

AGENDA

TRANSBAY TRANSIT CENTER PROGRAM COST REVIEW COMMITTEE MEETING

Thursday, August 31, 2017

1:30 p.m. to 3:30 p.m.

TJPA Offices
201 Mission Street, Suite 2100
San Francisco, CA

COMMITTEE MEMBERS

Ben Rosenfield, City and County of San Francisco (CCSF) Controller (Chair)
Steve Heminger, Executive Director of the Metropolitan Transportation Commission (MTC)
Mark Zabaneh, Executive Director of the Transbay Joint Powers Authority (TJPA)

Secretary
Michelle Dea

ORDER OF BUSINESS

1. Call to Order
2. Roll Call
3. Action Item:
Approving the Minutes of the May 19, 2017 Meeting
Public Comment
4. Discussion Item:
Status Updates from Planning Department and Office of Community Investment and Infrastructure (OCII) on Projects in the Redevelopment Area/Transit Center District
5. Discussion Item:
Update on Transit Center Operations
6. Discussion Item:
Program Budget and Construction Status Update (presentation)
7. Action Item:
Expenditure and Commitments of Proceeds of the City Financing that Require CRC Approval
Public Comment

8. Discussion Item/Possible Action:

Opportunity to Comment on Contracts, Change Orders and Contract Amendments that Require CRC Review

Public Comment

9. New Business

- Agenda for Next Meeting

10. Public Comment

This item allows members of the public to comment generally on matters within the CRC's purview that are not on the agenda.

11. Adjourn

The Transbay Transit Center Cost Review Committee meeting will be held at the Transbay Joint Powers Authority office at 201 Mission Street, Suite 2100, San Francisco, CA. The closest accessible BART station is the Embarcadero Street Station at Beale and Market Street. Accessible MUNI lines serving this location are: Muni Metro Lines J-Church, K-Ingleside, L-Taraval, M-Oceanview, N-Judah and T-Third at the Embarcadero Street Station; F- Market line; 2-Clement; 5-Fulton; 6-Parnassas; 9-San Bruno; 9L-San Bruno Limited; 14-Mission; 14L-Mission Limited; 14X-Mission Express; 21-Hayes; 30X-Marina Express; 31-Balboa; 38-Geary; 38-Geary Limited; 41-Union; 71-Haight; 71L-Haight Limited; 80X-Gateway Express; 82X-Caltrain Express and 108-Treasure Island. For information about MUNI services call 311 or view the MUNI map at <http://www.sfmta.com/cms/mmmaps/indxmaps.htm>.

The meeting room is wheelchair accessible. There is accessible parking available in the 201 Mission Street parking lot located directly behind the building. The parking lot entrance is in the 200 block of Howard Street (between Beale and Main Street).

If you need to use the services of a language interpreter, contact TJPA by calling 415.597.4620 or at crc@TransbayCenter.org. We require an advance notice of three business days to accommodate your request.

Si necesita usar los servicios de un intérprete de idioma, comuníquese con TJPA llamando al 415.597.4620 o en crc@TransbayCenter.org. Solicitamos un aviso previo de tres días hábiles para atender su solicitud.

如果您需要使用语言口译员，请联系 TJPA，电话：415.597.4620，或电子邮件：crc@TransbayCenter.org。我们需要您在三个工作日之前告知，以满足您的要求。

If you require the use of an American Sign Language interpreter, a sound enhancement system, or a reader during the meeting, such person or system can be made available upon request; please contact the TJPA at (415) 597-4620, at least 72 hours prior to the meeting. Late requests will be honored if possible. Agenda and minutes of the meeting may be available in alternative formats; please contact the TJPA at (415) 597-4620 at least 72 hours in advance of need. Written reports or background materials for agenda items are available for public inspection and copying at 201 Mission St. Suite 2100 during regular business hours and are available online at www.TransbayCenter.org.

To assist the TJPA's efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help TJPA to accommodate these individuals.

The ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that any person(s) responsible for the ringing or use of a cell phone, pager, or other similar sound-producing electronic devices may be ordered to leave the meeting room.

The Ethics Commission of the City and County of San Francisco has asked us to remind individuals that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [Campaign and Gov't Conduct Code, Article II, Chapter 1, § 2.100, et seq.) to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102, telephone (415) 252-3100, fax (415) 252-3124 and web site: www.sfethics.org.

MINUTES

TRANSBAY TRANSIT CENTER PROGRAM COST REVIEW COMMITTEE MEETING

Friday, May 19, 2017

1:30 p.m. to 3:30 p.m.

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COMMITTEE MEMBERS

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Steve Heminger, Executive Director of the Metropolitan Transportation Commission (MTC)
Mark Zabaneh, Executive Director of the Transbay Joint Powers Authority (TJPA)

Secretary
Michelle Dea

ORDER OF BUSINESS

1. Call to Order

The meeting was called to order at 1:30 pm.

2. Roll Call

Present: Ben Rosenfield, Steve Heminger, Mark Zabaneh

CONSENT CALENDAR

3. All matters listed hereunder constitute a Consent Calendar, are considered to be routine by the Cost Review Committee, and will be acted upon by a single vote. There will be no separate discussion of these items unless a member of the Committee or the public so requests, in which event the matter shall be removed from the Consent Calendar and considered as a separate item.

(3.1) **Approving the Minutes of the February 17, 2017 Meeting**

(3.2) **Approving the Minutes of the March 6, 2017 Meeting**

(3.3) **Approving the Minutes of the March 22, 2017 Meeting**

Mr. Heminger motioned to approve the minutes, seconded by Chair Rosenfield. None opposed. The minutes of the February 17, 2017, March 6, 2017 and March 22, 2017 meetings were approved.

REGULAR CALENDAR

4. Discussion Item:

Status Updates from Planning Department and Office of Community Investment and Infrastructure (OCII) on Projects in the Redevelopment Area/Transit Center District

Shane Hart from OCII and Tina Chang from SF Planning provided status updates of construction projects listed in the Status of Development handout.

Nadia Sesay, Director of the Controller's Office of Public Finance and Interim Director of OCII, stated that Board of Supervisor approval is in process for the first sale of Community Facilities District (CFD) bonds. Ms. Sesay stated that recent updated estimates are higher than projections in the handout, which may make up for the schedule slippage for some of the buildings. There will be more to report when the bond sale occurs.

Mr. Heminger inquired about the type of bonds being sold. Ms. Sesay stated that the bonds are fixed special tax bonds, with 82.6 % of the allocation being taxable and the balance being tax exempt. Chair Rosenfield asked how much of the proceeds would be funded to the project. Sara DeBord, TJPA Chief Financial Officer (CFO), stated that \$146 million of CFD funds are assumed in the project budget. Chair Rosenfield stated that he is encouraged by the projected \$290 million in future CFD proceeds; even with the first \$146 million in proceeds going towards the project, proceeds on construction that is underway would be sufficient or close to sufficient to buy out the City's loan.

Public comment: None.

5. Discussion Item/Possible Action:

Review of Proposed TJPA Fiscal Year Budget

Public Comment

Sara DeBord, TJPA CFO, presented the draft fiscal year budget.

Mr. Heminger asked if the TJPA could provide details on budget approval for Phase 2 work. Mr. Zabaneh stated that the San Francisco County Transportation Authority (SFCTA) Board approved \$5.4 million for 30% design of Phase 2. Mr. Zabaneh stated that the \$5.4 million amount included approximately \$900,000 for studying cut and cover segments of the project. Mr. Heminger asked whether Phase 2 would be design-build. Mr. Zabaneh stated that the TJPA will need to analyze the delivery method further, once the current alignment study is finalized.

Mr. Heminger questioned how much more SFCTA Prop K funding is available for the project. There was discussion on the uses of approximately \$30 million remaining in Prop K funding budgeted for Phase 2. Per Ms. DeBord, Prop K funding is specific to Phases 1 and 2.

Chair Rosenfield inquired about the operating budget assumptions and stated that there has been discussions regarding the use of reserves for the Transit Center tenant improvements. Chair Rosenfield asked about the \$1 million shown for operating reserve. Mr. Zabaneh stated that during the first year, the TJPA plans to use the operating reserve to cover operating contingency, whereas in the next fiscal year, when ramp-up costs are projected to significantly exceed ramp-up revenues, TJPA anticipates using the balance of operating reserve. Mr. Zabaneh stated that the TJPA expects operators to contribute to the balance of operating and maintenance costs.

Chair Rosenfield asked if revenues from the naming rights agreement are not assumed in the TJPA Fiscal Year Budget. Mr. Zabaneh stated that no revenues from the asset manager are in the FY17-18 budget and that the TJPA assumes it will not start receiving some retail revenue until next fiscal year.

Chair Rosenfield stated that the committee has no comments to the TJPA Board on this agenda item.

Public comment: None.

6. Discussion Item:

Program Budget and Construction Status Update (presentation)

Dennis Turchon, TJPA Senior Construction Manager, and Ron Alameida, Director of Design and Construction of the Transit Center, presented the item.

Mr. Heminger stated that AC Transit plans on purchasing double decker buses and asked if the double decker buses will fit inside the bus deck. Per Mr. Turchon, double decker buses should fit in the bus deck and that buses will soon be driven through the bus deck.

Chair Rosenfield inquired about the status of the long-term lease with Caltrans for the Bus Storage Facility. Mr. Turchon stated that the TJPA is ready to deliver signed documents to AC Transit. Mr. Zabaneh stated that the Lease with Caltrans and sub-lease with AC Transit have been approved by the TJPA Board.

Chair Rosenfield asked if there are any funding sources that are outstanding which have not been allocated. Ms. DeBord stated that the last Phase 1 Prop K request and the last bridge toll allocation of \$2 million are going to the SFCTA Board and MTC in June. Chair Rosenfield stated that CFD funding is also forthcoming.

Mr. Heminger asked about the unmitigated schedule in the risk slide and questioned whether the confidence level has to be at 30% in order to be on the right track, when comparing to the target maximum amount. Mr. Alameida stated that the figures in the unmitigated schedule were based on no mitigation and that some of the risks have already been mitigated. Per Mr. Alameida, the

spectrum of risk is different now. Chair Rosenfield questioned whether project costs would be lower than \$2.258 billion, if the schedule is forecasted to slip to March 19, 2018. Mr. Alameida stated that the Estimate at Completion (EAC) accounts for known and unknown risks. Mr. Alameida also stated that the EAC assumes a December Substantial Completion date and June 2018 for Final Completion.

Mr. Heminger asked whether the Bus Storage Facility needs to be completed in order to operate the Transit Center. Mr. Zabaneh stated that because there are adequate spaces on the bus deck, the transit center can operate without completing the Bus Storage Facility. Mr. Heminger inquired about the need for the Bus Storage Facility and Mr. Zabaneh stated that it will provide additional spaces to address future ridership but initially, the transit center will suffice.

