

THIS PRINT COVERS CALENDAR ITEM NO.: 10.7

**SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY**

DIVISION: Central Subway

BRIEF DESCRIPTION:

Approving Amendment No. 3 to Contract No. CS-149, with Central Subway Partnership, a joint venture of AECOM and EPC Consultants, Inc. for Professional Program Management and Construction Management Services for the Central Subway Project, to extend the term of the contract from April 6, 2019 to April 5, 2021, without change to the contract amount.



SUMMARY:

- In 2008, the SFMTA Board awarded Contract CS-149, Professional Program Management and Construction Management Services for the Central Subway to Central Subway Partnership (Consultant).
- As part of an integrated program staff, the Consultant provides program management personnel with expertise in engineering, design, construction and claims management who supplement SFMTA staff and provide specialized expertise.
- The SFMTA issued Notice to Proceed in 2009. The SFMTA has amended Contract CS-149 twice to extend the term for a total of five years (for Phase II), for the maximum term allotted. The Contract expires on April 5, 2019.
- Amendment No. 3 will extend Contract CS-149 for two years. Construction of the Central Subway has presented complex and difficult challenges. The Project is currently delayed 684 calendar days; the current estimated Project completion date is December 2019. The SFMTA requires Consultant's services to support Project construction and assist in managing systems testing and project closeout.

ENCLOSURES:

1. SFMTAB Resolution
2. CS-149 Contract, Amendments No. 3
3. <https://www.sfmta.com/about-sfmta/reports/central-subway-final-seis-seir> (Central Subway Final SEIS/SEIR and Mitigation Monitoring and Reporting Program)

APPROVALS:

	DATE
DIRECTOR  _____	12/11/2018
SECRETARY  _____	12/11/2018

ASSIGNED SFMTAB CALENDAR DATE: December 18, 2018

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PURPOSE

Approving Amendment No. 3 to Contract No. CS-149, with Central Subway Partnership, a joint venture of AECOM and EPC Consultants, Inc. for Professional Program Management and Construction Management Services for the Central Subway Project, to extend the term of the contract from April 6, 2019 to April 5, 2021, without change to the contract amount.

STRATEGIC GOALS AND TRANSIT FIRST POLICY PRINCIPLES

This item will support the following SFMTA Strategic Plan Goals and Objectives:

Goal 2 - Make transit, walking, bicycling, taxi, ridesharing and carsharing the preferred means of travel

Objective 2.1: Improve customer service and communications.

Objective 2.2: Improve transit performance.

Objective 2.3: Increase use of all non-private auto modes.

Objective 2.4: Improve parking utilization and manage parking demand.

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

Background:

The Central Subway Project (Project) is the second phase of the SFMTA's Third Street Light Rail Project, which will extend light rail service 1.67 miles from the northern end of the new Third Street Light Rail at Fourth and King Streets to a terminal in Chinatown. The Project includes a surface station at 4th and King Streets, and three subway stations located at Yerba Buena/Moscone Center, Union Square, and Chinatown connected by Twin Bore Tunnels that run under Fourth and Stockton Streets. The Project has issued construction contracts with a current value of \$241,409,170 for tunnels and \$853,683,449 for stations, trackway and control

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systems. Tunnels construction commenced in January 2012 and concluded in May 2015. Stations, trackway and control systems construction commenced in June 2013 and is expected to conclude in late 2019. Central Subway revenue service operations are scheduled to start in December 2019.

The Central Subway Project is managed by SFMTA and Consultant staff who form an integrated project management team. The Consultant provides program management personnel with expertise in engineering, design, construction and claims management who supplement SFMTA staff and provide specialized expertise that SFMTA does not have.

On December 2, 2008, the SFMTA Board of Directors adopted Resolution No. 08-201, authorizing the Director of Transportation to execute Contract CS-149, Professional Program Management and Construction Management Services for Central Subway, with Central Subway Partnership, for an amount not-to-exceed \$147,375,171 for all base contract work with options, for a contract term not-to-exceed five years with an option to extend the contract term for an additional five years, said option to be exercised by the Agency by approval of the Director of Transportation. On January 6, 2009, the Board of Supervisors adopted Resolution 3-09 approving the award of Contract CS-149 to Central Subway Partnership. Approval for Contract CS-149 was obtained from the Civil Service Commission Notice of Action for Contract Number 4096-08/09 on February 2, 2009.

The Notice to Proceed for Contract CS-149 was issued to the Consultant on April 6, 2009.

The Contract is divided into two phases. Phase I Services focused primarily on the management of Project design, utilities relocation, and tunnels construction. The design, utilities relocation, and tunnels construction have been completed. The SFMTA extended Phase I for two years under the First Amendment to the Agreement, due to delays to the Project (described in following section). Phase II Services focus on management of the stations, trackways, and control systems, and claims management. Phase II services are provided under Annual Work Plans, which are negotiated based on anticipated Project needs.

