



122-0022023-002

Agenda Item **No. 5(c)**
Meeting of October 3, 2023

MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Thor Kaslofsky, Executive Director

SUBJECT: Authorizing an amended and restated personal services contract with CMG Landscape Architecture, a California corporation, to increase the contract amount by \$4,910,056 for a total not-to-exceed amount of \$8,528,561 to close out completed scopes from the original contract and provide design, engineering, permitting and construction administration services for the Under Ramp Park project; and providing notice that this action is within the scope of the Transbay Terminal/Caltrain Downtown Extension/Redevelopment Project Final Environmental Impact Statement/Environmental Impact Report and the Final Environmental Impact Report Transit Center District Plan and Transit Tower, both Program EIRs, and is adequately described in these EIRs for purposes of the California Environmental Quality Act; Transbay Redevelopment Project Area; Transbay Redevelopment Project Area

London N. Breed
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EXECUTIVE DIRECTOR

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EXECUTIVE SUMMARY

In 2011, the Redevelopment Agency of the City and County of San Francisco ("Former Agency") entered into an agreement ("Original Contract") with Conger Moss Guillard Landscape Architecture ("CMG"), for a not to exceed amount of \$2,479,808, to complete design documentation and to assist the San Francisco Department of Public Works ("SFPW"), the Project Management partner hired by the San Francisco Office of Community Investment and Infrastructure ("OCII"), with bidding and construction of the Folsom Street Improvement Project ("FSIP"), and design of Under Ramp Park ("URP" or the "Project") and Essex Street improvements ("Essex Street") together, the "Transbay Public Infrastructure". Since 2011, the OCII Commission ("Commission") approved four amendments to the Original Contract.

The Commission approved amendments to the Original Contract as various elements of the Transbay Public Infrastructure projects changed and scope items were added or removed. Delays ensued, however, because in late September 2018 fissures were discovered in two beams at the newly completed Salesforce Transit Center (“STC”), after which URP planning was put on hold from late 2018 to early 2021.

OCII resumed work on URP in 2021 and by the fall of 2022 CMG updated the park’s 2018 Schematic Design to fully incorporate the historically relevant Art Deco Pavilion that had been previously located on Transbay Block 5 which has since been developed with a Commission-approved office tower. The Transbay Block 5 Owner Participation/Disposition and Development Agreement required the Block 5 developer to (1) pursue a new home for the Art Deco Pavilion either within the Transbay Redevelopment Project Area (“Project Area”) or greater San Francisco, and (2) relocate the pavilion at the developer’s expense to a new location if one was identified. The Block 5 developer satisfied its requirement to try and find a new home for the Art Deco Pavilion, but it was neither able to identify a new site within San Francisco nor a partner willing to accept and repurpose the structure. In 2022 OCII staff elected to evaluate the feasibility of repurposing the Art Deco Pavilion in either of the Block 3 or Under Ramp Park projects. Those feasibility analyses performed by the respective design teams for the two parks ultimately determined that the Art Deco Pavilion could be relocated and repurposed within URP. The most recent amendment provided for the completion of the URP Schematic Design for approval by the Commission, and subsequently by the Transbay Joint Powers Authority (“TJPA”) Board, which owns most of the land on which URP will be located. The Commission and TJPA Board approved the URP Schematic Design on June 6, 2023 and June 8, 2023, respectively.

OCII staff and CMG are now proposing to add the following design elements to the scope of service (“New Scope”) for the Project:

1. Inclusion of dynamic structural analysis and a security risk assessment required by Caltrans and TJPA, respectively, as part of their reviews and approvals of the final design;
2. Additional scope to reprogram the Art Deco Pavilion structure including additional architectural, structural, thermal, and waterproofing designs;
3. Additional architectural and structural design for the Folsom Pavilion expansion (separate building from the Art Deco Pavilion) to add a trash room and a terrace;
4. Signage and environmental graphics design and coordination;
5. Design input meetings for operations optimization with the East Cut Community Benefits District (“CBD”), the Project’s future operator; and
6. \$500,000 (11%) Design contingency

Under the Original Contract, as amended, the total fee for CMG’s services for the three separate Transbay Public Infrastructure projects was \$5,969,235, of which \$3,618,505 has been spent to date. This contract amendment (“Updated and Amended URP Design Contract”) closes out the FSIP and the Essex Street elements of the Original Contract. The Updated and Amended URP Design Contract also

updates CMG and their consultants' fees to current rates (the Original Contract's rates were from 2018) for the URP Design Development ("DD"), Construction Documents ("CD"), bid and award, and Construction Administration ("CA") phases; and adds the New Scope items described above.

