

**THIS STAFF REPORT COVERS CALENDAR ITEM NO.: 10  
FOR THE MEETING OF: October 8, 2009**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Approve the updated Initial Project Report dated October 8, 2009, and a Resolution of Project Compliance for the allocation of Regional Measure 2 Funds in the Amount of \$2,072,000.

**SUMMARY:**

On March 2, 2004, voters passed Regional Measure 2 (RM-2), raising the toll on the nine State-owned toll bridges in the San Francisco Bay Area by \$1.00. RM-2 establishes the Regional Traffic Relief Plan that identifies \$150,000,000 for the Transbay Transit Center / Downtown Extension Project. To date, MTC has allocated \$148,678,000 to the project. If awarded, this allocation request will complete the \$150 million in RM-2 funds to the Transbay Project. However, future IPRs may be required to reallocate funds if there are cost savings within existing RM-2 grants.

In accordance with the Metropolitan Transportation Commission's (MTC) adopted Policies and Procedures for implementing RM-2, the TJPA is required to submit to MTC an Initial Project Report (IPR) and a Resolution of Project Compliance to request an allocation of RM-2 funds. The IPR must be approved by the TJPA Board to be eligible for an allocation.

TJPA staff and consultants have discussed the need for RM-2 funding with MTC staff regularly throughout the past year. Through an iterative process of reviewing anticipated expenditures for upcoming project funding needs with the availability of various funding sources, the attached funding request (Initial Project Report or "IPR") has been developed. In addition, as a part of this grant request, TJPA has requested that \$750,000 be rescinded from RM-2 grant 09365113; this grant provides funds for the construction of the Temporary Terminal, currently underway. The Transbay Project has been able to realize savings in the construction of the Temporary Terminal due to costs coming in lower than estimates. The rescission will leave sufficient funding to complete the construction of the Temporary Terminal, including contingencies.

The allocation request for RM-2 funds is for additional funding for Construction Manager/ General Contract (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures. Specifically, RM-2 funds are requested to help fund pre-construction services. The San Francisco County Transportation Authority has awarded \$4.3 million in support of pre-construction services.

Since the TJPA Board awarded a contract for CMGC Services to the joint venture of Webcor Builders and Obayashi Corporation on March 12, 2009, there have been some important changes. In February 2009, President Obama signed into law the American Recovery and Reinvestment Act (ARRA), to help stimulate the economy and create new jobs. As a part of this Act, funding has been designated for High Speed and Intercity Passenger Rail (HSIPR) Rail grants. In response to this, Transbay is applying for HSIPR grant funds and considering building the train box in Phase 1, in a "bottom up" approach, rather than the "top down" approach originally envisioned. Pelli Clarke Pelli Architects has included both approaches in their concept validation and schematic design processes.

Since award of the contract, CMGC has undertaken significant pre-construction activities. One such activity is review of the Schematic Design Documents, as developed by the Architect Pelli Clarke Pelli, to help ensure efficient design and construction. Due to the addition of the "bottom up" approach, CMGC

has developed two estimates and two schedules to accommodate both approaches. In addition, construction in the lower levels of the Transit Center is particularly challenging due to the depth of the excavation, soil conditions, and proximity to surrounding buildings. Significant effort was required on the part of the CMGC to develop and estimate a scheme to safely construct the lower levels of the Transit Center.

This additional work represents an expanded scope compared to what was originally envisioned in the CMGC contract. As a result, TJPA and CMGC are in negotiations to refine the scope to more accurately reflect the work to be done and an updated schedule. These negotiations cannot be completed until a final decision is made to include the train box being in Phase 1. However, in the interim, additional funding is needed to cover the expanded scope of services being provided by CMGC.

The attached IPR comprises the TJPA's allocation request for RM-2 funds in the amount of \$2,072,000, and provides additional details regarding the scope of the request.

### **Initial Project Report**

MTC's policies and procedures require that the IPR and corresponding Resolution of Project Compliance adopted by the TJPA match the allocation action taken by MTC. The IPR for the current request is based upon the most up to date cost and funding information, and reflects recent TJPA activities, including the agreed-upon funding request.

### **Implementing Agency Resolution of Project Compliance**

The required Resolution of Project Compliance indicates the TJPA's agreement to comply with the MTC's RM-2 policy guidance, that the TJPA is an eligible project sponsor and is authorized to submit an application for RM-2 funds, that the Transbay project is consistent with the Regional Transportation Plan, and provides various additional certifications and assurances. The resolution indicates that the TJPA approves the IPR which must be attached to the resolution when submitted to MTC. The TJPA counsel has reviewed the resolution and has approved it as to form, including the indemnification clause.

### **Commitment of Complementary Funds**

MTC requires evidence of the commitment of complementary funds for the phase for which an allocation of RM-2 funds is sought. San Francisco County Proposition K funds have already been used to support CMGC services.

### **ENCLOSURES:**

1. RM-2 Implementing Agency Resolution of Project Compliance
2. RM-2 Initial Project Report (IPR), October 8, 2009

### **RECOMMENDATION:**

Approve the updated Initial Project Report dated October 8, 2009, and a Resolution of Project Compliance for the allocation of Regional Measure 2 Funds in the amount of \$2,072,000.

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**Resolution No. \_\_\_\_\_**

WHEREAS, SB 916 (Chapter 715, Statutes 2004), commonly referred to as Regional Measure 2 (RM-2), identified projects eligible to receive funding under the Regional Traffic Relief Plan; and

WHEREAS, The Metropolitan Transportation Commission (MTC) is responsible for funding projects eligible for RM-2 funds, pursuant to Streets and Highways Code Section 30914(c) and (d); and

WHEREAS, MTC has established a process whereby eligible transportation project sponsors may submit allocation requests for RM-2 funding; and

WHEREAS, Allocations to MTC must be submitted consistent with procedures and conditions as outlined in RM-2 Policy and Procedures; and

WHEREAS, The Transbay Joint Powers Authority (TJPA) is an eligible sponsor of transportation project(s) in RM-2, Regional Traffic Relief Plan funds; and

WHEREAS, The Transbay Terminal/Caltrain Downtown Extension project (Project) is eligible for consideration in the Regional Traffic Relief Plan of RM-2, as identified in California Streets and Highways Code Section 30914(c) or (d); and

WHEREAS, The RM-2 allocation request attached hereto in the Initial Project Report and incorporated herein as though set forth at length, lists the project purpose, schedule, budget, expenditure and cash flow plan for which TJPA is requesting that MTC allocate RM-2 funds; now, therefore, be it

RESOLVED, That the TJPA and its agents shall comply with the provisions of MTC's RM-2 Policy Guidance (MTC Resolution No. 3636); and be it further

RESOLVED, That the TJPA certifies that the Project is consistent with MTC's Regional Transportation Plan (RTP); and be it further

RESOLVED, That the proposal for the year of funding for any design, right-of-way and/or construction phases of the Project has taken into consideration the time necessary to obtain environmental clearance and permitting approval for the Project; and be it further

RESOLVED, That the RM-2 phase or segment identified in Attachment A, with the assistance of RM-2 funding, will be fully funded and will result in an operable and useable segment or the completion of a necessary phase of the Project; and be it further

RESOLVED, That the TJPA approves the updated Initial Project Report, as set forth in Attachment A; and be it further

RESOLVED, That the TJPA approves the updated cash flow plan as set forth in Attachment A; and be it further

RESOLVED, That the TJPA has reviewed the Project needs and has adequate staffing resources to deliver and complete the Project within the schedule set forth in Attachment A; and be it further

RESOLVED, That the TJPA is an eligible sponsor of projects in the RM-2 Regional Traffic Relief Plan, Capital Program, in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, That the TJPA is authorized to submit an application for RM-2 funds for the Project in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, That the TJPA certifies that the Project and purpose for which RM-2 funds are being requested is in compliance with the requirements of the California Environmental Quality Act (Public Resources Code Section 21000 *et. seq.*), and with the State Environmental Impact Review Guidelines (14 California Code of Regulations Section 15000 *et seq.*) and the National Environmental Policy Act (NEPA), 42 USC Section 4-1 *et. seq.* and the applicable regulations thereunder; and be it further

RESOLVED, That there is no legal impediment to the TJPA making the allocation requests for RM-2 funds identified in Attachment A; and be it further

RESOLVED, That there is no pending or threatened litigation which might in any way adversely affect the Project, or the ability of the TJPA to deliver such Project; and be it further

RESOLVED, That the TJPA shall indemnify and hold harmless MTC, its Commissioners, representatives, agents, and employees from and against all claims, injury, suits, demands, liability, losses, damages, and expenses, whether direct or indirect (including any and all costs and expenses in connection therewith), incurred by reason of any act or failure to act of the TJPA, its officers, employees or agents, or subcontractors or any of them in connection with its performance of services under this allocation of RM-2 funds. In addition to any other remedy authorized by law, so much of the funding due under this allocation of RM-2 funds as shall reasonably be considered necessary by MTC may be retained until disposition has been made of any claim for damages; and be it further

