

THIS PRINT COVERS CALENDAR ITEM NO.: 13

**SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY**

DIVISION: Central Subway

BRIEF DESCRIPTION:

Authorizing the Director of Transportation to approve Modification No. 93 (Amendment) to Contract No. 1300, Third Street Light Rail Program Phase 2 - Central Subway Stations, Surface, Track and Systems (Contract 1300) with Tutor Perini Corporation (TPC), to partially terminate Contract 1300 to: (1) delete certain elements of the Advanced Train Control System (ATCS) work from Contract 1300; (2) effect an early reassignment of Contracts 1266-1 and 1266-2 with Thales Transport and Security (Thales) from TPC back to the SFMTA for ATCS design, equipment procurement, and operations start-up and testing; (3) amend the definition of Substantial Completion for Contract 1300 to relieve TPC of responsibility for ATCS operations start-up and testing; and, (4) reduce the amount of Contract 1300 by \$18,036,709, for a modified Contract Amount of \$839,708,081.28

SUMMARY:

- On May 21, 2013, the SFMTA Board of Directors awarded Contract 1300 to TPC to construct stations, trackways and systems for the Central Subway Project in an amount not to exceed \$839,676,400, for a term of 1700 days.
- Contract 1300 has been modified 101 times to compensate TPC for additional work to address unexpected site conditions and implement design changes required by the City, which have increased the total Contract Amount to \$857,744,790.28, and extended the term by 140 days.
- The purpose of this Amendment is to give the SFMTA more direct control over the ATCS design, implementation and testing to mitigate existing delays and mitigate further delays to the Project.
- The SFMTA issues this Amendment unilaterally to allow the agency to coordinate the work with Thales immediately and meet the Project target revenue service date.

ENCLOSURES:

1. SFMTA Board Resolution
2. Summary of Prior Modifications to Contract 1300
3. Contract No. 1300, Modification No. 93 (without attachments)
4. <https://www.sfmta.com/about-sfmta/reports/central-subway-final-seis-seir> (Central Subway Final SEIS/SEIR and Mitigation Monitoring and Reporting Program)

APPROVALS:

DIRECTOR  _____

DATE

February 11, 2019

SECRETARY  _____

February 11, 2019

ASSIGNED SFMTAB CALENDAR DATE: February 19, 2019

PURPOSE

To authorize the Director of Transportation to approve Modification No. 93 to Contract 1300 with TPC to partially terminate Contract 1300 to: (1) delete certain elements of ATCS work from Contract 1300; (2) effect an early reassignment of Contracts 1266-1 and 1266-2 with Thales from TPC back to the SFMTA for ATCS design, equipment procurement, and operations start-up and testing; (3) amend the definition of Substantial Completion for Contract 1300 to relieve TPC of responsibility for ATCS operations start-up and testing; and, (4) reduce the amount of Contract 1300 by \$18,036,709, for a modified Contract Amount of \$839,708,081.28.

STRATEGIC GOALS AND TRANSIT FIRST POLICY PRINCIPLES

This action supports the following SFMTA Strategic Plan Goal and Objectives:

Goal 2 – Make transit and other sustainable modes of transportation the most attractive and preferred means of travel.

Objective 2.1: Improve transit service.

Objective 2.2: Enhance and expand use of the city’s sustainable modes of transportation

Objective 2.3: Manage congestion and parking demand to support the Transit First policy.

Goal 3 – Improve the environment and quality of life in San Francisco

Objective 3.1: Reduce the Agency’s and the transportation system’s resource consumption, emissions, waste and noise.

Objective 3.2: Increase the transportation system’s positive impact to the economy.

Objective 3.3: Allocate capital resources effectively.

Objective 3.4: Deliver services efficiently.

Objective 3.5: Reduce capital and operating structural deficits.

This item will support the following Transit First Policy Principles:

1. Improves the safe and efficient movement of people and goods.
2. Improves public transit as an attractive alternative to travel by private automobile.
8. Allocates transit investments to meet the demand for public transit generated by new public and private commercial and residential developments.
9. Promotes the use of regional mass transit and the continued development of an integrated, reliable, regional public transportation system.

DESCRIPTION

Contract 1300 and Contracts 1266-1 and 1266-2

On May 21, 2013, the SFMTA Board of Directors adopted Resolution No. 13-061 awarding Contract 1300 to TPC to construct the stations, trackway, and control systems for the Central Subway, for an amount not to exceed \$839,676,400, for a term of 1700 days to Substantial Completion.

