



122-0052024-002

Agenda Item **No. 5(d)**
Meeting of April 15, 2025

MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Thor Kaslofsky, Executive Director

SUBJECT: Authorizing, pursuant to the Transbay Implementation Agreement, a Memorandum of Understanding with the City and County of San Francisco, acting through San Francisco Public Works, to fund preconstruction professional services to support the delivery of the Transbay Under Ramp Park Project in an amount not to exceed \$3,469,271; providing notice that this authorization is within the scope of the Transbay Redevelopment Project approved under the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project final Environmental Impact Statement/Environmental Impact Report, a program EIR, and is adequately described therein for purposes of the California Environmental Quality Act; Transbay Redevelopment Project Area

EXECUTIVE SUMMARY

Daniel Lurie
MAYOR

Thor Kaslofsky
EXECUTIVE DIRECTOR

Dr. Carolyn Ransom-Scott
CHAIR

Vanessa Aquino
Kent Lim
Mark Miller
Earl Shaddix
COMMISSIONERS

In 2005, the Board of Supervisors of the City and County of San Francisco adopted the Transbay Redevelopment Plan to redevelop the Transbay Redevelopment Project Area ("Project Area") and to generate funding from the development on 10 acres of State-owned property for the construction of the new Transbay Transit Center, now known as the Salesforce Transit Center ("STC"). Also in 2005, the Transbay Joint Powers Authority ("TJPA") and the former Redevelopment Agency of the City and County of San Francisco ("Former Agency") entered into the Project Area Implementation Agreement which required the Former Agency to "execute all activities related to the implementation of the Transbay Redevelopment Plan, including but not limited to, activities related to major infrastructure improvement" ("Implementation Agreement"). After the 2012 dissolution of all redevelopment agencies throughout the State, the successor to the Former Agency, the Office of Community Investment and Infrastructure ("OCII"), assumed the Former Agency's obligations under the Implementation Agreement.

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In 2006, in furtherance of the Redevelopment Plan and the Project Area Design for Development, the Former Agency, San Francisco Planning Department (“Planning Department”) in collaboration with other City and County of San Francisco (“City”) agencies, and the TJPA, approved the 2006 Transbay Streetscape and Open Space Concept Plan (“Streetscape and Open Space Plan”). The Streetscape and Open Space Plan includes design guidelines related to the ten major streets and six public alleyways within the Project Area, as well as neighborhood parks and areas below bus and freeway ramps.

In July 2011, the Former Agency entered into an agreement (“Contract”) with Conger Moss Guillard Landscape Architecture (“CMG”) to complete design documents for select elements of the Streetscape Plan including the underutilized under ramp areas beneath the California Department of Transportation (“Caltrans” or the “State”) and TJPA off-ramps from the San Francisco-Oakland Bay Bridge. The underutilized under ramp areas were envisioned as a public park that would link the future improvements to Folsom Street, reimagined as the main boulevard through the Transbay neighborhood, to the STC (the “Project” or “Under Ramp Park”).

CMG prepared a Concept Design for the Project, approved by the Successor Agency Commission (“OCII Commission”) June 4, 2013 (Resolution No. 26-2013). On September 17, 2013, the OCII Commission approved, by Resolution No. 45-2013, a First Amendment to the Contract to perform a next phase of design including analyzing the Project’s risk to the Caltrans ramps, designing the concession building, and added construction administration (“CA”) as a construction scope. In addition to design services for the Project, the Contract also included design and engineering scopes related to the Folsom Street Improvements Project (“FSIP”). The Second and Third Amendments to the Contract related exclusively to FSIP scopes of work and did not include any changes relative to Under Ramp Park. On August 21, 2018, the OCII Commission approved, by Resolution No. 35-2018, a Fourth Amendment to the Contract to advance the Project by authorizing additional scopes including new design services related to revising and completing the Project’s Schematic Design, preparation of additional design documents for TJPA and Caltrans review, survey and geotechnical work, TJPA-required security infrastructure and safety improvements. The Fourth Amendment Schematic Design revisions included modifications to the design of the Pavilion building from a one-story to a two-story building and the addition of a permanent Concessions building.

OCII partners with the San Francisco Department of Public Works (“SFPW”) to assist OCII in meeting its Project Area obligations for infrastructure delivery support and coordination services, project management, construction management, construction administration, and other professional services related to the design, engineering, and delivery of Project Area improvements. On August 21, 2018, (Resolution No. 36-2018) the Commission approved a Memorandum of Understanding (“2018 MOU”) with SFPW for professional services to assist in the delivery of the Project. The 2018 MOU with SFPW expired due to delays caused by construction issues at the newly completed STC. To move into the construction phase of Under Ramp Park, OCII staff and SFPW propose entering into an amended and restated contract, as outlined in the Scope of Work section, below.

Multiple agencies, including TJPA, SFPW and the City's Department of Building Inspection ("DBI") have categorized Under Ramp Park as a "Priority Project" and are working together to expedite the project schedule. The expedited Project schedule anticipates completion of the Project Construction Documents and commencement of the permitting process by Spring of 2025, award of a construction contract by May 2026 and construction completion by early 2029.

To ensure timely Project delivery, OCII staff recommends that the Commission authorize the OCII Executive Director to enter into an amended and restated contract with SFPW for a total amount not to exceed \$3,421,735 ("Amended MOU").

Staff recommends approval, of this Amended MOU with SFPW.

BACKGROUND

The Under Ramp Park Project will be a new park within the Transbay Redevelopment Project Area. The Project is located north of Folsom Street at Essex Street, and continues north to Howard Street, and is bounded east-west by First and Essex Streets. The Project will span across three and a half blocks and will be comprised of five distinct spaces separated by Folsom, Clementina, Tehama and Howard Streets. The Project consists of approximately 2.4 acres and lies predominantly under the Caltrans I-80 off-ramp to Fremont Street, and the TJPA bus ramp serving the new STC, with approximately 25% of the Project site open to the sky.

In accordance with the Streetscape and Open Space Plan, OCII is responsible for developing those State-owned parcels not slated for sale to residential, commercial, or mixed-use developers as public open space. The TJPA owns most of the Under Ramp Park land except for the land owned by Caltrans (approximately 39% of the Project's area) which TJPA will lease from Caltrans. Consequently, the TJPA is responsible for the ongoing operation and maintenance of the Project, but it intends to contract with the East Cut Community Benefits District ("CBD") to serve as the Project's operator.

The Under Ramp Park program includes pedestrian connections, new bike lanes, sports courts, a dog park, adult fitness, restrooms, and concessions. A Pavilion structure (4,600 square feet) is planned at the Folsom entrance to the Project. The Pavilion will be a two-story building with the upper story accessed from Folsom Street. The upper story will include up to three retail spaces and a small indoor seating area. Outdoor seating and tables will be provided on the upper-level outdoor terrace. The lower story of the Pavilion is located at the same level as Clementina Street and will include offices for the CBD, a community room, and public restrooms. The Concessions building is planned adjacent to Clementina Street and is a one story 820 square foot structure.

On August 21, 2018, (Resolution No. 36-2018) the Commission approved the 2018 MOU with SFPW for professional services to assist in the delivery of the Project. That agreement, which totaled \$6,521,327, included project management, design peer review by City architects and engineers, reviews by Disabled Access Coordinators, construction contract preparation, bid, advertisement and award, site assessment remediation services, construction management services, and as-needed consultant services.

In 2018, the TJPA discovered fissures in two beams of the newly completed STC. Consequently, the TJPA informed OCII that it could not work on progressing the park project and OCII paused work on the Project. After consultation with TJPA in 2021, OCII resumed work on the Project. CMG completed the updated Schematic Design in late 2022 and submitted it to OCII, TJPA, and Caltrans for review prior to the Commission and TJPA's approval. On June 6, 2023, the OCII Commission conditionally approved, by Resolution No. 20-2023, the Schematic Design for the Project. On June 8, 2023, the TJPA also conditionally approved the Schematic Design.

The 2018 MOU with SFPW had a term of four years and has expired. Completion of City reviews and permitting for the Project require that SFPW and OCII enter into an Amended MOU. The Amended MOU's scope of services excludes the construction management scope of work that was included in the 2018 MOU, as OCII will likely engage SFPW in a separate construction phase MOU. The Amended MOU scope of services also removes the SFPW Building Design and Construction ("BDC") Landscape and Architectural reviews as well as SFPW Infrastructure Design and Construction ("IDC") Structural and Geotechnical reviews as these scopes are redundant with CMG's services and incorporates a 'Best-Practices' review by the Recreation and Parks Department ("RPD") for additional input on designing the park for optimal maintenance. The Amended MOU streamlines the overall scope of services as compared to the 2018 MOU, as outlined below:

2018 vs. 2025 SFPW Professional Services MOU Comparison Table	
2018 MOU Scope of Services	2025 Amended MOU Scope of Services
Project Management	Project Management
Permit approvals	Permit approvals
SFPW Building Design & Construction (BDC) Review: 1. Disability Access Compliance Reviews 2. Constructability Reviews 3. Landscape and Architectural Reviews	SFPW Building Design & Construction (BDC) Review: 1. Disability Access Compliance Reviews 2. Constructability Reviews
SFPW Infrastructure Design & Construction (IDC) Review: 1. Structural and Geotechnical 2. Hydraulic Engineering Services Reviews 3. Civil Engineers 4. Environmental Site Assessment & Mitigation 5. Disability Access Compliance Reviews for public right-of-way	SFPW Infrastructure Design & Construction (IDC) Review: 1. Hydraulic Engineering Services Reviews 2. Civil Engineers 3. Environmental Site Assessment & Mitigation 4. Disability Access Compliance Reviews for public right-of-way
	RPD 'Best Practices' Reviews
Utility Provider & City Agency Engineering & Reviews	Utility Provider & City Agency Engineering & Reviews
Contract Monitoring Division coordination	Contract Monitoring Division coordination
As-needed consultant services	As-needed consultant services
Construction Bid and Award	Construction Bid and Award

Construction Management	
Construction Monitoring	
2018 MOU Fee	2025 Amended MOU Fee
\$6,521,327	\$3,469,271

DISCUSSION

Scope of Work

Through this Amended MOU, SFPW will provide professional and project management services to assist in the successful Project delivery of from 50% Design Development through 100% Construction Document phases and bid advertisement and award of the construction contract.