The Updated and Amended URP Design Contract adds \$4,910,056 to cover the costs of the updated scopes impacted by the TJPA-directed three-year Project hold, during which CMG and its subconsultants' fees increased, as well as the cost of the New Scope items. When summed with the total spent-to-date of \$3,618,505 for all scopes under the Original Contract as amended, the total not-to-exceed value of the Updated and Amended URP Design Contract is \$8,528,561.

Staff recommends approval, pursuant to the Transbay Implementation Agreement, of the Updated and Amended URP Design Contract with CMG.

BACKGROUND

The Transbay Redevelopment Project Area was adopted in 2005 after an extensive planning process that resulted in a rezoning of the neighborhood around the future STC, to accommodate approximately 3,400 new housing units, 2.2 million square feet of commercial development, and nearly 9 acres of public open space all on publicly-owned property. The residential development is concentrated on Folsom Street, adjacent to the Rincon Hill neighborhood.

In 2006, the Former Agency and the San Francisco Planning Department ("Planning"), in collaboration with other City agencies and the TJPA, commissioned the production of the 2006 Transbay Streetscape and Open Space Concept Plan ("Concept Plan"). The Concept Plan, prepared by a team of consultants including Zimmer Gunsul Frasca Architects, LLP, Marta Fry Landscape Associates, CHS Consulting Group, and ARUP, addresses the public infrastructure within the Transbay Redevelopment Project Area ("Project Area"). The Concept Plan includes designs for the ten major streets and six public alleyways within the Project Area, as well as neighborhood parks and areas below the bus and freeway ramps. The Concept Plan includes recommended landscaping, sidewalk paving, tree types, street furniture, and lighting for each street. It also delineates the purpose of each public right-of-way and links the Transbay neighborhood to the adjacent Rincon Hill neighborhood.

Original Contract

In June 2011, the Former Agency entered into the Original Contract with CMG to complete design documents for select elements of the Concept Plan. CMG, with ARUP North America, Y.A. Studio, SBCA Tree Consulting, Dino Viale Irrigation Design, Inc., and Martin M. Ron Associates, Inc. as sub-consultants, were responsible for creating URP, which would activate the open space areas along Essex Street between Folsom and Harrison Streets, under the TJPA bus and Caltrans' Folsom/Fremont off-ramp between Folsom and Howard Streets, and along Clementina and Tehama Streets between Essex and First Streets. The design team was also responsible for full design and construction support for the streetscape improvements on Folsom and Essex Streets. Through a series of public workshops and

Citizens Advisory Committee (“CAC”) meetings, as well as extensive research and analysis, the design team prepared a detailed Concept Design for URP and Schematic Designs for the FSIP, both of which were approved by the Commission in 2013.

URP Concept Design Elements

The URP Concept Design from 2013, included a dog zone and a sports court south of Folsom Street; a large lawn area in the uncovered space north of Folsom Street and an event space with adjacent retail or amenity space built into the grade change from Folsom to Clementina Streets; a children’s play area and stormwater garden treatment area, with a meandering path along Clementina Street under the Caltrans off-ramp; an outdoor concessionaire garden in the center of the park; and a terrace with a prominent entrance to the park at Howard Street. The design envisioned bike and pedestrian paths traversing the length of the park that directly linked to the STC. Other activating elements of the 2013 URP Concept Design were a pedestrian path surrounding the children’s play area, a circuit-training loop throughout the entirety of the park, space for food trucks, porch style swings suspended from the TJPA bus ramp, event space, a climbing structure and playful slides navigating the park’s grade changes.

