

THIS PRINT COVERS CALENDAR ITEM NO.: 13

**SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY**

DIVISION: Central Subway

BRIEF DESCRIPTION:

Approving Unilateral Contract Modification No. 123 to Contract No. 1300, Third Street Light Rail Program Phase 2 - Central Subway Stations, Surface, Track and Systems with Tutor Perini Corporation to construct the Chinatown Station Plaza and perform related work for the amount of \$9,360,183.48, for a total modified contract amount of \$888,280,725.65, with no change to the term of the Contract.

SUMMARY:

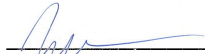
- Contract Modification No. 123 adds the Chinatown Station Plaza to the scope of the Contract.
- The original plans for the Central Subway Project (Project) anticipated that the City would develop housing over the Chinatown Station after Project was completed. In 2013, Chinatown community representatives requested that the City instead develop portions of the Chinatown Station site into a public park.
- The Planning Department and the Department of Building Inspection approved the final plans for the Chinatown Station Plaza in November 2016 and January 2017, respectively.
- This is a unilateral contract modification because the SFMTA and the contractor, Tutor Perini Corporation (TPC), could not agree on the costs of the construction work that TPC will self perform. The Parties negotiated the cost of the subcontractors' work to be \$5,146,053.48. TPC asserts that the cost of the work it will self-perform is \$6,996,908.00, but SFMTA estimates the cost of TPC's self-performed work will be \$4,214,130.00, including overhead, markup, and other costs allowed under the Contract. The SFMTA issues this Unilateral Contract Modification No. 123 based on the SFMTA's estimate of the value of TPC's self-performed work.

ENCLOSURES:

1. SFMTA Board Resolution
2. Contract Modification No. 123
3. <https://www.sfmta.com/about-sfmta/reports/central-subway-final-seisseir> (Central Subway Final SEIS/SEIR and Mitigation Monitoring and Reporting Program)

APPROVALS:

DATE

DIRECTOR  _____

November 25, 2019

SECRETARY  _____

November 25, 2019

ASSIGNED SFMTAB CALENDAR DATE: December 3, 2019

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PURPOSE

To approve Unilateral Contract Modification No. 123 to Contract No. 1300, Third Street Light Rail Program Phase 2 - Central Subway Stations, Surface, Track and Systems with Tutor Perini Corporation to construct the Chinatown Station Plaza and perform related work for the amount of \$9,360,183.48, for a total modified contract amount of \$888,280,725.65, with no change to the term of the Contract.

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.
3. Allocates transit investments to meet the demand for public transit generated by new public and private commercial and residential developments.
4. Promotes the use of regional mass transit and the continued development of an integrated, reliable, regional public transportation system.

DESCRIPTION

Contract 1300

On May 21, 2013, the SFMTA Board of Directors adopted Resolution No. 13-061 awarding Contract 1300 to Tutor Perini Corporation (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. The SFMTA issued notice to proceed to TPC effective June 17, 2013; TPC was to achieve substantial completion by February 10, 2018.

Contract 1300 has previously been amended 122 times to address unexpected site conditions, design changes required by the City, and Project delays which have increased the contract

amount by \$39,244,142.17, resulting in a total amended contract amount of \$878,920,542.17 and extended Contract Time by 870 days, resulting in a Project substantial completion date of June 29, 2020.

Addition and Design of the Chinatown Station Plaza

The original plans for the Central Subway Project (Project) anticipated that the City would develop housing over the Chinatown Station after Project was completed. In 2013, Chinatown community representatives and organizations expressed a desire that the portion of the parcel on which the Chinatown Station would be constructed that was not needed for the subway head house be used for a public park and plaza that would serve as a community-gathering place and recreational space. In collaboration with the Mayor's Office, the SFMTA contracted with the international architectural firm, Gensler, to develop the conceptual design for design the park. From 2014 to 2015, the SFMTA held numerous public meetings to discuss potential uses and designs of a park on the Chinatown Station site.

Scope and Cost of Work to Construct the Chinatown Station Plaza

As described in Contract Modification 123, TPC will provide all labor, materials and equipment necessary to construct the Chinatown Station Plaza. Subcontractors will perform \$5,146,053.48 of the work, and TPC will self-perform the remaining work. TPC's self-performed work consists primarily of construction of concrete elements of the Chinatown Station Plaza, traffic control, and work necessary to support the subcontractors. Some minor work will be performed under other change orders not covered by this Contract Modification 123.

The construction of the Chinatown Station Plaza is comprised of subcontractor work to be performed by 26 subcontractors and the work to be performed by TPC. The TPC work consists of 19 elements of work. SFMTA and TPC began negotiating the costs of Chinatown Station Plaza construction in August 2017. By August 2019, the SFMTA and TPC had agreed on the 26 elements of the work that subcontractors would perform and the reasonable cost of that work as \$5,146,053.48.

The SFMTA and TPC do not agree on cost of the work that TPC will self-perform, which includes work that TPC left out of prior proposals, cost escalation, additional management costs, incidental costs, and the amount to be credited SFMTA for deleted work. TPC's cost proposals have increased significantly over the past three years; TPC's current proposal is \$6,996,908. The SFMTA performed an Independent Engineer's Estimate of the work that TPC will self-perform, and determined that the cost of that work, inclusive of labor, equipment, materials, overhead and markup, is \$4,214,130. The main difference between TPC's asserted costs and the SFMTA's cost estimate is the anticipated number of labor hours needed for TPC to perform its (non-subcontracted) work.

The following chart illustrates the major differences in the two cost estimates. The principle cost element on which TPC and the SFMTA disagree is the number of labor hours necessary to perform the work. TPC's and the SFMTA's respective estimates of labor hours and costs for each of the 19 elements of work that TPC will self-perform are shown in the table below.