SFPW's Professional Services ("Scope of Work"), are detailed in Section 4 of the Amended MOU and are comprised of:

1. Project management
2. Disability Access Compliance Reviews
3. Hydraulic Engineering Services and Peer Review
4. Constructability Review
5. Civil Engineering Peer Review
6. Environmental Site Assessment and Mitigation services
7. Utility Provider and City Agency Engineering and Reviews
8. Recreation and Parks Department 'Best Practices' Peer Reviews
9. Contract Monitoring Division coordination
10. As-needed consultant services

SFPW will manage the City Project Team which includes various City professionals and engineers within SFPW and San Francisco Municipal Transportation Agency ("MTA") and City consultants. SFPW will coordinate required reviews by City Agencies including but not limited to SFPW, MTA, San Francisco Public Utilities Commission ("PUC"), Department of Public Health ("DPH"), RPD, San Francisco Fire Department ("SFFD") and DBI and assist with permit applications in coordination with OCII and CMG. RPD will provide advisory 'best-practices' guidelines for OCII during the Design Development and Construction Document phases. SFPW will manage all professional consulting services through the City's pre-approved list of consultants. As-needed consultants may include a Soil Engineer, Archeologist, Cost Estimator, Scheduler and Public Relations.

Design and Approvals Schedule

OCII has developed an expedited Project schedule, summarized below, in coordination with TJPA and City Agencies. The schedule includes accelerated timelines for City and stakeholder reviews and permitting. The Project schedule anticipates completion of the Project Construction Documents and commencement of the permitting process by Spring of 2025, award of the construction contract by June 2026 and construction completion by 2029.

Phase	Milestone	Duration (Months)	Start Date	Completion Date
Design Development		9		
Includes +3-month project restart	50% DD	6	July 2023	December 2023
	100% DD	3	January 2024	March 2024
<i>Simultaneous Agency Review</i>	100% DD	6	March 2024	August 2024
Construction Documents		11		
	50% CD	6	April 2024	September 2024
<i>Simultaneous Agency Review</i>	50% CD	3	October 2024	December 2024
	95% CD, Site and Building Permit Set	5	October 2024	March 2025
<i>Simultaneous Agency Review</i>	95% CD	2	April 2025	May 2025
DBI Permit Review (95% CD)		6	May 2025	October 2025
100% CD		6	May 2025	October 2025
Bid Package Preparation		1	October 2025	November 2025
Advertise/Bid/Award		6-7	December 2025	May/June 2026
<i>Future Construction*</i>		31	July 2026	March 2029
<i>*Construction duration is an estimate and start and final completion dates are subject to change</i>				

Roles and Responsibilities

OCII's primary role as Project sponsor is to manage the design consultant services, obtain Project land use approvals, and fund the construction of the Project. OCII will also continue to coordinate design reviews and approvals with the site and adjacent property owners (including TJPA and Caltrans), and manage communication with community stakeholders, including the CBD.

The SFPW Project Manager ("PM") will coordinate and manage City agencies, utility providers and as-needed consultants as required during the phase of this Amended MOU. The SFPW PM, with assistance from the SFPW staff team, will submit and obtain all necessary permits for site preparation and construction except for those required of the Project contractor.

BUDGET

The Project Budget is outlined in the Amended MOU Section 6 “Project Cost Controls Budget” (see Amended MOU Attachment 4 and the Project Budget summary table below). OCII will fund all City agency services performed under this Amended MOU on a reimbursable basis to SFPW. The Project Budget is a total not-to-exceed cost of \$3,421,735. Project Budget includes a 15% contingency amounting to \$446,312. OCII agrees to repayment of SFPW-funded services for the Project rendered between November 2023 and date of the approval of this Amended MOU. These pre-MOU services are included in the total Project Cost Control Budget and require payment of approximately \$650k for the services already provided.

SFPW, PUC, RPD and MTA cost proposals include fiscal year increases, typically at a rate of 4% annually, which is calculated and added to the respective proposals for each agency and for each separate project phase whose duration is based on the schedule approved by OCII and Public Works. Delays in the schedule can impact the fiscal year increase calculation and may require additional fees, and therefore OCII Commission approval.

Summary of Project Cost Controls Budget		
San Francisco Public Works		\$1,290,545
All Other City Agencies		\$124,024
City Consultants		\$397,188
Allowances		\$1,205,000
TOTAL(without contingency)		\$3,016,757
	15% Contingency	\$452,514
GRAND TOTAL(with contingency)		\$3,469,271

Assumptions and Exclusions

The Amended MOU also details certain assumptions about the Project, such as its environmental clearance, and clarifies those services that are excluded from SFPW’s base scope-of-work. OCII may request SFPW to perform additional tasks on an as-needed basis, or by modification of the Project Scope of Work. Lastly, the Amended MOU explains financial oversight, invoicing and payments, auditing, insurance provisions, and the dispute resolution protocol to be followed by OCII and SFPW.

COMMUNITY SUPPORT

This SFPW Professional Services Amended MOU was presented to the Transbay CAC on November 14, 2024. While the CAC did not have quorum, all three present members of the CAC voted in support of the Amended MOU.

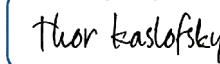
CALIFORNIA ENVIRONMENTAL QUALITY ACT

Approval of the Amended MOU is undertaken pursuant to the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project Final Environmental Impact Statement/Environmental Impact Report ("FEIS/FEIR"), a program EIR, certified by the Planning Commission on April 22, 2004, and by the Former Agency Commission on April 20, 2004, and as described in subsequent addenda. For purposes of compliance with the California Environmental Quality Act ("CEQA") and State CEQA Guidelines, staff determined that authorizing the Amended MOU to deliver the Project is within the scope of the project analyzed in the FEIS/FEIR and requires no additional environmental review pursuant to State CEQA Guidelines Sections 15180, 15168, 15162 and 15163.

STAFF RECOMMENDATION

Staff recommends approving this Amended MOU with SFPW to allocate funding in an amount not-to-exceed \$3,469,271 or to fund preconstruction professional services to support the delivery of the Transbay Under Ramp Park Project.

(Originated by Laura Shifley, Development Specialist)

DocuSigned by:

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Thor Kaslofsky
Executive Director

Attachments

Attachment 1: 2018 Under Ramp Park Memorandum of Understanding between OCII and SFPW
Attachment 2: Under Ramp Park Project Plan View and Contextual Illustration



MEMORANDUM

To: Office of Community Investment and Infrastructure

Through: Edgar Lopez
Public Works Deputy Director, City Architect

From: Kathleen O'Day
Public Works Building Design and Construction Project Manager

Date: August 2, 2018

Subject: Proposed Memorandum of Understanding and Fee Proposal for
Professional Services

San Francisco Public Works is pleased to submit this draft Memorandum of Understanding ("MOU") and fee proposal to provide professional services to assist the Office of Community Investment and Infrastructure ("OCII") in the delivery of the Under Ramp Park Project. Professional services include Project Management, Design Peer Review by City Architects and Engineers, reviews by Disabled Access Coordinators, Construction Contract Preparation, Bid, Advertisement and Award, Site Assessment Remediation services and Construction Management services. Additional services through Public Works' as-needed consultant pool are in consideration for environmental site assessment, cost estimating and reconciliation of cost estimates and constructability review.

The following MOU and associated fee proposal defines the scope of services proposed to be performed by San Francisco Public Works ("SFPW"), San Francisco Municipal Transportation Agency ("MTA"), and San Francisco Public Utilities Commission ("PUC"), as well as the roles and responsibilities and mutual understanding between Public Works and OCII, for this proposed scope of services. We look forward to your comments on the MOU in order to advance towards providing our services.

If you have any questions, please contact Kathleen O'Day at 415-558-4534.

Cc: Ron Alameida, Director of Project Management, Public Works (BDC)

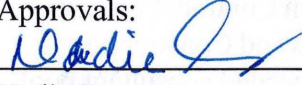
**MEMORANDUM OF
UNDERSTANDING
Under Ramp Park Project**

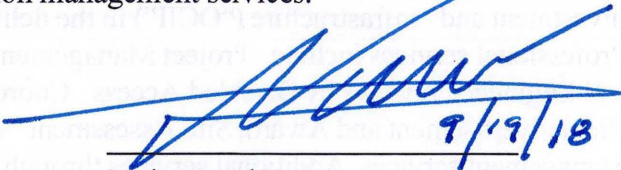
San Francisco Public Works ("SFPW") will coordinate with and assist the Office of Community Investment and Infrastructure's ("OCII") Transbay Project Management team to deliver the Under Ramp Park ("URP" or the "Project") Project designed by Conger Moss Guillard Landscape Architecture ("CMG"). SFPW Project Management will assemble and manage a city team to provide professional services for OCII's Under Ramp Park Project as per the scope of work outlined in the following agreement: **Under Ramp Park Project, August 21, 2018** (the "Agreement").

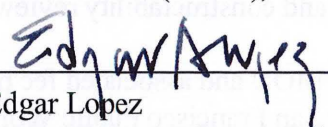
OCII agrees to fund all city agency services involved with the Under Ramp Park project on a reimbursable basis to SFPW for each phase of work in accordance with the project budget and schedule in the following Agreement for a total amount of \$4,648,043. OCII agrees to repayment of SFPW funded services rendered between November 2017 and approval of the MOU. And should this MOU not be approved, OCII will reimburse SFPW in full for services rendered. Additionally, SFPW recommends setting aside an allowance of \$1,873,284 for fees and as-needed consultant services to be contracted pending OCII approval. SFPW agrees to provide the above services according to the project schedule as described in the Agreement.