RESOLVED, That if the TJPA receives any revenues or profits from any non-governmental use of property (or project), then those revenues or profits shall be used exclusively for the public transportation services for which the project was initially approved, either for capital improvements or maintenance and operational costs, otherwise MTC is entitled to a proportionate share equal to MTC's percentage participation in the project(s); and be it further

RESOLVED, That assets purchased with RM-2 funds including facilities and equipment shall be used to support the public transportation uses intended, and should said facilities and equipment cease to be operated or maintained for their intended public transportation purposes

for its useful life, that the MTC shall be entitled to a present day value refund or credit (at MTC's option) based on MTC's share of the fair market value of the said facilities and equipment at the time the public transportation uses ceased, which shall be paid back to MTC in the same proportion that RM-2 funds were originally used; and be it further

RESOLVED, That the TJPA shall post on both ends of the construction site(s) at least two signs visible to the public stating that the Project is funded with RM-2 Toll Revenues; and be it further

RESOLVED, That the TJPA authorizes its Executive Director, or her designee, to execute and submit a rescission request in the amount of \$750,000 from RM-2 allocation 09365113 for construction of the Temporary Terminal, as identified in Attachment A; and be it further

RESOLVED, That the TJPA authorizes its Executive Director, or her designee, to execute and submit an allocation request for Construction Manager/General Contractor Services with MTC for RM-2 funds in the amount of \$2,072,000, for the project, purposes and amounts included in the project application as identified in Attachment A; and be it further

RESOLVED, That the Executive Director is hereby delegated the authority to make non-substantive changes or minor amendments to the Initial Project Report as she deems appropriate; and be it further

RESOLVED, That a copy of this resolution shall be transmitted to MTC in conjunction with the filing of the Transbay Joint Powers Authority application referenced herein.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of October 8, 2009.

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Secretary, Transbay Joint Powers Authority

**Regional Measure 2 – INITIAL PROJECT REPORT**

# Regional Measure 2 Initial Project Report (IPR)

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**Project Title:**

Transbay Transit Center / Downtown Caltrain Extension

**RM-2 Project No.**

22

**Allocation History:**

	<b>MTC Approval Date</b>	<b>Amount</b>	<b>Phase</b>
<b>#1:</b>	Sep 2004	\$15,495,000	ENV
<b>#2</b>	Nov 2004	\$16,125,000	ROW
<b>#3</b>	Oct 2005	\$12,875,000	ROW
<b>#4</b>	May 2006	\$2,735,000	ENV
<b>#5</b>	Feb 2007	\$4,730,000	ENV
<b>#6</b>	Sept 2007	\$1,319,000	PS&E
<b>#7</b>	Jan 2008	\$4,554,000 \$23,745,000	ENV ROW
<b>#8</b>	March 2008	\$11,400,000	PS&E
<b>#9</b>	May 2008	\$21,800,000	ENV
<b>#10</b>	September 2008	\$23,500,000 (\$750,000)	CON
<b>#11</b>	April 2009	\$5,000,000	ENV
<b>#12</b>	June 2009	5,400,000	CON

**Total: \$147,928,000**

**Regional Measure 2 – INITIAL PROJECT REPORT**

**Current Allocation Request:**

<b>IPR Revision Date</b>	<b>Amount Being Requested</b>	<b>Phase Requested</b>
October 8, 2009	\$2,072,000	CON

## **Regional Measure 2 – INITIAL PROJECT REPORT**

### **I. OVERALL PROJECT INFORMATION**

#### **A. Project Sponsor / Co-sponsor(s) / Implementing Agency**

Transbay Joint Powers Authority (TJPA), responsible for all phases of project

#### **B. Project Purpose**

The Transbay Transit Center in San Francisco will incorporate improved regional bus service, extend Caltrain to downtown, incorporate future high-speed rail, and link all corners of the Bay Area as well as major West Coast cities to downtown San Francisco. The principal goals of the Project are to provide a multi-modal transit facility that meets future transit needs and is compliant with the Americans with Disabilities Act (ADA) and seismic regulations, to improve public access to bus and rail services, to modernize the Transbay Terminal and improve service, to reduce non-transit vehicle usage, and to alleviate blight and revitalize the Transbay Terminal area. When the new Transit Center is complete, it will serve eight northern California counties and accommodate San Francisco, East Bay, Marin and San Mateo County buses as well as Greyhound, Caltrain, and future high-speed rail.

The scope of the project is anticipated to generate at least 125,000 trips per day which will be supported by a dynamic mixed-use neighborhood. The development plan intends to provide a pedestrian environment with services, restaurants, entertainment and retail for use primarily by financial district workers, commuters, and local residents. In addition to the Transit Center, a landmark Transit Tower with a mix of uses is planned.

#### **C. Project Description (please provide details)**

##### **Project Graphics to be sent electronically with This Application**

The Transbay Transit Center / Downtown Caltrain Extension Project, or the "Project," consists of three major components: a new, multi-modal Transbay Transit Center on the site of the present Transbay Terminal; the extension of Caltrain commuter rail service from its current San Francisco terminus at Fourth and King Streets to a new underground terminus underneath a new Transbay Transit Center; and the establishment of a Redevelopment Area with related development projects, including transit-oriented development on publicly owned land in the vicinity of the new multi-modal Transbay Terminal.

Other components of the project include a temporary bus terminal facility to be used during construction of the new Transbay Transit Center; a new, permanent off-site bus storage/layover facility; reconstructed bus ramps leading to the new Transbay Transit Center; and a redesigned Caltrain storage yard.

The present Transbay Terminal, which was opened in 1939, does not meet current seismic safety, Americans with Disabilities Act, or building code or space utilization standards. In 1999, San Francisco voters resolved that Caltrain should be extended to the Transbay Terminal site. The need to modernize the Transbay Terminal and public desire to extend Caltrain to downtown San Francisco provide an opportunity to enhance regional transit connectivity, increase transit ridership, and revitalize the surrounding area.

The Project provides the following public benefits: improved access to rail and bus services; improved Caltrain service by providing direct access to downtown San Francisco; enhanced connectivity between Caltrain and other major transit providers; modernization of the Transbay Transit Center that meets future transit needs; reduced non-transit vehicle use; accommodation of projected growth in travel demand in the San Jose - San Francisco corridor; reduced traffic congestion on US Highway 101 and I-280 between San Jose and San Francisco and other routes; reduced vehicle hours of delay on major freeways in the



## **Regional Measure 2 – INITIAL PROJECT REPORT**

Peninsula corridor; improved regional air quality by reduced auto emissions; direct access to downtown San Francisco for future intercity and/or high-speed rail service; alleviation of blight and revitalization of the Transbay Terminal Area; construction of up to 4,700 new housing units (full build), one-third of which would be affordable; facilitation of transit use by developing housing next to a major transit hub; enhanced access to employment, retail, and entertainment opportunities; and support of local economic development goals.

The Project is included in MTC's Resolution 3434 (the Regional Transit Expansion Program), the RTP, MTC's 2000 Blueprint, the San Francisco Countywide Transportation Plan, the San Francisco Countywide Congestion Management Plan, the New Transportation Expenditure Plan for San Francisco, the Expenditure Plan for Regional Measure 2, the Transbay Redevelopment Project Area Design for Development, and ABAG's designated list of FOCUS Priority Development Areas (PDAs). All of these plans included extensive public outreach regarding the inclusion of and prioritization of projects.

Based upon the TJPA Board's adopted implementation plan, the Project is divided into two phases: the design and construction of the Transit Center Building and Rail Foundations as Phase 1; and the design and construction of the Caltrain Downtown Extension (DTX) as Phase 2. Phase 1 (Transbay Transit Center Building and Rail Foundations) is fully funded with committed revenues, and has completed major milestones. Phase 2 (DTX) final design and construction will commence when the required revenues and financing have been secured.

### **D. Impediments to Project Completion**

Coordination with the Caltrans West Approach (I-80) Retrofit project has been ongoing since 2004 and has been previously identified as a potential impediment to project completion. Caltrans anticipates closing the project out in September 2009, thereby significantly reducing any impediment to completion of the Transbay project. Right of way activities have been coordinated with the construction schedule to ensure timely availability of right of way. Property transfers have been and are expected to continue on schedule.

A funding need for Phase 2 (DTX) of approximately \$2.3 billion in Year of Expenditure dollars exists. This is based upon a Baseline Budget for Phase 2 which was approved by the TJPA Board in March 2008. TJPA will continue working with its funding partners and member agencies to secure full funding for the project.

### **E. Operability**

The Project would result in two separate operations and maintenance components: the Transbay Transit Center Building and the Caltrain Downtown Extension. Both are independently self-sufficient.

*Phase 1: Transbay Transit Center Building and Rail Foundations:* The new Transbay Transit Center Building design includes features to reduce maintenance requirements and operating costs, including an open design to optimize natural ventilation by prevailing winds and maximize natural light, and a system to collect rainwater for maintenance and irrigation. In addition, the building plans include significant leaseable space in a prime real estate market. A preliminary analysis of the operating costs and revenues from the Transbay Transit Center Building has been completed. The analysis is the primary reference document for the operations and maintenance portion of the Lease and Use Agreement with AC Transit. The building foundation systems will be designed and constructed to allow for Caltrain and High Speed Rail operations.