**Comparison of Labor Hours and Associated Costs
(For full costs, see Appendix B)**

Work Item	TPC Labor Hours/\$ Value	SFMTA Hours/ \$ Cost
1. Parking, storm water pollution prevention, crane, surveying, traffic control, concrete testing.	4,476 Hours / \$834,659	3,374 Hours / \$441,731
2. Credits for deleted Work and Misc. New Charges	Credit deleted base work: (\$934,119) New Charges: Electric and dumpster services: \$497,231 Yard rental: \$55,000 Supervisors: \$303,681	Credit deleted base work: (\$811,619) New Charges: Electric: \$67,500 Dumpster services: \$0 Yard rental: \$55,000 Supervisors: \$0
3. Walls	6,246 Hours / \$855,046	3,761 Hours / \$577,618
4. Temporary deck and platforms, bulk heads, pilaster, columns beams, and walls	11,935 Hours / \$1,720,917	7,448 Hours / \$1,232,123
5. Bulk Heads and Structural Slabs	3,366 Hours / \$511,882	2,406 Hours / \$401,214
6. Structural Slabs	5,013 Hours / \$646,882	3,308 Hours / \$502,496
7. Steps and seats	1,042 Hours / \$170,027	1,030 Hours / \$162,808
8. Stairs	1,269 Hours / \$166,410	1,269 Hours / \$157,819
9. Stairs and stair support walls	1,270 Hours / \$165,902	1,208 Hours / \$170,493
10. Ramps	314 Hours / \$43,668	312 Hours / \$42,745
11. Planters	326 Hours / \$38,569	321 Hours / \$39,990
12. Exterior Curbs	503Hours / \$64,326	300 Hours / \$35,819
13. Glass Curbs	314 Hours / \$46,486	286 Hours / \$34,714
14. Concrete Benches and Walls	942 Hours / \$136,516	952 Hours / \$140,232
15. Deck	595 Hours / \$84,142	495 Hours / \$80,173
16. Shrink wrap protection of completed work	240 Hours / \$105,286	240 Hours / \$105,630
17. Structural slab extension	1,181 Hours / \$143,609	706 Hours / \$100,017
18. Architectural curbs	794 Hours / \$115,143	517 Hours / \$92,919
19. Below grade keyway and walls	728 Hours / \$92,758	598 Hours / \$71,854
Subtotal (without markups)	40,554 Hours/ \$5,785,725	28,529 Hours/ \$3,578,777
Markups	\$1,211,183	\$635,353
TOTAL (with markups)	\$6,996,908	\$4,214,130

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The total value of this Contract Modification No. 123 is \$9,360,183.48, which will result in a modified total contract amount of \$888,280,725.65. The Modification requires SFMTA Board of Directors' approval, because the value of the proposed Contract Modification No. 123 exceeds the Director of Transportation's approval authority granted by SFMTA Board Resolution Nos. 13-061 and 180821-114.

STAKEHOLDER ENGAGEMENT

From 2014 to 2015, the SFMTA and its design consultants held numerous public meetings to discuss potential uses and designs of the Chinatown Station site. The SFMTA representatives have met extensively over the past six years with Chinatown residents, merchants, community leaders and organizations, and other stakeholders and interested parties to complete the plans for the Chinatown Station Plaza.

ALTERNATIVES CONSIDERED

The SFMTA could determine that it will not build the Chinatown Station Plaza at this time or ever, but that would require amending the Chinatown Station design documents and obtaining planning and other approvals necessary to amend the design to either delay or abandon the construction of the Chinatown Station Plaza.

FUNDING IMPACT

The Chinatown Station Plaza is outside the original scope of the Central Subway Project, so the SFMTA cannot use Project funds to pay for the Plaza's design or construction. The Interagency Planning Implementation Committee provided \$6,980,000, of which the SFMTA has spent \$837,876.73 for design and permitting, leaving \$6,142,123.27. Proposition B Population Based General Funds will provide an additional \$3,218,060.21.

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.

On January 19, 2012, the Planning Department issued a memorandum titled "Determination of No Further Environmental Review Required for the Chinatown Transit Station Special Use District." The Board of Supervisors created the Chinatown Transit Station Special Use District by adding Section 249.66 to the Planning Code to permit the demolition of a mixed-use building to make way for the construction of the Chinatown Station. (Board of Supervisors' File Nos. 111210 and 111211) In that memorandum, the Planning Department determined that the Final Central Subway SEIS/SEIR sufficiently addressed construction of the Chinatown Station. The

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SFMTA had anticipated (in Mitigation Measure PH-1a) that land surrounding the station head house, not otherwise incorporated into the subway station, would be used for housing and ground floor retail, where possible.

On February 27, 2015, the Planning Department determined (Case No. 2011.1202E, Historic Resource Evaluation Response) that the revisions to the Project to construct the Chinatown Station Plaza, namely the addition of a secondary entrance to the head house along Stockton Street, the addition of a public rooftop plaza including stairs and seating along Stockton Street, reduction of the head house roof height, increase in the scope of the artwork to wrap the entire head house cornice, and expansion of the head house back bar, comply with the Secretary of the Interior's Standards for the Rehabilitation of Historic Properties and therefore meet the requirements of the Central Subway Final SEIS/SEIR, Mitigation Measure HARC-1b. As such, the revisions to the project are within the scope of the Central Subway SEIS/SEIR.

The SFMTA presented the amended plans inclusive of the plaza for the Chinatown Station head house to the Planning Commission on April 23, 2015 and the Arts Commission on September 15, 2015. The Planning Department approved the plans for the Chinatown Station with the plaza on November 16, 2016 under Permit No. 2016-0525-8285. The Department of Building Inspection then reviewed and approved those plans on January 23, 2017.