OCII has bond proceeds available for the construction of URP. SFPW will manage the project from design through construction in conjunction with OCII. SFPW Project Manager will support, coordinate, and manage all communications between the City project teams and assist OCII with delivery of the Project. SFPW, Municipal Transportation Authority and Public Utilities Commission engineers and architects will provide peer review of the design. SFPW will advertise, award, administer and manage the construction contract. SFPW Construction Management ("CM") will provide construction management services.

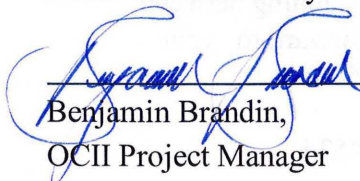
Approvals:

 10/17/18
Nadia Sesay Date
Office of Community Investment
Infrastructure (OCII), Executive Director

 9/19/18
Mohammed Nuru Date
Public Works (SFPW), Director

 7.16.18
Edgar Lopez Date
SFPW Deputy Director and City Architect

Recommendations by:

 9/14/18
Benjamin Brandin, Date
OCII Project Manager

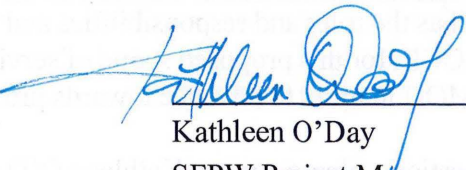
 8/12/2018
Kathleen O'Day Date
SFPW Project Manager

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RECITALS

- A. The Under Ramp Park project (“URP” or the “Project”) furthers a portion of the Transbay Redevelopment Plan and the Transbay Redevelopment Project Area Streetscape & Open Space Concept Plan approved in 2005 and 2006, respectively.
- B. The Office of Community Investment and Infrastructure (“OCII”) contracted with Conger Moss Guillard (“CMG”) to prepare the design documents for URP. CMG prepared a schematic design, which was approved by the Commission on Community Investment and Infrastructure (“CCII” or the “OCII Commission”) in 2014. The Project was put on hold until March 2017 when OCII requested CMG to redesign the original schematic design. After extensive public outreach and four workshops with the Transbay Citizens Advisory Committee (“CAC”), CMG has now completed a revised 100% Schematic Design for the Project.
- C. The OCII construction budget is approximately \$25.6 million, which OCII has in place for URP. The Project will be funded from existing and future bond proceeds issued by OCII.
- D. San Francisco Transbay Joint Powers Authority (“TJPA”) will own and manage URP upon completion by OCII, and the East Cut Community Benefits District (“ECCBD”) will be responsible for certain maintenance activities (see Attachment 1).

I. PROJECT DESCRIPTION

SFPW has been asked by OCII to provide professional services on URP. Public Works Building and Design Project Management will assist OCII with the delivery of the Project.

URP is located in San Francisco’s South of Market area, beginning south of Folsom Street at Essex Street, and continuing north to Howard Street. The URP site consists of approximately 2.4 acres and lies predominantly under the Caltrans I-80 off-ramp to Fremont Street, and the TJPA bus ramp serving the new Salesforce Transit Center (“STC”). Due to the high density of the Transbay and Rincon Hill neighborhoods, the STC, and OCII sponsored development of the 12 blocks adjacent to URP, the park is expected to be heavily used by commuters, visitors and neighborhood residents. OCII funding for the Project is in place, and, as stated above, the TJPA will own and manage URP upon completion by OCII and SFPW, and the ECCBD will be responsible for the park’s maintenance.

OCII contracted with landscape architecture firm Conger Moss Guillard (“CMG”) to prepare the design documents for URP. OCII and CMG are in the process of completing a revised schematic design that will attract all segments of the population and include areas for children’s play, walking, biking, adult and youth sports, a dog park, relaxation, areas for events and community programs, and casual dining.

The Project will be divided within four blocks separated by public right of ways. A pavilion structure (“Pavilion”) is planned to be located at the Folsom Street entrance to URP, and a beer

garden and associated concessions structure for selling refreshments is planned adjacent to Clementina Street in the center of URP. The URP Pavilion would consist of a two-story building of approximately 4,600 square feet with the upper story accessed from Folsom Street. The upper story is planned to include three food kiosks serving park patrons and will include a small indoor seating area. In addition, outdoor seating and tables will be provided outside the food kiosks. The lower story of the Pavilion is located at the same level as the park, and will be used as office space and storage for the ECCBD. Adjacent to the ECCBD office is a flex space conference room that would be used by the ECCBD during the weekdays, and for parties and community meetings on weeknights and weekends. (Refer to Attachments 1 and 2.)

The Professional Services Scope of Work outlined below is based on information provided by OCII:

1. Scope of work (Attachment 1)
2. Draft Schematic Design Site plans by CMG and Building Diagrams by Y.A. Studio
3. Project schedule provided by OCII and CMG

II. PROJECT TEAM

The following 4 agencies are involved in the Project with separate responsibilities and scope:

1. San Francisco Public Works (SFPW)
2. San Francisco Municipal Transportation Agency (MTA)
3. San Francisco Public Utilities Commission (PUC)
4. Office of Community Investment and Infrastructure (OCII)

Project Manager of SFPW's Building Design and Construction will be the Project Manager, managing the various City professionals within SFPW, PUC and MTA. The Project Team is as follows:

1. Public Works

Building Design & Construction (BDC) Staff:

- a. Project Manager
- b. Project Management Analyst
- c. Landscape Architect (Peer Review Lead)
- d. Architect
- e. Disability Access Coordinator (Buildings and Parks)
- f. Construction Management and Inspection (Buildings and Parks)

Infrastructure Design & Construction (IDC) Staff:

- a. Streets & Highways (Civil Engineer)
- b. Hydraulic Engineering
- c. Structural Engineer
- d. Geotechnical Engineer

- e. Disability Access Coordinator (Public Right of Way [“ROW”])
- f. Construction Management and Inspection (Public ROW)

Site Assessment & Remediation (SAR) Staff:

- a. Site Assessment & Remediation

Contract Monitoring Division and Administration Staff:

- a. Principal Accountant
- b. Contract Administration
- c. Contract Preparation & Project Controls (with OCII Contract Administration review)

2. San Francisco Municipal Transportation Agency (MTA):

- a. Senior Engineer Traffic Engineer
- b. Associate Engineer
- c. Engineer

3. San Francisco Public Utilities Commission (PUC)

- a. Street Lighting Engineer

4. Office of Community Investment and Infrastructure:

- a. Transbay Project Manager
- b. Transbay Development Specialist and Planning Staff
- c. OCII Contract Compliance Division (“OCII CCD”)

III. PROJECT SCHEDULE AND DELIVERABLES

OCII and CMG will define the Project delivery dates based on when the design documents are submitted for review. SFPW estimates 3-6 weeks from the receipt of each design package as detailed below to distribute drawings, complete the review, meet with the designers, and consolidate comments from the three agencies (SFPW, MTA and PUC) and return the comments to OCII and CMG. It is understood that the Project schedule may be revised as the Project scope evolves and becomes better defined during the later stages of the design development phase. Modifications to the Project schedule will be the subject of negotiation and mutual acceptance by OCII and SFPW.

Deliverables include:	Review Due Date
100% Revised Schematic Design Package comments (Anticipated SD package submittal in late 2018)	3 weeks after Submission
50% Design Development (DD) Package comments	3 weeks after Submission
100% Design Development (DD) Package comments	4 weeks after Submission
50% Construction Document (CD) Package comments	4 weeks after Submission
95% Construction Document (CD) Package comments	4 weeks after Submission
100% Construction Document (CD) Individual comments	2 weeks after Submission

Advertisement / Bid / Award
Construction Management / Inspections

TBD
TBD

IV. SCOPE OF SERVICES

The Project is comprised of 6 phases of work:

- Phase 1: Schematic Re-Design
- Phase 2: Design Development (6 months)
- Phase 3: Construction Documents/Permitting (9 months)
- Phase 4: Advertisement, Bid and Award (4 months)
- Phase 5: Construction (22 months)
- Phase 6: Project Closeout

The Summary Scope of Services is included as Attachment 3, and is summarized below:

Public Works professional services include:

1. Preparing all MOUs
2. Ensuring that all work authorized under this MOU complies with Redevelopment Requirements, including but not limited to the Transbay Redevelopment Plan, the Transbay Development Controls and Design Guidelines and the applicable zoning, the Transbay Redevelopment Project Area Streetscape and Open Space Concept Plan, and the OCII Commission Resolution approving the URP design.
3. Attend project meetings, provide design review and comments, and ensure design by CMG is consistent with City requirements that pertain to OCII projects.
4. Design peer review performed by SFPW:
 - a. Building Design and Construction (“BDC”)
 - i. Landscape Architects and Architects
 - ii. Architects
 - b. Infrastructure Design and Construction (“IDC”)
 - i. Structural Engineers
 - ii. Geotechnical Engineers
 - iii. Hydraulic Engineers
 - iv. Street and Highway Civil Engineers (“S&H”)
5. SFPW Disability Access Coordinators (“ADA”) will provide:
 - a. ADA review during design and construction phases
6. SFPW Site Assessment Remediation (“SAR”) will provide:
 - a. Environmental specifications and review during construction
7. SFPW Contract Monitoring Division (“CMD”) will:
 - a. Assist with Division 0 and 1 specifications
 - b. Advertisement for bid and award of construction contract
 - c. Be the lead contract compliance agency, but will work in conjunction with OCII’s Contract Monitoring staff.
8. Billing OCII for project costs and reimbursing other City departments.

SF Public Utility Commission (“PUC”) professional services include:

1. Street Lighting design peer review

Municipal Transportation Agency (“MTA”) professional services include:

1. Design peer review
2. Traffic engineering drawings

SFPW Construction Management (“CM”) will provide construction management services.

SFPW PM will coordinate with the SF CMD and OCII CCD to ensure compliance with OCII’s Small Business Enterprise (“SBE”) policy.