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*Phase 2: Caltrain Downtown Extension:* As noted in the Final EIS/EIR, moving the Caltrain San Francisco terminal 1.3 miles from Fourth and King to the Transbay Terminal would have a modest effect on the total annual operating costs of Caltrain service. However, the extension would generate new ridership for Caltrain.

The downtown extension would increase annual Caltrain ridership by 13,500 riders in year 2020, as discussed in the Final EIS/EIR. By applying the then current average Caltrain fare of \$2.76, the extension was projected to generate more than \$9 million (in 2003 dollars) in new fare revenue each year. The annual operating costs for the 1.3-mile extension was approximately \$7.5 million in 2003 dollars, based on Caltrain's hourly operating cost, as estimated at that time. The use of the excess revenues generated by the extension are to be determined by Caltrain.

### **II. PROJECT PHASE DESCRIPTION and STATUS**

#### **F. Environmental –**

Does NEPA Apply:  Yes  No

The San Francisco Planning Department, the Peninsula Corridor Joint Powers Board, and the San Francisco Redevelopment Agency certified the Transbay Terminal / Caltrain Downtown Extension / Redevelopment Project EIS/EIR under CEQA on April 22, 2004. The San Francisco Board of Supervisors unanimously upheld certification on June 16, 2004. FTA issued a Record of Decision to complete the NEPA process on February 8, 2005. The Transbay Joint Powers Authority is the Public Agency Project Sponsor and Responsible Agency under the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq.

#### **G. Design –**

The design of the Program is currently in the Preliminary Engineering phase. However, the design of the Early Works components of the Program (including the Bus Storage facility and Utility Relocation) are in Final Design. Final Design for the Temporary Terminal is completed and construction is underway.

The TJPA has contracted with a Program Management / Program Controls team to provide assistance with the design and oversight of the Program. This work is ongoing. In addition, TJPA has hired a Construction Manager/General Contractor (CM/GC) to assist with preconstruction services and to manage the construction of the Transbay Transit Center.

Based on cost information updated from the environmental review process, the TJPA Board of Directors adopted an implementation strategy for the Refined LPA in June 2006, which includes two phases for the program: the Transit Center building and rail foundation as Phase 1, and the Downtown Extension as Phase 2.

Preliminary Engineering work for Phase 2 (DTX) is underway. The baseline budget was adopted in March 2008. A Notice to Proceed for the second part of preliminary engineering for Phase 2 was issued in June 2008.

On September 20, 2007, the TJPA Board selected Pelli Clarke Pelli Architects and Hines to design and develop the new landmark Transbay Transit Center and Transit Tower. The Board's unanimous vote culminated an eight-month international Design and Development Competition that was launched to select an outstanding, functional and economically viable design for a transportation centerpiece that will become the Grand Central of the West. The TJPA has entered into exclusive negotiations with Hines for development of the office tower. On May 15, 2008, the TJPA Board approved an agreement with Pelli Clarke Pelli Architects for professional design and construction administration services for the Transit

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Center Building and Related Structures. Design development is scheduled for completion in November 2009.

### **H. Right-of-Way Activities / Acquisition –**

All private properties required for the temporary terminal were acquired by June 2008. Associated Caltrans parcels were transferred November 1, 2008. All occupants were moved out by commencement of construction of the temporary terminal. Six other properties required for Phase I have been acquired as of October 8, 2009. Other Phase 1 Right of Way acquisitions are scheduled for completion in late 2009 and 2010.

In May 2003, the California Department of Transportation proposed to transfer approximately 20 acres of property, including the existing Transbay Terminal building, to the City & County of San Francisco and to the TJPA. The San Francisco Board of Supervisors, Mayor of San Francisco and the TJPA Board executed the Cooperative Agreement setting forth the terms for the transfer. In December 2007, the California Transportation Commission approved the transfer of the State land parcels to the TJPA, City of San Francisco, and San Francisco Redevelopment Agency. Four parcels have been transferred as of October 8, 2009.

### **I. Construction / Vehicle Acquisition -**

A NTP for Construction of the Temporary Terminal was issued in November 2008. Construction of the Transit Center Building and Rail Foundations is anticipated to commence in Spring 2010. Construction of Phase 2 (DTX) will commence when full funding for Phase 2 has been identified.

The TJPA currently anticipates that the Program will be divided and packaged as follows:

- The terminal building and associated bus viaducts will be designed by the Architectural/Engineering consultant Pelli Clarke Pelli Architects. The construction will be bid out in a series of competitive packages administered under the CMGC contract, a joint venture between Webcor Builders and Obayashi Corporation.
- The two bus facilities (temporary and permanent) will be designed by separate engineering groups and constructed under separate competitively bid construction contracts.
- The rail tunnel and cut-and-cover section between the proposed Fourth Street Station and the Transbay Transit Center will be carried through the preliminary engineering phase by a separate Engineering Consultant, Parsons, who will produce a set(s) of contract documents covering the remainder of the design work of the tunnel and cut-and-cover section as well as its construction, testing and startup.
- The proposed Fourth Street Station as well as the cut-and-cover and surface sections leading southwesterly from the Fourth Street Station to a proposed connection with existing trackage in the vicinity of 16<sup>th</sup> Street and major modifications to the existing surface station at Fourth and Townsend will be entirely designed by the Engineering Consultant, Parsons, and constructed under one or more competitively bid construction contracts.

On March 12, 2009, the TJPA Board selected the joint venture of Webcor Builders/Obayashi Corporation to serve as the Construction Management/General Contractor (CMGC) for construction of the Transbay Transit Center Building and Related Structures. The CMGC will be involved in pre-construction activities, including review of design documents, pricing, procurement, constructability, and scheduling.

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During the construction phase, the CMGC will be responsible for construction of the Transbay Transit Center, and will coordinate and manage all construction work through subcontractors.

### III. PROJECT BUDGET

#### **J. Project Budget (Escalated to year of expenditure)**

<b>Phase</b>	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$153,340
Design - Plans, Specifications and Estimates (PS&E)	\$160,348
Right-of-Way Activities /Acquisition (R/W)	\$288,679
Construction / Rolling Stock Acquisition (CON)	\$3,582,633
Total Project Budget (in thousands)	\$4,185,000

#### **K. Project Budget (De-escalated to current year)**

<b>Phase</b>	Total Amount - De-escalated - (Thousands, FY2006 \$s)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$189,707
Design - Plans, Specifications and Estimates (PS&E)	\$196,442
Right-of-Way Activities /Acquisition (R/W)	\$241,770
Construction / Rolling Stock Acquisition (CON)	\$2,802,612
Total Project Budget (in thousands)	\$3,430,531

### IV. OVERALL PROJECT SCHEDULE

<b>Phase 1</b>	<b>Planned (Update as needed)</b>	
	Start Date	Completion Date
<b>Phase-Milestone</b>		
Environmental Document	August 2000	February 2005
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	December 2009
Final Design - Plans, Specs. & Estimates (PS&E)	November 2007	July 2010
Right-of-Way Activities /Acquisition (R/W)	November 2005	March 2010
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	November 2008	March 2014

<b>Phase 2</b>	<b>Planned (Update as needed)</b>	
	Start Date	Completion Date
<b>Phase-Milestone</b>		
Environmental Document	August 2000	February 2005

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Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	August 2000	June 2010
Final Design - Plans, Specs. & Estimates (PS&E)	July 2010	August 2012
Right-of-Way Activities /Acquisition (R/W)	November 2005	December 2010
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	July 2011	August 2020

### V. ALLOCATION REQUEST INFORMATION

#### **L. Detailed Description of Allocation Request**

As a part of this grant request, it is requested that \$750,000 be rescinded from RM-2 grant 09365113. This grant provides funds for the construction of the Temporary Terminal, which is currently underway. The Transbay Project has been able to realize savings in the construction of the Temporary Terminal due to lower than anticipated contract costs. The rescission will leave sufficient funding to complete the construction of the Temporary Terminal.

The allocation request for RM-2 funds is for additional funding for Construction Manager/General Contract (CMGC) services for the construction of the Transbay Transit Center Building and Related Structures. Specifically, RM-2 funds are requested to help fund pre-construction services. The San Francisco County Transportation Authority has awarded \$4.3 million in support of pre-construction services. (Included with this request is a copy of the original CMGC Services – Scope, Schedule, and Estimates that was sent to the SFCTA and a copy of the TJPA staff report asking for approval for award of contract with CMGC.)

On March 12, 2009, the TJPA Board awarded a contract for CMGC Services to the joint venture of Webcor Builders and Obayashi Corporation. This contract included four components:

1. Pre-construction services
2. Performance and Payment Bonds
3. Direct cost of construction trade packages
4. CMGC markup on the actual direct costs of construction

Since the selection of the CMGC there have been some important changes. In February 2009, President Obama signed into law the American Recovery and Reinvestment Act (ARRA), to help stimulate the economy and create new jobs. As a part of this Act, funding has been designated for High Speed and Intercity Passenger (HSIPR) Rail grants. In response to this, Transbay is applying for HSIPR grant funds and considering building the train box in Phase 1, in a “bottom up” approach, rather than the “top down” approach originally envisioned. Pelli Clarke Pelli Architects has included both approaches in their concept validation and schematic design processes.