The Central Subway SEIS/SEIR and approved plans are 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 approve Unilateral Contract Modification No. 123 to Contract No. 1300, Third Street Light Rail Program Phase 2 - Central Subway Stations, Surface, Track and Systems with Tutor Perini Corporation to construct the Chinatown Station Plaza and perform related work for the amount of \$9,360,183.48, for a total modified contract amount of \$888,280,725.65, with no change to the term of the Contract.

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 (Contractor) 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, Contract 1300 Modification Nos. 1 through 122 addressed unexpected site conditions, changes in the Project design, and delay impacts, and on those bases increased the contract amount \$39,244,142.17 and extended contract time 870 days; and,

WHEREAS, Contract 1300 Modification No. 123 unilaterally adds the Chinatown Station Plaza to Contract 1300 and increases the contract amount by \$9,360,183.48, without modifying contract time; and,

WHEREAS, The amount of this Modification is subject to subsequent audit and may be corrected as required to conform said compensation to Contract 1300 requirements, and Federal Transit Administration and other federal contracting requirements; 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, On September 16, 2008, the San Francisco Board of Supervisors adopted Motion No. 08-145, in Board File No 081138, upholding the Planning Commission's decision to affirm the Final Central Subway SEIS/SEIR; and,

WHEREAS, The Board of Supervisors created the Chinatown Transit Station Special Use District by adding Section 249.66 to the Planning Code to permit the demolition of a mixed-use building to make way for the construction of the Chinatown Station; and,

WHEREAS, The SFMTA had anticipated (in Mitigation Measure PH-1a) that land surrounding the Chinatown Station head house and not otherwise incorporated into the subway station would be used for housing and ground floor retail; and,

WHEREAS, On January 19, 2012, the Planning Department issued a memorandum titled “Determination of No Further Environmental Review Required for the Chinatown Transit Station Special Use District,” in which the Planning Department determined that construction of the Chinatown Station was sufficiently addressed in the Final Central Subway SEIS/SEIR; and,

WHEREAS, In 2013, Chinatown community representatives and organizations expressed a desire that the portion of the parcel on which the Chinatown Station would be constructed that was not needed for the head house be developed into for a public park and plaza that would serve as a community-gathering place and recreational space, and from 2014 to 2015, the SFMTA and its design consultant held numerous public meetings to discuss potential plans and designs of the Chinatown Station site; and,

WHEREAS, On February 27, 2015, the Planning Department determined (Case No. 2011.1202E, Historic Resource Evaluation Response) that the revisions to the project, namely the addition of a secondary entrance to the head house along Stockton Street, the addition of a public rooftop plaza including stairs and seating along Stockton Street, reduction of the head house roof height, increase in the scope of the artwork to wrap the entire head house cornice, and expansion of the head house back bar, comply with the Secretary of the Interior’s Standards for the Rehabilitation of Historic Properties and therefore meet the requirements of the Central Subway Final SEIS/SEIR, Mitigation Measure HARC-1b; and, as such, the revisions to the project are within the scope of the Central Subway Final SEIS/SEIR; and

WHEREAS, The Planning Department approved the plans for the Chinatown Station with the Chinatown Station Plaza on November 16, 2016 under Permit No. 2016-0525-828; and the San Francisco Department of Building Inspection then reviewed and approved those plans on January 23, 2017; and,

WHEREAS, The Central Subway SEIS/SEIR and approved plans are 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; and,

WHEREAS, The compensation stated in this Contract Modification No. 123 is subject to audit and adjustment based on the findings of said audit so that compensation paid conforms to the Contract and FTA and other federal requirements; and,

WHEREAS, The SFMTA does not waive or otherwise compromise any contractual right or legal defense concerning the any provisions or protections provided by the Contract or applicable law; and,

WHEREAS, SFMTA’s Contract Compliance Office has determined that Contractor is complying with the Small Business Enterprise requirements of Contract 1300; and,

RESOLVED, That the SFMTA Board has reviewed and considered the Central Subway SEIS/SEIR and record as a whole, including approval of the Chinatown Station Plans by the City’s Planning Department on November 16, 2016 under Permit No. 2016-0525-828, and finds that the Central Subway SEIS/SEIR and referenced planning Department permit approval are adequate for the Board’s use as the decision-making body for the actions taken herein relative to construction of the Project, including the construction of the Chinatown Station Plaza, and incorporates the CEQA findings and referenced Planning Department permit approval by this

reference as though fully set forth in this Resolution; and be it

FURTHER RESOLVED, That the SFMTA Board approves Unilateral Contract Modification No. 123 to Contract No. 1300, Third Street Light Rail Program Phase 2 - Central Subway Stations, Surface, Track and Systems with Tutor Perini Corporation to construct the Chinatown Station Plaza and perform related work for the amount of \$9,360,183.48, for a total modified contract amount of \$888,280,725.65, with no change to the term of the Contract; and be it

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of December 3, 2019.

Secretary to the Board of Directors
San Francisco Municipal Transportation Agency

UNILATERAL CONTRACT MODIFICATION NO. 123

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

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

I. Addition of Chinatown Station Plaza - Scope and Cost Change

SFMTA issues this Unilateral Contract Modification 123 to compensate Contractor \$9,360,183.48 for Additional Work to construct a plaza and park area (the Chinatown Station Plaza) at the Central Subway Chinatown Station, as described in this Contract Modification 123 and the DBI permitted Drawings listed in Appendix A (collectively the “Chinatown Station Plaza Design Documents”).

The Parties did not agree on the total cost of the Additional Work to construct the Chinatown Station Plaza. The parties agreed to negotiated amounts of those portions of the Additional Work that will be performed by subcontractors, but did not agree as to the costs of the Additional Work that TPC will self-perform to construct the Chinatown Station Plaza. The SFMTA therefore issues this Unilateral Contract Modification in accordance with Contract Section 6.03. The SFMTA shall compensate Contractor under progressive payments issued as Contractor and Subcontractors complete said Additional Work, in accordance CTS Design Documents and Contract requirements, as described in the Schedule of Values set out in Appendix B to this Contract Modification.