Mr. Heminger asked if the agreements with TIFIA and Caltrans require completion by December 2017. Mr. Zabaneh confirmed that substantial completion in December is required and that the TIFIA agreement defines substantial completion as the start of Muni operations. Mr. Alameida stated that Muni will be at the bus plaza and that the bus plaza is one of the areas that can be activated with the right focus from the contractor. Mr. Heminger asked what Caltrans' definition of substantial completion was and what TIFIA would do if the timeline is not met. Ms. DeBord stated that TIFIA could stop disbursements, if the timeline is not met.

Mr. Heminger inquired about the status of negotiations with operators such as Golden Gate, Muni, AC Transit and SamTrans. Mr. Zabaneh stated that negotiations with Golden Gate are not progressing well, and SamTrans is interested in coming to the bus plaza instead. Mr. Zabaneh stated that he will meet with Muni next week and will follow up with AC Transit. Mr. Heminger offered to participate in a meeting with the TJPA and operators. Chair Rosenfield stated that he is assuming \$10 – \$12 million of bridge financing is available for tenant improvements and wants the project staff to be mindful of not going back to City Financing for additional funding.

Chair Rosenfield asked for a status regarding the asset manager. Mr. Zabaneh stated that the TJPA and asset manager, Lincoln Property, have signed an agreement and the asset manager is actively marketing the transit center. Chair Rosenfield inquired about the timing for tenant improvements and Mr. Zabaneh replied that activities would begin in the July to August 2017 timeframe and that some revenue for retail, mostly from pop-ups, is expected in March 2018. Chair Rosenfield stated his interest of being informed on the amount of retail buildout completed when the transit center opens to the public.

Mr. Heminger asked when tenant improvements (TI) would be completed, given a start date in July 2017. He also commented that the TI work can affect the operation and maintenance (O&M) budget. Mr. Zabaneh stated that the TJPA's O&M projections are based on an assumption of 18 months to 2 years to fully activate all retail. Mr. Zabaneh stated that the TJPA needs feedback from the asset manager regarding the timeline of tenant improvement work and there will be more clarity in the next 2-3 months.

Chair Rosenfield asked if the project can maintain within the forecasted \$2.15 billion amount, given the forecasted February schedule slippage and Mr. Alameida replied yes. Mr. Zabaneh stated that he does not foresee the project spending the \$100 million reserve. Mr. Turchon stated

that the Construction Manager/General Contractor (CM/GC) acknowledges that it is their responsibility to mitigate the schedule. Mr. Turchon also stated that contractually, December 22, 2017 is the Substantial Completion date for the CM/GC. Mr. Zabaneh stated that based on the available information (provided by the CM/GC), delays are due to not having enough electricians. Mr. Alameida stated that there is a mix of design issues, which the team is navigating through and he stated that the other issue is about productivity. Per Mr. Alameida, there is selective overtime related to permanent power, in order to accelerate the critical electrical rooms. Mr. Heminger questioned what the mitigation is, if the contractor cannot find qualified labor. Mr. Alameida stated that the CM/GC is supplementing its work force by hiring a local second tier contractor to focus on the roof and key electrical rooms. Mr. Alameida stated that the challenges are recognized and mitigation measures are in place.

Public comment: None.

7. Action Item:

Expenditure and Commitments of Proceeds of the City Financing that Require CRC Approval

Public Comment

Sara DeBord, TJPA CFO, presented the item.

Ms. DeBord requested for an approval to commit up to \$175 million, and expend up to \$76 million in City Financing, until the next meeting.

Mr. Heminger motioned to approve up to \$175 million for commitments and up to \$76 million for expenditures, seconded by Mr. Zabaneh and Chair Rosenfield concurred.

After further discussion, Ms. DeBord suggested that the approval of expenditures be increased to \$90 million. Mr. Heminger revised his motion to approve expenditures from \$76 million to \$90 million, seconded by Mr. Zabaneh, and concurred by Chair Rosenfield. The item as amended was approved by all Committee members.

Public comment: None.

8. Discussion Item/Possible Action:

Opportunity to Comment on Contracts, Change Orders and Contract Amendments that Require CRC Review

Mr. Heminger asked where Millennium-related costs fit in and whether funding of legal costs will become an operating expense in the long term. Mr. Zabaneh stated that it is anticipated that some of the costs of the 301 Mission litigation will be reimbursed by insurance companies for the TJPA's contractors.

Public Comment: None.

9. New Business
- Agenda for Next Meeting

Chair Rosenfield stated that the agenda for the next meeting will include standard agenda items, plus the possibility of a briefing on 301 Mission. Mr. Zabaneh stated he could not commit to the briefing on 301 Mission. Mr. Zabaneh also stated that, as a tentative agenda item, he would like to bring the TJPA facility manager or the asset manager team to provide a briefing on tenant improvements. Mr. Heminger indicated that he would like to re-schedule the next meeting to late August; Secretary Dea to coordinate a new Special Meeting date.

Mr. Turchon asked how the TJPA can obtain approvals for change orders that are needed prior to the next meeting. It was discussed and concluded that the CRC can schedule a special meeting, if needed.

10. Public Comment

This item allows members of the public to comment generally on matters within the CRC's purview that are not on the agenda.

None.

11. Adjourn

The meeting was adjourned at 2:47pm.

The Ethics Commission of the City and County of San Francisco has asked us to remind individuals that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [Campaign and Gov't Conduct Code, Article II, Chapter 1, § 2.100, et seq.) to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102, telephone (415) 252-3100, fax (415) 252-3124 and web site: www.sfethics.org.

CRC Agenda Item No. 4

**Transbay Transit Center Community Facilities District
Status of Development
August 2017 Update**

Property/ Address	Owner	Use	Units or Office SF	CFD Estimated Amounts (in millions)	Oct. 2015 CFD Estimated Completion	Original Estimated Completion	Current Forecasted Completion	Actual Completion	Current Status
Block 6	Golub	Residential	479	\$21.1	2016	2016	2016	2016	Complete; TCO issued prior to 6/30/16
350 Mission	KR 350 Mission	Office	420,000 SF	\$5.8	2016	2016	2016	2016	Construction Completed.
41 Tehama	Hines	Residential	403 DU	\$23.9	2017	2016	4Q 2017	TBD	Under construction; TCO 1 estimated Q4 2017; CFC estimated Q1 2018.
181 Fremont	Jay Paul Co	Ofc/Res	Ofc: 404,000 SF Res: 74 DU	\$43.4	2017	2017	4Q 2017	TBD	Under construction; completion estimated 2017
Salesforce Tower	Boston Properties/Hines	Office	420,000 SF	\$83.4	2017	2017	2Q 2017	TBD	Under construction; completion estimated 2017
75 Howard	Paramount	Residential	122	\$20.0	2018	2019	4Q 2019	TBD	Site permit review
Block 1	Tishman Speyer	Residential	393	\$29.9	2019	1Q 2020	2Q 2020	TBD	Approved, begin construction 2Q 2017, Complete 2Q 2020
Block 5	Golub/John Buck Co	Office	767,000 SF	\$48.8	2019	1Q 2019	1Q 2019	TBD	Under construction; completion estimate 1Q 2019
Block 9	TMG/Essex/Bridge	Residential	545	\$20.0	2019	1Q 2019	2Q 2019	TBD	Under construction; completion estimate 2Q 2019
Block 8	Related Co/TNDC	Residential	548	\$48.9	2020	1Q 2020	3Q 2019	TBD	Under construction; completion estimated 3Q 2019
Parcel F	Hines	Ofc/Res/Hotel	Ofc: 286,900 SF Res: 200 DU Hotel: 225-250 Rms: 237,150 SF	\$36.2	2020	2023	4 Q 2023	TBD	TJPA contractor use reserved until Dec. 2016
Block 4	Option for Hines to buy	Residential	Est. 570			2022	2022	TBD	Northern portion of Temporary Terminal. OCII Commission Approvals process underway.
50 1 st Street	Oceanwide	Ofc/Res/Hotel	Ofc: 790,236 sf Res: 265 DU Hotel: 245,895 sf	\$143.9	2020	2021	3Q 2021	TBD	Site permit review; demolition has commenced
524 Howard	Crescent Heights	Residential	334	\$0.1	2021	2019	4Q 2019	TBD	
555 Howard	SKS, Pacific Eagle	Res / Hotel	Res: 69 DU Hotel: 255 Rms; 206,562 SF; Total GFA: 358,600 SF		N/A	2021	4Q 2020	TBD	Environmental Review – Approved at Planning Commission on March 2, 2017



CRC Item No. 5 – August 31, 2017

Update on Transit Center Operations

TJPA
TRANSIT JOINT POWER AUTHORITY





Transbay Program

Naming and Signage Rights Agreement





Agreement Key Terms

Agreement between TJPA and salesforce.com

25-Year Term – Projected more than \$110,000,000

- \$1,010,000 upon signing
- \$9,112,700 on the commencement date
- \$3,278,181 starting in year 4 – escalated by 3% each year thereafter
- Additional 20% increase in annual payments when Caltrain service begins in Phase 2



Transbay Program

Naming Rights Valuation

Master Lessee/Asset Manager Proposals:

	CUSHMAN & WAKEFIELD	LINCOLN	YOUNGWOOL & ASSOC.
Total Projected Naming Rights Revenue	\$2.00 M	\$2.29 M*	\$1.07 M
% Transit Center Naming Rights Shared with TJPA	85%	85%	**
Total Projected Naming Rights Revenue to TJPA	\$1.70 M	\$2.18 M	< \$1.07 M

* This is the lower end of the range presented by the proposer. TJPA found the upper end of the range (\$5.34M) to be overly optimistic. The low range was used to develop facility revenues included in the agreement approved by the TJPA Board.

** Proposer did not propose to share promotional platform revenues directly, but rather as part of an overall participation rent.



