

**STAFF REPORT FOR CALENDAR ITEM NO.: 15  
FOR THE MEETING OF: March 13, 2025**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Authorize the Executive Director to execute Amendment No. 05 to Agreement No. 20-06-GEC-000 (Agreement), General Engineering Consultant (GEC) services for the Downtown Rail Extension project between the Transbay Joint Powers Authority (TJPA) and Parsons Transportation Group Inc. (Parsons), implementing a no-cost option to extend the contract by 86 calendar days to June 30, 2025.

**EXPLANATION:**

The Downtown Rail Extension (DTX) project, now also known as “The Portal”, 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.

This time extension is required in order that TJPA and Parsons may work together to:

- a) complete the scope outlined in Amendment No. 02 of the agreement and
- b) complete negotiations for additional design service required to advance The Portal.

Staff intends to return to the Board in the future to seek authorization to further amend the Agreement for needed design services, consistent with the original Scope of Work as contained in the Request for Proposals.

**Procurement Strategy**

In July 2020, the TJPA issued Request for Proposals (RFP) No. 20-06 for General Engineering Consulting (GEC) services for the project. Notices advising potential proposers of the RFP were sent electronically to 1,556 targeted contacts from the TJPA’s compiled list of contacts and 132 vendors via the DemandStar network; the RFP was also posted by five plan holders. The TJPA held a preproposal meeting on July 15, 2020 attended by over 85 participants. Proposals were due on September 4, 2020. The RFP explained that the selected consultant's scope of work would include four primary categories, extending through project construction:

1. Project Management: management, coordination, quality control and assurance, risk management, pursuit of approvals, evaluating financing alternatives, code compliance and design criteria, and similar tasks.
2. Project Development: updating the existing design to 30 percent preliminary engineering. This work will generally involve preparing studies, reports, plans and specifications, amendment documentation, and a cost estimate, and providing procurement support.
3. Project Procurement: producing the contract documents for the updated design of all project elements, including advance/enabling works construction packages.
4. Engineering Support: construction administration and other support services for the project construction contracts.

This GEC scope was developed by TJPA, and other subject matter experts, including staff from the City and County of San Francisco, San Francisco County Transportation Authority (SFCTA),

Metropolitan Transportation Commission (MTC) and Caltrain. Members of the Integrated Program Management Team (IPMT) reviewed and concurred with the scope.

Although the RFP contemplated a full scope of GEC services through construction of the project, because the TJPA had not yet determined the construction contract delivery method and schedule for The Portal, the TJPA requested that the proposers only provide a fee proposal for the portion of the GEC scope under the base contract (Project Development and associated Project Management tasks, items 1 and 2 in the list of 4 above). Per the RFP, proposers were instructed to “Submit a proposed annual budget range for performing the services in this RFP Section 4, Project Development”; RFP Section 4 defined Project Development as “develop and update 30% level design (preliminary engineering) plans and prepare technical specifications”.

### **Contract Award and Amendments to Date**

The \$25M budget under the base contract was the expected budget required to deliver only that limited portion of the GEC services for a duration of approximately 18 months as noted in the Parsons fee proposal where the assumptions stated that Parsons “assume[d] an 18-month duration for the Project Development phase.” The TJPA expressly contemplated that it would later authorize the remainder of the GEC scope described in the RFP and an associated increase in the contract amount limit.

In November 2020, as a result of a qualifications-based competitive procurement and based on the recommendation of the selection committee, which included representatives from TJPA, Caltrain, SFCTA, and MTC, the TJPA awarded Agreement No. 20-06-GEC-000 (Agreement) to Parsons. As explained above, the TJPA elected to authorize only the first portion of the GEC scope and associated budget (expressly recognizing future amendments to scope and budget were anticipated as work progressed as noted in the TJPA Board report for Item 10 of the November 2020 TJPA Board meeting, “If TJPA elects to exercise this option and authorize the remainder of the scope, it is expected that the maximum budget would be increased.”).