II. The Contract is modified as follows:

1. **Chinatown Station Plaza.** Contractor shall provide all labor, materials and equipment necessary to construct the Chinatown Station Plaza as described in this Contract Modification and as shown in the Chinatown Station Plaza Design Documents listed in Appendix A, which are incorporated by reference as if fully set out herein.
2. **Scope Changes and Clarifications Not Described in Appendix A.**
 - a. Trellis columns, frame, and sub frame will be hot dipped galvanized carbon steel;
 - b. Lead Fillers to be used in-lieu of Steel for Elevators 3 & 4 – cost of work is included within PCC 50 amount (raised and addressed in RFI #03392.2 by SFMTA)
 - c. Added OH Hoist Beams at Elevators 3 through 4 – cost of work included within PCC 50 amount (raised in COR No. 722 by TPC)
 - d. Changes to Stair 6 Slab Edge Dimensions & Wall Locations – cost of work is included within PCC 50 amount (raised and addressed in RFI #03604 by SFMTA)

3. TPC Self-Performed Work.

Contractor shall self-perform the following Additional Work for the construction of the Chinatown Station Plaza as described in the Drawings referenced below and in Appendix A:

1. Subcontractor Direct Support & Traffic Control
2. Safety, Lighting, and Ventilation Support
3. Roof Canopy Structure - ST-396 & ST-397
4. Vent Shaft Structure - ST-392, ST-393, & ST-395
5. New Walls on Line 11 - ST-398 & ST-399
6. Roof Level - Area 4 - ST-390 & ST-391
7. Large Plaza Steps / Seats - AR-770
8. Stairways with Lights - AR-770A
9. Walls under Stairs with 8" Slabs - Detail 4 on ST-301
10. Mid Plaza to Main Plaza Ramps & 8.0 to 9.0 Surface AR-771
11. Planter Walls - ST-451, LA-309
12. Exterior Curbs - 3 on ST450, AR-105
13. Glass Railing Curb - AR-105, AR-745
14. Concrete Bench - 4 on ST-450, AR-863
15. Grout Protection - AR-105, AR-115
16. Weather Protection
17. Slab Extension - Detail 3 on ST-452
18. Architectural Curb around Escalators 5 & 6 / Stair 4 - on top of Slab Extension - Detail 3 on ST-452
19. Work Below Slab Elevation - Details on ST-347

4. **Subcontractors' Work.** Contractor and SFMTA representatives met with each of the Subcontractors that will perform the Additional Work to construct the Chinatown Station Plaza (which are listed in Appendix B to this Contract Modification), and negotiated each Subcontractor's respective compensation and scope of the Additional Work each Subcontractor will perform.

The Additional Work each Subcontractor will perform (as described in the CTS Design Documents referenced in Appendix A) and the compensation to be paid each Subcontractor for its respective Work, including all applicable Contractor and Subcontractor mark-ups and escalation costs, are set out in Appendix B, attached to this Contract Modification and incorporated by reference as if fully set out here.

The total sum of these Subcontractor agreements is **\$5,146,053.48** for completion of the Subcontractors' portion of the Chinatown Station Plaza, which the SFMTA will pay to Contractor as progressive payments as Contractor and Subcontractors complete said Additional Work, in accordance CTS Design Documents and Contract requirements. The negotiated subcontracted Chinatown Station Plaza Work and compensation described in Appendix B are subject to audit and correction.

The SFMTA does not waive any rights under Contract or law to correct compensation paid in excess of requirements set out in the Contract or applicable law, including but not limited to federal contract requirements.

5. **Clarifications.** The following Additional Work is not covered by this Contract Modification, but is covered under the Proposed Contract Changes (PCCs) referenced below.
 - a. Door hardware will all be paid under PCC 318
 - b. Deletion of Tree Planting 6 EA will be addressed under PCC 24
 - c. Field Painting of Hot Dip Galvanized Trellis Frame will be addressed under PCC 592.

6. **Compensation.** New Contract Pay Items as described in Appendix B are added to compensate for the Work described in this Contract Modification 123, and are summarized as follows:

Pay Item	PCC	SFMTA Amount
123-1	PCC 050 – TPC Concrete Work, Extended Work Hours, Traffic Control, Subcontractor Support Work, Costs Escalation, and Acceleration Labor Costs, subject to proof of allowable costs actually incurred, as described in Appendices A and B.	\$4,214,130.00
123-2	PCC 050 – Chinatown Station Plaza Level Addition (Negotiated Lump Sum Amount for all subcontractor costs which includes 15% subcontractor, 5% TPC, and additional mark-ups per SFMTA Letter 2858) as described in the Appendices A and B.	\$5,146,053.48

Revised Contract Total:

Total Amount of this Contract Modification Increase (not to exceed):	\$9,360,183.48
Previous Contract Amount:	\$ 878,920,542.17
<hr/>	
New Revised Contract Amount:	\$ 888,280,725.65

7. **Included Appendices.** The following documents appended to this Contract Modification No. 123 are incorporated by reference as if fully set out herein:
 - Appendix A Chinatown Station Plaza Design Documents
 - Appendix B Payment and Schedule of Values
 - Appendix B-1 TPC Self-Performed Chinatown Station Plaza Work
 - Appendix B-2 Subcontractor Chinatown Station Plaza Work

III. Reservation of Rights.

- A. The Parties have not reached final agreement as to the total value of the Additional Work Contractor shall perform under this Contract Modification 123.
- B. The SFMTA reserves all rights accorded to it by law and the Contract to audit Contractor and subcontractors, as provided in Contract 1300, General Provision section 2.06, and to adjust compensation provided in this Contract Modification in accordance with the Contract and FTA and other federal requirements.
- C. Contractor may seek compensation in accordance with the claims requirements of the Contract for costs incurred in performing the Additional Work described in this Contract Modification that are not compensated by this Contract Modification.