Agreement Terms

Salesforce gets exclusive naming rights to:

- Transit Center **“Salesforce Transit Center”**
- Rooftop Park **“Salesforce Park”**
- Amphitheater **“Salesforce Amphitheater”**

Salesforce may also name the following components:

- Rooftop Park Children's Playground
- Grand Hall



Transbay Program

Transit Center Operations Costs





Operations Costs

Projected Operations Funding Strategy: Operating Reserve and Naming Rights Agreement

	FY 17 - 18	FY 18 - 19	FY 19 - 20	FY 20 – 21
Transit Center Operating Gap	(\$6,565,500)	(\$15,666,300)	(\$9,246,800)	(\$9,293,800)
TJPA Operating Reserve (Funding Source)	2,151,100	6,356,500	500,000	500,000
Naming Rights Agreement	-	-	-	3,278,200
Total Remaining Funding Need	(\$4,414,400)	(\$9,309,800)	(\$8,746,800)	(\$5,515,600)
Potential Operator Contributions				
AC Transit (66.2%)	\$2,890,824	\$6,163,088	\$5,790,382	\$3,651,327
Greyhound (4.4%)	186,505	409,631	384,859	242,686
Amtrak (2.0%)	93,253	186,196	174,936	110,312
WestCAT Lynx (2.0%)	93,253	186,196	174,936	110,312
SF Municipal Transportation Agency (20.4%)	887,123	1,899,199	1,784,347	1,125,182
Golden Gate Transit (4.0%)	175,155	372,392	349,872	220,624
SamTrans (1.0%)	88,288	93,098	87,468	55,156
Total Potential Operator Contributions	\$4,414,400	\$9,309,800	\$8,746,800	\$5,515,600



Transbay Program

Operations Status and Retail Tenant Improvements





Asset Manager Lincoln Property Company—with team members Colliers International, Biederman Redevelopment Ventures, and Pearl Media—joined the Program in March

Janitorial and Building Maintenance Services

- Lincoln issued RFP in June
- Four responses received
- Township Building Services selected
- Building chief engineer to begin work in August

Leasing

- Retail merchandising plan approved by TJPA Board in July
- Colliers developing marketing materials and continues outreach to potential tenants

Tenant Improvements

- MBH Architects selected as A/E
- General Contractor RFP to be issued in August

Early Activation & Pop-up Retail: Projections on revenue (Pearl, BRV & Colliers) due in September

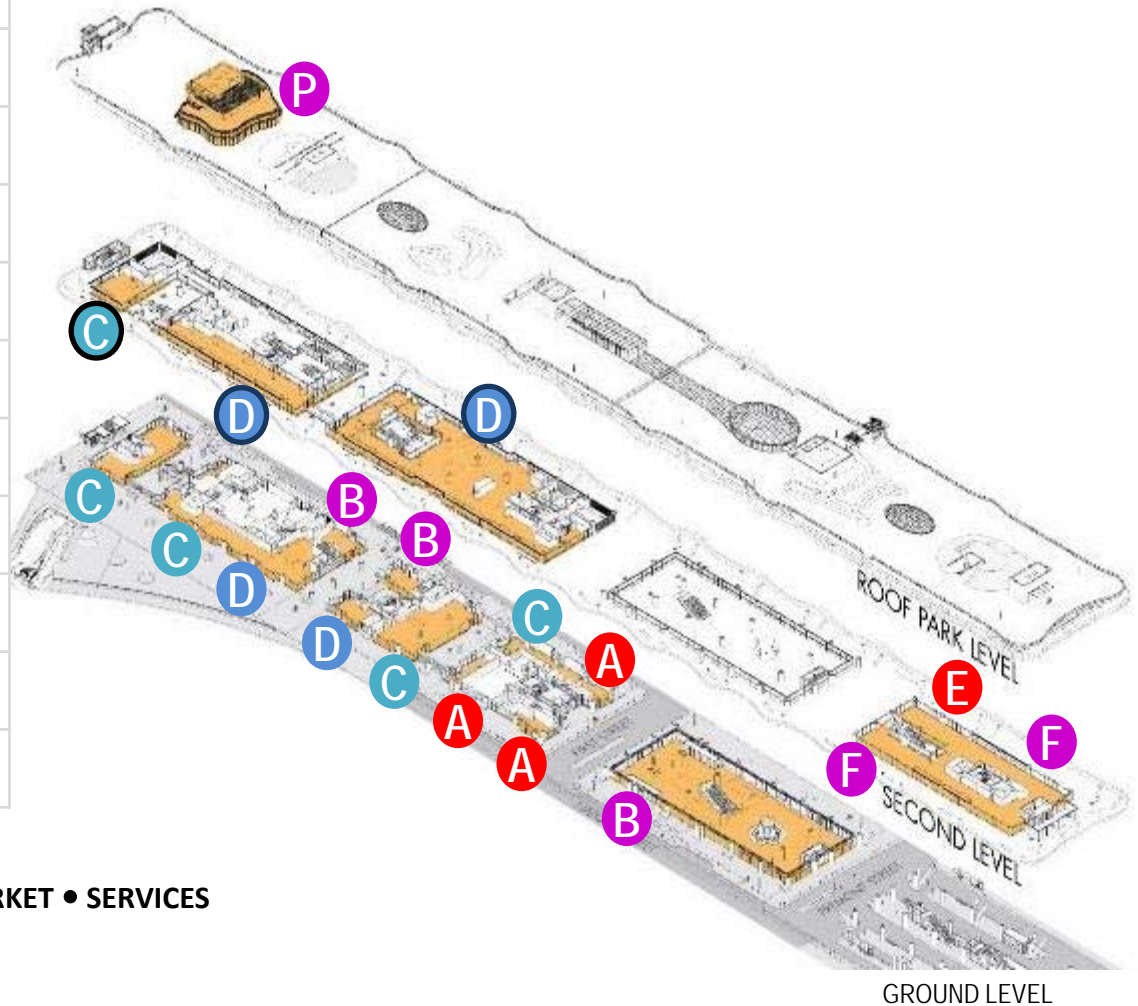


Transbay Program

Retail Tenant Improvements

	Q2 2018	Q3 2018	Q4 2018	Q1 2019	Q2 2019	Q3 2019
A			•••••			
B			•••••			
C			•••••	•••••	••	
C				•		
D				•••••		
D					••	
E			•••			
F			•••••			
P				••		
TOTAL			13 SPACES	14 SPACES	8 SPACES	
% OPEN			40%	80%	100%	

Lincoln request work commencement December 2017



- A B C D ENTERTAINMENT • FOOD • MARKET • SERVICES
- E F FITNESS • SERVICES
- P ROOFTOP PARK RESTAURANT & CAFE



CRC Item No. 6 – August 31, 2017

Program Budget & Construction Update August 2017

TJPA
TRANSBAY JOINT POWER AUTHORITY





Transbay Program

Western Zone
Gridlines 1 to 10

Central Zone
Gridlines 10 to 20

Eastern Zone
Gridlines 20 to 35



Project Overview

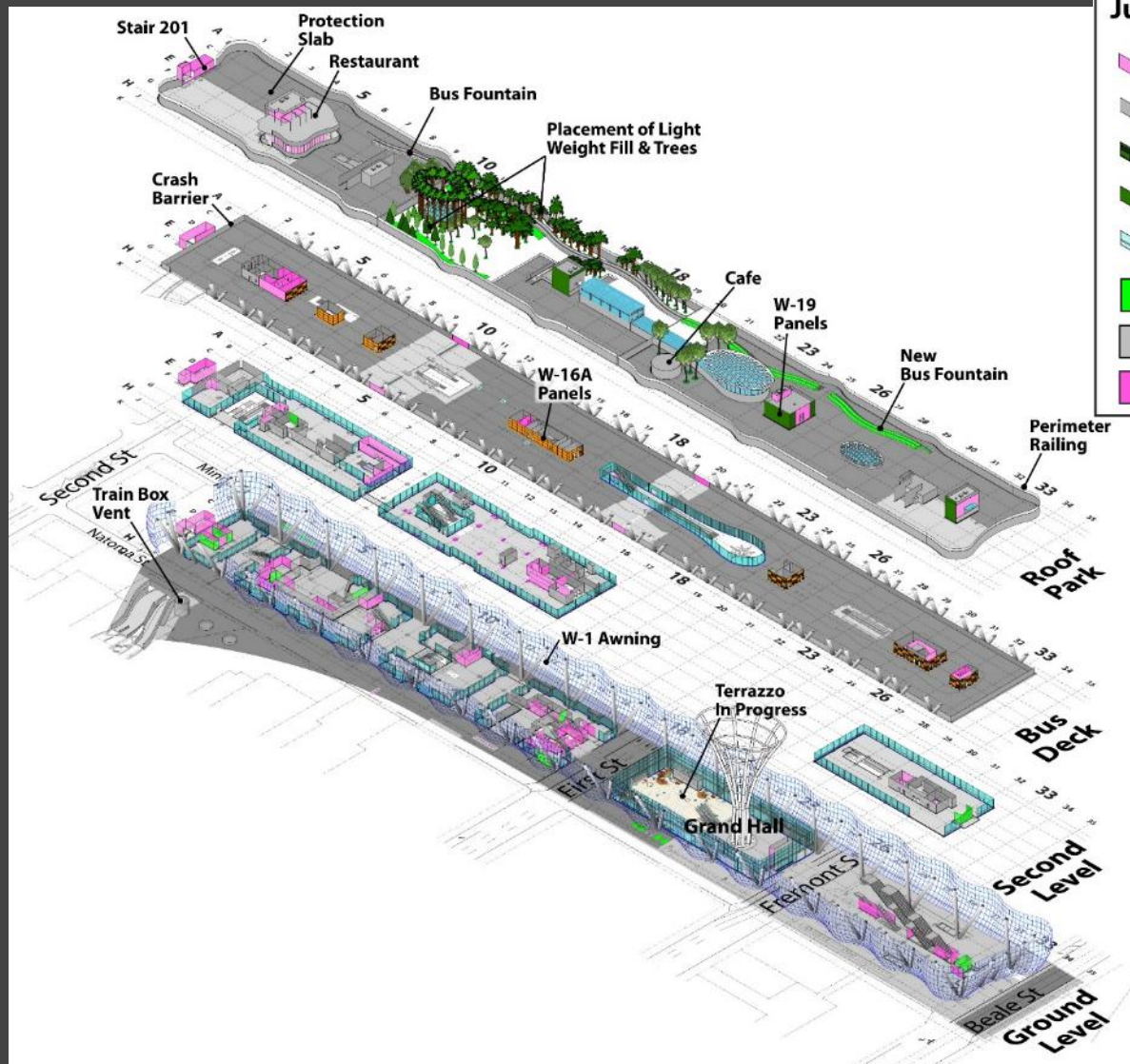
1. Construction Activity
2. Safety & Labor Statistics
3. Budget Overview
4. Contingency Cost
5. Schedule
6. Risks