Since award of the contract, CMGC has undertaken significant pre-construction activities. One such activity is review of the Schematic Design Documents, as developed by the Architect Pelli Clarke Pelli, to help ensure efficient design and construction. Due to the addition of the “bottom up” approach, CMGC has developed two estimates and two schedules to accommodate both approaches. In addition, construction in the lower levels of the Transit Center is particularly challenging due to the depth of the excavation, soil conditions, and proximity to surrounding buildings. Significant effort was required on the part of the CMGC to develop and estimate a scheme to safely construct the lower levels of the Transit Center.

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This additional work represents an expanded scope compared to what was originally envisioned in the CMGC contract. As a result, TJPA and CMGC are in negotiations to refine the scope to more accurately reflect the work to be done and an updated schedule. These negotiations cannot be completed until a final decision is made to include the train box being in Phase 1. However, in the interim, additional funding is needed to cover the expanded scope of services being provided by CMGC.

Amount being requested (in escalated dollars)	\$2,072,000
Project Phase being requested	CON
Are there other fund sources involved in this phase?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Date of anticipated Implementing Agency Board approval the RM-2 IPR Resolution for the allocation being requested	October 8, 2009
Month/year being requested for MTC Commission approval of allocation	October 2009

### **M. Status of Previous Allocations (if any)**

Allocation 1: Preliminary Engineering work funded with this allocation has been completed.

Allocations 2& 3: Previous ROW allocations have been expended to preserve Right of Way for Transit Center Building and Downtown Extension.

Allocation 4: Preliminary Engineering work and Programwide tasks funded with this allocation are nearing completion.

Allocations 5 & 6: Preliminary Engineering and Final Design work funded with these allocations are underway.

Allocation 7: Preliminary Design and Program Management/Program Controls funded by this allocation is underway. Two ROW acquisitions funded with this allocation have closed, and others are planned throughout the year.

Allocation 8: Preliminary Engineering and Final Design work funded with this allocation are underway.

Allocation 9: Preliminary Engineering associated with this allocation is underway.

Allocation 10: Construction of Temporary Terminal commenced in November 2008 and is underway.

Allocation 11: Geotechnical testing of the shoring wall is underway.

Allocation 12: The CMGC contract has been issued, which is a triggering action for the need for Performance and Payment Bonds.

### **N. Workplan**

**Workplan in Alternate Format Enclosed**

### **O. Impediments to Allocation Implementation**

## **Regional Measure 2 – INITIAL PROJECT REPORT**

No impediments have been identified.

### **VI. RM-2 FUNDING INFORMATION**

#### **P. RM-2 Funding Expenditures for funds being allocated**

**The companion Microsoft Excel Project Funding Spreadsheet to this IPR is included**

#### **Next Anticipated RM-2 Funding Allocation Request**

- None.

### **VII. GOVERNING BOARD ACTION**

**Check the box that applies:**

**Governing Board Resolution attached**

**Governing Board Resolution to be provided on or before: October 13, 2009**

### **VIII. CONTACT / PREPARATION INFORMATION**

#### **Contact for Applicant's Agency**

Name: Maria Ayerdi-Kaplan  
Phone: (415) 597-4620  
Title: Executive Director  
E-mail: MAyerdi-Kaplan@TransbayCenter.org  
Address: 201 Mission Street, Suite 2100  
San Francisco, CA 94105

#### **Information on Person Preparing IPR**

Name: Nancy Whelan  
Phone: (415) 896-6945  
Title: Principal, Nancy Whelan Consulting  
E-mail: Nancy@nwc01.com  
Address: 221 Main Street, Suite 420  
San Francisco, CA 94105

#### **Applicant Agency's Accounting Contact**

Name: Sara Gigliotti  
Phone: (415) 597-4039  
Title: Contracts Compliance Manager/Finance Coordinator  
E-mail: SGigliotti@TransbayCenter.org  
Address: 201 Mission Street, Suite 2100  
San Francisco, CA 94105

Revised IPR 120905.doc

# TRANSBAY TRANSIT CENTER PROGRAM

## CM/GC Services - Scope, Schedule and Estimates

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### Funding Request – Construction Manager / General Contractor (CM/GC) Services Transit Center CM/GC Pre-construction Services

#### Milestone Schedule:

Issue RFQ	Issued on July 8, 2008
Receive Qualifications	August 2008
Evaluate and Shortlist	September 2008
Issue RFP	September 2008
Receive Bids	October 2008
Evaluate and Make Recommendation	December 2008
Award	March 2009
Issue NTP	March 2009
Complete Pre-construction Services	December 2011

#### **Scope:**

The CM/GC will work closely with the TJPA's staff and other consultants to provide the Services. The Services shall generally include but will not be limited to the following:

#### 1. Pre-Construction Services:

- Constructability Review and Related Services: The CM/GC will work with the Architect in reviewing the Schematic Documents, the Design Development Documents, and the Construction Documents, taking into account quality of materials and equipment, to ensure an efficient design and minimum lifecycle cost. The CM/GC will participate in design decisions by providing information, estimates, schemes, and recommendations regarding construction materials, methods, systems, phasing, and costs that will provide the highest quality, energy conserving, and efficient building within the budget and schedule for the Project.

During the Pre-Construction Services Phase, the CM/GC will work closely with the TJPA and the Architect on the following tasks:

- A. Schematic, Design Development, and Construction Documents: The CM/GC's scope of services associated with Schematic Design, Design Development, and development of the Construction Documents includes the following:
  1. Provide input on lead times, pricing, procurement strategies and alternatives for materials and equipment.
  2. Identify the recommended division of construction work into bid packages and order of bidding, and develop a detailed preliminary construction schedule.
  3. Perform periodic reviews of evolving design and make suggestions with regard to means and methods of construction.



## TRANSBAY TRANSIT CENTER PROGRAM

### CM/GC Services - Scope, Schedule and Estimates

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4. Provide constructability recommendations and guidance.
5. Perform construction operations planning.
6. Perform final review of Design Development Documents.
7. Provide input on Time and Cost Control to the TJPA and Architect.
8. Identify phased construction opportunities and constraints.
9. Develop, review, and update a detailed CPM construction schedule.
10. Employ detailed constructability reviews and workshops including trade sequencing optimization, Architectural/Structural/MEP "clash detection" (using three dimensional Building Information Modeling ("BIM") technology), and recognition of and development of prefabrication/pre-assembly economies.
11. Participate in as-required collaboration and coordination efforts including performance evaluation, lifecycle cost analysis and scheduling/coordination impacts at core subcontractor level
12. Perform Quality Assurance Audit checks for Quantities and Compatibility utilizing computerized BIM technology.
13. Analyze the project for potential alternative equipment, material, and systems selections for LEED-certified Green Building Design feature cost/benefit studies.
14. Monitor market conditions for Project with subcontractors and material suppliers to (a) determine work loads, bonding capacity availability, and worker/mechanic availability; (b) develop interest in the Project and in bidding on the Work; and (c) fine tune the Project schedule.
15. Prepare cost estimates in CSI/MASTERFORMAT 2004, and according to the CSI 50 Division classifications at the following phases of design: 100% schematic design, 50% design development, 100% design development, 50% construction documents, 85% construction documents, and 100% construction documents. Estimates prepared during the construction document phase shall reflect the sequential trade packages in conformance with the bidding strategy to be adopted by the TJPA.
16. Coordinate and work with the Architect and the TJPA to reconcile contemporaneous cost estimates by the Architect and the TJPA.
17. Prepare cash flow analyses for both the design and construction phases.
18. Submit a site use study to be used for allocation of space for storage, parking, and temporary facilities throughout construction phasing.

## TRANSBAY TRANSIT CENTER PROGRAM

### CM/GC Services - Scope, Schedule and Estimates

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- B. Pre-qualification of Trade Subcontractors: The CM/GC and the TJPA will jointly develop pre-qualification standards for all trade contracts. Only pre-qualified Trade Subcontractors will be allowed to participate in the Project. The CM/GC will issue RFQs and evaluate responses to establish a pool of no fewer than three pre-qualified trade subcontractors for each trade package, subject to the approval of the TJPA.
  - C. Trade Subcontractor Bid Packages: The CM/GC shall develop the logical, competitive, seamless and distinct Trade Subcontractor bid packages for all scopes of work. The CM/GC shall include the TJPA's standard contract and General Conditions in the bid packages, and shall consult with the TJPA to incorporate FTA requirements into the bid packages.
2. Construction Services:

The CM/GC and its subcontractors contracted for the construction of the Project shall provide construction services from mobilization through project Final Completion. The CM/GC shall coordinate and manage all construction work through subcontractors, shall furnish construction administration and management services, and shall perform the Project in an expeditious and economical manner consistent with the requirements of the Contract Documents. The CM/GC shall not self-perform any construction work.

At a minimum, the CM/GC will perform construction services congruent with those of a general contractor who submits a competitive bid with its own list of subcontractors to perform all of the construction work under a contract, including, but not limited to, construction design value engineering/integration services, construction management, contract administration, cost control, subcontractor procurement, scheduling, coordination, testing, shop drawing development, processing/review, and distribution of product warranties/related documentation, commissioning and startup, and project closeout.