#### Amendment No. 01

In April 2021, with the support of the Executive Steering Committee (ESC), the TJPA Board approved an acceleration modification to its Comprehensive Work Plan for the project. TJPA required continued GEC efforts to support the Accelerated Work Plan, including technical studies, 60% design work for the enabling works utility package, and commencement of the progressive design build documents for the main civil package. All of these services were contemplated in the 2020 RFP for GEC services. In December 2022, consistent with the TJPA Board’s Procurement Policy, the TJPA Executive Director authorized Amendment No. 01 to the Agreement for \$2,500,000, increasing the not to exceed contract amount to \$27,500,000.

#### Amendment No. 02

In July 2022, the TJPA Board adopted a project delivery strategy for The Portal which identified the contract packages and their respective procurement approaches. In February 2023, consistent with the adopted project delivery strategy, the TJPA Board approved Amendment No. 02 to the Agreement which authorized limited Project Procurement and associated Project Management scope as defined in Appendix A of the amendment – inclusive of design scope beyond 30% which was defined as a Project Procurement task in the RFP scope, and increased the maximum authorized compensation under the Agreement to a total not to exceed contract amount of \$47,500,000. Within this contract limit, Parsons supported the TJPA Board-adopted accelerated

workplan and entry into the Engineering Phase of the Federal Transit Administration, Capital Investment Grants process.

#### Amendment No. 03

In December 2023, consistent with the TJPA Board's Procurement Policy, the TJPA Executive Director authorized Amendment No. 03 to the Agreement, updating two key personnel and the associated audited individual hourly base salary rates.

#### Amendment No. 04

In August 2024, Amendment No. 04 to the Agreement was authorized by the TJPA Executive Director, consistent with the TJPA Board's Procurement Policy, to extend the term of the Agreement to April 5, 2025, for the completion of scope related to existing Notices to Proceed (NTP), and any additional authorized NTPs issued by TJPA, to support advancement of Phase 2 design and engineering effort.

#### Proposed Amendment No. 5

To date, Parsons has not expended all authorized funds under the Agreement. TJPA staff recommend extending the Agreement term until the end of the Fiscal Year to allow durable work to proceed with no increase in the contract limit (see attached form of proposed Amendment No. 5).

If approved, the GEC will continue work authorized under Amendment No. 2 including, but not limited to:

- 10-UR Utilities Relocation, 60% Design Submittal
- 20-YA Fourth and King Yard Preparation, Package A Site Clearing, 60% Design Submittal
- 55-YB Fourth and King Yard, Package B, At-grade Track and Systems, Revised 30% Design Submittal
- Project Management of Design Task and Cost Estimating
- Support for TJPA Coordination with local, state, and federal agencies for utilities, rail operators, property owners, and others are requested.
- Commence 10-UR Utilities Relocation, 90% Design Submittal
- Commence 20-YA Fourth and King Yard Preparation, Package A Site Clearing, 90% Design Submittal
- Commence Load Flow Analysis for initial operating service scenario

Staff plans to return to the Board in the future to seek authorization to amend the contract time and budget, all consistent with the RFP scope and TJPA's expectations for the contract management and authorization process.

#### **RECOMMENDATION:**

Staff recommends that the Board Authorize the Executive Director to execute Amendment No. 05 to the Agreement with Parsons, in the form presented, implementing a no-cost option to extend the contract by 86 calendar days to June 30, 2025.

#### **ENCLOSURES:**

1. Resolution
2. Amendment No. 05

**TRANSBAY JOINT POWERS AUTHORITY**

**BOARD OF DIRECTORS**

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

WHEREAS, On July 2, 2020, the TJPA issued Request for Proposals (RFP) No. 20-06 for a consultant specializing in the design, engineering, and procurement of heavy civil underground rail transit projects to provide General Engineering Consultant (GEC) services for the Downtown Rail Extension project, now also known as “The Portal”; and

WHEREAS, The RFP explained the selected consultant's scope of work would include four primary categories, extending through project construction: 1. Project Management: management, coordination, quality control and assurance, risk management, pursuit of approvals, evaluating financing alternatives, code compliance and design criteria, and similar tasks; 2. Project Development: updating the existing design to 30 percent preliminary engineering. This work will generally involve preparing studies, reports, plans and specifications, amendment documentation, and a cost estimate, and providing procurement support; 3. Project Procurement: producing the contract documents for the updated design of all project elements, including advance construction packages/enabling works; and 4. Engineering Support: construction administration and other support services for the project construction contracts; and