On December 3, 2013, the SFMTA Board of Directors adopted Resolution No. 13-260 awarding Contracts 1266-1 and 1266-2 (ATCS Contracts) to Thales for procurement of proprietary ATCS

equipment, design, software, configuration and testing for the Central Subway. Contract 1266-1 for ATCS equipment was awarded for a total amount not-to-exceed \$3,425,424. Contract 1266-2 for ATCS design, software, implementation and testing services was awarded for a total amount not-to-exceed \$21,363,292. The term for both contracts commences upon Notice to Proceed and extends through the Warranty Period (three years from Contract 1300 Substantial Completion). Notice to Proceed for both contracts occurred in 2014 and Contract 1300 Substantial Completion is anticipated to occur in October 2019. The total contract amounts of the ATCS Contracts is \$24,788,716. The Central Subway ATCS must be fully integrated with the main Muni Metro subway ATCS. The ATCS is a proprietary system only available from Thales, and the ATCS Contracts were therefore sole source procurements.

Under Contract 1300, Special Provision 36, the ATCS Contracts were assigned to TPC, with the result that Thales became a subcontractor to TPC, and TPC became responsible for all aspects of ATCS design, equipment procurement, infrastructure construction, and system implementation and testing. The assignment required TPC to integrate the ATCS work into the TPC's Central Subway Project schedule, coordinate Thales' ATCS design work, construct ATCS infrastructure, install cabling and equipment, and coordinate Thales' ATCS startup, testing and integration activities. Testing and integration of the ATCS is a requirement for Substantial Completion of Contract 1300.

Prior Modifications to Contract No. 1300

Contract 1300 has been modified 101 times (with a placeholder for Contract Modification No. 93) to address unexpected site conditions and design changes required by the City, which has increased the Contract Amount by \$18,068,390.28 for a total amended Contract Amount not-to-exceed \$857,744,790.28 and extended Contract Time by 140 calendar days. The Director of Transportation approved those modifications under authority the SFMTA delegated to him by SFMTA Board Resolution No. 180821-114, which authorized the Director to approve \$30,000,000 in amendments to Contract 1300. (Modifications 1 through 101 are described in greater detail in Enclosure 2.) Contract Modification No. 93 will reduce Contract 1300 by \$18,036,709, which funds the SFMTA will use to compensate Thales directly for Central Subway ATCS work. Administrative Code section 6.22(1) requires that the SFMTA Board approve the Amendment, as it is a partial termination of a contract for the Agency's convenience.

Contract Modification No. 93

Reason for Change

As originally put out to bid, Contract 1300 provides that the ATCS Contracts would be assigned to TPC following Notice to Proceed. By assigning the ATCS Contracts to TPC, the SFMTA intended to facilitate the efficient completion of ATCS design, installation, and testing by creating a partnership between the ATCS vendor (Thales) and the construction contractor. But on-going schedule and design coordination challenges between SFMTA, TPC and Thales have impeded progress on ATCS designs and exposed the project to potential risk of not meeting the target revenue service schedule. It is therefore in the City's interest to intervene to manage Thales' ATCS work directly associated with final design, startup, testing and ATCS integration activities as an attempt to recover project schedule and to minimize project disputes. TPC will continue to be responsible for the construction of ATCS infrastructure, installation of ATCS

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equipment, and cooperating with the SFMTA and Thales in preliminary configuration and testing of the installed ATCS.

The SFMTA has the authority under Contract 1300, General Provisions Section 6 (Unilateral Contract Modification) and Section 14.03 (Termination for Convenience) to delete and revise certain tasks and elements of Work, including ATCS Work. Contract 1300 provides that the ATCS Contracts would be reassigned back to the SFMTA at Final Completion of the Contract 1300. This unilateral contract modification effects an early reassignment of the ATCS Contracts to the SFMTA.

Under this Contract Modification, Thales will no longer be a subcontractor to TPC, and Thales will perform its work under the direction of the SFMTA. The SFMTA will be responsible for delivering ATCS designs, equipment, and testing services to the Project through the assigned ATCS Contracts with Thales. TPC will continue to be responsible under Contract 1300 for non-proprietary ATCS work, including but not limited to construction of the ATCS infrastructure, installation of ATCS equipment, and assisting Thales and the SFMTA in testing the ATCS, as more specifically stated in the modified Special Provisions and Technical Specifications attached herein.