1. For all third party and/or as-needed consultants brought onto the Project, SFPW PM and SF CMD will comply in meeting OCII’s SBE goal of 50% by:
 - a. awarding contracts or work orders to SBEs to the greatest extent possible, and
 - b. cooperating with OCII CCD with reporting requirements.
2. SFPW will give first consideration in the award of a contract or work order in the following order:
 - a. Project Area SBEs (those located in an OCII project area),
 - b. San Francisco-based SBEs, and
 - c. all other SBEs.
 - d. Prior to the bid and award of the construction contract, SFPW PM will coordinate and cooperate with OCII CCD to ensure SBE program requirements are met.
3. SFPW PM will also coordinate with OCII CCD and its agent, the Office of Economic and Workforce Development (“OEWD” or “CityBuild”) to ensure compliance with OCII’s Construction Workforce Program, which requires that contractors (regardless of tier) make good faith efforts to employ San Francisco residents for 50% of the hours by each trade needed to construct the Project.
 - a. SFPW PM will cooperate and assist OCII CCD and/or CityBuild with the contractor enforcement, ensuring contractors comply with the Construction Workforce Program during the construction of the Project.

SFPW Project Manager will support, coordinate, and manage all communications between the City project teams and assist OCII with delivery of the Project.

SFPW Building Design & Construction Landscape Architects (“BDC – LA”) will be responsible for coordinating and consolidating all peer review comments on each design submittal.

Attachment 3 is a Detailed Summary of City Departments’ Professional Services Scope of Work and Associated Fees

Attachment 4 is a Summary of Professional Fees

V. ROLES AND RESPONSIBILITIES

Attachment 5 is Roles and Responsibilities Matrix that details the project tasks and identifies primary responsibilities for each task. A summary of the matrix is as follows:

1. **Design Review and Comments:** SFPW will route all design packages through City departments for review, input and guidance. SFPW will coordinate feedback, resolve conflicts and prepare regular status reports to OCII. CMG will submit the following design packages for review by the team:
 - a. 100% Schematic Design: Review and Comment on 100% Schematic Design
 - b. Cost Estimate: Review Cost Estimates on Schematic Design Package
 - c. 50% Design Development: Review and Comment on 50% Design Development Document Package and Cost Estimate
 - d. 100% Design Development: Review 100% Design Development Document Package, Specification Outline, and Cost Estimate
 - e. 50% Construction Document: Review Construction Documents, Draft Specifications, and Two (2) Cost Estimators' Cost Estimates
 - f. 95% Construction Document: Review Construction Documents, Draft Specifications, and Two (2) Cost Estimators' Cost Estimates
 - g. 100% Construction Document: Review Construction Documents, Draft Specifications, and Cost Estimate

Project Design Peer Reviews by City Discipline							
Peer Review	100% SD	50% DD	100% DD	50% CD	95% CD	100% CD	Site visits/ Meeting
IDC - ADA	X	X	X	X	X	X	*
BDC - ADA	X	X	X	X	X	X	*
MTA	X		X	X	X		6
BDC - LA			X		X		3
PUC	X		X		X		3
IDC - S&H (Civil)			X		X		3
BDC - Arch			X				2
IDC - Hydraulic			X	X			3
IDC - Structural/Geotech				X			1

*Attending multiple meetings and site visits in design and construction. Refer to individual attached fee proposal for more detail.

2. **Project Meetings:** Disciplines will meet with PMs and CMG after each Phase where they provide design peer review as noted in above chart. Design peer reviews will be conducted at 100%SD, 50%DD, 100%DD, 50%CD, 95%CD and 100%CD (cursory review). SFPW Landscape Architect will consolidate City team's peer review comments at 100% DD and 95% CD phases.

3. **Project Approvals:** The lead agency is noted in parenthesis after the task. OCII will be responsible for payment of all application and permit fees.
 - a. Prepare Notice of Intent to Construct (“NOI”) to all utility companies (IDC- S&H);
 - b. Add URP to 5-year Plan (IDC- S&H);
 - c. Present URP to Committee for Utility Liaison on Construction and Other Projects (CULCOP), Interdepartmental Staff Committee on Traffic and Transportation for temporary street closures (ISCOTT), and Transportation Advisory Staff Committee (TASC) (MTA);
 - d. Obtain approval on sidewalk legislation (SFPW and OCII PMs);
 - e. Obtain street and parking legislation and attend TASC meetings (MTA);
 - f. Obtain approval for non-standard pavements and replacements (IDC- S&H);
 - g. Obtain Board of Supervisors approvals for sidewalk widths and curb line modifications (IDC-S&H);
 - h. Obtain Special Traffic Permit for bicycle lane changes (MTA);
 - i. Obtain Special Traffic Permit for signal changes, bicycle lane changes and raised crosswalk (MTA);
 - j. Obtain Encroachment Permit from Bureau Street Use and Mapping (SFPW and OCII PMs);
 - k. Submit Maher Ordinance Application to Public Health (SAR);
 - l. Assist CMG and OCII with understanding additional City requirements such as Environmental Code, Green Ordinance and Better Streets Plan (SFPW PM);
 - m. Assist CMG on gaining approval from Public Utilities Commission for the Project’s Stormwater Management Application and Water Use Applications (BDC-LA);
 - n. Assist OCII in securing approval by the Board of Supervisors of a General Plan Referral for the Project.

4. **Additional Studies/Reviews:**
 - a. **Site Assessment and Remediation (SAR):** Conduct Article 20 analysis of soil for hazardous waste, and hazardous material soils engineering.
 - b. **Disability Access (ADA) Review:** SFPW will coordinate with the SFPW Disability Access Coordinator (DAC) to develop project American Disability Act (ADA) Parameters and ensure the Project is designed to comply with these parameters.
 - i. Obtain final sign-off by the DAC for permit documents.
 - ii. Coordinate with the DAC for on-site inspection during the construction phase and follow-up with required actions, if any.

5. **Traffic Planning:** MTA will perform this task led by SFPW, OCII, and CMG design team to implement the appropriate transportation plans in accordance with the Transbay Redevelopment Project Area Streetscape and Open Space Concept Plan and the South Downtown Design and Activation Plan (“SODA”) of the streetscapes

surrounding the STC and Rincon Hill, an effort led by the San Francisco Planning Department.

- a. Provide input on construction phasing to accommodate access to sidewalks, roadways to/from streets and adjacent properties and minimize impacts on cyclists, pedestrians, transit and vehicle traffic.
 - b. Provide conceptual signal design (coordinate with ARUP Electrical), traffic signal and signage plans, instructions on implementation of signals and signs, traffic routing plans, specifications & cost estimates (lane requirements, Muni, detours, final striping, etc.). Specific transportation planning tasks include, but are not limited to the following:
 - i. Parking meters and utility requirements;
 - ii. Traffic, security, safety design details concerning bike and pedestrian pathways, street crossings, turn lanes and path layout within the ROW and in the park;
 - iii. Traffic signal design and striping plans at crossings;
 - iv. Traffic engineering studies or modeling;
 - v. Review of blue, yellow, and white curbs adjacent to the site;
 - vi. Apply for, attend hearings, and meet with affected parties;
 - vii. Coordination between SFPW, MTA, and Bureau of Light, Heat and Power (BLHP) to determine whether existing conduits, pole foundations, and spacing could be re-used for new streetlights for joint utility and City owned poles.
6. **Utility Coordination and Review:** SFPW to assist in procuring the necessary approvals from PUC and will lead the coordination effort with all other utility providers as outlined below:
- a. **PUC Review:** The San Francisco Public Utilities Commission (PUC) will be responsible for reviewing all design package submittals and assisting with replacement of PUC owned utilities.
 - i. SFPW to secure approval from PUC for street lighting and power for signals alterations.
 - b. **3rd Party Utilities (PG&E, AT&T, and other 3rd Party Utilities):** SFPW will take the lead in coordinating with all third party utility companies throughout the Project. It is anticipated this Project will require alterations to the following utilities: PG&E, SFPUC, telephone, data, and television. If utility work is needed from third party utilities during the course of design, SFPW shall inform PUC and request that they pay the fees through their existing encumbrance with them. PUC will then include payments in their reimbursement request.
 - i. SFPW, as the coordinator, assists in communication between the designer of record and the utilities;
 - ii. CMG, as the designer of record, prepares drawings and description of work for the Notice of Intent (NOI) as well as transmittals, including final preliminary, to the utilities;

- iii. SFPW submits the NOI to the utilities and collects and transfers information to/from CMG;
 - iv. CMG, as the designer of record, retains responsibility for design issues related to new and existing utilities and production of any drawings needed for coordination purposes;
 - v. CMG, as the designer of record, is responsible to prepare a utility composite. CMG shall also identify all conflicts between existing utilities and their design that might require utility relocations. Their design should account for all known existing conditions including utilities;
 - vi. CMG, as the design consultant, prepares technical design information and drawings needed for utility coordination for SFPW to transmit to the utilities;
 - vii. SFPW advises OCII and CMG on how to resolve conflicts with utilities if and when issue arises.
- c. **Meetings:** SFPW PM shall assist OCII with Utility Coordination. SFPW PM shall attend a maximum of two meetings related to utility coordination. SFPW will give one presentation to utility agency staff.

7. Support for environmental and engineering services and coordination tasks will include the following such as:

- a. Prepare hazardous soils engineering and mitigation report (SAR)
- b. Support environmental and engineering services and preparation of specifications (SAR)
- c. Review design related mitigation measures (SAR)
- d. Review soils engineering and mitigation for planting (SAR)
- e. Review requirements for specs and drawings for all interim submittals and final CD set
- f. Apply for street improvement permit (SFPW PM)
- g. Review 100% Construction Document Package, Specification and Cost Estimate with SFPW team members, MTA and PUC coordinate effort and send comments to OCII
- h. SFPW contract preparation and Division 0 and 1 specification preparation (CMD)
- i. Outreach to potential bidders (SFPW PM)
- j. Prepare Advertisement (CMD)
- k. Attend Pre Bid Meetings
- l. Respond to questions from Bidders during advertisement
- m. Issue addendum as required
- n. Coordinate receipt of bids with Contract Administration
- o. Provide Construction Management Services:
 - i. RFI review and response
 - ii. Site visits
 - iii. Inspections
 - iv. Inspections: Final walk through

v. Post construction, project evaluation

8. San Francisco Municipal Transportation Agency (MTA) Construction Review and Approvals:

- a. Design temporary items required during construction e.g., traffic management plans, etc.
- b. Review drawings, Specifications, and Cost Estimate (refer to chart on page 7 for review phases).
- c. Evaluate requests for construction between Thanksgiving and New Year's Day.