WHEREAS, On September 4, 2022, the TJPA received one proposal from Parsons Transportation Group, Inc. (Parsons) in response to the RFP; and

WHEREAS, A selection committee consisting of representatives of the TJPA, MTC, Caltrain, and SFCTA found the proposal submitted by the Parsons-led team to be responsive to the RFP and the proposer to be qualified to perform the scope of services; and

WHEREAS, Although the RFP contemplated a full scope of GEC services through construction of the project, because the TJPA had not yet determined the construction contract delivery method and schedule, the TJPA elected to authorize only a portion of the GEC scope and associated budget, while expressly contemplating that it would later amend the contract to authorize the remainder of the GEC scope and make a corresponding increase in the maximum budget; and

WHEREAS, On November 12, 2020, the TJPA Board of Directors adopted Resolution No. 20-035, which authorized the Executive Director to execute an agreement in an amount not to exceed \$20,000,000 for a portion of the GEC services by Parsons (Agreement) for a term not to exceed four (4) years and provides that the TJPA shall have the right to extend the Agreement for two (2) additional consecutive three (3) year terms; and

WHEREAS, In April 2021, the TJPA Board approved an acceleration modification to its Comprehensive Work Plan for the project, and, based on that accelerated schedule, Parsons completed portions of the scope of services under the Agreement more quickly than originally contemplated; and

WHEREAS, On December 30, 2022, consistent with the TJPA Board's Procurement Policy and the Accelerated Work Plan, the TJPA Executive Director authorized Amendment No. 01 to the Agreement, continuing professional engineering design services for the project, as contemplated in the RFP for GEC services, at an additional cost not to exceed \$2,500,000 (\$27,500,000 aggregate); and

WHEREAS, Consistent with the procurement strategy for the GEC services and the Accelerated Work Plan, the TJPA Board authorized Amendment No. 02 to the Agreement, continuing professional engineering design services for the project, as contemplated in the RFP for GEC services, at an additional cost not to exceed \$20,000,000 (\$47,500,000 aggregate); and

WHEREAS, On December 6, 2023, the TJPA and the Contractor entered Amendment No. 03 to the Agreement, updating two key personnel and the associated audited individual hourly base salary rates; and

WHEREAS, On August 8, 2024, the TJPA and the Contractor entered Amendment No. 04 to the Agreement, extending the term of the Agreement to April 5, 2025, for the completion of scope related to existing Notices to Proceed (NTP), and any additional authorized NTPs issued by TJPA, to support advancement of Phase 2 design and engineering effort; and

WHEREAS, TJPA staff recommend the TJPA Board authorize a no-cost option to extend the Agreement through June 30, 2025 (86 calendar days), in the form presented to the Board, to allow the Contractor to continue the work authorized under Amendment No. 2; now, therefore, be it.

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to execute Amendment No. 05 to the Agreement between the TJPA and Parsons, in the form presented, implementing a no-cost option to extend the contract by 86 calendar days to June 30, 2025.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of March 13, 2025.

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Secretary, Transbay Joint Powers Authority

**Amendment No. 05**  
**Agreement No. 20-06-GEC-000 between**  
**the Transbay Joint Powers Authority and**  
**Parsons Transportation Group Inc.**

This AMENDMENT No. 05 to AGREEMENT 20-06-GEC-000 is entered into as of \_\_\_\_\_, 2025, by and between the TRANSBAY JOINT POWERS AUTHORITY (“TJPA”) and PARSONS TRANSPORTATION GROUP INC. (the “Contractor”).

By this Amendment No. 05, the TJPA and the Contractor hereby modify Agreement No. 20-06-GEC-000, dated November 12, 2020, as previously amended (“Agreement”), only to the extent expressly provided in this Amendment No. 05. All other terms and conditions of the Agreement shall remain in full force and effect.