Prior Contract Amendments:

CS-149 has been modified twice to extend the Contract term, without increase to the contract amount.

Amendment No. 1: On October 2, 2014, the SFMTA Director of Transportation executed Amendment No. 1 for Phase I, to extend the Agreement from five years to seven years, made necessary by the Federal Transit Administration's (FTA) request that the SFMTA postpone final design (due to delays in Congressional budget appropriations), repackaging and rebidding construction contracts for the stations, trackways, and control systems, and delays in relocating underground utilities.

Amendment No. 2: On December 5, 2016, the Director of Transportation exercised the option for Phase Two Services, which extended CS-149 for another three years to April 6, 2019.

Proposed Contract Amendment

Amendment No. 3: The complexity of the Central Subway construction, including tunneling and cut-and-cover and mining of stations in proximity to sensitive urban structures and facilities, has presented difficult construction challenges and that have delayed the Project. The SFMTA has identified unexpected site conditions that have caused some of the delay. Tutor Perini Corporation (Tutor), is constructing the stations, trackways and control systems under Contract CS-1300. The SFMTA and Tutor dispute the causes and liability for the majority of the delays to the Project. The Consultant is assisting the SFMTA in reviewing Tutor's claims, analyzing as-built construction records, to determine the extent to which Tutor or the SFMTA is responsible for those delays.

Staff recommends a two year extension to the duration of CS-149 so that the Consultant may continue to provide program and construction management services to complete the construction, testing, and closeout of the Project. The amount of the Contract, as originally awarded, is \$147,375,17. The Project has not required some of the services that the SFMTA initially believed it would need, so the the costs of the extened services are within the original Contract Amount.

STAKEHOLDER ENGAGEMENT

The Amendment will not have any impact on the community. The Project team has participated in numerous community and merchant meetings to provide project status updates.

ALTERNATIVES CONSIDERED

Should the Board of Directors not approve Amendment No. 3, the program and construction management support for the Central Subway Project will be limited to SFMTA staff when the Contract expires on April 5, 2019. The loss of Consultant's services could impact the SFMTA's management of Project construction, and thereby delay Project completion and revenue transit services. The Consultant's services could be put to competitive bid. But doing so would likely further delay the Project as a whole, and could have other unforeseen impacts as a replacement consultant would have to restaff the Project. It is unlikely that the a replacement consultant could have the experience and knowledge that the current Consultant has gained in nearly ten years working on the Project. Staff believes extending the term of CS-149 is the most cost and time efficient option and will provide the greatest benefit to the public.

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, as set out below. Contract CS-149 Amendment No. 3 will not increase the total project cost of \$1.578B.

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

Amendment No. 3, as described above, falls within the scope of the Final 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

Amendment No. 3 is subject to approval by the Civil Service Commission.

The City Attorney's Office has reviewed this calendar item.

RECOMMENDATION

Staff recommends that the SFMTA Board approve Amendment No. 3 to Contract No. CS-149, Central Subway Partnership, a joint venture of AECOM and EPC Consultants for Professional Program Management and Construction Management Services for the Central Subway Project, to extend the term of the contract from April 6, 2019 to April 5, 2021, without change to the contract amount.

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
BOARD OF DIRECTORS

RESOLUTION No. _____

WHEREAS, On December 2, 2008, the SFMTA Board of Directors adopted Resolution No. 08-201 awarding Contract CS-149, Professional Program Management and Construction Management Services for Central Subway, to Central Subway Partnership (Consultant), for an amount not-to-exceed \$147,375,171 including optional services, for a term not-to-exceed five years with an option to extend the term for an additional five years; and,

WHEREAS, On January 6, 2009, the Board of Supervisors adopted Resolution 3-09 approving award of Contract CS-149 to Central Subway Partnership for an amount not-to-exceed \$147,375,171 (initial five-year term amount of \$95,632,910 and optional second five-year term of \$51,742,261) with a total term not-to-exceed ten years (five years for Phase I Services and an additional five years for optional Phase II Services); and,

WHEREAS, Approval for Contract CS-149 was obtained from the Civil Service Commission Notice of Action for Contract Number 4096-08/09 on February 2, 2009; and,

WHEREAS, Notice to Proceed for Contract CS-149 was issued to the Consultant on April 6, 2009; and,

WHEREAS, The Consultant provides critical program and construction management services for the Central Subway Project and supplements SFMTA personnel and resources as part of an integrated project management team; and,

WHEREAS, The SFMTA does not have personnel with specialized expertise in design, engineering, and construction management that the Consultant provides, and is necessary to manage the complex design and construction challenges of the Central Subway Project; and,