9. San Francisco Public Utilities Commission (PUC) Construction Review and Approvals:

- a. Review drawings, Specifications, and Cost Estimate of proposed ROW lighting (refer to chart on page 9 for review phases).
- b. Inspect construction work.

10. OCII and CMG Construction Review and Approvals:

- a. CMG will sign as the Architect or Engineer of Record and provide technical design information and drawings as needed to comply.
- b. CMG will provide engineering services during construction, including but not limited to RFIs, shop drawings, change orders, and review of general contractor's preparation of as-built drawings.

VI. PROFESSIONAL FEES

1. Estimated Project Fees for SFPW, MTA and PUC services are listed below, and are based on our understanding of the Project scope, schedule and budget. The Professional Fees are based on a Total Fee Proposal cost of **\$4,648,043**. The final scope of work and corresponding fees may be revised as the Project evolves, and as OCII completes its review of outstanding tasks and issues. SFPW shall inform OCII in advance of (i) any costs that exceed budget line item amount, and (ii) any work that it anticipates will exceed the agreed-upon scope of services set forth in this MOU. Upon receipt of any such information from SFPW regarding additional scope of services, OCII shall review the submittal and, as set forth in services listed below, either provide written authorization for the additional scope of services or deny the request and set forth the reason(s) for the denial. Both parties agree and understand that during the term of this MOU any budget revisions will require prior written approval by OCII.

For details of City Agency Professional Fees, see Attachments 3 & 4.

Item	Reference	Description	Amount
1	PW Proposal	Project Management & Other Services	\$ \$4,132,377
2	PW Proposal	Peer Review Fees	\$ \$150,083
3	MTA Proposal	Design & Peer Review Fees	\$ 336,833
4	PUC Proposal	Review Fees	\$ 28,750
		Total:	\$ 4,648,043

2. Additional Project Control fees and services may be contracted through Public Works including as needed services through SFPW consultant pool if requested by OCII. An allowance of **\$1,873,284** is budgeted for the below services:
 - a. Arts Commission review, should OCII choose to informally meet with the commission
 - b. Cost estimating services and cost estimate reconciliation
 - c. Constructability review
 - d. Environmental Site Assessment Phase I and II
 - e. Materials Testing and Special Inspections
 - f. DBI Building, BSM tree removal and tree planting, street improvement and encroachment permits
 - g. Maher Ordinance application fees
 - h. Informal Civic Design Review
 - i. PUC Stormwater Control Plan review fees
 - j. Contract Preparation and Advertisement
 - k. Contract Administration and Contract Monitoring
 - l. City Attorney
 - m. Reproduction and Printing costs
3. Total Project Control Costs (which include professional fees and allowances for as needed consultants, permits and site investigations) is not-to-exceed **\$6,521,327** (See Attachment 4)

VII. ASSUMPTIONS

OCII will be responsible for scheduling presentations, preparing agendas for and conducting meetings, payment of application fees, and securing project approvals from Commissions, regulatory agencies, and community groups including but not limited to the following:

1. Project Planning and Environmental Review, including but not limited to General Plan Referral, Environmental Clearance under the California Environmental Quality Act (CEQA), and other planning reviews or approvals required for the Project;
2. OCII has hired CMG as engineer of record. CMG as engineer of record is responsible for:
 - a. Site and Building Design and design within the Public ROW
 - b. Topographic and civil surveys
 - c. Geotechnical Borings and Reports including percolation tests required for the Stormwater Management Control Plan.

- d. Existing building plans prepared by other members of the design team showing structures, utilities, and subgrade construction on site will be provided, if there are anticipated encroachments into public right-of-way
 - e. Utility Composite Plans
 - f. Summary of Work and Limit of Work Plan for Notice of Intent
- 3. OCII and CMG will present and prepare documents for SF Arts Commission Civic Design review if OCII opts for informal review.
 Note: OCII projects are not required to be reviewed by the Arts Commission. Art Enrichment component by the Art Commission Visual Arts Committee is not required for an OCII project.

VIII. EXCLUSIONS AND ADDITIONAL SERVICES

The services and/or tasks listed below are not included in SFPW's scope of work. OCII may request SFPW to include such services and/or tasks as an Additional Service by modification to this Agreement.

- 1. Reproduction services;
- 2. Sea Level Rise Study and Report (not required as confirmed by SFPW Hydraulics Nov 2017);
- 3. Geotechnical reports;
- 4. Landscape site or Building Design;
- 5. Drainage, sanitary sewerage design or ROW drainage;
- 6. Public Outreach, Community Meetings, Public Presentations;
- 7. Project Definition and Project Program: preparation of program and planning documents such as Community Needs Assessment, OCII Plan of Service, OCII Building Program, or Project Program Statement;
- 8. Planning: San Francisco Planning Department General Plan Referral; Notice of Exemption (NOE) from the California Environmental Quality Act; Environmental review and clearance; other planning or environmental review as required for the Project;
- 9. Surveys, indicating site boundaries, utilities, location of structures, topographic information and services associated with surveying;
- 10. Value engineering;
- 11. Services required for re-advertisement of the contract for construction, or to issue addenda, provided the need for such services is not due to error or omission on the part of CMG;
- 12. Civil engineering; non-ADA graphic and signage design; acoustical engineering; interior design; telecommunications; computer & security systems design; traffic surveys and engineering; engineering design of shoring, bracing and underpinning systems;
- 13. SFPW isn't responsible for budget/fee changes made by MTA or PUC in the event that OCII increases the Project's scope;
- 14. Services required for LEED certification and commissioning for green building requirements;

15. Services made necessary by reversals of authorizations, approvals or instructions previously given by OCII staff, OCII Commission, other City authorities or regulatory agencies;
16. Services made necessary by changes in codes, regulations or interpretations during the course of the Project that were not and could not have been anticipated by SFPW and which result in a substantive change to the drawings. SFPW shall not be held responsible for the resulting additional costs, fees or time, and shall be entitled to reasonable additional compensation for the time and expense of responding to such changes. SFPW shall provide ongoing consultation and advice to OCII regarding anticipated code changes and interpretations that may affect designs in advance of these revisions, in an attempt to avoid later substantive change to drawings;
17. Services made necessary by conflicts between approvals and/or requirements by City agencies;
18. Coordination, management of and/or presentations related to Art Commission required Visual Arts Art Component and Formal Civic Design Review are not included in this contract as OCII projects are understood to be exempt;
19. Comply and complete reporting with adopted Mitigation Monitoring Reporting Plan (MMRP);
20. Services relative to detailed investigation, surveys, valuations, inventories, testing or appraisals of elements including but not limited to existing building and site conditions, the surrounding public ROW, landscaping, facilities, equipment or furnishings, or to make measured drawings thereof, or to verify the accuracy of drawings or other information furnished by others;
21. Services required in connection with construction performed by others that is not part of the Project;
22. Preparing as-built record drawings showing changes and relations in the Work made during construction;
23. Additional services due to changes of scope.

VII. FINANCIAL OVERSIGHT AND AUDITS

SFPW and the OCII agree to the accounting methods and procedures per this MOU which is intended to serve as a guideline for accounting activities and communication by and between OCII and SFPW.

1. **Spending Authority.** OCII has spending authority pursuant the Implementation Agreement, and the approved Recognized Obligation Payment Schedule (“ROPS”) Lines 391 and 425 authorizing funding for the project. OCII funding to be used will come from OCII bond proceeds. SFPW, PUC, and MTA will set-up estimated revenue and expenditure appropriations in the appropriate capital project structure and the City’s Financial System Project chart fields.
2. **Evidence of Funding for Construction.** OCII will demonstrate the full amount of construction funding (construction funding shall include all costs in the construction contract including demolition and hazmat remediation, transportation and disposal costs) and the associated hard cost contingency is set aside for the project construction.

SFPW will set up initial funding to allow for advertisement of bids. OCII will reimburse SFPW in full for encumbrances for the period between advertisement and bid award. Once a construction bid is accepted, OCII will transfer the Total Construction value plus the construction hard cost contingency into an account controlled by SFPW.

3. **Details of Payments & Funding.**
 - a. OCII will provide evidence of secured funds to SFPW such that OCII can reimburse SFPW for all costs agreed to in this MOU, plus the eventual construction contract for the Project.
 - b. All billings, including documents supporting all charges, shall be submitted to OCII on a quarterly basis. Based on approval of the charges, payment to SFPW will be made no later than 30 days of receipt of invoice and supporting documentation. Since this is a reimbursable arrangement, SFPW is required to incur the costs ahead of payment from OCII. SFPW reserves the right to charge OCII for interest expense if appropriate.
 - c. SFPW will initially fund all applications for and payment of fees to utility providers for new and/or modified services during construction and shall be reimbursed by OCII.
4. **Lead Agency.** SFPW will act as the City's lead agency to facilitate coordinated review of Project Reimbursement Applications from MTA and PUC.
5. **Supporting Cost Documentation.** On a quarterly basis, SFPW shall review for accuracy and submit all appropriate support (invoices, timesheets, etc.) for labor and non-labor costs performed by SFPW and other City Departments. SFPW will submit payments to other City Departments within 15 days from approval of the supporting cost documentation.
6. **Financial Recording.** All expenses related to Project are capital in nature. All expenses for the Project will be recorded in the respective Department's project structure and reported to the Controller's Office for proper recording in the City's financial asset records system (FAACS). It is OCII's responsibility to notify the Controller's Office that the Project is completed and can be capitalized as defined by Controller's Office Fixed Assets Defections and Guidelines.
7. **Audits.** SFPW shall make available to the OCII upon request all personnel time records, contractual records, and other records used to justify reimbursement within a reasonable period of time, not to exceed thirty (30) days from the date SFPW receives a written request.
8. **Record Retention.** SFPW will follow the record retention and storage policy as outlined in the Department Procedure 2.1.5.

