

**STAFF REPORT FOR CALENDAR ITEM NO.: 16  
FOR THE MEETING OF: July 12, 2018**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Authorize the Executive Director to execute an amendment to the Professional Services Agreement 13-02-PMPC-000 (Agreement) between the Transbay Joint Powers Authority (TJPA) and URS Corporation (URS) to extend the term of the Agreement to December 31, 2019, to provide Program Management/Program Controls (PMPC) support to close out Phase 1 and to complete preliminary engineering (PE) and related work for Phase 2 for an amount not to exceed \$5.77 million (\$.2 million for Phase 1 and \$5.57 million for Phase 2).

**SUMMARY:**

A team led by URS has been providing PMPC services to the TJPA for the Transbay Program (Program) since 2004 under consecutive agreements executed in 2004 and 2014. To date, three amendments to the current Agreement have been executed to update Key Personnel, cumulatively increase the total compensation under the Agreement from \$21,760,000 to \$28,260,000, and extend the term from June 30, 2018 to November 23, 2018, as described in detail in this staff report. Ongoing services include project management, design management, budget and schedule monitoring, risk management, stakeholder and agency coordination, document control, and Program-wide quality assurance/quality control.

The Construction Manager/General Contractor's (CM/GC) most recent construction schedule shows substantial completion of the transit center occurring in July 2018, as reported by the CM/GC to the TJPA Board this month. As a result, the building is scheduled to open to the public in late summer 2018, approximately 8 months later than anticipated by the CM/GC's baseline construction schedule.

PMPC services will, therefore, be needed beyond the current expiration date of the Agreement to complete project closeout tasks for Phase 1, support commencement of operations, and continue ongoing Phase 2 services. Ongoing services for Phase 2 include managing completion of the 30% PE design documents for Phase 2, overseeing Parsons' work to: incorporate recommendations to minimize cut-and-cover work from the recently completed tunnel options report and recommendations from the San Francisco County Transportation Authority (SFCTA) peer review panel report on the DTX rail operations study, develop the geotechnical baseline report. PMPC services are also needed to oversee the work of Pelli Clarke Pelli's team to complete the transit center train box design, among other tasks.

Later this year, staff intends to release a request for proposals (RFP) for Phase 2 PMPC services for the necessary support to advance the development of Phase 2 beyond 30% PE into construction.

**EXPLANATION:**

In September 2013, following a formal procurement process, the TJPA selected a URS-led team, with

Hatch Mott MacDonald (now Mott MacDonald), EPC Consultants and others, to continue in their role as the TJPA's PMPC consultant. In June 2014, the TJPA Board authorized the Executive Director to execute the Agreement with URS for a maximum compensation of \$21,760,000 and a term of four years, through June 30, 2018. Three amendments to the Agreement have been executed, as follows:

Amendment No. 1, executed by the TJPA Executive Director on February 9, 2016, updated PMPC Key Personnel.

Amendment No. 2, authorized by the TJPA Board on March 9, 2017, increased the compensation under the Agreement by \$5,400,000 (\$3.64 million for Phase 1 and \$1.76 million for Phase 2). The expiration date of the Agreement remained June 30, 2018, based on the CM/GC's construction schedule at the time, which showed substantial completion of Phase 1 on December 22, 2017. The Phase 1 scope of work authorized under Amendment No. 2 included additional archaeological investigations, quality control/quality assurance services, safety and security consulting, IT consulting, O&M revenue enhancing and asset manager procurement consulting and support. Phase 2 work completed under this amendment included managing the work necessary to develop a delivery plan and funding plan for Phase 2, which included completing the 30% PE drawings for Phase 2 components north of Townsend Street, completing a study of tunneling methodologies to evaluate whether impacts to surface streets along the DTX alignment could be reduced, updating the right-of-way cost estimate, updating the ridership study, performing a risk assessment, and updating the Program cost estimate. The PMPC team also continued to support development of the Supplemental Environmental Impact Statement/ Environmental Impact Report (SEIS/EIR) as well as ongoing coordination with Caltrain, the California High-Speed Rail Authority, and the City, including the Planning Department on the Rail Alignment and Benefits (RAB) Study.

Amendment No. 3, executed by the TJPA Executive Director and effective June 1, 2018, extended the PMPC's period of performance by 146 days to November 23, 2018, and increased the contract amount by \$1.1 million to \$28,260,000 to provide Phase 1 project closeout and commencement of operations support as a result of the extended CM/GC schedule for construction completion.

Amendment No. 4 would add an additional \$200,000 for continued Phase 1 services through the end of January 2019, should additional project closeout and commencement of operation support beyond November 23, 2018, be needed, and \$5.57 million for Phase 2 services through December 31, 2019.