IV. No Other Changes. 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 Contract General Provisions and Special Provisions.

Signatures are on the following page.

In Witness Whereof, the parties have executed this Modification in quadruplicate in San Francisco, California as of this ____ day of _____, 20____.

CITY AND COUNTY OF SAN FRANCISCO

RECOMMENDED

By:

Nadeem S. Tahir, P.E.
Program Director
SFMTA

APPROVED

By:

Thomas G. Maguire
Interim Director of Transportation
SFMTA

AUTHORIZED By:

Municipal Transportation Agency Board of Directors

Resolution No. _____

Adopted: _____

Attest: _____

Roberta Boomer, Secretary

APPROVED AS TO FORM:

Dennis Herrera

City Attorney

By:

Robert K. Stone
Deputy City Attorney
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APPENDIX A – CHINATOWN STATION PLAZA DESIGN DOCUMENTS

The following drawings are incorporated to this Contract Modification 123 by reference as if fully set out therein.

DWG NO.	REV. NO.	DRAWING TITLE
RE-000A	0	PCC NO. 50 INDEX OF DRAWINGS
		REFERENCE
RE-001	0	Building Code Reference
LA-313	0	Station Plaza- Construction Details- Trellis Engineering
LA-300	0	Station Plaza- Construction Plan
LA-301	0	Station Plaza- Paving Sch & Plan
LA-302	0	Station Plaza- Construction Details
LA-303	0	Station Plaza- Construction Details
LA-304	0	Station Plaza- Construction Details
LA-305	0	Station Plaza- Construction Details
LA-306	0	Station Plaza- Construction Details
LA-307	0	Station Plaza- Construction Details
LA-308	0	Station Plaza- Layout Plan
LA-309	0	Station Plaza- Irrigation Sch & Plan
LA-310	0	Station Plaza- Irrigation Details
LA-311	0	Station Plaza- Planting Sch & Plan
LA-312	0	Station Plaza- Construction Details- Trellis Engineering
LA-313	0	Station Plaza- Construction Details- Trellis Engineering
LA-314	0	Station Plaza- Construction Details- Trellis Engineering
LA-315	0	Station Plaza- Construction Details- Glass Seat Engineering
ST-390	1	Floor Plan - Surface Canopy & Vent Shaft Structure (Area 4)
ST-391	2	Floor Plan - Roof Level Area 4
ST-392	1	Vent Shaft concrete Wall Sections
ST-393	2	Vent Shaft concrete Wall Sections
ST-394	1	Vent Shaft concrete details
ST-395	1	Canopy Wall
ST-396	2	Canopy Wall
ST-397	2	Canopy Wall
ST-398	2	Canopy Wall Details
ST-399	1	Canopy Wall Details
ST-450	0	Details
ST-451	0	Details
ST-452	0	Details

DWG NO.	REV. NO.	DRAWING TITLE
AR-000	0	ABBREVIATIONS AND SYMBOLS
AR-001	2	GENERAL NOTES
AR-011	1	GENERAL CODES
AR-012	1	GENERAL CODES
AR-015	1	ACCESSIBILITY SHEET 2 OF 1
AR-016	2	ACCESSIBILITY SHEET 2 OF 2
AR-019	0	EXITING & FIRE RATING PLANS PLAZA LEVEL
AR-020	1	EXITING & FIRE RATING PLANS SURFACE LEVEL
AR-023	2	EXITING & FIRE RATING PLANS - CONCOURSE LEVEL
AR-030	2	FIRE RATING & REFERENCE SECTIONS – LONGITUDINAL
AR-050	1	REFERENCE PLANS - ROOF LEVEL, SURFACE LEVEL
AR-100	1	SITE PLAN
AR-103		FLOOR PLAN - ROOF – 4
AR-104	3	FLOOR PLAN - PLAZA – 4
AR-105	0	CURB PLAN - PLAZA LEVEL - 4
AR-114	4	FLOOR PLAN - SURFACE LEVEL - 4
AR-115	3	CURB PLAN - SURFACE LEVEL - 4
AR-204	0	FINISH PLAN - PLAZA LEVEL - 4
AR-214	4	FINISH PLAN - SURFACE LEVEL - 4
AR-280	3	FINISH SCHEDULE
AR-281	3	FINISH TYPES
AR-300	2	EXTERIOR ELEVATIONS SHEET 2 OF 1
AR-301	1	EXTERIOR ELEVATIONS SHEET 2 OF 2
AR-302	3	GLASS ENCLOSURE ELEVATIONS AND SECTIONS SHEET 1 OF 3
AR-303	3	GLASS ENCLOSURE ELEVATIONS AND SECTIONS SHEET 2 OF 3
AR-304	3	GLASS ENCLOSURE ELEVATIONS AND SECTIONS SHEET 3 OF 3
AR-314	1	LONGITUDINAL SECTION 1 - HEAD HOUSE
AR-315	1	LONGITUDINAL SECTION 2 - HEAD HOUSE
AR-316	1	LONGITUDINAL SECTION 3 - HEAD HOUSE
AR-322	2	TRANSVERSE SECTION
AR-323	1	TRANSVERSE SECTION
AR-324	0	ENLARGED PLAZA ELEVATIONS
AR-330	1	ENLARGED WALL SECTIONS SHEET 1 OF 5
AR-333	1	ENLARGED WALL SECTIONS SHEET 4 OF 5
AR-334	1	ENLARGED WALL SECTIONS SHEET 5 OF 5
AR-335	0	PARAPET WALL SECTIONS