Note: Funding requests for CM/GC general conditions fee (including overhead and profit) for construction (expressed as a percentage of the estimated cost of construction) will be included with the construction packages funding requests.

**THIS STAFF REPORT COVERS CALENDAR ITEM NO.: 7  
FOR THE MEETING OF: March 12, 2009**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Awarding Contract No. 08-04-CMGC-000, Construction Manager/General Contractor ("CM/GC") Services for the Construction of the Transbay Transit Center Building and Related Structures, to the joint venture of Webcor Builders and Obayashi Corporation as the qualified and responsible bidder submitting the lowest responsive bid, in an amount not to exceed Six Hundred Million Dollars (\$600,000,000), to be paid in conformance with the Contract terms and conditions in component amounts as follows:

1. For Pre-Construction Services, an amount not to exceed Five Million Four Hundred Ninety Thousand Dollars (\$5,490,000);
2. The actual cost of the premium for the Performance and Payment Bonds, the amount not to exceed Five Million Four Hundred Thousand Dollars (\$5,400,000); and
3. The Direct Costs of Phase I Construction Trade Packages, in amounts to be determined up to an estimated total amount of \$500,000,000; and
4. The CM/GC Markup of 7.81% on the actual Direct Costs of Construction.

**SUMMARY:**

- On July 8, 2008, the TJPA issued a Request for Qualifications (RFQ) for CM/GC Services for construction of the Transbay Transit Center and Bus Ramps. Following a two-step process, a Request for Proposals (RFP) was released on October 21, 2008.
- The scope of work of this project is to provide General Contractor services for the construction of the Transit Center Building and Bus Ramps and preconstruction services including design and constructability reviews, cost estimating and value management, outreach to and pre-qualification of subcontractors, and preparation of trade packages for bidding from the design documents prepared by the Architect.
- Three competitive cost proposals were received in response to the RFP and opened on February 12, 2009. Staff recommends awarding Contract 08-04-CMGC-000 to the joint venture of Webcor Builders and Obayashi Corporation as the responsible bidder submitting the lowest responsive bid.
- Bids were composed of three line items: (1) an average billing rate for preconstruction services for an estimated 45,000 hours of services, (2) the cost of payment and performance bonds to be reimbursed at the time the bonds are required, and (3) a markup on subcontractor construction trade proposals with a cumulative value of \$500,000,000. The Webcor/Obayashi, JV proposal included an average billing rate of \$122/hour for preconstruction services, a bonding cost of \$5,400,000, and a markup on subcontractor costs of 7.81%. The bids did not include the Direct Costs of Phase I Construction Trade Packages, which are to be determined, up to an estimated total amount of \$500,000,000.

**EXPLANATION:**

Scope of Work

The CM/GC will act as the General Contractor for the Phase 1 construction of the Transbay Transit Center as defined by the TJPA Board. The CM/GC shall also work closely with the TJPA's staff and other consultants in performing preconstruction services to assist in the development of the design and packaging and bidding of the construction work.

### Pre-Construction Services:

The CM/GC will work with the Architect in reviewing the Schematic Design Documents, the Design Development Documents, and the Construction Documents to ensure an efficient design and construction. The CM/GC will participate in design decisions by providing information, estimates, schemes, and recommendations regarding construction materials, methods, systems, phasing, and costs that will provide the highest quality, energy conserving, and efficient building within the budget and schedule for the Project.

During the Pre-Construction Services Phase, the CM/GC will work closely with the TJPA and the Architect and provide input on lead times, pricing, procurement strategies and alternatives for materials and equipment; identify the recommended division of construction work into bid packages and order of bidding, and develop a detailed preliminary construction schedule; perform periodic reviews of evolving design and make suggestions with regard to means and methods of construction; provide constructability recommendations and guidance; assist the TJPA and Architect with time and cost control; identify phased construction opportunities and constraints; employ detailed constructability reviews and workshops including trade sequencing optimization, Architectural/Structural/MEP "clash detection" (using three dimensional Building Information Modeling ("BIM") technology), and recognition of and development of prefabrication/pre-assembly economies; monitor market conditions for Project with subcontractors and material suppliers to assess workloads, bonding capacity availability, and worker/mechanic availability and to develop interest in the Project and in bidding on the Work; and prepare a site use study to be used for allocation of space for storage, parking, and temporary facilities throughout construction phasing.

### Construction Services:

The CM/GC will perform construction services for the Phase 1 construction of the Transbay Transit Center consistent with those of a general contractor and will coordinate and manage all construction work through subcontractors and provide construction administration and management services, including construction design value engineering/integration, construction management, contract administration, cost control, subcontractor procurement, scheduling, coordination, testing, shop drawing development, processing/review, and distribution of product warranties/related documentation, commissioning and startup, and project closeout.

### Procurement Background

The RFQ was released on July 8, 2008. A pre-submittal conference was held on July 17, 2008, written questions regarding the RFQ were received until July 25, 2008, and qualifications were received on September 8, 2008. The qualification process is described in greater detail in the attached Selection Committee Report.

The RFP was issued on October 21, 2008. Six addenda to the RFP were issued extending the date for submitting proposals and modifying the bonding requirements, the Agreement and General Conditions in response to questions posed by the prequalified teams and discussions with surety providers.

The RFP was originally drafted to allow the TJPA at its sole discretion to add the Phase 2 scope of the Transit Center construction leaving indeterminate the ultimate value and period of construction services. In response to discussions with representatives of the surety industry and questions from Respondent CM/GCs, the terms of the RFP were modified to provide that any increase in the scope of construction beyond \$600,000,000 would be by mutual consent of the CM/GC and TJPA and to allow for new Payment and Performance Bonds for the scope of construction in excess of \$600,000,000.

### Competitive Cost Proposals Received

On February 12, 2009, TJPA received and opened three cost proposals, with bid amounts for: proposed fee for pre-construction services (blended hourly rate), proposed fee for construction services (percentage), and bond premium. The proposals were as follows:

<u>Bidder</u>	<u>Bid Amount*</u>
1. Webcor Builders/Obayashi Corporation 950 Mariners Island Blvd., 7 <sup>th</sup> Floor San Mateo, CA 94404	\$49,940,000
2. Bovis Lend Lease/Turner Construction Company 71 Stevenson Street, Suite 800 San Francisco, CA 94105	\$68,999,416
3. Perini/Rudolph & Sletten/Tutor-Saliba/O&G 1600 Seaport Blvd. Redwood City, CA 94063	\$104,575,832

\*The bids did not include the Direct Costs of Phase I Construction Trade Packages, which are to be determined, up to an estimated total amount of \$500,000,000.

Staff has reviewed the qualifications that were submitted by Webcor/Obayashi, and staff is satisfied that Webcor/Obayashi possesses the requisite experience and expertise to perform the scope of work for this contract. Webcor/Obayashi complied with the instructions to bidders and submitted all required forms and certifications, including certification that it is signatory to a recognized apprenticeship and/or training program under Chapter 4 of the California Code as certified by the State of California Division of Apprenticeship Standards.

#### **RECOMMENDATION:**

Staff recommends that the TJPA Board of Directors authorize award of Contract No. 08-04-CMGC-000 to the joint venture of Webcor Builders and Obayashi Corporation, the lowest responsive and responsible bidder, in an amount not to exceed \$600,000,000), to be paid in conformance with the Contract terms and conditions in component amounts as follows:

1. For Pre-Construction Services, an amount not to exceed Five Million Four Hundred Ninety Thousand Dollars (\$5,490,000);
2. The actual cost of the premium for the Performance and Payment Bonds, the amount not to exceed Five Million Four Hundred Thousand Dollars (\$5,400,000); and
3. The Direct Costs of Phase I Construction Trade Packages, in amounts to be determined up to an estimated total amount of \$500,000,000; and
4. The CM/GC Markup of 7.81% on the actual Direct Costs of Construction.