First Amendment

In September 2013, the Commission authorized the execution of an amendment to the Original Contract (“First Amendment”) with a supplemental amount of \$1,124,521 to perform additional design services required to complete designs for the FSIP, URP, and Essex Street improvements including:

1. Under Ramp Park conceptual design services for areas on the east and west sides of Essex Street between Harrison and Folsom Street;
2. Design and coordination of a cycletrack into the completed Folsom streetscape design, and completion of an addendum to the Schematic Design;
3. Traffic closure studies for Clementina Street (between First and Second Streets) ;
4. TJPA-required URP security analysis for vehicle barriers to the TJPA ramp columns;
5. URP one-story Folsom Pavilion building design; and
6. URP CA.

Following the Commission’s approval of the URP Concept Design in 2013, and the submission to OCII staff of a Schematic Design for URP in 2014 (“2014 URP Schematic Design”), OCII directed CMG to halt design services work for URP in order for OCII to negotiate lease terms with Caltrans for the land located beneath the I-80 Fremont Street off-ramp within the planned URP area, and, a short time later, to negotiate with Caltrans to relinquish its reversionary rights to the URP land. Both actions were necessary for OCII to eventually fund the construction of URP.

Second Amendment

In October 2015, the Commission authorized the execution of a second amendment to the Original Contract (“Second Amendment”) in the amount of \$147,808 for CMG to perform additional architectural services requested by OCII and City departments for the FSIP:

1. Design three transit boarding islands as additional infrastructure elements in the CDs;
2. Coordinate the design of the FSIP with the OCII-sponsored Transbay block developers to ensure the overall streetscape designs were consistent with the remaining FSIP improvements planned by OCII;
3. Research, inspect, and document existing building basements located adjacent to the FSIP.

Third Amendment

Then, in June 2018, the Commission authorized the execution of the Third Amendment to the Original Contract for \$667,969 for CMG to complete design of and provide for additional budget for CA services for the FSIP which had a longer construction schedule than originally anticipated.

Fourth Amendment

In August 2018 the Commission authorized the execution of a fourth amendment to the Original Contract in the amount of \$1,549,129 and added the following URP-related scopes of work ("Fourth Amendment"):

1. Replenishment of the URP DD phase scope that had covered CMG's Interphase Work;
2. New Schematic Design scope and budget related to revising and completing the URP Schematic Design per Caltrans' new requirements and comments;
3. Supplemental work in the DD, CD, and Bid Negotiation phases stemming from the updated 2018 URP Schematic Design;
4. Design of safety improvements at the Essex/Guy Place stairs as requested by Transbay residents; and the
5. Addition of an industry-standard 20% design contingency.

In 2014, while CMG's work on the Project was on hold due to lease negotiations with Caltrans, Caltrans reviewed the 2014 URP Schematic Design and confirmed it would not allow certain program elements under its ramp such as the proposed youth play area. By early 2017, OCII and Caltrans had established terms for the Caltrans lease, and OCII directed CMG to begin new Concept and Schematic Design services for URP. However, by this time CMG's URP Concept and Schematic Design budgets within the Original Contract were fully expended following the Commission's approval of the 2013 Concept Design for the park and CMG's completion of the 2014 URP Schematic Design.

To comply with Caltrans' new requirements and comments OCII hosted four community workshops between March and November of 2017 to determine a new design program for URP. To pay for this additional work, OCII authorized CMG to bill the community meetings and related design revisions as "Interphase Work" toward the Project's DD phase in the Original Contract, which reduced the DD fee scope by approximately 23%. Since this work was not DD-related, OCII agreed that a future contract amendment would replenish URP's original DD fee scope used to cover the previously billed "Interphase Work."

In 2018 CMG attended additional public outreach meetings and Transbay CAC workshops to present URP's updated draft Schematic Design, obtained comments from the public during each meeting, and modified the design plans accordingly. In September 2018, CMG finalized the revised Schematic Design for URP ("2018 URP Schematic Design") with a range of programming including the dog park, relocated areas for children's play, walking, biking, adult and youth sports, relaxation spaces, areas for events and community programs, and casual dining in two separate new buildings. The Commission and the TJPA Board approved the URP Schematic Design in June 2023.