### **Continuation of Phase 1 Services**

Based on the latest schedule by the CM/GC, the transit center is not expected to achieve substantial completion until early to mid-July and, as a result, the building is scheduled to open to the public in late summer 2018, approximately 8 months later than anticipated by the CM/GC's baseline construction schedule. To complete the tasks remaining for the closeout of Phase 1, the TJPA anticipates that it may need ongoing PMPC services in the following areas from November 23, 2018, through the end of January 2019:

- Document control closeout
- As-Built processing/filing
- Environmental permits/mitigation – closeout/completion/certification
- Facility readiness support to TJPA staff

Phase 1 activities will be funded from the Program Reserve in the approved Phase 1 Baseline Budget.

### **Continued Phase 2 Services**

The RAB Study has now been completed, and the Planning Department’s findings indicate that the Pennsylvania Avenue Extension (PAX), an extended tunnel under Pennsylvania Avenue, is the preliminary preferred option, which allows the TJPA to progress Phase 2 as described in the SEIS/EIR. This work will involve reviewing the 30% PE design submittals on the remaining Phase 2 elements, which include a mined tunnel design that incorporates the recommendations of the recently completed tunnel options report and SFCTA peer review panel report on the DTX rail operations study, and updating the project design criteria and risk and vulnerability assessment. PMPC staff will also manage preparation of a geotechnical baseline report and completion of the transit center train box design and continue coordination with the Federal Transit Administration (FTA) to finish the SEIS/EIR and bring it to the Board for certification. In addition, PMPC staff will assist with preparing the request to the FTA to enter the New Starts funding program. The team will continue on-going coordination with stakeholders and provide Program controls for Phase 2, including updating the Program budget and schedule, cost monitoring, and cash flow planning.

The Phase 2 activities will be funded from Proposition K funds, Regional Measure 3, and other available funding. Compensation will be paid based on actual hours and costs.

Later this year, staff intends to release a Request for Proposals for Phase 2 PMPC services for the necessary support to advance the development of Phase 2 beyond 30% PE into construction once funding is identified and becomes available. The scope of work for the next PMPC contract will include:

- Developing the documentation required by the New Starts process, including updating the program management plan (including program procedures and guidelines and project controls), CADD standards, a procurement plan, and a construction management plan; supporting development of a real estate acquisition plan, safety and security management plan, technology plan, and third-party agreement plan
- Performing value engineering and risk assessment
- Assisting as needed with acquiring the remaining right-of-way necessary to bring the DTX project to shovel-ready status
- Managing final design and updating the cost estimate
- Managing preparation of construction documents and assisting with the bidding process for the Phase 2 components

**RECOMMENDATION:**

Authorize the Executive Director to execute an amendment to the Professional Services Agreement 13-02-PMPC-000 (Agreement) between the Transbay Joint Powers Authority and URS Corporation for Program Management/Program Controls services to extend the term of the Agreement to December 31, 2019, to accommodate the PMPC services necessary to complete Phase 1 and to complete preliminary engineering and related work for Phase 2 for an amount not to exceed \$5.77 million (\$.2 million for Phase 1 and \$5.57 million for Phase 2).

**ENCLOSURES:**

1. Resolution
2. Amendment

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

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

WHEREAS, On September 26, 2013, following a formal procurement process, the TJPA received a proposal by a URS-led team for Program Management/Program Controls (PMPC) services and negotiated a scope of services with URS for a period of three and one-half years at an amount not to exceed \$21,760,000; and

WHEREAS, On June 14, 2014, the TJPA Board of Directors authorized the Executive Director to execute Professional Services Agreement No. 13-02-PMPC-000 for PMPC services (Agreement) with URS, in an amount not to exceed \$21,760,000 and a term of four years; and

WHEREAS, On March 9, 2017, the TJPA Board authorized the Executive Director to execute an amendment to the Agreement in an amount not to exceed \$5,4 million with no extension to the term of the Agreement; and

WHEREAS, On June 1, 2018, to accommodate the CM/GC's current construction schedule, the TJPA extended the term of the Agreement by 146 days and increased the compensation by \$1.1 million to fund the 146 day extension; and

WHEREAS, Staff anticipates requiring continued services from the PMPC consultant beyond the term of the Agreement to complete the scheduled scope of work to complete Phase 1 and to complete 30% preliminary engineering for Phase 2, which requires an amendment to the Agreement to extend the term and increase the compensation; now, therefore, be it

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to execute an amendment to Agreement No. 13-02-PMPC-000 to extend the term to December 31, 2019 and increase the maximum compensation amount by a not-to-exceed amount of \$5.77 million (\$0.2 million for Phase 1 and \$5.57 million for Phase 2) for a total Agreement compensation of \$34,030,000.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of July 12, 2018.