#### **ENCLOSURE:**

1. Resolution
2. Selection Committee Report

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

Resolution No. 09-004

WHEREAS, On January 17, 2008, the TJPA Board adopted Resolution No. 08-002 approving the use of Integrated Project Delivery for the Phase 1 Construction of the Transbay Transit Center and authorizing the Executive Director to issue a Request for Qualifications for a Construction Manager/General Contractor (CM/GC); and

WHEREAS, On June 20, 2008, the Transbay Joint Powers Authority (TJPA) issued a Request For Qualifications for TJPA Contract No. 08-04-CMGC-000, CM/GC Services for the Construction of the Transbay Transit Center Building and Related Structures, which is part of the Transbay Transit Center Program; and

WHEREAS, Under this Contract, the CM/GC will provide pre-construction services and construction services; and

WHEREAS, During the Pre-Construction Services Phase, the CM/GC will work closely with the TJPA and the Architect to most efficiently and cost effectively scope, design, bid and construct Phase 1 of the Transbay Transit Center; and

WHEREAS, The CM/GC will perform construction services consistent with those of a general contractor to coordinate, bid, and manage all construction work through subcontractors and provide construction administration and management services for the Phase 1 construction of the Transbay Transit Center; and

WHEREAS, On February 12, 2009, TJPA received and opened publicly three competitive Cost Proposals; and

WHEREAS, TJPA determined that the joint venture of Webcor Builders and Obayashi Corporation is the responsible bidder submitting the lowest responsive bid, with a bid of \$49,940,000 (not including Direct Costs of Phase I Construction Trade Packages); and

WHEREAS, The time allowed for completion of the work under this contract is 1,825 calendar days after issuance of the Notice to Proceed; now, therefore, be it,

RESOLVED, That the TJPA Board of Directors authorizes the award of TJPA Contract No. 08-04-CMGC-000, Construction Manager/General Contractor Services for the Construction of the Transbay Transit Center Building and Related Structures, Phase 1, to Webcor/Obayashi, JV, as the responsible bidder submitting the lowest responsive bid, in an amount not to exceed Six Hundred Million Dollars (\$600,000,000), to be paid in conformance with the Contract terms and conditions in component amounts as follows:

1. For Pre-Construction Services, an amount not to exceed Five Million Four Hundred Ninety Thousand Dollars (\$5,490,000);
2. The actual cost of the premium for the Performance and Payment Bonds, the amount not to exceed Five Million Four Hundred Thousand Dollars (\$5,400,000); and
3. The Direct Costs of Phase I Construction Trade Packages, in amounts to be determined up to an estimated total amount of \$500,000,000; and
4. The CM/GC Markup of 7.81% on the actual Direct Costs of Construction; and be it

FURTHER RESOLVED, That TJPA Staff and Webcor/Obayashi, JV, will return to the TJPA Board of Directors at the April 2009 Board meeting to recommend a proposed amendment to the Contract, adding a small business enterprise component to the Contract.

FURTHER RESOLVED, That the TJPA Chief Financial Officer will certify the availability of funds for the Contract Sum over the course of the Contract, as the TJPA authorizes associated services for the component amounts.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of March 12, 2009.

  
Secretary, Transbay Joint Powers Authority



## **Construction Management/General Contractor (CM/GC) Services for the Construction of the Transbay Transit Center Building and Related Structures Selection Committee Report**

### **Executive Summary and Recommendation**

In response to Request for Qualifications No. 08-04 for Construction Manager/General Contractor Services for the Construction of the Transbay Transit Center Building and Related Structures, issued on July 8, 2008, the TJPA received two submittals from joint ventures meeting all minimum qualifications on September 8, 2008. A selection committee convened on September 15, 2008 to evaluate the proposals. On September 25, 2008, the committee conducted oral interviews with the respondents and finalized its scoring.

Based on the criteria outlined in the RFQ, the selection committee determined that both Respondents were qualified to be invited to submit Competitive Cost Proposals (Proposals) via issuance of an RFP.

Prior to submission of Proposals, one of the qualified teams announced that they could not come to terms on a business agreement and would not submit a proposal. TJPA consequently amended the RFP to provide that any firm or firms could submit Proposals, subject to submitting qualifications responsive to the original RFQ upon TJPA request following the opening of Proposals.

In response to Request for Proposals No. 08-04, issued on October 21, 2008, the TJPA received three Proposals. The lowest cost Proposal was submitted by a joint venture of Webcor Builders and Obayashi Corporation. TJPA Staff and Program Staff subsequently evaluated the qualification submittal of Webcor/Obayashi, determined that the Respondent is well-qualified, and are recommending award of Contract No. 08-04 for CM/GC Services to **Webcor/Obayashi**.

### **Background**

The TJPA desires to engage a firm or joint venture with expertise in construction and general contracting for major public facilities, including below-grade structures and above-grade roadway bridges, to provide preconstruction and general contractor services for the construction of a new Transbay Transit Center Building and Bus Ramps (Project). The Project shall include site utility relocation and construction of the new Building and Bus Ramps.

### **Schedule**

RFQ Advertised/Posted July 8, 2008

- |   |                               |
|---|-------------------------------|
| 1) Pre-submittal Conference               | July 17, 2008                 |
| 2) Qualification Statements Due/Received  | September 8, 2008             |
| 3) Selection committee evaluation meeting | September 15, 2008            |
| 4) Interviews                             | September 25, 2008            |
| 5) RFP Issued                             | October 21, 2008              |
| 6) Pre-proposal Meeting                   | November 5, 2008              |
| 7) Additional Pre-proposal Meeting        | December 8, 2008              |
| 8) Addenda 1 through 6 issued             | Dec. 31, 2008 – Feb. 10, 2009 |
| 9) Proposals Due/Received                 | February 12, 2009             |
| 10) Low Bidder Qualifications Received    | February 19, 2009             |
| 11) Low Bidder Qualifications Evaluated   | February 20, 2009             |
| 12) Low Bidder Interviewed                | February 24, 2009             |



### **Selection Committee Members**

Robert Beck, Senior Program Manager, TJPA  
Gerry MacClelland, Program Manager, TJPA Program Management/Program Controls  
Kathy Mayo, Deputy Executive Manager of Transit System Development, BART  
Edgar Lopez, Manager, Bureau of Project Management, SF Department of Public Works

### **RFQ Outreach**

An announcement of the RFQ was published, and was also posted on the City Purchaser's Bids and Contracts website; a copy of the announcement is Attachment A. On the same day, the TJPA posted the RFQ on its website for the public to view and print and sent announcement of its availability to all who had registered for notice of this particular RFP or who had expressed interest in the procurements of this type. In total, the announcement was sent to 437 firms and individuals.

A pre-submittal conference was held on July 17, 2008, attended by 51 individuals. Written questions regarding the RFQ were received until July 25, 2008, and answers were posted on August 1, 2008. An addendum modifying the timing of submission of General Contractor License numbers was issued on September 2, 2008. The due date for qualifications was also pushed back from August 11 to September 8, 2008.

The TJPA received two submittals on the RFQ submission date, from:

- Clark Construction / Webcor Builders joint venture
- Bovis Lend Lease / Turner Construction Company joint venture

### **Selection Committee Evaluation**

The selection committee met on September 15, 2008 to review the written submittals and evaluate strengths and weaknesses using the criteria listed on the score sheet (Attachment B). Following the discussion, each committee member individually filled out scoring sheets. The TJPA Contracts Compliance Manager collected the scoring sheets and tabulated the results. The scores are shown in Attachment C.

Both Respondents qualified under the requirements of the RFQ to participate in the remainder of the selection process and interviews were held with both teams on September 25, 2008. Following the interviews, each committee member individually filled out scoring sheets. The TJPA Contracts Compliance Manager collected the scoring sheets and tabulated the results. The scores are shown in Attachment C.

The request for Competitive Cost Proposals was issued to both qualifying Respondents on October 21, 2008.

### **Further Qualification Procedures**

On December 17, 2008, TJPA received a letter from the joint venture of Clark Construction / Webcor Builders stating that the firms had made a decision not to pursue the conclusion of a joint venture agreement and thus would not be submitting a Proposal.

In the interest of full and open competition, TJPA then amended the RFP to invite Proposals from any qualified business entity. The relevant addendum stated that any Respondent not already pre-qualified by the TJPA would be required to submit a Qualification Statement in conformance with the original RFQ at the request of the TJPA within seven days of Proposal receipt. Notice of this change was sent to the 94 individuals who had registered for notices regarding this procurement, posted on the TJPA website, and posted on the City Purchaser's Bids and Contracts website. In addition to the Bovis Lend Lease / Turner Construction Company joint venture, two other entities submitted Proposals on the due date:

- Perini / Rudolph & Sletten / Tutor-Saliba / O&G joint venture
- Webcor Builders / Obayashi Corporation joint venture

Webcor / Obayashi submitted the lowest cost proposal and were requested to submit qualifications by February 19, 2009. Robert Beck and Gerry MacClelland evaluated and scored the qualifications; scores

are shown in Attachment C. On February 24, 2009, Mr. Beck and Mr. MacClelland interviewed the Webcor / Obayashi team and again scored the team, using the same criteria in the same weights as the initial RFQ scoring had been conducted.

All qualifications and proposals submitted in response to this RFQ/RFP are available for review at 201 Mission Street, Suite 2100 upon contacting the TJPA's Office Manager. Proposals will be retained for two years, except for the selected consultant's proposal which will be maintained on permanent record.

**Attachments**

Attachment A, RFQ Announcement  
Attachment B, Scoring Sheets  
Attachment C, Scores

**Reference**

Request for Qualifications No. 08-04 for Construction Manager/General Contractor Services for the Construction of the Transbay Transit Center Building and Related Structures issued by the Transbay Joint Powers Authority on July 8, 2008 and Request for Proposals No. 08-04 for Construction Manager/General Contractor Services for the Construction of the Transbay Transit Center Building and Related Structures issued by the Transbay Joint Powers Authority on October 21, 2008.

## **Attachment A**

### **ANNOUNCEMENT REQUEST FOR QUALIFICATIONS**

The Transbay Joint Powers Authority (TJPA) is issuing a Request for Qualifications (RFQ) for CONSTRUCTION MANAGEMENT/GENERAL CONTRACTOR SERVICES FOR THE CONSTRUCTION OF THE TRANSBAY TRANSIT CENTER BUILDING AND RELATED STRUCTURES for the Transbay Transit Center Program from business entities with expertise in construction management and general contracting for major public facilities including below-grade structures and above-grade roadway bridges.