2018 – 2021 Project Delay

In 2018, before OCII could bring the URP Schematic Design before the Commission and the TJPA Board for their respective approval considerations, 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. Without a clear understanding of how long the STC repairs would take, OCII paused work on URP.

In 2021, OCII, with the TJPA's approval, reinitiated work on the Project by requesting that CMG explore where within URP it might be feasible to incorporate and program the historically relevant Art Deco Pavilion structure that had previously been used as a commercial space on the Transbay Block 5 Park Tower site before its relocation into storage for development of Block 5. Following the feasibility analyses to potentially repurpose the Art Deco Pavilion, CMG determined that the structure could be reprogrammed as an addition to the concession building at the center of the Project. Both the TJPA, as the future park owner, and the CBD, as its future operator, have approved the relocation and reuse of the Art Deco Pavilion within the park. CMG completed the updated URP Schematic Design in late 2022 and submitted it to OCII, the TJPA, and Caltrans for review prior to approval consideration.

DISCUSSION

Completed URP Design Scopes

Under the Original Contract, as amended, CMG completed new Concept and Schematic Designs for URP incorporating scope changes stemming from the TJPA and Caltrans' review, community feedback from the numerous public outreach meetings, and review of the Project by both the TJPA's and OCII's CACs. CMG's previously completed URP design work includes:

1. During development of the new Concept Design for URP, the design team revised the Project's Pavilion to decrease its size as requested by OCII, Caltrans and the TJPA. In addition, CMG, in conjunction with OCII, the CBD, and OCII's retail consultant, studied the Project Pavilion's programming options for retail, CBD office space, community flex space, storage and restrooms.
2. Stemming from public comments and the TJPA requiring that the permanent concession building be moved from beneath its bus ramp, CMG provided conceptual drawings of a relocated and upgraded concession structure with surrounding seating and game areas.

3. Per Caltrans' request, CMG replaced the children's play area, youth sports court, and stormwater garden with a dog park, and iterated design options with OCII, the Transbay CAC, and the public.
4. CMG modified the materials and programs from the 2013 Concept Design to respond to a variety of comments and design direction from OCII, the TJPA, and Caltrans.
5. CMG incorporated the Art Deco Pavilion as part of the concession building outdoor area.

All the above-listed completed design work was memorialized in the URP Schematic Design which was approved by the Commission and TJPA Board on June 6, 2023, and June 8, 2023, respectively.

Updated and Amended URP Design Contract

Scope Additions and Fees

Since the Project pause in 2018 was OCII-directed, OCII staff and CMG agreed that the landscape architect and its subconsultants should update their 2018 fees to current rates for the Project's remaining design and engineering scopes including (a) the studies required as conditions of approval of the 2018 URP Schematic Design, (b) DD, (c) CD, (d) permitting, (e) CA, and (f) Project close-out phases. Also, the Updated and Amended URP Design Contract authorizes additional design services as follows:

1. Project restart and coordination tasks;
2. Inclusion of dynamic structural analysis and associated engineering services required for Caltrans and TJPA's review and approval of the Project's final design;
3. Expanded DD and CD;
 - a. Concession scope regarding the reprogramming of the Art Deco Pavilion including additional architectural design, structural design, and thermal and waterproofing design;
 - b. Folsom Pavilion scope associated with expanded building size and the addition of a trash room and terrace, including architectural design and structural design;
4. Permitting;
5. CA;
6. Project close-out and a 3-month maintenance and monitoring period following Substantial Completion;
7. Signage and environmental graphics design and coordination;
8. Design review and operations/maintenance coordination meetings with the CBD, the Project's future operator; and
9. \$500,000 (11%) Design Contingency

The Original Contract, as of the Fourth Amendment totals \$5,969,235, of which \$3,618,505 (61% of total) for the FSIP, URP and other smaller design scopes has been spent to date, leaving an unspent balance of \$2,350,730. This Updated and Amended URP Design Contract does the following:

1. Closes all non-URP scopes of the Original Contract and any unspent money associated with those scopes;
2. Updates CMG and their consultants' fees to current rates for the DD, CD, bid and award, and CA Project phases; and
3. Adds the New Scope items listed and described above.