Contract 1300 provides that TPC may claim its costs, subject to proof, arising from the deletion of work through termination for convenience. Such costs could include unallocated overhead, and direct administrative and transaction costs. Contract 1300 limits the compensation for such costs to 15 percent of the value of the deleted Work. This Contract Modification revises the definition of Substantial Completion to reflect the deleted Work, which may also mitigate schedule impacts and costs for startup and testing of the ATCS system beyond post-installation-check-out (PICO) testing that TPC may claim.

This Contract Modification revises two Payment Items in Contract 1300, for a total reduction in the contract amount of \$18,036,709:

- (1) Reduction of Contract 1300 Payment Item AL-14, Advanced Train Control System Subcontractor Assignment Allowance, in the amount of \$17,945,922.
- (2) Reduction of Contract 1300 Contract Modification 073, which revised the operation of the Emergency Stop Pushbuttons at two locations - Lenox OCC and Transportation Management in the amount of \$90,787 for Thales portion of work.

The SFMTA will directly reimburse Thales for its remaining work under Contracts 1266-1 and 1266-2.

Prior to disputes developing between TPC and Thales, Thales had submitted invoices totaling \$7,054,078 for completed work under Contract 1266-2 with Thales' last invoice dated March 21, 2016. The SFMTA has reimbursed TPC the full amount requested, \$7,054,078, and TPC has withheld 10% retention totaling \$705,407.80; this Contract Modification directs TPC to release retained funds to Thales immediately.

In sum, the deleted amounts are \$17,945,922 under AL-14, and \$90,787 under Contract Modification No. 073 for a total reduction in the Contract Amount of -\$18,036,709. These funds remain encumbered and will be reallocated within the Project to compensate Thales for its

remaining work under the reassigned ATCS Contracts. The Contract Amount for Contract 1300, as modified, is \$839,708,081.28.

STAKEHOLDER ENGAGEMENT

Central Subway Project staff have discussed this change extensively with Thales and TPC. Thales does not oppose the proposed early re-assignment, while TPC is strongly opposed. Community outreach is not needed for this change, as the means and methods of delivering the ATCS does not impact the public.

ALTERNATIVES CONSIDERED

The following alternatives are considered:

- 1) Leave Contracts 1266-1 and 1266-2 assigned to Contract 1300, so that Thales would continue to work as a subcontractor to TPC. Due to the continuous disputes between Thales and TPC, this alternative with resulting delays to design, equipment procurement, startup, testing and integration of the Central Subway ATCS, which will likely result in delays to the Project’s Substantial Completion date and Revenue Service Date.
- 2) Pursue TPC for breach of contract for its inability to coordinate and work effectively with Thales. This alternative may redirect TCP’s focus in delivering the project, render the Agency’s ability to work with TPC even more difficult, and may cause further delay to the Project.
- 3) Issue a Unilateral Contract Modification to partially terminate Work under Contract No. 1300 and effect an early reassignment of Contract Nos. 1266-1 and 1266-2 with Thales from TPC back to the SFMTA for remaining ATCS design, equipment procurement, and operations start-up and testing. This alternative allows direct coordination and communication between the SFMTA and Thales on ATCS issues, which reduces conflicts and disagreements between TCP and Thales on design, schedule and delays that put the project at high risk of not meeting Substantial Completion.

After careful evaluations of all possible alternatives, the SFMTA made a decision that alternative (3) is best for the schedule delivery to meet the target Substantial Completion and Revenue Service Date.

FUNDING IMPACT

The Central Subway Project is funded with Federal Transit Administration (FTA) New Starts, Federal Congestion Management & Air Quality (CMAQ), State Transportation Bond Proposition 1A and 1B, State Regional Improvement Program, State Transportation Congestion Relief Program (TCRP), and Prop K Half-Cent Local Sales Tax funds. The Amendment will not increase the total Project cost of \$1.578B but will require funds for work deleted from Contract 1300 to be reallocated to compensate Thales directly for its ATCS work under Contracts 1266-1 and 1266-2. The breakdown of Project funding sources and their amounts is as follows:

Source	TOTAL
5309 New Starts	\$942,200,000
CMAQ3	\$41,025,000

Source	TOTAL
Prop 1A High Speed Rail Connectivity	\$61,308,000
Prop 1B- MTC	\$87,895,815
Prop 1B-SFMTA	\$219,896,185
RIP-SF/Other	\$74,248,000
TCRP	\$14,000,000
Prop K	\$137,727,000
Total	\$1,578,300,000

ENVIRONMENTAL REVIEW

The Central Subway Final Supplemental Environmental Impact Statement / Supplemental Environmental Impact Report (Central Subway SEIS/SEIR) evaluated the environmental impacts of the Central Subway project, including construction of the subway stations. On August 7, 2008, the San Francisco Planning Commission certified the Final SEIR (Case No. 1996.281E). On August 19, 2008, the SFMTA Board of Directors approved Resolution 08-150 adopting Central Subway Project Alternative 3B as the Locally Preferred Alternative, the CEQA Findings, Statement of Overriding Considerations, and the Mitigation Monitoring and Reporting Plan.