An optional pre-submittal conference will be held on July 17, 2008, at 3:00 pm Pacific at the SFMTA Atrium Conference Room, 1 South Van Ness Ave., 4<sup>th</sup> Floor, San Francisco, CA.

Prospective Respondents may obtain copies of this RFQ by visiting the TJPA's website at [www.transbaycenter.org](http://www.transbaycenter.org) or by contacting the TJPA at 201 Mission Street, Suite 1960, San Francisco, CA 94105, (415) 597-4620, [CMGC@transbaycenter.org](mailto:CMGC@transbaycenter.org).

Submittal packages must be received by the TJPA no later than 5:00 p.m. on August 11, 2008. Late submittals will not be considered.

This announcement shall not create any legal rights or responsibilities. All terms of this offering shall be as set forth in the RFP and related materials. Without limiting the foregoing, any and all contracts will be contingent upon prior TJPA Board approval.

## Attachment B

### EVALUATION SCORE SHEET CM/GC RFQ

Name of Respondent: \_\_\_\_\_

Name of Panelist: \_\_\_\_\_

Signature of Panelist: \_\_\_\_\_

Criteria	Score	Reviewer Comment
<p><b><i>Introduction &amp; Executive Summary (10 point maximum)</i></b></p> <ul style="list-style-type: none"> <li>• Certifying statement, signed, obligating Respondent to representations in qualifications</li> <li>• Philosophy and approach to performing services</li> </ul>		
<p><b><i>Qualifications &amp; Experience of Firm (60 point maximum)</i></b></p> <ul style="list-style-type: none"> <li>• Satisfies minimum qualifications:               <ul style="list-style-type: none"> <li>○ Hold a California State License Board “A” and “B” General Contractor’s Licenses</li> <li>○ Not fewer than five completed complex structures acting as a CM/GC or CM-At-Risk, each with a construction cost in excess of \$350 Million, within the last 10 years</li> <li>○ Not fewer than five completed projects involving below-grade public facilities with pedestrian access and five completed projects involving construction of facilities in dense urban environment within the last 10 years</li> <li>○ Not currently debarred from performing public work</li> </ul> </li> <li>• Meets any of the Additional Qualifications:               <ul style="list-style-type: none"> <li>○ Demonstrated performance of high-quality construction on projects of architectural significance</li> <li>○ Demonstrated ability to provide pre-construction services; work cooperatively/collaboratively with owner and design team</li> <li>○ Demonstrated experience of completed projects involving roadway bridges</li> </ul> </li> </ul>		

<ul style="list-style-type: none"> <li>○ Demonstrated ability to use and apply BIM (Building Information Modeling or 3-D modeling) technology</li> <li>○ Demonstrated ability to deliver major projects on-time and within budget</li> <li>○ Demonstrated financial capacity to perform the project including written assurance from a surety</li> <li>● Qualifications &amp; Experience of Firm: <ul style="list-style-type: none"> <li>○ Firm description and summary of capabilities and experience in CM/GC with public works project emphasis</li> <li>○ Respondent's approach to providing CM/GC services</li> <li>○ How Respondent would tailor CM/GC services to meet TJPA needs</li> <li>○ Evidence of financial capacity (financial statement review)</li> <li>○ Written surety assurance</li> <li>○ Proposed Staff for Pre-Construction Services</li> <li>○ Any additional information demonstrating Respondent's qualifications to perform the services and successful completion of similar services for other public agencies</li> <li>○ Any history of debarment of Respondent, officers, owners, principals or managers</li> <li>○ Workers' Compensation Modification Rate, each of last five years</li> <li>○ Dispute/Claim/Violation history (last five years)</li> </ul> </li> </ul>		
<p><i>References (30 point maximum)</i></p>	<p><b>References to be scored after interviews</b></p>	

**Total \_\_\_\_\_ (70 possible without references)**

**Attachment B**

**FIRM NAME:**

**PANELIST:**

**DATE:**

**TRANSBAY JOINT POWERS AUTHORITY  
INTERVIEW SCORE SHEET  
CM/GC**

Evaluate and score presentations and interview responses based on the following criteria:

	<i>Description</i>	<i>Score</i>	<i>Notes</i>
1.	Presentation (20 minutes maximum) <ul style="list-style-type: none"><li>• Understanding of Project scope</li><li>• Management approach</li><li>• Approach to pre-construction services</li><li>• Team organization/quality of team members</li></ul>	<b>10 pts max</b>	
2.	Q&A <ul style="list-style-type: none"><li>• Quality and directness of answers</li><li>• Demonstrated leadership of key team member</li></ul>	<b>10 pts max</b>	
3.	Project Challenge <ul style="list-style-type: none"><li>• Logic and creativity in addressing</li></ul>	<b>5 pts max</b>	
	References (unscored at written evaluation stage)	<b>30 pts max</b>	

**TOTAL INTERVIEW SCORE (25 points max):** \_\_\_\_\_

**REFERENCES SCORE (30 points max):** \_\_\_\_\_

## Attachment C

### SCORING OF ORIGINAL SUBMISSIONS

#### Evaluation Scores (100 points max with References)

Firm	Panelist 1	Panelist 2	Panelist 3	Panelist 4	Total Score	Average
Clark-Webcor	94	90	93	90	367	91.75
Bovis-Turner	86	80	85	80	331	82.75

#### Interview Scores (25 points max)

Firm	Panelist 1	Panelist 2	Panelist 3	Panelist 4	Total Score	Average
Clark-Webcor	25	23	23	23	94	23.5
Bovis-Turner	21	17	19	17	74	18.5

#### Average Totals (125 points max)

Must score 80% (100 pts) to move to second stage

Firm	Submittal	Interview	Total
Clark-Webcor	91.75	23.5	115.25
Bovis-Turner	82.75	18.5	101.25

### SCORING OF SUBSEQUENT LOW-BID SUBMISSION

#### Evaluation Scores (100 points max with References)

Firm	Panelist A	Panelist B	Total Score	Average
Webcor-Obayashi	83	85	168	84

#### Interview Scores (25 points max)

Firm	Panelist A	Panelist B	Total Score	Average
Webcor-Obayashi	23	21	44	22

#### Average Totals (125 points max)

Firm	Submittal	Interview	Total
Webcor-Obayashi	84	22	106

**RM-2 Initial Project Report**

**TOTAL PROJECT FUNDING PLAN**

DRAFT

(Amounts Escalated in Thousands)

Project Title:		Transbay Transit Center / Caltrain Downtown Extension Program											Project ID: 22		
Agency:		Transbay Joint Powers Authority											Date: 9/25/2009		
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED+ TO BE DETERMINED</b>															
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
<b>COMMITTED FUNDING PLAN (PROGRAMMED, ALLOCATED, APPROVED FUNDING)</b>															
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,254										8,796
RM-1	ENV / PA&ED	994	166		240										1,400
Other Local	ENV / PA&ED	799													799
RM-2	ENV / PA&ED		11,801	2,323	8,836	26,354	5,000								54,314
SF Prop K	ENV / PA&ED		4,242	2,374	11,938	5,104	32,126	8,374							64,158
San Mateo Sales Tax	ENV / PA&ED			125	7,155										7,280
SAFETEA-LU Earmark	ENV / PA&ED			6,650				2,417	1,994	688	140	704			12,593
RTIP	ENV / PA&ED					4,000									4,000
SF Prop K	PS&E							3,700	10,200						13,900
RM-1	PS&E							13,000		1,475					14,475
RM-2	PS&E					12,719									12,719
AB 1171	PS&E								12,237	3,349	1,475				17,061
SAFETEA-LU Earmark	PS&E							12,198	22,953	3,136	3,350	1,475			43,112
RM-1	ROW							567	100						667
RM-2	ROW			29,000		23,745									52,745
SF Prop K	ROW			29,000		23,665									52,665
San Mateo Sales Tax	ROW							22,385							22,385
RTIP	ROW					3,391									3,391
Lease Proceeds, TDR	ROW			37											37
RM-1	CON							28,352	6,707	2,800					37,859
RM-2	CON						28,150	2,072							30,222
AB 1171	CON								13,000	16,076	98,172	5,691			132,939
AC Transit Capital Cont.	CON							7,240	8,879	8,676	8,472	5,279			38,546
SF Prop K	CON						12,300		4,300						16,600
Lease Proceeds, TDR	CON											6,741			6,741
TIFIA Loan Proceeds	CON										61,584	109,416			171,000
<b>UNCOMMITTED FUNDING PLAN (NON-PROGRAMMED/ALLOCATED, BUT PLANNED FUNDING)</b>															
RTIP	CON									10,475	10,475				20,950
Land Sales	CON						87,446	183,976	152,400	4,563		72,084	350,348		850,817
TIFIA Loan Proceeds	CON												445,000		445,000
<b>FUNDING SOURCE STILL TO BE DETERMINED (LIST POTENTIAL SOURCES THAT WILL LIKELY BE PURSUED)</b>															
TBD	PS&E							23,500	30,287	5,294					59,081
TBD	ROW						49,215	70,500	37,017						156,732
TBD	CON								61,696	264,706	640,000	583,916	281,698		1,832,016
<b>TOTAL PROJECT: COMMITTED + UNCOMMITTED + TBD FUNDING TOTAL</b>															
		2,474	20,575	65,354	36,073	98,978	99,961	214,581	346,109	326,488	460,105	781,256	656,000	1,077,046	4,185,000
Comments:															
Costs based on draft Baseline Budget, March 2008.															
Financial Plan based on commitment schedule.															