**Recitals**

- A. On November 12, 2020, the TJPA Board of Directors adopted Resolution No. 20-035, which authorized the TJPA’s Interim Executive Director to execute an agreement in an amount not to exceed \$25,000,000 for General Engineering Consultant services by Contractor for a term not to exceed four (4) years from the Effective Date of the Agreement (November 20, 2020), and provides that the TJPA shall have the right to extend the Agreement for two (2) additional consecutive three (3) year terms.
- B. On December 30, 2022, the TJPA and the Contractor entered Amendment No. 01 to the Agreement, increasing the compensation under the Agreement by \$2,500,000 for a total not-to-exceed contract amount of \$27,500,000 to support advancement of Phase 2 design and engineering efforts.
- C. On February 9, 2023, the TJPA Board of Directors adopted Resolution No. 23-009, which authorized the TJPA’s Executive Director to execute Amendment No. 02 to the Agreement, increasing the compensation under the Agreement by \$20,000,000 for a total not-to-exceed contract amount of \$47,500,000 to support advancement of Phase 2 design and engineering efforts.
- D. On December 6, 2023, the TJPA and the Contractor entered Amendment No. 03 to the Agreement, updating two key personnel and the associated audited individual hourly base salary rates.
- E. On August 8, 2024, the TJPA and the Contractor entered into Amendment No. 04 to the Agreement, extending the term of the Agreement to April 5, 2025, for the completion of scope related to existing Notices to Proceed, and any additional authorized NTPs issued by TJPA, to support advancement of Phase 2 design and engineering effort.
- F. To date, the Contractor has not expended all authorized funds under the Agreement.

- G. The Contractor represents and warrants that it is well qualified to perform the services required by the TJPA as set forth under the Agreement, Amendments No. 01, No. 02, No. 03, No. 04, and this Amendment No. 05.
- H. The TJPA and the Contractor wish to amend the Agreement to extend its term to June 30, 2025 to support advancement of Phase 2 design and engineering efforts.
- I. The TJPA and Contractor intend that this Amendment No. 05 to the Agreement complies with the regulations of the United States Department of Transportation (“USDOT”).

Now, THEREFORE, the parties agree as follows:

### **Terms and Conditions**

#### **Term of the Agreement**

Article 2. of the Agreement, Term of the Agreement, is hereby modified to extend the term of the agreement to ***June 30, 2025***, as provided below:

Subject to Section 1, the term of this Agreement shall be for four (4) years and ***two hundred and twenty three (223)*** ~~145~~-days from the Effective Date of the Agreement, as described in Section 3, “Effective Date of Agreement,” provided that (i) the TJPA shall have the option to extend the term of this Agreement for an additional six (6) years total (two (2) three- (3-) year extension options or as otherwise approved by the TJPA) by providing to the Contractor written notice of such extension on or before the expiration date of this Agreement, and (ii) any such extension shall be subject to and conditioned upon the written agreement of the Contractor and the approval of such extension by the TJPA.

All other provisions of the Agreement shall remain in full force and effect.

The individuals executing this Amendment No. 05 to the Agreement represent and warrant that they have the legal capacity and authority to do so on behalf of their respective legal entities.

IN WITNESS WHEREOF, the parties hereto have executed this contract Amendment No. 05 on the day first mentioned above.

**TRANSBAY JOINT POWERS  
AUTHORITY**

**CONTRACTOR  
PARSONS TRANSPORTATION  
GROUP INC.**

\_\_\_\_\_  
Adam Van de Water  
Executive Director

\_\_\_\_\_  
Lori Colangelo  
Vice President, Western US Regional  
Manager, Rail & Transit Systems

Transbay Joint Powers Authority  
Board of Directors  
Resolution No. \_\_\_\_\_  
Adopted: \_\_\_\_\_  
Attest:

Parsons Transportation Group Inc.  
555 12<sup>th</sup> Street, Suite 2130  
Oakland, CA 94607  
Phone: (412) 979-1122  
Tax Identification No.: 36-0982270

\_\_\_\_\_  
Secretary, TJPA Board

**Approved as to Form by:**

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TJPA Legal Counsel