The Amendment as described herein falls within the scope of the Central Subway SEIS/SEIR.

The Central Subway SEIS/SEIR is on file with the SFMTA Board of Directors, may be found in the records of the Planning Department at 1650 Mission Street in San Francisco, and is incorporated herein by reference.

OTHER APPROVALS RECEIVED OR STILL REQUIRED

The City Attorney's Office has reviewed this calendar item. No other approvals are required.

RECOMMENDATION

Staff recommends that the SFMTA Board of Directors authorize the Director of Transportation to approve the Amendment to partially terminate Contract 1300 to: (1) delete certain elements of the ATCS work from Contract 1300; (2) effect an early reassignment of the ATCS Contracts from TPC back to the SMFTA; (3) amend the definition of Substantial Completion for Contract 1300 to relieve TPC of responsibility for ATCS design, equipment procurement, and operations start-up and testing; and, (4) reduce the amount of Contract 1300 by \$18,036,709, for a modified Contract Amount of \$839,708,081.28.

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
BOARD OF DIRECTORS

RESOLUTION NO. _____

WHEREAS, Design and construction of the 1.75-mile Central Subway (Central Subway Project) is Phase 2 of the Third Street Light Rail Transit Project; and,

WHEREAS, On May 21, 2013, the SFMTA Board of Directors awarded Contract No. 1300 (Contract 1300) to Tutor Perini Corporation (TPC) to construct one street-level and three subway stations, trackways, and systems for the Central Subway Project, in an amount not to exceed \$839,676,400, and for a term of 1700 days to substantial completion; and,

WHEREAS, Operation of trains in the Central Subway will require an Advanced Train Control System (ATCS) that is interoperable with the ATCS currently in the Muni Metro; and,

WHEREAS, The ATCS for the Muni Metro is a proprietary system that is available only from Thales Transport & Security, Inc. (Thales); and,

WHEREAS, On December 3, 2013, the SFMTA Board of Directors awarded Contract 1266-1 to Thales for procurement and provision of proprietary equipment for an ATCS, for a total amount not-to-exceed \$3,425,424 and a term not-to-exceed 1000 calendar days; and,

WHEREAS, On December 3, 2013, the SFMTA Board of Directors adopted Resolution No. 13-260 awarding Contract 1266-2 to Thales for proprietary software and systems integration, systems testing, and system safety certification support, system warranty, and related professional services necessary to implement the Central Subway ATCS, for a total amount not-to-exceed \$21,363,292 and a term not-to-exceed 1700 calendar days; and,

WHEREAS, Under Special Provision No. 36 of Contract 1300, Contracts 1266-1 and 1266-2 (ATCS Contracts) were assigned from the SFMTA to TPC, thereby making the ATCS Contracts subcontracts to Contract 1300 and Thales a subcontractor to TPC; and,

WHEREAS, To achieve Substantial Completion, both TPC and Thales are to cooperate their efforts to build a fully integrated ATCS; and,

WHEREAS, The SFMTA issued Modification No. 73 unilaterally to establish separate emergency stop pushbuttons for trains operating in the Central Subway tunnels, which increased Contract 1300 amount by \$96,516; and,

WHEREAS, Contract Modification Nos. 1 through 92 addressed unexpected site conditions and changes in the Project design, and increased the amount of Contract 1300 by \$15,218,064.28, and extended Contract 1300 duration by 140 days; and,

WHEREAS, Disputes regarding schedule, design, and coordination responsibilities have impeded an effective subcontract relationship between TPC and Thales, which has delayed completion of ATCS designs and threatens to delay Substantial Completion of the Project and Revenue Service; and,

WHEREAS, The SFMTA issues Unilateral Contract Modification No. 93, exercising the Agency's authority under San Francisco Administrative Code Section 6.22(l) and Contract 1300, General Provisions Sections 6 (Unilateral Contract Modification) and 14.03 (Termination for