Enter all funding for the project - both Committed and Uncommitted. Enter amounts in thousands and escalated to the year of funding.  
 Eligible Phases: ENV (or PA&ED), PS&E, R/W or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT R/W SUP or CT CON SUP for Caltrans support, but not necessary (optional).



**RM-2 Initial Project Report**

**DEFINED SEGMENT FUNDING PLAN**

DRAFT

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program													Project ID: <b>22</b>		
Agency: Transbay Joint Powers Authority													Plan Date: 09/25/09		
<b>RM-2 DELIVERABLE SEGMENT - Fully Funded Phase or Segment of Total Project</b>															
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL
FTA Section 1601	ENV / PA&ED	681	4,366	2,495	1,254										8,796
RM-1	ENV / PA&ED	994	166		240										1,400
Other Local	ENV / PA&ED	799													799
RM-2	ENV / PA&ED		7,540	2,735	4,730	26,354	5,000								46,359
SF Prop K	ENV / PA&ED		1,351		14,408	14,194	12,810								42,763
San Mateo Sales Tax	ENV / PA&ED			125	7,155										7,280
SAFETEA-LU Earmark	ENV / PA&ED				6,650										6,650
RTIP	ENV / PA&ED					4,000									4,000
SF Prop K	PS&E							3,700	10,200						13,900
RM-1	PS&E							23,426							23,426
RM-2	PS&E					12,719									12,719
AB 1171	PS&E														
SAFETEA-LU Earmark	PS&E							14,614	24,947	3,824	3,490	2,179			49,054
RM-1	ROW														
RM-2	ROW		16,125	12,875		23,745									52,745
SF Prop K	ROW					23,665									23,665
RTIP	ROW					3,391									3,391
Lease Proceeds, TDR	ROW			37											37
RM-1	CON							18,493	6,807	4,275					29,575
RM-2	CON						28,150	2,072							30,222
AB 1171	CON								13,000	28,313	101,521	7,166			150,000
AC Transit Capital Cont.	CON							7,240	8,879	8,676	8,472	5,279			38,546
RTIP	CON										10,475	10,475			20,950
Land Sales	CON							87,446	183,976	152,400	4,563				428,385
SF Prop K	CON					12,300			4,300						16,600
Lease Proceeds, TDR	CON											6,741			6,741
TIFIA Loan Proceeds	CON										61,584	109,416			171,000
		Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future Committed	TOTAL
<b>RM-2 SEGMENT FUNDING TOTAL</b>															
		2,474	29,548	18,267	34,437	108,068	58,260	156,991	252,109	197,488	190,105	141,256			1,189,003

**Comments:**

Costs based on Draft Detailed Financial Plan Baseline Budget Phase 1, November 2007.  
Financial Plan based on commitment schedule.

**(Complete this spreadsheet only if RM-2 funds are dedicated to deliver a specific phase or deliverable segment of the overall total project)**

Enter funds on the RM-2 Deliverable Phase or Segment, ONLY if the RM-2 Phase or Segment is different from the overall total project. The RM-2 Segment must be Fully Funded and result in a operable or useable segment.

Enter only funds **Committed** to the RM-2 Funded Segment and only if different from Total Project. Enter amounts in thousands and escalated to the year of funding. DO NOT enter uncommitted funding - The RM-2 Phase or Segment must be fully funded.

Eligible Phases: ENV (or PA&ED), PS&E, R/W or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT R/W SUP or CT CON SUP for Caltrans support, but not necessary (optional).

**RM-2 Initial Project Report**

**EXPENDITURES TO-DATE BY PHASE AND FUND SOURCES**

Phase	Fund Source	Date of Last Expenditure	Amount Expended to date (Thousands)	Available Balance Remaining (Thousands)
ENV / PA&ED	RM-2	Jun-09	36,255	18,059
	SF Prop K Sales Tax	Mar-09	29,365	34,793
	San Mateo Meas. A Sales Tax	Feb-08	7,277	3
	Federal Earmarks	Jun-09	15,009	2,139
	RM-1 (Local Match)	Oct-06	1,400	0
	Lease Income, Other	Jun-09	1,783	3,787
	In Kind Contribution	FY 2005	799	(0)
PS&E	RM-2	Jun-09	2,949	9,770
	Federal Earmarks	Jun-09	863	0
	SF Prop K Sales Tax	Jun-09	730	0
	Leased Income, Other	Jun-09	41	0
	STIP	Jun-09	470	0
R/W	RM-2	May-09	50,365	2,380
	SF Prop K Sales Tax	Mar-09	36,541	16,124
	STIP	Jan-08	3,391	0
	Lease Income, Other	Feb-08	38	0
CON / Operating	RM-2	Jun-09	12,270	16,630
	SF Prop K Sales Tax	Jun-09	3,168	13,432
	Federal Earmarks	Jun-09	3,377	0
	STIP	Jun-09	57	0
Total to date (in thousands)			206,149	117,117

Comments:

Source: Data is from a PRISM report, as of June 2009. Available balance of actual allocations to date. Lease Income, Other funds shown in Available Balance Remaining held in reserve funds based on TJPA Board policy. Programwide funding is considered part of PA&ED. However, the expenses have been spread across the categories (except ROW), proportional to their overall percentage of expenditures.

As required by RM-2 Legislation, provide funds expended to date for the total project. Provide both expenditure by Fund Source and Expenditure by Phase, with the date of the last expenditure, and any available balance remaining to be expended.

Project ID: 22  
Date: 9/25/2009

**RM-2 Initial Project Report**

**RM-2 FUNDING CASH FLOW PLAN For Allocation  
(RM-2 Allocation Funding Only)**

(Amounts Escalated in Thousands)

Project Title: Transbay Transit Center / Caltrain Downtown Extension Program											Project ID: <b>22</b>		
Agency: Transbay Joint Powers Authority											Plan Date: 09/25/09		
<b>RM-2 CASH FLOW PLAN</b>													
<b>RM-2 Expenditures</b>													
	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
ENV/PA&ED	11,801	2,323	8,836	26,354	5,000								54,314
PS&E				12,719									12,719
R/W		29,000		23,745									52,745
CON					28,150	2,072							30,222
<b>RM-2 CASH FLOW PLAN TOTAL</b>													
Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	Future	TOTAL
	11,801	31,323	8,836	62,818	33,150	2,072							150,000

Comments:

Costs based on Draft Detailed Financial Plan Baseline Budget Phase 1, November 2007.  
Financial Plan based on commitment schedule.

Provide the expected RM-2 expenditures – by phase and year. (This is the amount of the allocation needed for that fiscal year to cover expenditures through June 30th of that fiscal year).

Enter RM-2 amounts in thousands and escalated to the year of funding. The total amount cannot exceed the amount identified in the RM-2 legislation.

Eligible Phases: ENV (or PA&ED), PS&E, R/W or CON. For planning activities use ENV. For Vehicles, Equipment or Operating use CON. OK to use CT R/W SUP or CT CON SUP for Caltrans support, but not necessary (optional).

## Regional Measure 2 Program Estimated Budget Plan

Please complete this form based the proposed allocation for your project. The scope should be consistent with the funding you are requesting the MTC allocate. Projects with complementary fund sources, should list the estimated cost of the entire work scope. Note that this information may not only represent the RM2 funding. A separate EBP needs to be completed for each allocation request or each phase of such request.

TITLE OF PROJECT Transbay Transit Center / Caltrain Downtown Extension Program	RM2 Legislation ID (and project subelements if any)  22
NAME AND ADDRESS OF IMPLEMENTING AGENCY Transbay Joint Powers Authority 201 Mission Street, Suite 1960 San Francisco, CA 94105	

DETAIL DESCRIPTION	ESTIMATED HOURS	RATE/HOUR	TOTAL ESTIMATED COST (Dollars)
<b>1. DIRECT LABOR of Implementing Agency (Specify by task)</b>			
			0
			0
			0
			0
			0
TOTAL DIRECT LABOR			0
<b>2. DIRECT BENEFITS (Specify)</b>			
	Benefit Rate	X BASE	
		0	
TOTAL BENEFIT			0
<b>3. DIRECT CAPITAL COSTS (include construction, right-of-way, or vehicle acquisition)</b>			
	Unit (if applicable)	Cost per Unit (\$)	
			-
TOTAL DIRECT CAPITAL COSTS			0
<b>4. CONSULTANTS (Identify purpose and or consultant)</b>			
GMGC			2,072,000
			0
TOTAL CONSULTANTS			2,072,000
<b>5. OTHER DIRECT COSTS (Specify - explain costs, if any)</b>			
TOTAL OTHER DIRECT COSTS			
<b>6. TOTAL ESTIMATED COST</b>			2,072,000

Comments:

Date: 9/25/2009