DWG NO.	REV. NO.	DRAWING TITLE
AR-401	1	ENLARGED PLANS, AXON-GLASS CANOPY
AR-410	2	ENLARGED PLANS
AR-411	2	ENLARGED PLANS
AR-412	0	ENLARGED PLANS
AR-512	2	INTERIOR ELEVATIONS
AR-514	2	INTERIOR ELEVATIONS
AR-520	2	INTERIOR ELEVATIONS
AR-521	2	INTERIOR ELEVATIONS
AR-523	0	INTERIOR ELEVATIONS
AR-530	0	INTERIOR ELEVATIONS
AR-604	0	RCP - PLAZA LEVEL – 4
AR-614	5	RCP - SURFACE LEVEL – 4
AR-624	3	RCP - UPPER MEZZANINE LEVEL - 4
AR-706	1	ENLARGED PLANS
AR-724		ENLARGED PLANS, SECTION, AXON - EGRESS STAIR 5 SHEET 2 OF 4
AR-725	2	ENLARGED PLANS, SECTION, AXON - EGRESS STAIR 5 SHEET 3 OF 4
AR-726	2	ENLARGED PLANS, SECTION, AXON - EGRESS STAIR 5A SHEET 4 OF 4
AR-729	2	ENLARGED PLANS, SECTION, AXON - EGRESS STAIR 6 SHEET 3 OF 4
AR-730	2	ENLARGED PLANS, SECTION, AXON - EGRESS STAIR 6 SHEET 4 OF 4
AR-745	1	GURADRAIL DETAILS
AR-746	0	RAILING AND GATE DETAILS
AR-748	1	ESCALATOR & ELEVATOR SCHEDULES
AR-761	2	ENLARGED PLANS, SECTION - HOISTWAY ELEVATORS 3, 4 SHEET 1 OF 2
AR-762	2	ENLARGED PLANS, SECTION - HOISTWAY ELEVATORS 3, 4 SHEET 2 OF 2
AR-763	1	ELEVATIONS - HOISTWAY ENCLOSURE ELEVATORS 3, 4 SHEET 1 OF 2
AR-763A	0	ELEVATIONS - HOISTWAY ENCLOSURE ELEVATORS 3, 4 SHEET 2 OF 2
AR-764	2	ELEVATIONS 3, 4 - CAB PLANS, SECTIONS, ELEVATIONS
AR-765	1	ELEVATIONS 3, 4
AR-766	1	ELEVATIONS 3, 4
AR-767	1	ELEVATIONS 3, 4
AR-768	1	ELEVATIONS 3, 4
AR-770	0	ENLARGED PLANS - PLAZA STEPS

DWG NO.	REV. NO.	DRAWING TITLE
AR-770A	0	ENLARGED DETAILS - PLAZA STEPS
AR-771	0	ENLARGED PLANS, SECTIONS - RAMPS
AR-802	1	CEILING DETAILS - SHEET 2 OF 2
AR-810	1	ROOF DETAILS - SHEET 1 OF 3
AR-811	1	ROOF DETAILS - SHEET 2 OF 3
AR-812	1	ROOF DETAILS - SHEET 3 OF 3
AR-820	2	FLOOR DETAILS - SHEET 1 OF 3
AR-821	1	FLOOR DETAILS - SHEET 2 OF 3
AR-823	1	FLOOR DRAINAGE
AR-836	1	WALL FINISH DETAILS - EXT. SHEET 1 OF 2
AR-837	0	WALL FINISH DETAILS - EXT. SHEET 2 OF 2
AR-840	4	DOOR SCHEDULE - SHEET 1 OF 2
AR-840A	0	DOOR SCHEDULE - SHEET 2 OF 2
AR-841	1	DOOR TYPES
AR-842	1	DOOR TYPES
AR-851	2	CABINET DETAILS SHEET 2 OF 2
AR-860	3	SURFACE ENCLOSURE DETAILS - SHEET 1 OF 3
AR-862	2	SURFACE ENCLOSURE DETAILS - SHEET 3 OF 3
AR-863	3	MISCELLANEOUS SURFACE ENTRANCE DETAILS
AR-880	3	ARTWORK LOCATION
AR-884	2	ARTWORK LOCATION
AR-885	3	ARTWORK LOCATION
AR-886	3	ARTWORK LOCATION
AR-904	0	SIGNAGE PLAN - PLAZA LEVEL - 4
AR-914	1	SIGNAGE PLAN - SURFACE LEVEL - 4
AR-980	1	SIGNAGE SCHEDULE
AR-981	1	SIGNAGE TYPES
AR-982	2	SIGNAGE TYPES
AR-984	1	SIGNAGE DETAILS
MP-103	0	MECHANICAL PLUMBING FLOOR PLAN - SURFACE LEVEL - 4
MP-104	1	MECHANICAL PLUMBING
MP-114	5	MECHANICAL PLUMBING
MP-701	4	MECHANICAL PLUMBING
MP-702	1	MECHANICAL PLUMBING
MP-703	0	MECHANICAL PLUMBING
MP-960	3	MECHANICAL PLUMBING
MF-104	0	MECHANICAL FIRE PROTECTION
MF-114	2	MECHANICAL FIRE PROTECTION