Convenience), to partially terminate Contract 1300 for the Agency's convenience, and amending Contract 1300 to delete certain ATCS design, equipment procurement, system configuration, and startup and testing, and effecting an early re-assignment of the ATCS Contracts from TPC back to the SFMTA; and,

WHEREAS, The SFMTA Board of Directors finds that such partial termination of Contract 1300 is intended to mitigate and avoid further delay to the Project, and therefore is in the best interests of the City; and,

WHEREAS, Following reassignment of the ATCS Contracts back to the SFMTA, Thales will under those reassigned contracts perform the ATCS design, proprietary equipment procurement, system configuration, and testing work that is hereby deleted from Contract 1300, and the SFMTA will be responsible for providing that equipment and work to the Project; and,

WHEREAS, Modification No. 93 deletes Payment Item AL-14 from Contract 1300, which reduces the contract amount by \$17,945,922, and reduces the amount of Modification No. 73 by \$90,787, for a total reduction in the contract amount of \$18,036,709; and,

WHEREAS, SFMTA's Contract Compliance Office has determined that TPC is in compliance with the Small Business Enterprise requirements of Contract 1300: and,

WHEREAS, The Central Subway Final Supplemental Environmental Impact Statement/Supplemental Environmental Impact Report (Central Subway SEIS/SEIR) evaluated the environmental impacts of the Central Subway Project, including construction of the subway stations; on August 7, 2008, the San Francisco Planning Commission certified the Final SEIR (Case No. 1996.281E); on August 19, 2008, the SFMTA Board of Directors approved Resolution 08-150 adopting Central Subway Project Alternative 3B as the Locally Preferred Alternative, the CEQA Findings, Statement of Overriding Considerations, and the Mitigation Monitoring and Reporting Plan; and,

WHEREAS, The modification to Contract 1300 described herein comes within the scope of the Central Subway SEIS/SEIR; and,

WHEREAS, The Central Subway SEIS/SEIR is on file with the SFMTA Board of Directors and may be found in the records of the Planning Department at 1650 Mission Street in San Francisco, and is incorporated herein by reference; therefore, be it

RESOLVED, That the SFMTA Board has reviewed and considered the Central Subway SEIS/SEIR and record as a whole, and finds that the Central Subway SEIS/SEIR is adequate for the Board's use as the decision-making body for the actions taken herein relative to construction of the Project, and incorporates the CEQA findings by this reference as though set forth in this Resolution; and be it

FURTHER RESOLVED, The SFMTA Board of Directors authorizes the Director of Transportation to approve Modification No. 93 to Contract No. 1300, Third Street Light Rail Program Phase 2 - Central Subway Stations, Surface, Track and Systems (Contract 1300) with Tutor Perini Corporation (TPC), to exercise the SFMTA's right to partially terminate Contract 1300 to: (1) delete certain elements of the Advanced Train Control System (ATCS) work from Contract 1300; (2) effect an early reassignment of Contracts 1266-1 and 1266-2 with Thales Transport and Security from TPC back to the SFMTA for ATCS design, equipment procurement, and operations start-up and testing; (3) amend the definition of Substantial Completion for Contract 1300 to relieve TPC of responsibility for ATCS operations start-up and testing; and, (4) reduce the amount of Contract 1300 by \$18,036,709, for a modified Contract Amount of \$839,708,081.28; and be it

FURTHER RESOLVED, That the SFMTA Board of Directors authorizes the Director or Transportation, in consultation with the City Attorney, to take such action as the Director deems necessary to effect the intent and purposes of this Resolution.

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of February 19, 2019.

Secretary to the Board of Directors
San Francisco Municipal Transportation Agency