Transbay Program

Recent Activity

Transit Center



Construction Progress June 30, 2017 - July 30, 2017

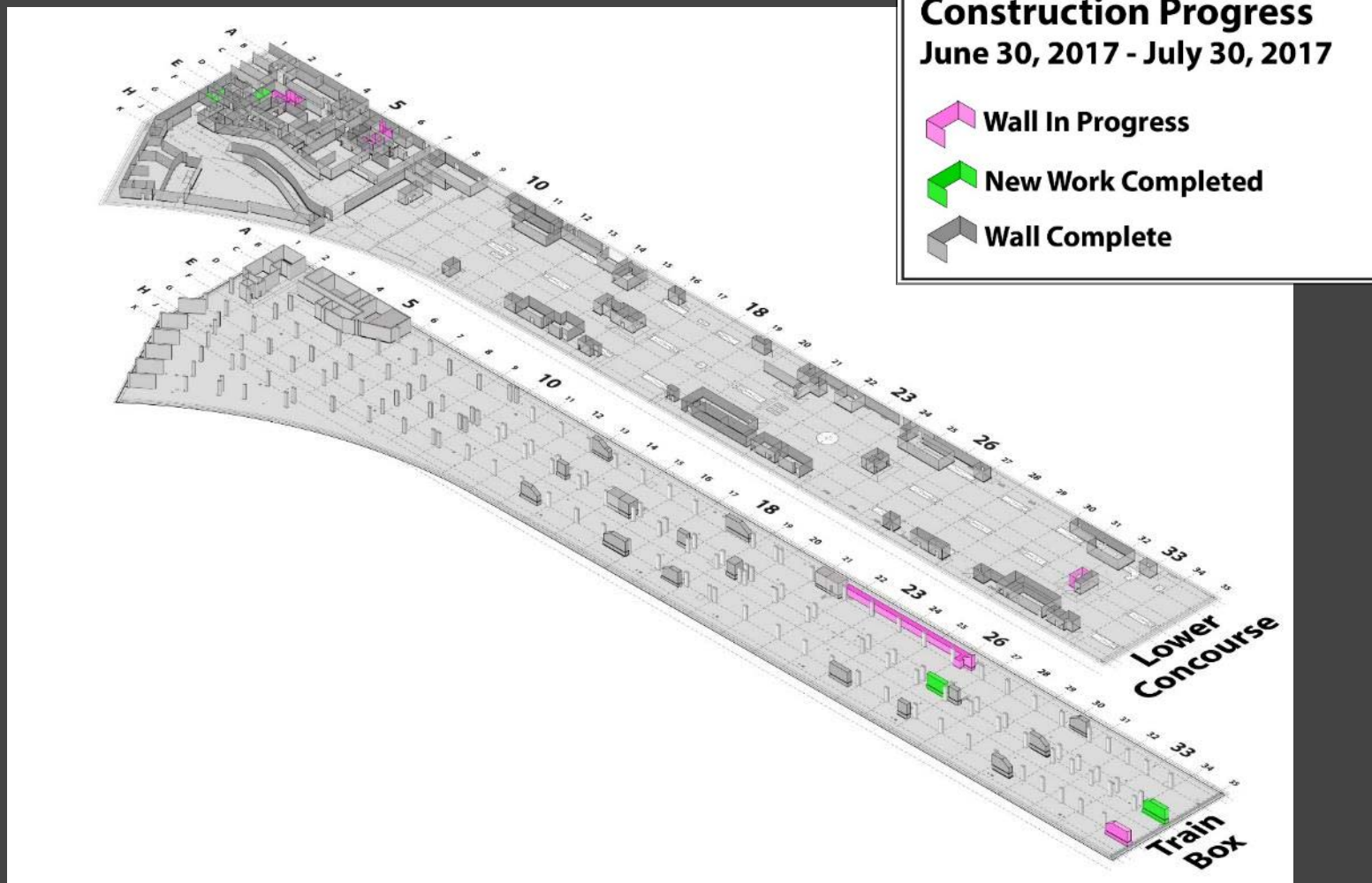
- Wall In Progress
- Wall Installed
- Wall Finish in Progress
- Wall Finish Complete
- Curtain Wall Complete
- New Work Completed
- Concrete Slab Complete
- Concrete Slab In Progress



Transbay Program

Recent Activity

Transit Center





Transit Center - West (GL1-20)

- Rooftop waterproofing and protection is nearly complete.
- Rooftop landscaping and pathway construction underway.
- Bus Deck ceiling framing now complete.
- Metal stud framing of walls, gypsum board, and curtain wall underway.
- Elevator and Escalator construction and enclosures install underway.
- Main Distribution Frame (MDF) Room and Intermediate Distribution Frame (IDF) Rooms are underway. Electric switchgear and transformer rooms near completion.
- Equipment rooms buildout in progress. (Fire water tanks, Pumps, HVAC Units)

Transit Center - East (GL20-35)

- W1 Awning eastern corners completed.
- Rooftop waterproofing and protection is nearly complete.
- Rooftop landscaping and fountain construction is underway.
- Bus Deck ceiling framing underway.
- Light Column "Oculus" painting/coatings completed. Scaffold removed.
- Radiant Heating started at Grand Hall.
- Terrazzo install started at Grand Hall.
- Elevator and Escalator construction and enclosures install underway.
- Main Electric Rooms are now under SFPUC jurisdiction.
- Intermediate Distribution Frame (IDF) Rooms are underway.
- Equipment rooms buildout in progress. (Pumps, Tanks installed, HVAC Units)



Transbay Program

Construction Activity July 2017





Transbay Program

Construction Activity Rooftop Elevator Penthouse





Transbay Program

Construction Activity Bus Deck Ceiling Framing





Transbay Program

Construction Activity Terrazzo placement at the Grand Hall

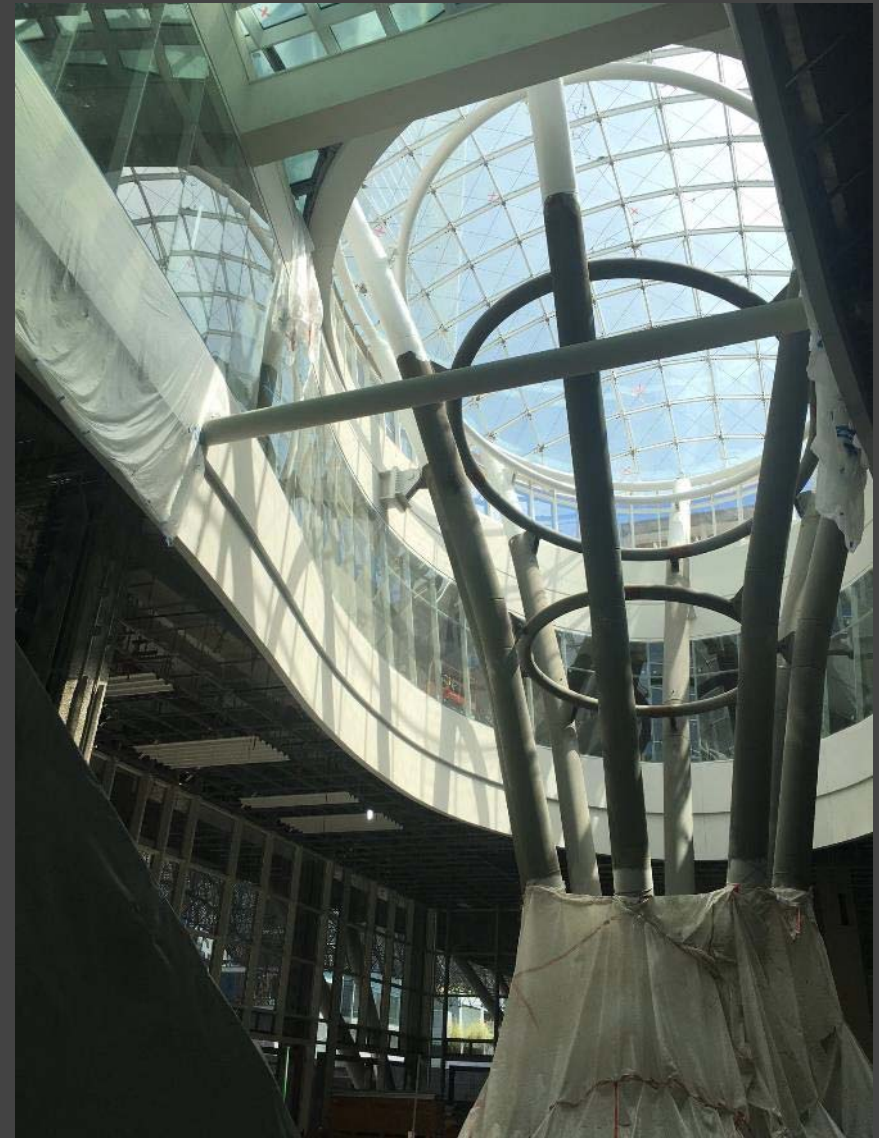
Terrazzo – Artist Julie Chang





Transbay Program

Construction Activity July 2017





Transbay Program

Grand Hall - Light Column LED lights



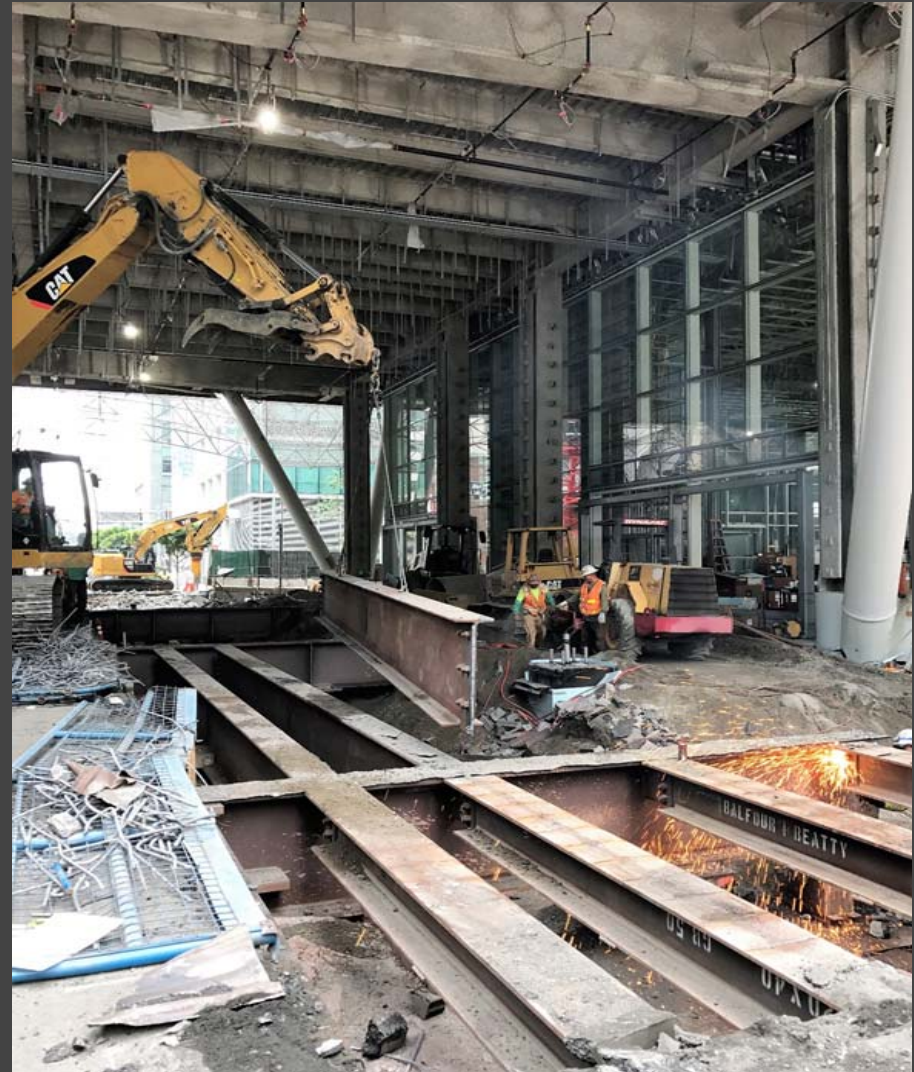


Transbay Program

Fremont Street Bridge Removal

Fremont Street Temporary Traffic Bridge Removal

- Multiple Phase approach.
- Public Outreach completed in advance. Permit issued mid-July.
- All temporary bridge steel and decking was removed over two weekends in July and August.
- Nights and weekend work required due to SFMTA traffic requirements.
- Transbay work is coordinated with both Salesforce Tower and 181 Fremont Projects.