VIII. INSURANCE

The parties acknowledge and agree that the City and County of San Francisco ("City") self-insures in the areas of general liability, automobile liability and workers' compensation and that such self-insurance shall cover any losses, claims or damages incurred by the City directly or indirectly arising out of or connected with this MOU, and any of SFPW's activities under this MOU, excluding the willful misconduct or negligence of the person or entity seeking to be

defended, indemnified or held harmless. However, at its sole discretion, City may purchase a policy of insurance to cover against any potential exposure to loss under this Agreement. SFPW shall require any subcontractors to maintain insurance in compliance with City Policy.

IX. DISPUTE RESOLUTION

SFPW and OCII agree that this MOU provides a general description and understanding of the services to be provided, and of the schedule and costs associated with these services. The respective managers of SFPW and OCII shall resolve disputes arising out of this MOU expeditiously. In the case of a dispute involving the transfer of monies to SFPW to resolve insufficient funds, a temporary stop date will be placed on the job order preventing SFPW staff from working on the Project until the funds are received. Dispute between expenses incurred by MTA and PUC will be resolved between MTA, PUC, and OCII.

X. ENTIRE AGREEMENT

This MOU sets forth the entire agreement between the OCII and Public Works and supersedes all other prior written or oral provisions.

XI. GOVERNING LAW

All transactions described herein are subject to and must be conducted in accordance with the applicable requirements of the City's Charter and codes and applicable state and/or federal laws.

XII. SEVERABILITY

The invalidity or unenforceability of a particular provision of this MOU shall not affect the other provisions hereof.

XIII. ATTACHMENTS:

- | | |
|---------------|--|
| Attachment 1: | Project Scope of Work Description provided by OCII |
| Attachment 2: | Summary Scope of Work and Professional Fees by San Francisco City Agencies |
| Attachment 3: | Project Control Costs Budget |
| Attachment 4: | OCII, CMG and SFPW MOU Roles and Responsibilities |

Under Ramp Park

Under Ramp Park (“URP” or the “Project”) is located in San Francisco’s South of Market area, beginning south of Folsom Street at Essex Street, and continuing north to Howard Street. URP consists of approximately 2.4 acres and lies predominantly under the Caltrans I-80 off-ramp to Fremont Street, and the TJPA bus ramp serving the Transbay Transit Center (“TTC”). Due to the high density of the Transbay and Rincon Hill neighborhoods, the future TTC, and OCII sponsored development of the 12 blocks adjacent to URP, the Project is expected to be heavily used by commuters, visitors and neighborhood residents. OCII funding for the Project is in place, TJPA will own and manage URP upon completion by OCII, and the East Cut Community Benefits District (“ECCBD”) will be responsible for maintenance and day-to-day operations.

OCII has contracted with Conger Moss Guillard (“CMG”) to prepare the design documents for URP. OCII and CMG are in the process of completing a revised schematic design for URP that will attract all segments of the population and include areas for informal play, walking, biking, adult and youth sports, a dog park, relaxation, areas for events and community programs, and casual dining.

Regarding casual dining, a pavilion structure (“Pavilion”) is planned to be located at the Folsom entrance to URP, and a beer garden/concessions building and open space is planned adjacent to Clementina Street in the center of URP. The URP Pavilion would consist of a two story of approximately 5,500 square feet, with the upper story accessed from Folsom Street. The upper story is planned to include three food kiosks serving park patrons and will include a small indoor seating area. In addition, outdoor seating and tables will be provided outside the food kiosks. The lower story of the Pavilion is located at the same level as the park, and will be used as office space and storage for the ECCBD. Adjacent to the ECCBD office is a flex space conference room that would be used by the ECCBD during the weekdays, and for parties and community meetings on weeknights and weekends.

CMG completed the updated conceptual design for the Project in late 2017. OCII anticipates obtaining schematic design approval by the TJPA Board and OCII Commission in Fall 2018, completing design development in Summer 2019, completing construction documentation in Spring 2020, commencing construction in Summer 2020, with completion by the Spring 2022.

URP MOU ATTACHMENT 2: SUMMARY OF PROFESSIONAL SERVICES SCOPE OF WORK AND FEES

August 13, 2018

Professional Services by San Francisco City Agencies: Public Works (SFPW), Municipal Transportation Agency (SFMTA) and Public Utilities Commission (SFPUC)

Agency	Division	Scope of Work	Budget (incl 3% yearly escalation)
SFPW	Project Management	SFPW Project Manager will oversee and manage the various SFPW departments, SFPUC, and SFMTA to provide the following: • Peer review of A/E Schematic Design documents through 100% Construction Documents (number of peer reviews varies with each PW design discipline); • Disability Access Coordination (PW BDC & IDC DAC); • Peer review of designs within right of way crossings (MTA); • Peer review of street lighting design (PUC); • Division 0 and Division 1 (including Hazmat) specifications to accompany bid package (PW Contract Prep and PW SAR group); • Construction Management (PW BDC & IDC CM); • Material Testing and Inspections (fee proposal to be provided separate from this contract) SFPW Project Manager will assist CMG with obtaining plan comments from City agencies during design, provide guidance and assistance with their submittal of their 95% Construction Document permit review set to City permitting; assist with scheduling permit pre-application meeting; Review of Summary of Work, alternate and bid item descriptions for bid advertisement and assist CMG and OCII in answering questions from bidders after advertisement. SFPW Project Manager will oversee Bid advertisement and solicit bids from contractors and review bid submittals with OCII approval. SFPW Project Manager will solicit and negotiate fee proposals, oversee as needed consultants for environmental site assessment, cost estimating, constructability reviews and construction scheduling and sequencing consultation.	\$1,396,511

		SFPW Project Manager will oversee an as needed cost estimator (Fees associated with as needed consultants will be provided separate from this contract) SFPW Project Manager with OCII's review and approval will provide bid addendums (if necessary), negotiate with contractor prior to award of contract and draft and prepare contract. SFPW Project Manager will continue to coordinate with OCII on budget and schedule progress, and assist OCII to obtain the necessary permits and agreements to proceed with construction. SFPW Project Management Analyst to assist with funding allocations, funding transfers between city departments, budget forecasting, invoicing, payments and monitor expenditures with assistance from PW accounting.	
SFPW	Landscape Architecture	Coordinate and consolidate peer review reports from PW team (Landscape, Architectural, Structural, Streets & Highways Civil Engineers, Hydraulic Engineers and ADA coordinators), MTA and PUC. Coordinate and consolidate responses from MTA, PUC and PW team to inquiries concerning scope and city codes, regulations and/or policy made by CMG design team and/or Project Management during project phases. Provide six (6) total peer reviews of landscape architectural drawings and specifications and cost estimate prepared by others for the URP project at the following milestones: • 100% Schematic Design • 50% Design Development • 100% Design Development • 50% Construction Documents • 95% Construction Documents • 100% Construction Documents Review of both MTA and CMG team's bid documents. Provide assistance to CMG team by providing information and answer questions related to city codes or standards. Attend project meetings during design and construction with the SFPW Project Manager, OCII and CMG design team. (includes five (5) meetings and (5) site visits)	\$17,229

SFPW	Architecture	Provide three (3) total peer reviews of architectural drawings and specifications prepared by others for the URP project at the following milestones: • 100% Schematic Design • 100% Design Development • 50% Construction Documents Attend design peer review meetings with the SFPW Project Manager, OClI and CMG design team. (includes three (3) meetings)	\$9,297
SFPW	Disability Access Coordinator – (IDC)	Provide review (7 total) of design drawings and specifications related to ADA compliance within the public right of way crossings at URP project at the following milestones: • Concept Phase • 100% Schematic Design • 50% Design Development • 100% Design Development • 50% Construction Documents • 95% Construction Documents • 100% Construction Documents Attend meetings to review plan check comments with CMG design team and Project Managers (7 total) Provide accessibility information to design team during design and construction phases (26 hours). Provide IDC DAC sign off for 100% Permit document ADA Compliance. Review of construction submittals and samples for materials in the public right of way. Visit site during construction to provide rough-in inspections for traffic control devices and formwork inspections of construction in the right of way and identify necessary punch list items.	\$31,553
SFPW	Disability Access Coordinator- (BDC)	Provide review (7 total) of design drawings and specifications related to ADA compliance within the buildings and site at URP project at the following milestones: • Concept Phase • 100% Schematic Design • 50% Design Development • 100% Design Development • 50% Construction Documents • 95% Construction Documents	\$21,333

		• 100% Construction Documents Attend meetings to review plan check comments with CMG design team and Project Managers (8 total) Provide accessibility information to design team during design and construction phases (12 hours). Provide BDC DAC sign off of 95% Permit documents and review 100% submittal for ADA compliance approval. Review of construction materials and signage submittals and samples for materials and cut sheets. Visit site during construction to provide rough-in and formwork inspections of both site and building construction.	
SFPW	Streets and Highways (Civil Engineers)	Provide four (4) total peer reviews of civil design layout, grading and drainage plans and specifications for URP project park and ROW crossings at the following milestones: • 100% Schematic Design • 100% Design Development • 50% Construction Documents • 95% Construction Documents • 100% Construction Documents (cursory review) Attend design review meetings with the SFPW Project Manager, OCII and CMG design team. (includes five (5) two hour meetings)	\$14,900
SFPW	Structural and Geotechnical	Provide three (3) total peer reviews of structural drawings and specifications prepared by others for the URP project at the following milestones: • 50% Design Development • 50% Construction Documents • 100% Construction Documents Provide peer review of geotechnical report. Attend design review meetings with the SFPW Project Manager, OCII and CMG design team. (includes three (3) meetings)	\$25,662
SFPW	Hydraulics	Provide four (4) total peer reviews of civil design layout, grading and drainage plans and specifications for URP project park and ROW crossings at the following milestones: • 100% Schematic Design • 100% Design Development	\$10,532