Enclosure 2 - Summary of Prior Modifications to Contract 1300

No.	Modification Description	STS	YBM	UMS	CTS	Time Extension
1	BART Elevator - Exercise Contract Option (<i>Option Not Included in Contingency Total</i>)			\$90,000		
2	Errata (rescinded)	-	-	-	-	
3	Work Safely Around (E) Power Pole				\$25,956	
4	Force Account Change Orders				\$130,000	
5	Deletion of Compensation Grouting		-\$1,833,869			
6	Plaza Construction Support Services				\$75,000	
7	FACOs 016, 017 and COR 009	\$80,170				
8	PCC 006 - UCO - Unilateral	\$225,208				
9	COR 010, 015, 016, 018, 020, and 025		\$126,663			
10	PCC 42		\$64,287			
11	PCC 002			\$12,997		
12	STS Traffic Control	\$1,032,302				
13	CTS - Temp Sewer Wash				\$57,707	
14	YBM - Alt Alignment VCP & Connection WL		\$58,526			
15	YBM - Presidential Motorcade Work Stoppages		\$3,178			
16	UMS - Place Slurry Backfill In Void			\$8,261		
17	CTS - Potholing/AWSS Work				\$54,322	
18	CTS - AWSS Modifications				\$60,248.20	
19	CTS - Contaminated Soil Hauling Disposal				\$2,274,225.22	
20	YBM - 4th Street Utility, SW and WM Upgrade		\$364,562			
21	STS: Various Changes Related to Differing Site Conditions Encountered	\$18,220.84				
22	UMS: YBM/UMS/CTS Pipe Protection and UMS Floor Drain			\$16,198		
23	UMS: PCC 058 - Install Deluge Main			\$63,838		
24	STS - AT&T Ductbank at 4th and Bryant Streets - UNILATERAL	\$108,053				
25	YBM - Various CORs		\$59,113			

No.	Modification Description	STS	YBM	UMS	CTS	Time Extension
26	COR 072		\$84,509			
27	TME_FAR Forms - UNILATERAL	-	-	-	-	
28	CTS PCC 017.1 Jade Galore				\$97,743	
29	STS - PCC 009.1	-\$143,668				
30	YBM - Various CORs		\$334,165			
31	UMS - Fuel Tank			\$53,701		
32	YBM - Various PCCs		\$92,934			
33	CTS - Various CORs				\$56,422	
34	CTS - Various CORs				\$19,334	
35	STS - PCC 077 - STS: Tunnel Sump Pump Upgrade	\$11,147				
36	YBM - COR 054		\$14,484			
37	YBM - Various CORs				\$8,886	
38	STS Various CORs	\$52,553				
39	UMS - Various CORs			\$23,271		
40	YBM - COR 046 - UNILATERAL		\$3,655			
41	YBM - COR 373		\$40,250			
42	UMS - PCC 070			36,873		
43	UMS - COR 019			65,188		
44	UMS - COR 002			\$572,884		
45	STS - PCC 008 OCS Changes	\$107,285				
46	Cross Station		\$35,489			
47	UMS - PCC 065 Roof Deck Acceleration Unilateral			\$76,124		
48	UMS - COR 079 Two Underground Storage Tanks			\$97,817		
49	STS - Various CORs	\$136,728				
50	STS - Various CORs	\$67,036				
51	YBM - Various CORs & PCCs		\$24,875			
52	YBM - Removal of 5 Underground Storage Tanks Unilateral		\$167,393			
53	STS - Various CORs	\$17,035				
54	UGS - PCC 030 Micropiles at Line 16			\$732,157		
55	YBM - COR 116 Archaeological Discovery Unilateral		\$102,734			
56	YBM - COR 240 Contaminated Material		\$106,923			
57	STS - PCC No. 051: Inventory/Prep Temp Crossover Materials	\$21,245				

No.	Modification Description	STS	YBM	UMS	CTS	Time Extension
58	STS - Various CORs	\$90,081				
59	CTS - COR 171 & 640				\$66,592	
60	UMS - COR 946 - UNILATERAL			\$61,312		
61	YBM - Various CORs - Unilateral		\$207,181			
62	UMS - Wales and Waterproofing - Unilateral			\$277,714		
63	CTS - Utilities - Unilateral				\$38,025	18 Calendar Days
64	STS - Various CORs	\$52,570				
65	UMS - Various CORs & PCC 049			\$10,320		
66	STS COR 634	\$66,949.14				
67	UMS PCC 149			\$23,290		
68	STS Various CORs	\$59,555				
69	UMS Various CORs			\$49,682		
70	YBM Various CORs		\$178,079			
71	UMS Various CORs			\$81,907		
72	YBM Various CORs		\$74,694			
73	STS PCC 066	\$96,516				
74	UMS PCC 039			\$336,236		
75	UMS COR 060			\$58,672		
76	YBM COR 806		-\$9,611			
77	STS: Various Changes	\$56,629				
78	STS: Various Changes	\$191,175				
79	STS: PCC 014 Traffic Signal and Streetlight Changes	\$242,427				
80	STS: Various Changes	\$111,701				
81	YBM - Various Changes		\$57,886			
82	YBM - Mitigate Impacts to PG&E Work - Moscone Expansion		\$21,170			
83	YBM Misc Change Work		\$27,270			
84	YBM - Various Changes		\$12,156			
85	YBM - COR 086		\$156,831			
86	YBM - Various Changes		\$1,897			
87	CTS - DSCs Impacting Slurry Wall				\$3,596,000.00	100 Calendar Days
88	STS - Various Miscellaneous Work	\$38,345.60				
89	YBM - Various Work at Slurry Wall		\$85,095.00			
90	CTS - DRB Reimbursement				\$1,296,364.00	