Construction Activity

Bus Ramp/Cable Stay Bridge

- Security Guard Booth systems and security cameras are in testing.
- Bus Ramp street lights and electrical lighting are in service.
- Bus Ramp final Punchlist and painting touchup is underway.
- Bus Ramp underground piping and street lighting conduits underway.
- Sidewalk restoration is scheduled after underground utility work.
- Under-ramp Parcels final site grading in is underway.
- Under-ramp Parcels asphalt is scheduled after final grading work.
- Under-ramp Parcels final fencing after asphalt is completed.





Construction Activity

Bus Storage Facility

- Construction continues with site Underground Utilities such as sewer and storm drain system work.
- Construction has completed the CIDH pile drilling in July.
- Construction continues with Falsework erection for viaduct concrete construction.
- Concrete formwork, rebar and concrete placement for viaduct bents, walls and abutment walls continues.
- Construction completion is Summer 2018.





Transbay Program

Safety and Labor Statistics

Recordable & Lost Time Incidents:

Recordable Incidents this period – July 2017:	1	Lost Time Incidents this period – July 2017:	1
Total Recordable Incidents in 2017:	7	Total Lost Time Incidents in 2017:	3
WOJV Average Annual Recordable Incident Rate 2011 Through 2015	3.04	WOJV Average Annual Lost Time Incident Rate 2011 Through 2015:	0.38
Nat'l/ State Annual Average Recordable Incident Rate 2011 Through 2015:	2.76	Nat'l/ State Annual Average Lost Time Incident Rate 2011 Through 2015:	1.36

Craft Hours:

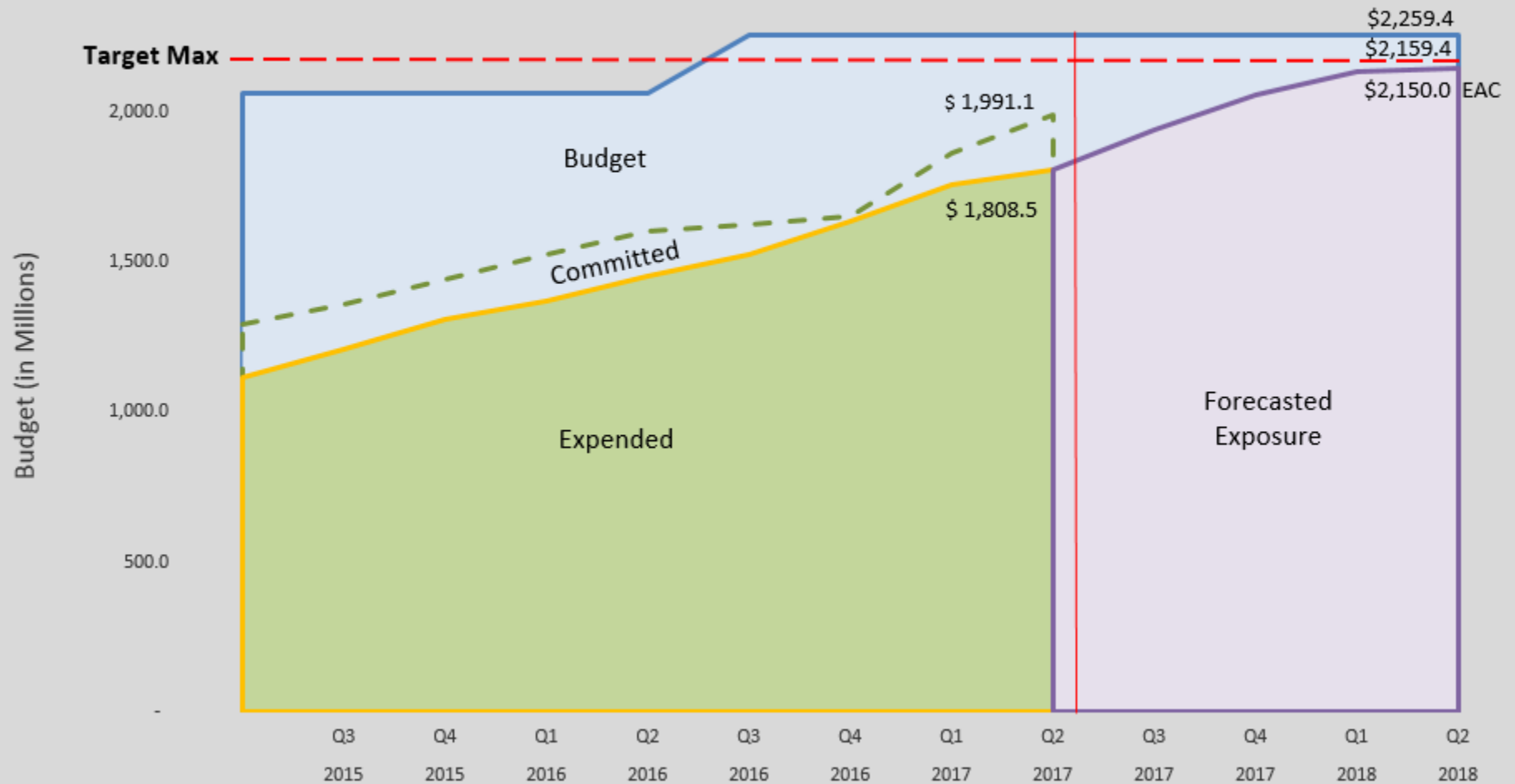
Total Transit Center Craft Hours Year 2011 - YTD 2017 :	Total Hours this Period – <u>July 2017</u> :	Total Transit Center Craft Hours - YTD 2017 :
3,780,665	104,392	934,750



Transbay Program

Budget Overview

Phase 1 Transit Center Data thru: June 17



80% Program Budget
93% Contract Time



Transbay Program

Phase 1 Budget & Commitments (in millions)

(\$ Millions)	<u>Budget</u>	<u>Committed</u>	<u>Expended</u>	<u>Balance</u> (Budget less Committed Costs)
Construction Costs	\$1,473.9	\$1,428.8	\$1,261.0	\$45.0
Program-wide Costs (Soft Costs)	\$597.1	\$562.3	\$547.5	\$34.9
Contingencies & Reserves	\$188.4	\$0.0	\$0.0	\$188.4
TOTAL	\$2,259.4	\$1,991.1	\$1,808.5	\$268.3



Contingency Cost

Contingency Tracking (\$millions)

	Construction Contingency	CM/GC Contingency	Program Reserve	Total Contingency & Reserve
Baseline Budget Amounts	\$61.8	\$32.5	\$116.9	\$211.3
Contingency Usage Through June 2017	(\$21.9)	(\$3.3)	\$4.6	(\$20.6)
Remaining Baseline Budget Amounts (June 2017)	\$39.9	\$29.3	\$121.6	\$190.7
Total Draws/Adds July 2017	(\$1.2)	(\$0.2)	\$0.0	(\$1.4)
Remaining Balances	\$38.7	\$29.1	\$121.6	\$189.4

Uses of Contingency this period

- MEP – Rooftop Park Restaurant Sprinklers.
- Bus Ramp – Hinge 9 Modifications
- MEP – Added 6A Light Fixtures in Stairwells