		• 50% Construction Documents • 95% Construction Documents • 100% Construction Documents (cursory review) Review overland flow analysis prepared by others to ensure results meet City codes and standards. Assist Consultant with uploading Notice of Intent and Five Year Paving Plan into Envista/Accela Utility Coordination process including downloading responses received from utility agencies. Attend design review meetings with the SFPW Project Manager, OCII and CMG design team. (includes three (3) meetings)	
SFPW	Site Assessment Remediation	Prepare environmental specifications and review bid and submittals related to environmental issues, in particular hazardous materials. Provide assistance with Maher Ordinance application and coordination with Public Health Department. Coordinate with PW as needed environmental engineering consultant and review Environmental Site Assessment and Soils reports. Construction support includes review of construction submittals, overseeing the field work of PW environmental consultants and provide support for environmental issues during design and construction. Attend meetings during design (13 hours total) and meetings during construction (22 hours total).	\$43,514
SFPW	Contract Monitoring, Division	Prepare non-technical contract specifications (Division 0 and 1), prepare advertisement of contract for bid, and ensure bidders/contractor meet City and applicable OCII requirements for contractual specifications, and assist with preparation of construction contract.	\$30,000
SFPW	Construction Management (IDC) and (BDC)	Construction Management and Inspections of URP buildings, site work and work within the public right of way. Provide construction management services during bid, award, and construction phase and close out period.	\$2,123,346
SFPW		Contingency (15%) for DPW Services	\$558,582
SFPUC		Peer review of layout and design of street lights by others. (estimate based off Folsom street project)	\$25,000
SFPUC		Contingency (15%) for SFPUC Services	\$3,750

SFMTA	Pavement to Parks	Prepare roadway, parking/blue Zone, bike paths, pedestrian crossing, stripping plan and signal design. Provide peer review of bike and pedestrian paths in park and raised crossing design by CMG team. Provide four (4) total peer reviews of civil design layout, grading and drainage plans and specifications for URP project park and ROW crossings at the following milestones: • 100% Schematic Design • 100% Design Development • 50% Construction Documents • 95% Construction Documents • 100% Construction Documents (cursory review that former comments were addressed) Provide assistance to CMG team with Sidewalk Legislation and General Plan and ISCOTT review meetings. Provide review of blue curbs overall at or near project site to help establish requirements for this project. Attend design review meetings with the SFPW Project Manager, OCII and CMG design team. (includes six (6) meetings)	\$292,898
SFMTA		Contingency (15%) for SFMTA Services	\$43,935
		TOTAL	\$4,648,043

PW Management and Other PW Services Fees (incl 3.73% & 3% yrly esc)		
Project Management	\$	1,396,511
Construction Management	\$	2,123,346
Site Assessment Remediation	\$	43,514
Contract Monitoring Division	\$	30,000
Subtotal	\$	3,593,371
15% Fee contingency	\$	539,006
Total:	\$	4,132,377
PW Peer Review Fees (incl 3.73% & 3% yrly esc)		
Landscape	\$	17,229
Architecture	\$	9,297
Disability Access Coordinator (BDC)	\$	21,333
Disability Access Coordinator (IDC)	\$	31,553
Streets and Highways (Civil)	\$	14,900
Structural and Geotechnical	\$	25,662
Hydraulics	\$	10,532
Subtotal	\$	130,507
15% Fee contingency	\$	19,576
Total:	\$	150,083
MTA Design and Peer Review Fees		
SFMTA Liv Str (15% contin and 3% fee esc)	\$	42,898
SFMTA Signals (allowance based on Transbay Park est)	\$	150,000
SFMTA Routing (allowance based on Transbay Park est)	\$	100,000
Subtotal	\$	292,898
15% Fee contingency	\$	43,935
Total:	\$	336,833
PUC review Fees		
SFPUC (Based off Folsom Project)	\$	25,000
15% Fee contingency	\$	3,750
Total:	\$	28,750
City Team Professional Fees:	\$	4,648,043
Allowances for Project Control Fees and Services		
Arts Commission informal review	\$	3,000
Constructability review- as needed consultant	\$	30,000
2 nd cost estimate & reconciliation- as needed consultant	\$	40,000
Contract Admin 10% fee on As-Needed- Contracts	\$	30,000
Contract Prep	\$	30,000
Maher Fees	\$	6,000
PUC Stormwater Reviews	\$	12,000
Tree removal and tree planting permit	\$	3,000
Material Testing Lab and Special Inspection	\$	530,000
DBI plan check, Demo, Site and Building Permits, USD fees, and BSM Encroachment permits (include state water resource BAQMD)	\$	800,000
ESA phases I and II	\$	114,943
SF PW Legal (City Attorney)	\$	5,000
Reproduction/printing costs	\$	25,000
Subtotal:	\$	1,628,943
15% Fee contingency	\$	244,341
Allowances	\$	1,873,284
PROJECT CONTROL COST TOTAL	\$	6,521,327

OCII, CMG and PW MOU ROLES RESPONSIBILITIES

Tasks/Activities	PARTICIPATING PARTIES							
	OCII PM	PW PM	CMG	PW CM	SAR	CON PREP	CON ADM	PW ACCT
A. PROJECT INITIATION								
Obtain necessary funding for the project	P							
Establish overall project budget	P							
Establish overall project schedule	P		X					
Prepare Project Plan/ RFP, including basic program, scope, objectives, budget, and schedule	P	X						
Determine design team disciplines needed, and submit list of all design disciplines included in A/E scope of services, including: architectural, landscape, civil, structural, mechanical, plumbing, fire protection, electrical, fire alarm, security, data, cost estimate, vertical transportation, acoustics, irrigation, streets, hydraulics.	X		P					
Prepare cost proposals for A/E services, for all phases			P					
Provide cost proposals for City Agency Peer Review A/E, PM, SAR, Contract Prep and CM services		P						
Negotiate fees w/ design discipline(s)	P		X					
Prepare final signed, Project MOU for OCII/CMG. Revise Project Plan, Design Team Proposal, Schedule as required.	P	X	P					
Prepare final signed, Project MOU OCII/PW.	P							
Secure and coordinate geotechnical report, site survey, tree assessment and cost estimator	X		P					
Secure and coordinate soils analysis / hazmat report.		X	X		P			
B. PLANNING PHASE (Conceptual Design & Schematic Design)								
Project Kick-Off Site Meeting--all disciplines & Ops	P		X					
Present alt. concepts for review by CAC	P		X					
Provide Operations comments to design team PL	P		X					
Collect and distribute OCII, Caltrans, and TJPA review comments to CMG team. Send CMG written responses back to OCII, Caltrans and TJPA.	P							
Collect and consolidate peer review comments to send to CMG team. Send CMG responses back to peer review team.	P							
Provide written response to OCII, TJPA, Caltrans and Peer review comments and incorporate into design documents			P					
Schedule community meetings	P							
Attend community meetings	P	X	X					
Present at community meetings	P		X					
Meet with regulatory agencies to determine permitting requirements, including DBI, ADA access coordinator, & Planning	X	X	P					
Review record drawings and document existing conditions			P					
Review and comply with City Codes, Regulations, and Guidelines	X	X	P					
Coordinate work of all disciplines included in A/E basic scope of services			P					
Coordinate City Agency PEER review meetings		P						
Coordinate with geotech report, surveyor, cost estimator			P					
Contract with City As-needed consultants for 2nd estimate and reconciliation for 2 phases, Constructability Review, ESA Phase I and II soil/hazmat analysis, Schedule review services		P						
Prepare Conceptual Design submittal documents, including diagrams, study models, assessment reports			P					
Provide cost estimate at Conceptual Design submittal			P					
Prepare phasing options if required	X		P					
Secure OCII Commission approval of concept plan	P							
Prepare presentation materials for OCII Commission	P		X					
OCII website update	P							
Amend MOU (scope, schedule, budget) as required* (*MOU would be amended as required per specific project plan)	P							

OCII, CMG and PW MOU ROLES RESPONSIBILITIES

Tasks/Activities	PARTICIPATING PARTIES							
	OCII PM	PW PM	CMG	PW CM	SAR	CON PREP	CON ADM	PW ACCT
Prepare Schematic Design Submittal documents including a table of contents of anticipated specifications			P					
Provide cost estimates at Schematic Design submittal			P					
Participate in cost reconciliation meetings	X	X	P					
SAR prepare SWPPP specs (Civil Engineer and Landscape Arch to review and comment)			X		P			
Determine and coordinate/complete applications for new utility services if required.	X	P						
Provide UPDATED cost estimate at FINAL Schematic Design submittals			P					
C. DESIGN PHASE (Design Development & Construction Document Phases)								
Monitor project schedule	P	X	P					
Monitor project expenditures	P	X						
Monitor project expenditures of City agencies and as needed consultants		P						
Issue notice of change for scope, budget and schedule as change occurs	P							
Schedule & conduct project team meetings	P							
Schedule & conduct design team meetings			P					
Prepare 50% & 100% Design Development Submittal Documents			P					
Prepare cost estimates at 100% Design Development Submittals			P					
Prepare 50% CD Submittal Documents (Include updated Cost Estimate at this phase)			P					
Identify and incorporate design alternates	X		P					
Prepare 95% CD Submittal Documents			P					
Prepare cost estimates at 95% Submittal			P					
Participate in cost reconciliation meetings	X	X	P					
Provide Operations comments to design team PL	P							
Collect and distribute OCII, Caltrans, and TJPA review comments to CMG team. Send CMG written responses back to OCII, Caltrans and TJPA.	P							
Collect and consolidate peer review comments to send to CMG team. Send CMG responses back to peer review team.		P						
Provide written response to OCII, Caltrans, TJPA and Peer review comments and incorporate into design documents			P					
Coordinate with as needed consultants including haz mat and incorporate drawings into bid set		X	P		X			
Conduct constructability review of drawings, specifications, estimates, & schedules			X	P				
Prepare Divisions 0 & 1 specs			X			P		
Conduct and participate in third party constructability review meetings	X	X	P	X				
Obtain environmental and planning agency approvals	P							
Secure building permits			P					
Provide funding to secure building permits, other city permits and fees such as storm water application review. Assist setting up ADA reviews and regulatory meetings and coordination with City departments, and help obtain information needed from City or Client. (OCII to reimburse PW of all permit and application fees)	P	X						
Prepare and submit PUC storm management water control application and drawings and any other required reviews to SFPUC. Secure final approval from PUC.			P					
Prepare 100% Permit/ Bid Documents. Get final approval signatures for advertisement (professl. stamp; ADA Coordtr., all regulatory approvals)			P					
Prepare construction staging plan	X	X	P	X				