No.	Modification Description	STS	YBM	UMS	CTS	Time Extension
91	YBM - PCC 069		\$84,537.00			
92	CTS - PCC 026 and PCC 233 Structural Changes				\$1,126,478.00	22 Calendar Days
93	STS Placeholder					
94	UMS - Various Changes			\$46,057.00		
95	UMS - Exercise of Option 2 (<i>Option Not Included in Contingency Total</i>)			\$400,000.00		
96	UMS - Reduced Grout Quantities - Unit Price Adjustment			\$775,000.00		
97	STS - CCC 003 Tunnel Contract Interface	399,000.00				
98	YBM - PCC 076		163,113.00			
99	UMS - Various Changes			\$996,584.00		
100	UMS - Various Changes			\$48,149.00		
101	YBM - CCC 059/COR 075		22,423.00			
	Total Modification Nos. 1 to 101	\$3,138,263.86	\$932,592.00	\$4,524,232.00	\$8,983,302.42	140 Calendar Days

Enclosure 3

UNILATERAL CONTRACT MODIFICATION NO. 093

**SFMTA Contract No. 1300 Stations, Surface,
Track & Systems**

Contractor: Tutor Perini Corporation
530 Bush Street, Suite
302
San Francisco, CA 94108

Contract Modification No. 093 - STS: Revised Coordination of ATCS Work

SFMTA issues this Unilateral Contract Modification, dated for convenience as February 19, 2019, to exercise the SFMTA's right under Contract Section 14.03 and Administrative Code Section 6.22L to partially terminate Work under Contract No. 1300, and to (1) effect an early reassignment of Contract Nos. 1266-1 and 1266-2 with Thales Transport and Security (Thales) from Contractor Tutor Perini Corporation (TPC) back to the SFMTA to complete the ATCS design, equipment procurement, and operations start-up and testing; (2) delete certain elements of the Advanced Train Control System (ATCS) work from Contract No. 1300; (3) amend the definition of Substantial Completion for Contract 1300 to relieve TPC of responsibility for advanced elements of ATCS operations start-up and testing; and (4) reduce the Contract Amount of Contract No. 1300 for the value of the Work that TPC will not perform in accordance with this Contract Modification.

The changes to the Work effected by this Contract Modification will not impact or amend the Project Substantial Completion Date.

Modification of Contract 1300:

1. As described in the revised Special Provisions and Technical Specifications listed below, which are attached to this Contract Modification and incorporated by reference, the Contract is modified as follows:
 - a. In accordance with Contract General Provisions Section 14.03 and as authorized by Administrative Code Section 6.22L, the Work described in Contracts 1266-1 and 1266-2 is deleted from Contract 1300 as a partial termination of Contract 1300 for the SFMTA's convenience. In conjunction with that partial termination, Contract Nos. 1266-1 and 1266-2 are re-assigned to the SFMTA. Following reassignment of the ATCS Contracts, the proprietary ATCS work performed under Contracts Nos. 1266-1 and 1266-2 will be owner-provided design, software, equipment and services. TPC will continue to be responsible under Contract 1300 for non-proprietary ATCS work, including but not limited to construction of the ATCS infrastructure, installation of ATCS equipment, and assisting Thales and the SFMTA in testing the ATCS, as more specifically stated in the modified Special Provisions and Technical Specifications listed below. (Modifications to the Special Provisions and Technical Specifications listed below are shown as: added contract language is in bold text; deleted contract language is lined-through.)
 - (1) SP-4 Time Allowance for Completion of Work
 - (2) SP-36 Advanced Train Control System Subcontractor Assignment
 - (3) 01 11 00 Summary of Work