WHEREAS, On October 2, 2014, the Director of Transportation executed Amendment No. 1 to Contract CS-149 for Phase I, to extend the contract term two years, which was made necessary by the Federal Transit Administration's request that the SFMTA postpone final design (due to delays in Congressional budget appropriations), repackaging and rebidding construction contracts for the stations, trackways, and control systems, and delays in relocating underground utilities; and,

WHEREAS, On December 5, 2016, the SFMTA Director of Transportation executed Amendment No. 2 to Contract CS-149, to exercise the option for Phase Two Services, which extended CS-149 another three years; and,

WHEREAS, The cost of the services Consultant will provide during the extended term are within the approved contract amount, so the contract amount does not need to be amended; 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 services Consultant shall provide under Amendment No. 3, as described above, are within the scope of the Final SEIS/SEIR; and

WHEREAS, 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; therefore be it,

RESOLVED, That the SFMTA Board has reviewed and considered the Central Subway Supplemental Environmental Impact Statement / Supplemental Environmental Impact Report(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

RESOLVED, The SFMTA Board of Directors approves Amendment No. 3 to Contract CS-149, with Central Subway Partnership, a joint venture of AECOM and EPC Consultants for Professional Program Management and Construction Management Services for the Central Subway Project, to extend the term of the contract from April 6, 2019 to April 5, 2021, with no change to the contract amount.

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of December 18, 2018.

Secretary to the Board of Directors
San Francisco Municipal Transportation Agency

**CITY AND COUNTY OF SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY**

**THIRD AMENDMENT TO THE CONTRACT
BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
AND CENTRAL SUBWAY PARTNERS,
A JOINT VENTURE BETWEEN AECOM AND EPC CONSULTANTS, INC
FOR
PROGRAM MANAGEMENT AND CONSTRUCTION MANAGEMENT SERVICES
FOR THE SAN FRANCISCO MUNICIPAL TRANSPORTATION AGENCY
CENTRAL SUBWAY PROJECT**

This Third Amendment to the Contract, dated for convenience as January ____, 2019, is made in the City and County of San Francisco, State of California, by and between: CENTRAL SUBWAY PARTNERS (“Consultant”), a Joint Venture between AECOM and EPC Consultants, Inc., and the City and County of San Francisco, a municipal corporation (“City”), acting by and through its Municipal Transportation Agency (“SFMTA”)

RECITALS

- A. WHEREAS, On December 2, 2008, the SFMTA Board of Directors adopted Resolution No. 08-201 awarding Contract CS-149, Professional Program Management and Construction Management Services for Central Subway, to Central Subway Partnership (Consultant), for an amount not-to-exceed \$147,375,171 including optional services, for a term not-to-exceed five years with an option to extend the term for an additional five years; and,
- B. WHEREAS, On January 6, 2009, the Board of Supervisors adopted Resolution 3-09 approving award of Contract CS-149 to Central Subway Partnership for an amount not-to-exceed \$147,375,171 (initial five-year term amount of \$95,632,910 and optional second five-year term of \$51,742,261) with a total term not-to-exceed ten years (five years for Phase I Services and an additional five years for optional Phase II Services); and, Approval for the Contract was obtained from the Civil Service Commission Notice of Action for Contract Number 4096-08/09 on February 2, 2009.
- C. Notice to Proceed to commence work under the Contract was issued to Consultant on April 6, 2009.
- D. The First Amendment to the Agreement extended the five-year term for Phase I Services to seven years, commencing from the date of NTP, which period is Phase One of the Project.

- E. Under the Second Amendment to the Agreement, SFMTA elected to exercise its option for Phase Two Services to extend Aecom's service for another three years by using annual work plans for each year of additional services.
- F. The Third Amendment to the Agreement will extend the term of the Contract two years, from April 6, 2019 to April 5, 2021. The costs of the services Contractor shall provide during the extended term are within the original contract amount.

Now, THEREFORE, the parties agree to amend the Contract as follows:

- A. Due to delays in the construction of the Central Subway Project, the term of the Contract is extended to April 6, 2021.
- B. Except as expressly provided herein, no other provision of the Contract is amended.
- C. By signing below, the signatories warrant that they each have the authority to sign this modification to the Contract and bind the respective party he or she represents.

The remainder of this page has been intentionally left blank.

IN WITNESS WHEREOF, each party has duly executed this Third Amendment to the Agreement as of the date first referenced above.

SFMTA

CENTRAL SUBWAY PARTNERS

Approved:

Approved:

Edward D. Reiskin
Director of Transportation

Jon Porterfield
Vice President
AECOM
300 California Street, Suite 600
San Francisco, CA 94104

SFMTA Board of Directors
Resolution No. _____
Adopted: _____
Attest:

Steve Wang
President
EPC Consultants, Inc.
655 Davis Street
San Francisco, CA 94111
Federal Tax ID #: 26-2527962

Robert Boomer
Secretary, Board of Directors

Approved as to Form:

Dennis J. Herrera
City Attorney

Robert K. Stone
Deputy City Attorney