The Updated and Amended URP Design Contract dedicates \$4,910,056 to cover the costs of the updated URP scopes impacted by the three-year Project hold as well as the new services. The table in Attachment 1 shows the balance of specific URP scopes from the 2018 Fourth Amendment (\$2.1M), the New Scope items (\$1.1M), and the complete Project contract scopes at 2023 consultant rates which total \$4,910,056. Of the total, the \$2.1M balance of URP scopes from the 2018 Fourth Amendment to the Original Contract is the portion that has been repriced at CMG and its subconsultants' current billing rates. When the remaining URP scope of \$4,910,056 is added to the total spent-to-date of \$3,618,505 for all scopes under the Original Contract, as amended, the total not-to-exceed value of the Updated and Amended URP Design Contract is \$8,528,561. See summary table below:

Contract Budget Summary

2011 Original Contract:	Budget: \$2,479,808.00
2013 First Amendment:	Budget: \$1,124,521.00
2015 Second Amendment:	Budget: \$ 147,808.00
2018 June Third Amendment:	Budget: \$ 667,969.00
2018 August Fourth Amendment:	Budget: \$1,549,129.00
Total:	\$5,969,235.00

Original Contract Remaining Balance (as of June 2023)	\$2,350,730.00
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<i>Amended and Restated New Funding</i>	<i>\$2,559,326.00</i>
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Amended and Restated Increase	\$4,910,056.00
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Amended and Restated Total Budget	\$8,528,561.00
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Increased Term

The Original Contract expired in June 2023 and the time of completion for the Updated and Amended URP Design Contract will be three years from the Effective Date and extended for one two-year term to coincide with the timeline of the planned design, construction, and close out of the URP Project. An additional one-year term may be added by OCII's Executive Director for completion of the Project.

EXPENDITURE AUTHORITY

The Project is public infrastructure that the Implementation Agreement authorizes OCII to develop. The Original Contract and its four amendments were collectively approved by the State Department of Finance ("DOF") as an enforceable obligation in Recognized Obligation Payment Schedule ("ROPS") through Fiscal Year 2023-2024. The Updated and Amended URP Design Contract is adding \$4,910,056 in repriced and new URP scope.

In this Fiscal Year 2023-2024, OCII has expenditure authority, under the approved-ROPS, to expend a not-to-exceed total of \$3,045,043 for CMG's URP-related services, \$1,865,012 less than what is needed to cover the \$4.9M in remaining URP scope under the Updated and Amended URP Design Contract. In OCII's Fiscal Year 2024-2025 ROPS request, OCII will ask DOF to approve the additional \$1,865,012 in supplemental expenditure authority ("Supplemental Expenditure Authority") which would cover the full \$4,910,056 of CMG fees under the Updated and Amended URP Design Contract.

SBE PARTICIPATION

To date, the Original Contract has achieved 27% SBE participation. The SBE subconsultants under the Original Contract are Y.A. Studio, Martin Ron Associates (surveyor), and Dino Viale Irrigation Design (irrigation). CMG was also an SBE firm until 2015, after which the firm graduated from the program. Therefore, CMG's fees for service following the execution of the Original Contract in 2011 and through 2015 count towards SBE participation. CMG's post-2015 fees for service as well as their scope within the Updated and Amended URP Design Contract are not counted as SBE dollars. Y.A. Studio, Martin Ron Associates, and Dino Viale Irrigation Design are all still SBEs and therefore their scope values under both the Original Contract and the Updated and Amended URP Design Contract do fully count as SBE dollars.

The Updated and Amended URP Design Contract is currently projected to achieve 24% SBE participation. While the SBE participation falls short of OCII's 50% SBE goal for our contracts, it is primarily due to CMG's graduation from the SBE program. If CMG was still an SBE the SBE percent would be 62%.

