the November 18, 2016 Cost Review Committee (CRC) meeting, TJPA and SFPW staff noted the following contracts as needing upcoming Notices to Proceed (NTP) that would likely be funded with City Financing funds:

Scope/Trade Package	Type	Not to Exceed Amt	Timing
TG07.6 Concrete Topping Slabs/Crash Rails/Expansion Joints	NTP	\$ 9,800,000	1Q17
TG08.2 Exterior Awning	NTP	9,650,000	1Q17
TG08.6 Metal Ceilings	NTP	4,600,000	1Q17
TG08.11 Glass Curtain Walls/Skylights	NTP	18,530,000	4Q16
TG10.3 Heating Ventilation Air Conditioning	NTP	500,000	1Q17
TG12.1 Civil/Site Work at Grade	NTP	6,800,000	1Q17
TG13.2 Roofing/Waterproofing	NTP	4,300,000	1Q17
TG16.0 Interiors/Finishes	NTP	13,200,000	1Q17
TG18.1 Bus Ramp	NTP	5,300,000	1Q17
Various Logistics Packages	NTPs	18,115,000	1Q17
<b>Total</b>		<b>\$ 90,795,000</b>	

In addition, it was noted that the San Francisco Art Commission (SFAC) will require \$740,000 to certify a contract with KiboWorks, the fabricator and installer of the Jenny Holzer Bus Deck Level LED art piece.

On January 13, 2017, immediately subsequent to the close of the City Financing, TJPA issued an NTP to Webcor/Obayashi that included the following trade packages and amounts, with an effective date of December 2016:

Trade Package	NTP Amount	FUND SOURCE		
		TIFIA	City Financing	OBAG (FTA CMAQ)
Various Logistics Packages	\$16,354,763	\$ -	\$16,354,763	\$ -
TG07.6 Concrete Topping Slabs/Crash Rails/Expansion Joints	13,923,855	4,168,980	9,754,875	-
TG08.2 Exterior Awning	10,662,841	1,016,641	9,646,200	-
TG08.6 Metal Ceilings	7,525,735	2,926,195	4,599,540	-
TG08.11 Glass Curtain Walls/Skylights	22,303,404	3,776,904	18,526,500	-
TG10.3 Heating Ventilation Air Conditioning	6,955,111	6,455,847	499,264	-
TG12.1 Civil/Sitework at Grade	9,880,134	-	6,755,479	3,124,655
TG13.2 Roofing/Waterproofing	11,662,966	8,207,101	3,455,865	-
TG16.0 - Interiors/Finishes	6,324,678	-	6,324,678	-
TG16.8 Fireproofing/Intumescent Spray	2,866,347	985,499	1,880,848	-
TG18.1 Bus Ramps	5,648,195	427,545	5,220,650	-
<b>Total</b>	<b>\$114,108,029</b>	<b>\$27,964,711</b>	<b>\$83,018,662</b>	<b>\$3,124,655</b>

Funds have not yet been transferred to SFAC for the KiboWorks contract, but it is anticipated that will be required this quarter.

Draw Request

Based upon the above NTP, TJPA has presented the City with Disbursement Request No. 1, for a portion of the December 2016 construction invoice for the following trade packages:

Scope/Trade Package	City Financing Total	Less Retention	Draw
TG08.2 Exterior Awning	\$479,282.90	\$ -	\$479,282.90
TG16.0 Interiors/Finishes	2,155,022.05	(215,502.21)	1,939,519.84
TG18.1 Bus Ramp	172,969.19	(8,648.46)	164,320.73
Logistics Package TG05.10 Temp Site Facilities	879,860.10	-	879,860.10
<b>Total</b>	<b>\$3,687,134.24</b>	<b>\$(224,150.67)</b>	<b>\$3,462,983.57</b>

The City also has costs of issuance that will be requested under the first draw.

**Current Quarter**

Construction Notices to Proceed & Change Orders

At the February 17, 2017 CRC meeting, TJPA and SFPW staff are presenting the following contracts as needing upcoming NTPs and contract change orders that would likely be funded with City Financing funds:

Scope/Trade Package	Type	Not to Exceed Amt	Timing
TG07.6 Concrete Topping Slabs/Crash Rails/Expansion Joints	NTP	\$ 3,234,378	Mar-17
TG10.4 Electrical	NTP	42,506,799	Mar-17
TG13.1 Roof Park Landscaping & Irrigation	NTP	30,172,320	Mar-17
TG16.0 Interiors/Finishes	NTP	15,725,480	Mar-17
TG27.2 Physical Security/Emergency Comms (PSIM-ECS/MNS)	NTP	6,000,000	2Q17
Transit Center Design Team Construction Administration	NTP	2,500,000	2Q17
SFMTA Bus Storage-related Design	NTP	250,000	1Q-2Q17
Bus Storage Design Team Construction Administration	NTP	425,000	1Q-2Q17
Bus Storage Construction	NTP	20,020,000	1Q-2Q17
Bus Storage Labor Compliance Software Licensing	NTP	8,000	1Q-2Q17
Bus Storage Permits, Fees & Inspections	NTP	200,000	1Q-2Q17
Artwork Construction, including Jenny Holzer/KiboWorks SFAC	NTP	1,000,000	1Q-2Q17
TG10.3 Heating Ventilation Air Conditioning	CCO	118,000	Feb-17
TG13.1 Roof Park Landscaping & Irrigation	CCO	420,000	1Q-2Q17
TG08.6 Metal Ceilings	CCO	250,000	Feb-17
<b>Total</b>		<b>\$ 121,829,977</b>	

It is anticipated that as Transit Center District impact fees and CFD bond proceeds come in, some of these authorizations against the City Financing will be switched out for the new sources.

Administrative/Programwide Notices to Proceed

At the February 17 CRC meeting, staff is also requesting approval for issuance of NTPs not to exceed \$1,500,000 for TJPA Outside Legal Services. TJPA utilizes representation from the following firms:

Firm/Expertise	Remaining RFS- Authorized Funds*	Average Amt/Month*
Shute Mihaly & Weinberger (SMW) – General Counsel	\$771,475	\$142,240
Seyfarth Shaw – Construction Counsel	19,183	68,060
Nixon Peabody – Financing Counsel	52,657	n/a
Renne Sloan – Labor Counsel	28,917	3,840
Jones Day – Millennium Tower Counsel	500,000	unknown
Sheppard Mullin – Retail Counsel	13,655	30,000
San Francisco City Attorney	9,293	935

\*Legal services are typically authorized via Requests for Services (RFS) that authorize budget incrementally. The SMW monthly burn rate is anticipated to be reduced with the engagement of Jones Day. At this time, the anticipated amount for Millennium Tower litigation support is unknown. There will be a relatively small invoice from Nixon Peabody for City Financing/TIFIA-related costs covering the period from January 4, 2017 onwards, and it is anticipated that Sheppard Mullin services will only be required for an additional two months, approximately, as negotiations with a Transit Center asset manager are concluded and a contract is awarded.