OCII, CMG and PW MOU ROLES RESPONSIBILITIES

Tasks/Activities	PARTICIPATING PARTIES							
	OCII PM	PW PM	CMG	PW CM	SAR	CON PREP	CON ADM	PW ACCT
Request transfer of funding for advertisement & construction	P	X						
Archive as-bid drawings, specifications, and bid documents	X	X	X			P		
D. Advertisement & Award								
Deliver electronic copy of Drawings, Specs and Estimates to Contract Prep for advertising. These should be collated and reviewed against Drawing Index and Table of Contents (Specifications).			P					
Submit final bid package to Contract Admin. for advertisement		X	P			X		
Prepare advertisement for bids	X	X			X	P		
Submit proof of funding for advertisement	P					X		
Perform outreach to interested bidders		P						
Conduct pre-bid meeting	X	P	X			X		
Answer questions from bidders during bid phase	X	P	X			X		
Prepare and issue addenda if needed		X	X			P	X	
Review bids	X	X	X				P	
Resolve bid protests	X	X					P	
Obtain approval from HRC prior to award of contract		X					P	
Monitor time for award. Bids are valid if awarded within 90 days.		X					P	
Obtain OCII Commission approval to award contract /reject bids	P						X	
Request award; verify funding available. Submit funds for contract award	P	X					X	
Adjust project plan (scope, schedule, budget) & refine cost proposal for construction phase as required.	P			X				
E. Construction Phase								
Conduct pre-construction conference	X	P		X				
Review schedule of values	X	X	X	P				
Conduct progress meetings	X		X	P				
Document weekly construction meetings				P				
Perform construction observation & coordinate special inspections				P				
Review submittals, shop drawings, RFIs and contractor as-builts			X	P				
Prepare Supplemental instructions, clarifications, and sketches as required			X	P				
Conduct site visits and make observations on work			X	P				
Conduct weekly inspections of work and check for conformance to contract documents				P				
Periodically review contractor record document set for current and thorough record of changes to work				P				
Monitor construction contract & schedule	x	X		P				
Negotiate & prepare change orders	x	x		P				
Approve change orders	P	X		P				
Approve progress payments (OCII needs to review and sign Progress payments before CM submits)	P	X		P				
Resolve construction issues (always inform OCII PM)	X	X		P				
Establish and track substantial & final completion dates per the contract.	X	X		P				
Submit completion certificates				P				
Prepare punch list and verify items completed by contractor			X	P				
Cooperate and coordinate with building commissioning agent when required				P				
Conduct closeout walk through with Operations, provide additional punch list comments to PW/CM				P				
Secure affidavit of release of liens/ stop notices, affidavit of payment, consent of surety from contractor				P				
Submit GC as-builts to PW Contract Prep & OCII PM; and O&M Manuals & Warranty info to OCII PM				P		X		
Provide warranties, manuals to OPS				P				
Submit closeout documents to PW Accounting				P				

OCII, CMG and PW MOU ROLES RESPONSIBILITIES

Tasks/Activities	PARTICIPATING PARTIES							
	OCII PM	PW PM	CMG	PW CM	SAR	CON PREP	CON ADM	PW ACCT
Schedule maintenance period site visits as required within warranty period.	P							
F. Financial Management of City Agency work								
Process all financial transactions related to respective departmental FPS transactions	X	P						X
Make all payments related to City fees, Construction and As-needed Consultant City contracts, etc.	X	P						X
Coordinate with Controller on GASB 34 capitalization issues	X	P						X
Prepare analytical reviews & financial reports related to City Agency and as-needed Consultant and Construction Contract	X	P		X				X

ABBREVIATIONS**OCII PM:** Office of Community Investment and Infrastructure Project Manager**PW PM:** Public Works Project Manager**CMG:** Conger Moss Guirard Landscape Architecture (Project Lead)**PW CM:** DPW Construction Management**CON PREP:** Contract Preparation**CON ADM:** Contract Administration**PW ACCT:** DPW Accounting**TYPICAL PROJECT PHASES - Public Works****100% SCHEMATIC DESIGN****50% DESIGN DEVELOPMENT****100% DESIGN DEVELOPMENT****50% CONSTRUCTION DOCUMENTS****95% CONSTRUCTION DOCUMENTS****100% CONSTRUCTION DOCUMENTS****BIDDING & NEGOTIATION****CONSTRUCTION ADMINISTRATION**



North Arrow

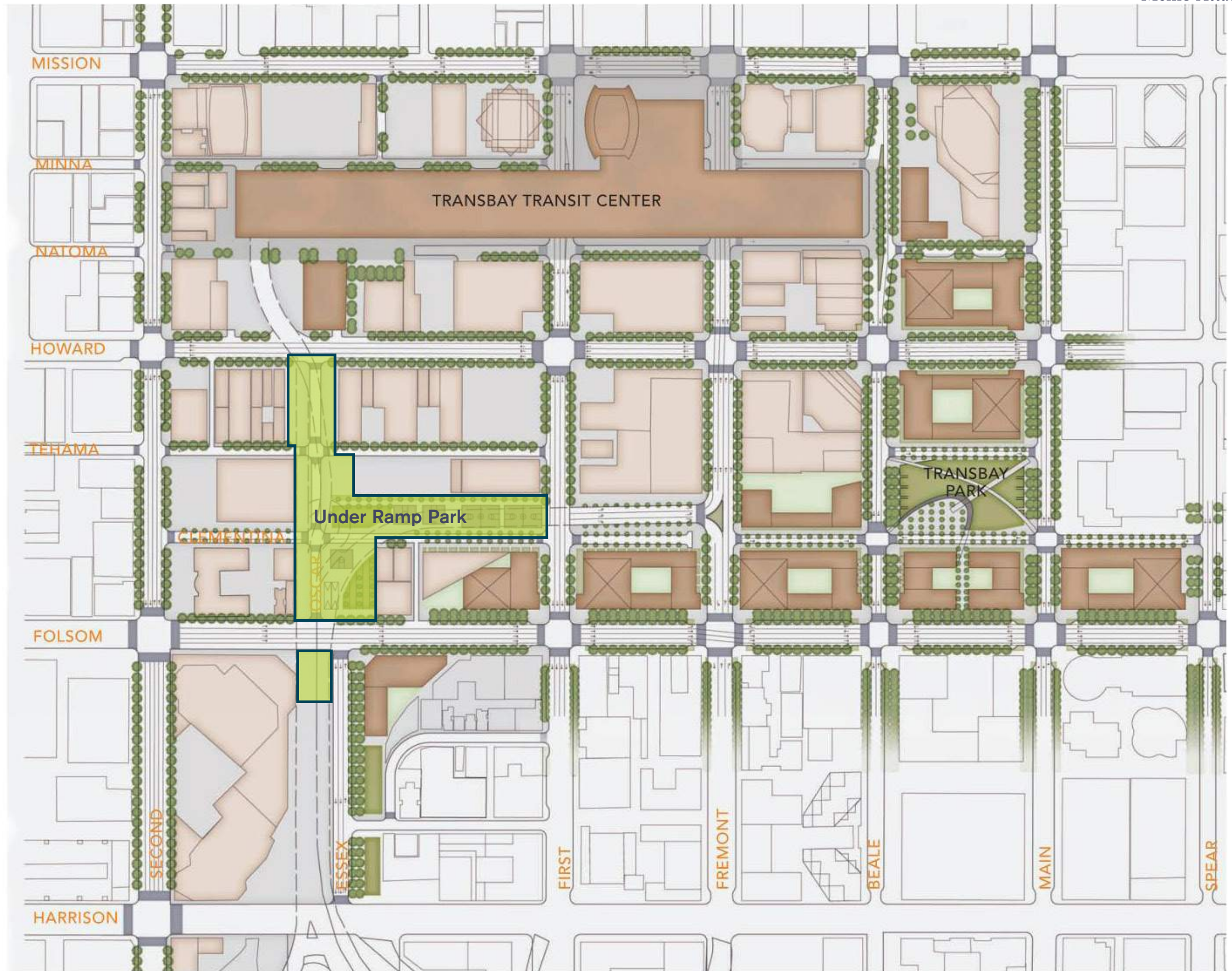
The North Arrow depicted on each plan in orange represents the reference north, whereas true north is depicted in grey for reference.

Legend

- Proposed Redevelopment
- Existing Buildings
- Transbay Transit Center Area
- Proposed Public Open Space
- Proposed Private Open Space

Illustrative Concept Plan

This plan conveys how the landscape of the Transbay neighborhood will be dramatically altered once all the recommendations are realized.



LEGEND

- ① Howard St. Plaza to be constructed by 555 Howard developer
- ② Hanging Garden
- ③ 33 Tehama Plaza & Seating (existing)
- ④ Concession Seating
- ⑤ Outdoor Leisure Games
- ⑥ Exercise Zone
- ⑦ Dog Run With Topographic Slope
- ⑧ Separated Bike Path
- ⑨ Synthetic Flex Lawn & Terraces
- ⑩ Folsom Plaza Terrace
- ⑪ Park Pavilion Building
- ⑫ Multi-Sport Court

----- Limit Of Work

Limit of Work
TJPA Bus Ramp

Caltrans Off-ramp
34-0127S
Caltrans 15'
Right of Way