When OCII entered the Original Contract with CMG in 2011, CMG was certified as a Local Business Enterprise by the City's Contract Monitor Department and recognized by OCII as a San Francisco-based SBE. During the Original Contract and the FSIP and URP projects CMG successfully graduated out of the SBE Program. That success is what now limits their portion of the contract dollars that then apply to the SBE participation calculation.

CMG has contracted with SBE partners when new/additional scopes of work were added through amendments to the Original Contract. Y.A. Studio is one such example. The Original Contract did not include an architect scope. Only when the Under Ramp Park program expanded to include buildings was there a need for an architect, and CMG both looked to the SBE pool of architects and then hired Y.A.

Studio, a San Francisco-based minority-owned business. Both CMG and Y.A. Studios have participated in OCII's Professional Trainee Program for architectural and engineering students over the last 8 years. Between the two firms, they have trained 7 local architectural students from City College and San Francisco State University. Since the inception of the program, Y.A. Studios has shown their commitment to it by providing opportunities for 5 students, and both CMG and Y.A. are committed to exploring trainee opportunities in the 2024 summer. Finally, CMG has expressed a continued willingness and commitment to hire SBE subconsultants should new scopes of work arise under the Updated and Amended URP Design Contract.

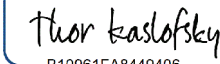
URP PROJECT SCHEDULE

- Early 2025: Completion of Construction Documents
- Late 2024/Early 2025: OCII Bond Issuance to fund URP's construction (Commission action)
- Early 2026 - Late 2027: Park construction
- Late 2027/Early 2028: Park opens to the public

CALIFORNIA ENVIRONMENTAL QUALITY ACT

Approval of the Updated and Amended URP Design Contract with CMG will allow for the development of the Under Ramp Park. The Under Ramp Park Project is within the scope of the programs analyzed in the Transbay Terminal/Caltrain Downtown Extension/ Redevelopment Project Final Environmental Impact Statement/ Environmental Impact Report and the Final Environmental Impact Report Transit Center District Plan and Transbay Tower, and requires no further environmental review beyond these environmental documents and their addenda pursuant to CEQA and CEQA Guidelines Section 15180, 15168, 15162, and 15163.

(Originated by Benjamin Brandin, Transbay Project Manager)

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Thor Kaslofsky
Executive Director

Attachment 1: CMG Fee Update Summary

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Attachment 1

CMG Fee Update Summary

Contract Item	Description	Billing Type	2018 Total Fee	2023 Proposed	% Inc.	Additional Scope	% of Inc.
1	Project Restart	Hourly	\$ -	\$ 77,155		\$ 77,155	
2	Survey and Geotechnical Services	Lump Sum	\$ -	\$ 163,000			
3	Dynamic Structural Analysis	Hourly NTE	\$ -	\$ 227,300		\$ 227,300	
4	Design Development	Lump Sum	\$ 656,861	\$ 950,480	45%	\$ 105,098	
	Team Meetings, Presentations, Mgmt	N/A	\$ 94,820	\$ -			
5	Construction Documentation	Lump Sum	\$ 925,041	\$ 1,600,580	73%	\$ 148,007	
6	Permitting	Hourly		\$ 175,820		\$ 175,820	
7	Bid and Award	Lump Sum	\$ 89,430	\$ 93,000	4%		
8	Construction Administration	Lump Sum	\$ 339,428	\$ 785,860	132%	\$ 54,308	
9	Project Close-Out	Hourly	\$ -	\$ 63,825		\$ 63,825	
10	East Cut CBD Coordination	Hourly	\$ -	\$ 41,747		\$ 41,747	
11	Signage and Environmental Graphics	Hourly	\$ -	\$ 90,000		\$ 90,000	
12	Oculus Feature (Concept)	Lump Sum	\$ -	\$ 22,500		\$ 22,500	
13	TJPA Vector Analysis and Security	Hourly	\$ -	\$ 93,789		\$ 93,789	
14	Reimbursable Expenses		\$ -	\$ 25,000			
15	Contingency	TBD	\$ -	\$ 500,000			
	Total		\$ 2,105,580	\$ 4,910,056	133%	\$ 1,099,549	39.2%