\_\_\_\_\_  
Secretary, Transbay Joint Powers Authority

**Amendment No. 04**  
**Agreement No. 13-02-PMPC-000 between**  
**the Transbay Joint Powers Authority and**  
**URS Corporation**

This AMENDMENT No. 04 to AGREEMENT 13-02-PMPC-000 is entered into as of \_\_\_\_\_, 2018, by and between the TRANSBAY JOINT POWERS AUTHORITY (“TJPA”) and URS CORPORATION, a Nevada Corporation, dba URS Corporation Americas (the “Contractor”).

By this Amendment No. 04, the TJPA and the Contractor hereby modify Agreement No. 13-02-PMPC-000, dated July 1, 2014, as previously amended (“Agreement”), only to the extent expressly provided in this Amendment No. 04. All other terms and conditions of the Agreement shall remain in full force and effect.

**Recitals**

- A. On June 12, 2014, the TJPA Board of Directors adopted Resolution No. 14-016, which authorized the Executive Director to execute an agreement in an amount not to exceed \$21,760,000 for Program Management/Program Controls services by Contractor for a term not to exceed four (4) years from the Effective Date of Agreement (July 1, 2014), and provides that the TJPA shall have the right to extend the Agreement for two (2) additional consecutive three (3) year terms.
- B. On February 9, 2016, the TJPA Executive Director executed Amendment No. 01 to the Agreement to authorize changes to Key Personnel under the Agreement.
- C. On March 9, 2017, the TJPA Board of Directors adopted Resolution No. 17-010, which authorized the Executive Director to execute Amendment No. 02 to the Agreement, increasing the maximum amount to \$27,160,000.
- D. Effective June 1, 2018 the Executive Director executed Amendment No. 03 to the Agreement to accommodate the extended schedule for Phase 1 construction completion, increasing the maximum compensation to \$28,260,000 and extending the period of performance by 146 calendar days to November 23, 2018.
- E. The TJPA and the Contractor wish to amend the Agreement to accommodate additional services for the Contractor to perform, thereby increasing the maximum compensation under the Agreement and extending the period of performance until December 31, 2019.
- F. The TJPA and Contractor intend that this Amendment No. 04 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 3 of the Agreement, Term of the Agreement is hereby modified to extend the term of the Agreement, as provided below:

Subject to Section 2, the term of this Agreement shall not exceed ~~four (4)~~ *five* years and ~~six months 146 days~~ from the Effective Date of Agreement, as described in Section 4 below, provided that the TJPA shall have the right to extend this Agreement for ~~two (2)~~ *five (5)* additional ~~years consecutive three (3) year terms~~ at the identical terms set forth in this Agreement except for any agreement terms that are modified by the parties. In order to renew the Agreement ~~for each of these three (3) year terms~~, the TJPA shall give written notice of its intent to renew the contract not later than 90 days before the expiration of the then current contract.

### Compensation

Article 8.a. of the Agreement, Compensation / Generally, is hereby modified to increase the maximum compensation for work to be performed, as provided below:

The maximum amount payable under this Agreement ("Contract Limit") shall not exceed ~~Twenty Eight Million Two Hundred Sixty Thousand Dollars (\$28,260,000)~~ *Thirty -Four Million Thirty Thousand Dollars (\$34,030,000)*. The Contract Limit includes (a) the allowable actual costs of services ("Contract Costs") plus (b) the Contractor's fee for the period of this Agreement ("Contract Fee"). The Contract Costs shall not exceed ~~Twenty-Six Million Three Hundred Thirty-Seven Thousand Two Hundred Dollars (\$26,337,200)~~ *Thirty-One Million Nine Hundred Ninety-One Thousand Eight Hundred Dollars (\$31,991,800)* and the Contract Fee shall not exceed ~~One Million Nine Hundred Twenty-Two Thousand Eight Hundred Dollars (\$1,922,800)~~ *Two Million Thirty-Eight Thousand Two Hundred Dollars (\$2,038,200)*.

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

The individuals executing this Amendment No. 04 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. 04 on the day first mentioned above.

**TRANSBAY JOINT POWERS  
AUTHORITY**

**CONTRACTOR  
URS CORPORATION**

\_\_\_\_\_  
Mark Zabaneh  
Executive Director

\_\_\_\_\_  
Jon Porterfield  
Vice President

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

URS Corporation dba  
URS Corporation Americas  
300 California Street, Suite 600  
San Francisco, CA 94104  
Tax Identification No.: 94-1716908

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

**Approved as to Form by:**

\_\_\_\_\_  
TJPA Legal Counsel