- (4) 01 12 17 Work Sequence and Constraints
 - (5) 01 20 00 Price and Payment Procedures
 - (6) 01 64 13 Owner-Furnished Materials and Equipment
 - (7) 01 80 00 Facility Testing, Start-Up, and Commissioning
 - (8) 27 42 16 Platform Display System
 - (9) 27 51 16 Public Address System
 - (10) 34 42 23 ATCS General Requirements
 - (11) 34 42 35 ATCS Room Equipment
 - (12) 34 42 37 ATCS Wayside Equipment
 - (13) 34 42 39 ATCS Central Equipment
- b. Existing Contract Specification 34 42 41 ATCS Testing is deleted from Contract 1300 and is replaced with a new Modified Section 34 42 42 ATCS Installation Testing, which is attached and incorporated here by reference. Modified Section 34 42 42 ATCS Installation Testing sets out the remaining Work to be delivered by TCP under Contract 1300.
- c. The following Specifications are deleted from Contract 1300:
- (1) 34 42 25 ATCS Functional Requirements
 - (2) 34 42 27 ATCS Safety
 - (3) 34 42 31 ATCS System Assurance
- d. The Contract Amount of Contract 1300 is reduced \$17,945,922 by the deletion of that amount from Bid Item AL-14, "Advanced Train Control System (ATCS) Subcontractor Assignment Allowance" Payment Item. The reduction reflects the amount of ATCS Work remaining to be performed by Thales under Contract Nos. 1266-1 and 1266-2. The SFMTA will directly compensate Thales for its ATCS Work under the reassigned Contracts Nos. 1266-1 and 1266-2. (See Section 01 20 00-1.04 B (14).)
- e. The Contract Amount of Contract 1300 is reduced by \$90,787, which reflects the reassignment from Contractor to Thales of the work to design the stop-button described in Contract Modification No. 073 (as directed by Proposed Contract Change No. 066).
- f. TPC shall immediately release all funds that TPC is holding in retention from funds owing to Thales. Within 30 days of receipt of this executed Contract Modification, TPC shall provide an accounting to the SFMTA and Thales of withheld retention and proof of payment of retained funds to Thales. The SFMTA reserves the right to withhold additional retention from TPC or deduct from other amounts owing TPC such funds as sufficient to pay Thales amounts that TPC is holding as retention from Thales.
2. For clarification, this Contract Modification does not amend Payment Item, STS-BI 25, which shall be used to compensate Contractor for all ATCS construction and Incidental Work associated with coordination of Thales' ATCS work under Contract Nos. 1266-1 and 1266-2. (GP 1.01 A (50); Section 01 20 00 -1.09 A (19).)

The remainder of this page is intentionally left blank.

3. The following Contract Pay Items are deleted or modified from the Contract:

Pay Item		Agreed Amount
CM093-01	Revise AL-14 ATCS Allowance	-\$17,945,922
CM093-02	Revise CMod 073 – PCC 066	-\$90,787
		-\$18,036,709

Net Change to Contract Amount :	-\$18,036,709.00
Previous Contract Amount (CMOD 101):	\$857,744,790.28
Revised Contract Amount:	\$839,708,081.28

Adjustment to Contract Time by this Contract Modification:	0
Previous Substantial Completion Date:	June 30, 2018
Revised Substantial Completion Date:	June 30, 2018

4. This Unilateral Contract Modification is made in accordance with Articles 6 and 9 of the General Provisions of the Contract.
5. Except as specifically stated herein, all other terms and conditions of the Contract remain unchanged. Any modification of the Contract must be express and in conformance with the General Provisions and Special Provisions.

Attached Documents:

- (1) SP-4 Time Allowance for Completion of Work
- (2) SP-36 Advanced Train Control System Subcontractor Assignment
- (3) 01 11 00 Summary of Work
- (4) 01 12 17 Work Sequence and Constraints
- (5) 01 20 00 Price and Payment Procedures
- (6) 01 64 13 Owner-Furnished Materials and Equipment
- (7) 01 80 00 Facility Testing, Start-Up, and Commissioning
- (8) 27 42 16 Platform Display System
- (9) 27 51 16 Public Address System
- (10) 34 42 23 ATCS General Requirements
- (11) 34 42 35 ATCS Room Equipment
- (12) 34 42 37 ATCS Wayside Equipment
- (13) 34 42 39 ATCS Central Equipment
- (14) 34 42 42 ATCS Installation Testing.

Signatures are on the next page.

IN WITNESS WHEREOF, the SFMTA executed this Amendment as of the date first referenced above.

CITY

**San Francisco
Municipal Transportation Agency**

Edward D. Reiskin
Director of Transportation

Authorized By:

Municipal Transportation Agency Board of
Directors

Resolution No: _____

Adopted: _____

Attest: _____
Roberta Boomer, Secretary

Approved as to Form:

Dennis J. Herrera
City Attorney

By: _____
Robert K. Stone
Deputy City Attorney