DWG NO.	REV. NO.	DRAWING TITLE
MF-701	5	MECHANICAL FIRE PROTECTION
MF-801	2	MECHANICAL FIRE PROTECTION
MF-803	3	MECHANICAL FIRE PROTECTION
ME-801	0	MECHANICAL
ME-802	0	MECHANICAL
ME-803	0	MECHANICAL
ME-804	0	MECHANICAL
AC-103	0	ACCESS CONTROL PLAZA LEVEL
AC-114	1	ACCESS CONTROL SURFACE LEVEL
AC-501	1	ACCESS CONTROL RISER
TV-031	2	CLOSED CIRCUIT TELEVISION
TV-032	3	CLOSED CIRCUIT TELEVISION
TV-104	0	CLOSED CIRCUIT TELEVISION
TV-114	1	CLOSED CIRCUIT TELEVISION
TV-701	2	CLOSED CIRCUIT TELEVISION
CO-032	1	TELEPHONE AND DATA SYSTEMS
CO-033	3	TELEPHONE AND DATA SYSTEMS
CO-034	1	TELEPHONE AND DATA SYSTEMS
CO-104	0	TELEPHONE AND DATA SYSTEMS
CO-114	3	TELEPHONE AND DATA SYSTEMS
CO-701	3	TELEPHONE AND DATA SYSTEMS
CO-704	1	TELEPHONE AND DATA SYSTEMS
EL-001	2	LIGHTING GENERAL NOTES & LEGEND
		LIGHTING
EL-103	0	PLAZA PLAN
EP-114	2	ELECTRICAL POWER SURFACE LEVEL PLAN
EP-154	2	ELECTRICAL POWER CONCOURSE LEVEL PLAN
EP-510	0	ELECTRICAL POWER
		ELECTRICAL POWER
EP-605	1	PANEL SCHEDULES SHEET 2 OF 9
FA-103	0	FIRE ALARM SURFACE LEVEL PLAN
FA-114	4	FIRE ALARM PLAZA LEVEL PLAN
		FIRE ALARM
FA-502	4	HEADHOUSE RISER DIAGRAM
PA-103	0	PUBLIC ADDRESS PLAZA LEVEL
PA-114	2	PUBLIC ADDRESS SURFACE LEVEL
PA-502	1	PUBLIC ADDRESS RISER DIAGRAM
		ELECTRICAL
RE-251	1	TITLE 24 - SHEET 1 OF 3
		ELECTRICAL
RE-252	1	TITLE 24 - SHEET 2 OF 3

DWG NO.	REV. NO.	DRAWING TITLE
RE-253	0	ELECTRICAL TITLE 24 - SHEET 3 OF 3
RE-254	0	ELECTRICAL OUTDOOR TITLE 24 - SHEET 1 OF 3
RE-255	0	ELECTRICAL OUTDOOR TITLE 24 - SHEET 2 OF 3
RE-256	0	ELECTRICAL OUTDOOR TITLE 24 - SHEET 3 OF 3
RE-238	1	MECHANICAL TITLE 24 - SHEET 8 OF 15

APPENDIX B – PAYMENT AND SCHEDULE OF VALUES

Contractor shall self-perform the Additional Work described below on Force Account. The SFMTA shall compensate Contractor in accordance with the Contract, General Provisions, section 6.05 for amounts that do not exceed the values listed below.

APPENDIX B-1 –TPC SELF-PERFORMED CHINATOWN STATION PLAZA WORK

Work Description	Reference	Amount to be Paid
Subcontractor Support & Traffic Control	Spec Section 01 55 26 54 Traffic Regulations Spec Section 01 45 00 Quality Control	\$441,731
Safety, Lighting, and Ventilation Support	Spec Section 01 35 29 10 Health & Safety	(\$811,619)
Roof Canopy Structure	ST-396 & ST-397	\$577,618
Vent Shaft Structure-	ST-392, ST-393, & ST-395	\$1,232,123
New Walls on Line 11	ST-398 & ST-399	\$401,214
Roof Level - Area 4	ST-390 & ST-391	\$502,496
Large Plaza Steps / Seats	AR-770	\$162,808
Stairways with Lights	AR-770A	\$157,819
Walls under Stairs with 8" Slabs	Detail 4 on ST-301	\$170,493
Mid Plaza to Main Plaza Ramps & 8.0 to 9.0 Surface	AR-771	\$42,745
Planter Walls	ST-451, LA-309	\$39,990
Exterior Curbs	Detail 3 on ST450, AR-105	\$35,819
Glass Railing Curb-	AR-105, AR-745	\$34,714
Concrete Bench	Detail 4 on ST-450, AR-863	\$140,232

Work Description	Reference	Amount to be Paid
Grout Protection	AR-105, AR-115	\$80,173
Weather Protection	Spec Section 01 76 29	\$105,630
Slab Extension	Detail 3 on ST-452	\$100,017
Architectural Curb around Escalators 5 & 6 / Stair 4 - on top of Slab Extension-	Detail 3 on ST-452	\$92,919
Work Below Slab Elevation-	Details on ST-347	\$71,854
Contractor Overhead and Profit	15% Markup (per Contract)	\$519,589
Excess Liability, Bond, Risk, Pollution, Subgaurd	Contract Markups	\$115,764
Total CMOD 123-1 Amount	TPC Self-Performed Work	\$4,214,130