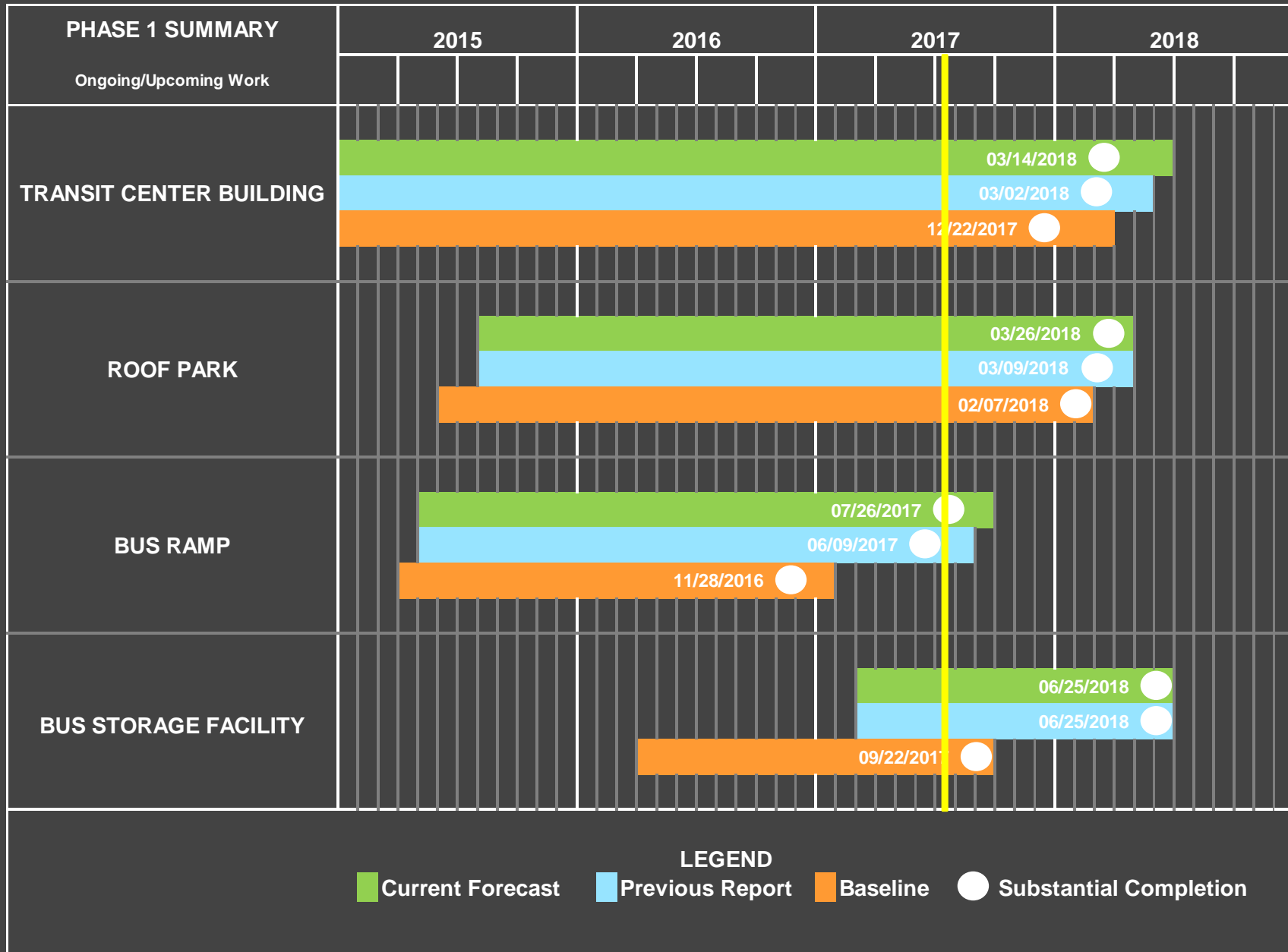
Forecasted Contingency Use

- CM/GC: \$0.3M
- Construction: \$4.8M
- Program Reserve: (\$1.6M)



Transbay Program

Schedule





TTC CONSTRUCTION		2015				2016				2017				2018			
Ongoing/Upcoming Work																	
Exterior Enclosures & Waterproofing																	
MEPs Installation																	
Permanent Power																	
Interiors & Finishes																	
Vertical Transportation																	
Metal Panels & Ceilings																	
Systems & Commissioning																	



Systems Installation & Commissioning

Building Management, Fire / Life Safety and Security Systems installation and commissioning activities will drive the schedule as we approach Substantial Completion.

Pre-Mitigation Strategy:

1. Focus of Bi-monthly Temporary Certificate of Occupancy (TCO) Meetings.
 - Continuing Activity Concentration on Priority Electrical and Data Rooms.
 - Permanent Power, Normal Power & Signal conductor distribution.
 - Continue vigilant watch over of SFFD Fire Alarm Review /Approvals.
2. Specific Items to monitor:
 - Rooftop Park Pylons relationship to Fire Alarm System as well as Emergency Communication System / Mass Notification.
 - Door Hardware interface & coordination with Building Management Systems & Security Systems.



Sub-Contractor Closeout Challenges

Our TJPA Management and WOJV Teams are collectively striving to achieve subcontract close out of early Trade Package to retire cost risk currently being carried by EAC, including:

- TG18.1 - Bus Ramp (Shimmick)
- TG7.2 - TTC Above Grade Concrete (Shimmick)
- TG7.1R - Structural Steel (Skanska-Civil)

With close out resolution, the Scope and Risk Exposure can be retired; however, challenged by the following issues:

- Final negotiations of quantum cost of merited changes.
- Outstanding Potential Claims from Trade Package Sub-contractor.
 - Back Charge Cost Impacts amongst sub-contractors and WOJV.
 - Time Impacts amongst sub-contractors and WOJV.



Schedule

Schedule currently indicating about 12 weeks beyond contractual Substantial Completion

Concerns include:

1. Electrical Subcontract Production Rates in both Normal Voltage and Low Voltage Distribution.
2. Main & Intermediate Distribution Frame Rooms. (MDF & IDF Rooms) cabling and installation overdue without benefit of recovery schedule from Fisk.
3. Rooftop Park Progress albeit soil installation has been all but resolved with Material Submittal acceptance completed.
4. Column Covers Fabrication and Installation.
5. Interior & Finishes Subcontractor labor resources.
6. Advancement of Bus Plaza and Perimeter Site Work.



Schedule

WOJV Mitigation Strategy Framework

1. Targeted overtime to accelerate critical trades
 - W-13 glass floor in Grand Hall
 - Terrazzo floor in Grand Hall
 - Zone 4 site work
 - Metal Ceilings
2. Column cover mitigation
 - Current focus is on resolution of quality control issues and successful completion of mock-ups
 - Resequencing work to avoid delays to follow-on trades
 - Overtime, second shift and additional manpower at subcontractor's cost
3. Doors Specialist is on board and currently reviewing Hardware & Security Controls Integration



Schedule

WOJV Mitigation Strategy Framework

4. Interior finishes manpower

- Added framing crews
- Supplementing subcontractor quality control and supervision

5. Electrical work

- Retained two general foremen from another electrical subcontractor to closely monitor daily progress and assess current status
- Applying pressure to electrical subcontractor for mitigation options
- Evaluating options such as supplementation or potential default



Schedule

WOJV Mitigation Strategy Framework

6. Working with TJPA to prioritize areas for a phased completion strategy
 - Muni Bus Plaza
 - Retail Tenant Improvements
 - Grand Hall and Bus Deck
 - Security Operations Center



Transbay Program

Questions



Memorandum

To: Cost Review Committee

From: Ron Alameida, Director of Design & Construction for the Transbay Transit Center, SF Public Works
Dennis Turchon, Senior Construction Manager, TJPA
Sara DeBord, Chief Financial Officer, TJPA

Date: For the Committee Meeting of August 31, 2017

Re: Agenda Items

Agenda Item 7 – Expenditures and Commitments of Proceeds of the City Financing that Require CRC Approval

Commitments

At the May 19, 2017 Cost Review Committee (CRC) meeting, the committee gave authorization for TJPA to issue commitments (budget appropriations) for various construction, construction administration, and legal costs of up to \$175 million in City Financing proceeds, and draws of up to \$90 million through August 2017. Here are the commitments through August 18; they represent a \$5 million increase since May:

Scope/Trade Package/Contract	Type ¹	Committed
Transit Center Design Team Construction Admin	NTP	\$1,850,000
Various Logistics Packages	NTP / CCOs	16,354,763
TG07.2 Superstructure Concrete	CCO	961,995
TG07.6 Concrete Topping Slabs/Rails/Joints	NTP	9,656,637
TG08.2 Exterior Awning	NTP	9,646,200
TG08.6 Metal Ceilings	NTP/CCO	4,849,094
TG08.11 Glass Curtain Walls/Skylights	NTP	14,375,033
TG10.3 Heating Ventilation Air Conditioning	NTP/CCO	617,105
TG10.4 Electrical/Communications	NTP	20,000,000
TG12.1 Civil/Sitework at Grade	NTP	6,755,479
TG13.1 Roof Park Landscaping & Irrigation	NTP	30,088,888
TG13.2 Roofing/Waterproofing	NTP	3,394,701
TG16.0 - Interiors/Finishes	NTP	11,324,678
TG16.8 Fireproofing/Intumescent Spray	NTP	1,848,936
TG18.1 Bus Ramps	NTP	5,220,650
Physical Security Information Management System	NTP	284,056
SFPUC Permanent Power	Power Agreement	1,079,859
Seyfarth Shaw – Construction Counsel	RFS	200,000
Jones Day – Millennium Tower Counsel	RFS	2,000,000
Public Art Program	Artist Contracts	855,500
Bus Storage Construction	NTP	19,585,720
Bus Storage Design Team Construction Admin	NTP	417,176
Bus Storage Construction Management	NTP	104,000
Other Bus Storage costs, incl. permits	Other	328,769
Total		\$161,799,240

¹ NTP – Notice to Proceed. CCO – Contract Change Order. RFS – Request for Services

Draw Requests

Based upon the above commitments, six draws totaling \$73 million have been approved and processed as of August 17:

Scope/Contract	Amount
Transit Center Construction (net of retention)	\$62,689,275
Bus Storage Construction (net of retention)	4,923,413
Legal Services	1,733,259
PUC Permanent Power	1,079,859
Art Program	855,500
Bus Storage Lease & Permits	111,465
Total	\$71,392,771

The City has also paid costs of issuance of \$890,217, leaving a current project fund balance of \$717,012 available before the next draw. A projection for future draws and commitments will be provided at the CRC meeting, and the TJPA team may request an increase to the currently authorized disbursement amount of \$90 million.

Upcoming Commitments

The following NTPs, CCOs or RFS are planned for issuance using City Financing:

Scope/Trade Package/Contract	Type	Estimated Amt.	Timing
Artwork	NTP/CCOs	100,000	Fall 2017
Bus Storage Construction	NTP	2,023,000	Fall 2017
Various Bus Storage costs (Permits, Construction Admin, etc.)	Other	136,000	Fall 2017
CMGC Commissioning	NTP	50,000	Fall 2017
Legal Services	RFS	1,600,000	Fall 2017
Total		\$3,909,000	

As noted at previous CRC meetings, the City is in the process of issuing the first tranche of Mello-Roos Community Facilities District bonds for the Transbay projects. Issuance is currently anticipated in the latter half of September. Upon availability of proceeds, TJPA plans to reverse some of the appropriations above, for a decrease in commitments of \$34 million. This would bring commitments down to well under the planned \$150 million use of City Financing proceeds.

Agenda Item 8 – Opportunity to Comment on Contracts, Change Orders and Contract Amendments that Require CRC Review

Professional Services Contract Amendments above the \$250,000 Threshold and/or to be funded with City Financing

Jones Day

As previously reported, the TJPA Board of Directors authorized the award of a contract in December 2016 to Jones Day to provide services to TJPA related to the 301 Mission litigation. The term of the contract is five years, with the option to extend for up to three years. The initial compensation was set at \$500,000, with the understanding that the contract would be amended periodically to increase the compensation as appropriate. In May, the maximum compensation was increased to \$2 million. TJPA staff anticipate that another request for an increase will be brought to the TJPA Board at its September or October Board meetings, likely in the \$1.5 – 2 million range.

We continue to anticipate that the maximum compensation may be increased in the future as the need arises. Hourly rates are blended, which saves money on higher-level attorneys, and it is anticipated that a large portion of the costs of the 301 Mission litigation will ultimately be

reimbursed by insurance companies for the TJPA's contractors and/or by the contractors themselves with a duty to indemnify TJPA. As to budget, Program Reserve is being used to fund these expenditures, which are being tracked separately from other legal costs. The funding source is City Financing proceeds.

Construction Change Orders above the \$250,000 Threshold and/or to be funded with City Financing

The following are new change order requests (CORs) and construction change orders (CCOs) since the last CRC meeting:

WOJV – Minor Procurement Change Orders

COR 311821 - ASI 128 - Roof Park Restaurant Handrail IPE Wood Cap - \$42,000

TG07.3 trade subcontractor, Olson Steel, was issued a \$30,000 allowance in CCO 0220 to provide ipe (Brazilian Walnut) wood as part of Architect's Supplemental Instructions (ASI) 128. After extensive discussions, Webcor/Obayashi Joint Venture (WOJV) established that the trade subcontractor was unable to perform this scope due to a lack of vendors. WOJV identified other suppliers, but the total cost was estimated at around \$72,000, with the lowest quote from Webcor Interiors Group. Olson Steel is to credit back their allowance of \$30,000 to WOJV for this scope of work in a future change order, thus this request to the Cost Review Committee is for a Not-To-Exceed (NTE) amount of \$42,000 for the difference between the actual cost and the allowance.

TG07.2 – Structural Concrete

COR 310937 – Comprehensive Curb revisions - \$800,000

This COR is for various revisions to curbs due to Requests for Information (RFIs) and ASIs issued after the bid documents. These modifications included revisions to door openings at ground, second, and bus deck levels. Some modifications were at elevator and escalator locations. There are also elevation changes in curbs not called out on bid documents and revised on various RFIs and captured in ASI 141. Previous reporting to the committee on curb issues was documented as COR 310608 for \$400,000, but that COR has now been voided and encapsulated into COR 311408 which includes all entitled W2 Blockouts and curtainwall system revisions and has already been presented to the CRC for an NTE of \$3.3 million. This new COR captures all other curb issues not related to blockouts and thus includes a significantly increased amount of merited changes beyond the original COR 310608 request to the CRC. The NTE amount requested for this new COR is \$800,000 to incorporate all curb additions and revisions not related to blockouts. This change has been categorized as Owner Requested.

COR - Escalator Issues - \$310,000

This COR is for installing concrete support beams and revising the escalator pits. The contract drawings did not include support beams for certain escalators, which were required due to the length of the trusses. Modifications to the escalator pits were also needed due to the custom size of escalators. This change has been categorized as Errors & Omissions, since the original scope was infeasible. This CCO request amount was previously approved for \$280,000. The request to the Cost Review Committee is for a revised NTE amount of \$310,000 due to RFI-related revisions.

COR - ASI 141 Revisions - \$900,000

This COR is for revisions associated with ASI 141. Partition walls with steel plates increased the size of rebar yet decreased the spacing which added more rebar. All other revisions to rebar sizes and spacing were due to RFIs and ASIs that have not been previously priced. This change has been categorized as Errors & Omissions. This is an estimate and the scope is currently being reviewed; however, the request to the Cost Review Committee is for an NTE amount of \$900,000.

TG07.3 – Miscellaneous Metals

COR 311347 – Roof Park Restaurant Cable Guardrail Continuity Plate per RFI T-5041.1- \$97,000

TG07.3 trade contractor, Olson Steel, is to perform all work, labor, and equipment to re-engineer, re-detail and field-cut a total of 69 locations with custom angled continuity plates per RFI T-5041.1. Per the RFI, the design team accepted changes to the Roof Park Restaurant Cable Guardrails due to a deficient structural design. The trade subcontractor proposed a solution and provided engineering studies, which the design team verified. The proposal was determined to be the most effective design solution with the least cost impact. This change has been categorized as Error & Omissions. This CCO request to the Cost Review Committee is for an NTE amount of \$97,000.

TG07.6 – Topping Slabs & Bus Crash Rail

C T-449 - TG07.2 & TG07.6 Curb Extension at Elevator Fronts for All Elevator Shafts - 375,000

TG 07.2 trade subcontractor Shimmick and TG 07.6 trade subcontractor Concrete North are to provide labor, equipment and material to furnish and install curb extensions in front of all elevator shafts throughout the entire Transit Center. Changes are outlined in RFI's T-5396, T-5490, T-5961, T-6177, T-6220, T-6220.1, T-6546, T-6559. This work includes irregular or premium shift hours, installation and layout of steel reinforcement, embedment, concrete pouring, formwork, scanning, and testing. This scope is necessary to ensure that the elevator shafts meet the fire rating required by building code. This change has been categorized as Coordination issue. This CCO request to the Cost Review Committee is for an NTE amount of \$375,000.

TG8.11R – Glass Curtain Wall & Skylights

CCO No. 0378 – Glazing Door Hardware Package - \$480,000

The scope to be procured under this CCO is part of the original buyout and is included in the budget but was not included in any previously awarded trade package. It includes furnishing and installing the following: electrified openings per the design team contract documents' performance expectations; exit devices with Quiet Electric Latch Retraction; power supplies with the proper amperage dependent on the number of devices and auto operators; Electric Power Transfer; pivot hinges; and all stainless steel components. At the time of award of this trade package, the TG8.11R Design-Build trade subcontractor, Crown Corr, proposed W2 swing doors as stainless steel-clad aluminum doors with standard hardware, in lieu of the all glass doors with specified glass door hardware, as a value engineering offer saving of approximately \$1,475,000. The proposal was accepted, but the design team then provided recommendations for the minimum hardware required to meet the quality and performance objectives found in the original specifications. The goal of the recommendations is to aid in future maintenance and operation costs. This CCO request to the Cost Review Committee at the last meeting was \$450,000, but the request is being increased to an NTE amount of \$480,000 at this time. The net savings from the value engineering, including the \$480,000 cost of this CCO, is \$995,000. This change has been categorized as Scope Procurement.

TG10.2 – Plumbing

COR 310734 – ASI -138 - \$660,000

The TG10.2 trade subcontractor, Desert Mechanical Inc., is to provide all labor, equipment, and materials to complete work associated with plumbing changes issued in ASI 138. ASI 138 incorporates RFI and Questions on Bid Documents (QBD) responses up to July 31, 2015 to suit Project Bidding requirements, to address remaining DBI/SFFD review comments, to address Virtual Building Model review comments from WOJV, and other items in accordance with owner requests. Scope includes adding gray water bypass, adding and rerouting vent, gray water, vent, storm, and inlet lines; capturing revisions throughout the building due to DBI comments, and installing pipe insulation as required. This change has been categorized as Errors & Omissions. This CCO request to the Cost Review Committee is for an NTE amount of \$660,000.

TG10.4 – Electrical

COR 311826 - Fire Management System Changes- \$500,000

The TG10.4 trade subcontractor, Fisk Electric, is to provide labor, equipment, and material associated with incorporating Fire Management Systems (FMS) changes as outlined by RFI T-6077, T-6083, T-6089, T-6090, T-6091, T-6092, T-6093, T-6572, T-6084, T-6084.1, T-6569, and T-6422. This work includes revising programming to reflect the zoning changes, changes made to the visual notification system, changes made to generator monitoring, revisions to the quantity and locations of the strobes, synchronization, smoke and heat detector clarifications, paging clarifications, and other device changes. Items addressed in FMS RFIs were raised when the FMS submittal was sent to the San Francisco Fire Department (SFFD) for review. The changes agreed upon in discussions were documented in the submitted RFIs. This change has been categorized as Code Compliance. This CCO request to the Cost Review Committee is for an NTE amount of \$500,000.

COR 311394 – E2 Pylon Beacon Power per RFI T-4988 - \$600,000

This COR had been previously submitted to the CRC for an NTE of \$350,000, but has increased to \$600,000 after the scope became more well-defined. Fisk Electric is to provide labor, equipment, and material associated with installing specified beacon, and 120V power conduit and wire for the E2 Pylon as outlined in RFI T-2414, RFI T-2975, T-4528, T-4570, T-4582, T-4988, and T-4988.1. This work includes purchasing the updated beacon, installing conduit and wire for the 120V circuiting, purchasing and installing additional panel boards, and programming the strobes to be synchronized with the fire management system. The details of the beacon design were not completed at the time of bid due to incomplete information for the Mass Notification System (MNS). Original landscape and telecom drawings included detail for the security pylons on the roof top level, but electrical drawings and specifications didn't include any product data, power requirements, or circuiting information. Scope was provided in as the MNS decisions were made. This change has been categorized as Scope Procurement. This CCO request to the Cost Review Committee is for an NTE amount of \$600,000.

COR 311034 - SFPUC Switchgear and Cabling Additional Work-- \$300,000

This COR is for completion of the remainder of the San Francisco Public Utilities Commission's (SFPUC) outlined scope in the main electrical rooms. This work includes premium time required to complete related wire pulling work at night, wire rerouting, fiber connection, purchase and install of dialer, equipment programming, and equipment program download and testing. This scope is required to prepare the equipment in the two rooms for permanent power. This change has been categorized as Scope Procurement. This CCO request to the Cost Review Committee is for an NTE amount of \$300,000, which will be reimbursed by SFPUC.

COR 311110 - TG10.4 ASI 141 Electrical Changes - \$325,000

This COR incorporates electrical changes issued in ASI 141. ASI 141 incorporates RFI and QBD responses up to December 18, 2015 to suit Project Bidding requirements, to incorporate Design Change Request (DCR) 0046, DCR 0048, DCR 0049, DCR 0050, DCR 0051, and other items in accordance with owner requests. Scope includes deleting ECS equipment, moving sign locations, deleting TVM/AVM machines, adding electric hot water heaters at added eyewash stations, Beale Street lobby deletion, revising gondola pull box locations, revising lighting layout, and incorporating door changes. This change has been categorized as Errors & Omissions. This CCO request to the Cost Review Committee is for a net NTE amount of \$325,000.

TG13.1 – Rooftop Park Landscaping and Irrigation

COR 311740 – Contract Grow Monthly Maintenance and Storage - \$300,000

The TG 13.1 trade subcontractor, McGuire & Hester, maintained the rooftop park trees for a one (1) year grow/acclimatization period per contract. This one year period began once the plants were secured within their designated climate zones on an approved property. The bid package included a monthly maintenance and storage line item listed at \$25,000 per month. Trees were delivered to the approved grow yard throughout the month of March in 2016; thus the one year period has been completed, and so the monthly rate has been initiated as of April 2017 per COR 311740. This change has been currently categorized as Scope Procurement. The CCO request to the Cost Review Committee is for an NTE amount of \$300,000, which will cover twelve months through March 2018.