APPENDIX B-2 – SUBCONTRACTOR CHINATOWN STATION PLAZA WORK

Agreed Scope and Amounts

Subcontractor	Scope of PCC 50 Work	Cost with 15% Sub Markup
Acoustics Specialties	<u>Add:</u> TRELLIS PANELS (Approx. 9 Modules in stainless steel @ 9'8" x 9'8" with 5" to 12" deep fins w/ undulating bottom edge for a 750 SF Circle (29' diameter)-custom structure with curved outer member	\$204,784.00
Bielski Specialty Services, Inc.	<u>Add:</u> CMU Top of Wall (CMU Wall 155 LF for both sides), HM door frames (22 EA). <u>Delete:</u> CMU Top of Wall (-14 LF), Sealants at HM frames.	\$8,145.52
Cosco Fire Protection, Inc.	<u>Add:</u> Upright sprinkler (14 EA), Pendent sprinkler (37 EA), US steel Pipe (175 LF), Grooved Coupling (26 EA), Galv. Grooved Ell (5 EA), Hangers (16 EA), Flow switch (2 EA), Hose valve in Cabinet (2 EA)	\$71,281.52
Crown Industries	<u>Add:</u> SLIDING GATE, SECURITY GATE@ 906 LOWER PLAZA	\$69,414.21
Exclusively Doors	<u>Add:</u> Door, frames, Hardware Addition (13 EA)	To be paid under PCC 318
Ironwood	<u>Delete:</u> Plaster Ceiling (-2263 SF), Vener Plaster (-415 SF), Framing <u>Add:</u> Plaster Ceiling (2655 SF), Framing, Cafco 300 (320 bags)	\$13,012.00
KZ Tile Company	<u>Add:</u> Tile types MPZ04, MPZ05, SU10, & SU11 (1134 SF), WB02 setting material (248 SF), CT02 waterproofing material (886 SF)	\$36,040.00
Lahue & Associates	<u>Add:</u> Various Exit signs (29 EA). <u>Delete:</u> Exit Stair Up sign (-1 EA).	\$12,625.00
Pacific Erectors, Inc.	<u>Add:</u> Metal Decking W3 18GA G90 (2426 SF). <u>Delete:</u> 18GA Up LEG FLASHING (140 SF), Shear Studs (-26 EA)	\$42,154.00
Schindler Elevator	<u>Add:</u> Elevators (2 EA), Floor Stops/Elevator Openings (2 EA)	\$119,186.00
Schindler Elevator	Elevator Counter Weight: Substitute Lead fillers in-lieu Steel	\$31,979.00
Unistrut International	<u>Add:</u> Unistrut Art Work Support System. Angles, Channel and tube (127 SF), FASTENER NO.FXR 1008 (10 EA)	\$14,142.00

Subcontractor	Scope of PCC 50 Work	Cost with 15% Sub Markup
ACR / Sashco	<u>Add:</u> Installation of glass headhouse and glass elevator enclosures at elevators 3 & 4 from Surface level to Roof level.	\$325,000.00
Alpha & Omega Pavers	<u>Add:</u> Pedestal Pavers at plaza & surface lvl 4 (6562 SF), Contrast Pavers @ Surface Lvl (115 SF), <u>Delete:</u> Mortar Pavers @ Surface Lvl (-2192 SF)	\$250,000.00
Best Contracting Services, Inc.	<u>Add:</u> WOOD NAILERS@ PARAPET CAPS (90 LF), ROOF HATCH (1 EA), LOUVERS (2 EA), Soffit (838 SF), MP02 PERFORATED ALUM PANEL (108 SF) <u>Delete:</u> WALL PANELS (-1108 SF), Roofing (-3980 SF), Flashing (-1720 SF)	(net \$20,000.00)
Borbon, Inc.	<u>Add:</u> Paint SU 14 Walls (559 SF), Apply intumescent coatings on steel columns (17 pails) and apply concrete sealer (35 gal).	\$36,000.00
Desert Mechanical, Inc.	<u>Add:</u> Wall Clean Out (8 EA), Sleeves (8 EA), APT (21 LF), Domestic Hot H2O Pipeline (42 LF), Domestic Cold H2O Pipeline (329 LF), Sanitary Drain (363 LF), Drainage Pipe (152 LF), Box Plenum (1 EA), HVAC (LS), Plumbing (LS). <u>Delete:</u> Domestic Cold H2O Pipeline (-10 LF), Drainage Pipe (-321 LF).	\$314,000.00
Fisk	<u>Add:</u> Switchgears, Lighting, Power, Telephone data, fire alarms, public address, Single Line feeders & CCTV installs.	\$997,645.00
Green Growth Industries	<u>Add:</u> Landscaping at Plaza level. Irrigation & Pipefitting. Benches (8 EA), Tables (10 EA), Chairs (30 EA), 15 gallon Bamboo planters (24 EA), Corbels at rail. <u>Delete:</u> Tree planting (6 EA)	\$160,000.00
John Jackson Masonry	<u>Add:</u> Additional CMU wall (2455 SF), Grout (20 CY), and mortar (162 bags. CMU walls are located restrooms, concession, and stair wall.	\$88,813.00
Landavazo	<u>Add:</u> PL & Vibrate Conc. Walls (15 CY), Place & Finish/Cure Slab on Metal Deck (46 CY) <u>Delete:</u> Place & Finish Concrete Topping Slab & Ramps (-73 CY)	\$60,000.00
Martinez Steel Corp.	<u>Add:</u> Surface Canopy and Vent Shaft in Area 4.	\$165,902.00
Meridian Precast	<u>Add:</u> GFRP Paneling (3994 SF). GFRP Paneling at Parapet Wall area (508 SF). <u>Delete:</u> GFRP Paneling (3994 SF).	\$175,000.00

Subcontractor	Scope of PCC 50 Work	Cost with 15% Sub Markup
Smith Company	<u>Add:</u> Overhead Doors (2 EA), Sliding Doors (3 EA). <u>Delete:</u> Sliding Doors (3 EA).	\$38,010.00
T & M Manufacturing, Inc.	Described in Attachment F	\$1,182,000.00
Valverde	<u>Add:</u> Laterals (4 EA), 3 EA on Stockton and 1 EA on Washington. 8 feet deep trenches and traffic control.	\$141,000.00
Waterproofing Experts	<u>Add:</u> Waterproofing system located under pavers and Air Barrier system at level 4 and Plaza level. <u>Delete:</u> Waterproofing system and Air Barrier system at level 4 and Plaza level.	\$175,000.00
Subcontractor Totals with 15% Markup		<u>\$4,711,133.25</u>
TPC 5% Markup		\$235,556.66
1.3% Sub guard		\$61,244.73
2.758% General Liability, incl Excess, Bond, Builders Risk, Pollution Liability		\$138,118.84
Total CMOD 123-2 Amount		<u>\$5,146,053.48</u>