COR 311561 - Shoe Design Changes at Bus Fountain - \$350,000

This COR is for a revised bus fountain glass wall shoe per RFI T- 3989 and submittals TG1301-153, TG 1301-158.1. This RFI identified that the bus fountain required a redesign due to constructability and blast criteria issues. The RFI response replaced the ½” diameter x 6” long embedded studs with two ½” diameter x 18” long Deformed Bar Anchors (DBAs) at 12” on center. It also added two more continuous welds along both ends of the glass wall shoes, roughly 1,000 linear feet. Also added were aluminum shims, setting blocks, 4”x4” x 3/8” continuous steel angles, and a through bolted screw with washers and nut. This change has been categorized as Errors & Omissions. The CCO request to the Cost Review Committee is for an NTE amount of \$350,000.

COR 311373 – Revisions at Stair 401 per RFI T-5329.1 - \$30,000

This COR is for additional concrete reinforcement per RFI T- 5329.1, which encapsulated changes to the rebar layout at Stair 401 requiring stronger reinforcement by installing rebar similar to that of Stairs 203 and 204 per RFI 5018. This addition of rebar included #5 longitudinal bars at 6” on center, and #3 closed stirrups at 12” on center at the top tread of the stairs. This was memorialized in RFI’s T-5329, T-5329.1, and T-5018. This cost is only for the extra labor and material for the added rebar to Stair 401. This change has been categorized as Errors & Omissions. The CCO request to the Cost Review Committee is for an NTE amount of \$30,000.

COR 311562 – Change to Glass Type for Bus Glass Wall - \$100,000

This COR revises the glass for the bus glass wall along the rooftop fountain. The original supplier of the glass, Viracon, explained that the glass specified at the time of bid cannot be produced. A new supplier for the acceptable glass for this scope has been found (Northwestern Industries), but there is a cost difference between the two suppliers. This change has been categorized as Errors & Omissions. The CCO request to the Cost Review Committee is for an NTE amount of \$100,000.

TG14.1B – Escalators

CR T-462 - Addition of LED skirt lighting and other emergency backup elements to all escalators - \$280,000

The TG 14.1B trade subcontractor, Schindler, is to furnish and install the following for all escalators: LED skirt lighting that will also activate emergency evacuation lighting systems and backup elements at all escalators, 90 minute breaker, step down transformer, additional conduits and specified candela information that is code complaint. During the escalator coordination meetings, it was established that the candela rating for the handrail lights on all the escalators on the project were insufficient and considered not bright enough. In addition to increasing the candela rating it was also decided to add LED skirt lighting at the feet level on all the escalators. Additional scope of work also includes the installation of an efficient emergency lighting system with a 90-minute duration that would activate in the event of an evacuation. This change has been categorized as Scope Gap Procurement and a Code Compliance issue. The CCO request to the Cost Review Committee is for an NTE amount of \$280,000.

The attached change order log provides further detail on all CCOs presented to the CRC to-date.

Agreement for Construction-Related Payment

On October 10, 2008, the TJPA and the owners of 301 Mission entered into an Easement Agreement, under which the TJPA agreed to, (1) construct a temporary wall on the boundary between 301 Mission and the Project during the construction of the Project to allow the TJPA to use a five-foot strip of 301 Mission for the construction of the Project, and (2) at its sole expense, replace the temporary wall with a permanent wall in accordance with the drawings and specifications set forth in the Easement Agreement, restoring any ancillary improvements at 301 Mission that the TJPA's contractor removed during construction. The agreement gives the developer the option to have TJPA build the permanent wall or build the wall itself at the TJPA's cost.

The 301 Mission owner has decided to construct the permanent wall and other improvements itself. As such, 301 Mission will bear full responsibility for obtaining any permits or other approvals that may be necessary for that construction and bear all responsibility and liability for the permanent wall. In fulfillment of TJPA's obligation under the Easement Agreement, the TJPA shall pay \$1,159,694 to the 301 Mission owners. TJPA requests the concurrence of the Cost Review Committee for this payment to 301 Mission for an NTE amount of \$1,160,000.

Agenda Item #8 - Construction Amendments and Changes Log

8/31/2017										
Trade Package	CCO/CR No.	Total Value	Date submitted to CRC	Date No Exceptions Taken by CRC	Amount No Exceptions Taken by CRC	CCO Final Approved Amount	CCO Category	Contingency Source	Fund Source	CCO Issue
7.2	CCO 0324	\$455,000	2/6/2017	2/17/2017	\$455,000	\$428,811	Owner Requested	TJPA	TIFIA	Gantry Beams at Ground Level above Transformer Vaults per ASI 121
10.3	CCO 0304	\$118,000	2/6/2017	2/17/2017	\$118,000	\$117,841	Owner Requested	TJPA	City Financing	Roof Park scope, Heat Pump Changes, & Duct Reroute per ASI 128
13.1	CR T-185	\$420,000	2/6/2017	2/17/2017	\$420,000		Owner Requested	TJPA	City Financing	Landscape Changes per ASI 138
7.6	COR 311367	\$260,000	11/7/2016	11/18/2017	\$260,000		Owner Requested	TJPA	TIFIA	Changes to the GL 35 Seismic Joints due to the OCS footing interrupting the joints and replacing the SJ cover with 1" steel plate.
7.2	CCO 0312	\$750,000	11/7/2016	11/18/2017	\$750,000	\$708,975	Owner Requested	TJPA	TIFIA	Additional Wall Plates at Lower Concourse Walls
7.2	CCO 0269.1	\$325,000	8/22/2016	8/24/2016	\$325,000	\$254,308	Owner Requested	TJPA	Land Sales	Added plate to short curbs to support deformed bars per RFI T-3184 and added plates for tall curbs between Gridlines 10-20.
	COR 310608	\$0	8/22/2016	8/24/2016	\$400,000	\$0	Owner Requested	TJPA	TIFIA	NOW VOID. This item has been incorporated into another COR. Please refer to COR 311408
	COR 310937	\$800,000	8/31/2017				Owner Requested	TJPA	TIFIA	Formally COR 310608 is void. All blackout and W-system costs included in COR 311408. All curb issues included in this COR.
	CCO 0291	\$368,000	8/22/2016	8/24/2016	\$368,000	\$317,592	Owner Requested	TJPA	Land Sales	Install additional rebar, formwork and concrete for Partition walls at Lower Concourse per ASI 128.
	COR	\$1,000,000	8/22/2016	8/24/2016	\$1,000,000		Owner Requested	TJPA	TIFIA	Curb modifications due to W System interfaces to meet RVA and design build criteria.
7.6	CCO 0316	\$694,000	8/22/2016	8/24/2016	\$694,000	\$546,055	Owner Requested	TJPA/Reimbursable	Salesforce Tower	Added seismic joint at Salesforce Tower Pedestrian Bridge per ASI 137.
7.2	COR 311981	\$900,000	8/31/2017				Errors & Omissions	TJPA	TIFIA	ASI 141 Revisions
7.3	COR 311347	\$97,000	8/31/2017				Errors & Omissions	TJPA	City Financing	Roof Park Restaurant Cable Guardrail Continuity Plate per RFI T-5041 Series
10.2	COR 310734	\$660,000	8/31/2017				Errors & Omissions	TJPA	TIFIA	ASI 138 Revisions
7.2	COR 311408	\$3,300,000	5/8/2017	5/19/2017	\$3,300,000		Errors & Omissions	TJPA	TIFIA	W-Systems Impact to Structural Concrete Package. The COR was submitted at \$6.3M, but \$3M of that amount was due to inefficienies and delays which have no merit.
8.11R	COR 311449	\$912,000	5/8/2017	5/19/2017	\$912,000		Errors & Omissions	TJPA	TIFIA	W-13 Frame Modifications
	CCO 1063	\$270,000	5/8/2017	5/19/2017	\$270,000		Errors & Omissions	TJPA	TIFIA	W-12 Perimeter Expansion Joint Infill Plate
10.2	COR 311439	\$500,000	5/8/2017	5/19/2017	\$500,000		Errors & Omissions	TJPA	TIFIA	DBI Venting Requirements per RFI T-5141
13.2	COR 310989	\$300,000	5/8/2017	5/19/2017	\$300,000		Errors & Omissions	TJPA	TIFIA	Add FC 4 Layers and revision to INS-14 per ASI 138
10.2	CCO 0343	\$800,000	2/6/2017	3/22/2017	\$800,000	\$673,785	Errors & Omissions	TJPA	TIFIA	Connection to Sewer Mains per RFI T-5029.
7.2	COR	\$1,000,000	2/6/2017	2/17/2017	\$1,000,000		Errors & Omissions	TJPA	TIFIA	Built Up Slabs in Ground Level and Roof Level
	COR	**\$310,000	8/31/2017	2/17/2017	\$280,000		Errors & Omissions	TJPA	TIFIA	Escalator Issues - Added Mid-Span Support. ** Estimate Increased
10.4	COR 311105	\$2,300,000	11/7/2016	11/18/2017	\$2,300,000		Errors & Omissions	TJPA/CMGC	TIFIA	Hardened Conduit RFI T-3669
18.1	CCO 0290.1	\$736,000	8/22/2016	8/24/2016	\$736,000	\$691,702	Errors & Omissions	TJPA	Bridge Loan	Revisions to the Bus Ramp Cable Stay Hinge 8 Expansion Joint per ASI 150-015.
	*CCO 0373.1	\$475,000	8/22/2016	8/24/2016	\$475,000	\$367,498	Errors & Omissions	TJPA	TIFIA	Revisions to the Bus Ramp Cable Stay Hinge 9 Expansion Joint per ASI 150-016.
13.1	COR 311561	\$350,000	8/31/2017				Errors & Omissions	TJPA	City Financing	Shoe Design Changes at Bus Fountain
10.4	COR311110	\$325,000	8/31/2017				Errors & Omissions	TJPA	TIFIA	TG10.4 ASI 141 Electrical Changes
13.1	COR 311373	\$30,000	8/31/2017				Errors & Omissions	TJPA	City Financing	Revisions at Stair 401 per RFI T-5329.1
13.1	COR 311562	\$100,000	8/31/2017				Errors & Omissions	TJPA	City Financing	Change to Glass Type for Bus Glass Wall
7.3	COR 311344	\$100,000	3/22/2017	3/22/2017	\$100,000		Schedule Mitigation	TJPA	City Financing	Roof Park Rail Revision
7.2	*CCO 1059	\$1,200,000	2/6/2017	2/17/2017	\$1,200,000	\$887,683	Schedule Mitigation	CMGC	TIFIA	Schedule Recovery for TG 7.2 scope, premium time only, using CM/GC Contingency per contract.
	CR T-242	\$800,000	8/22/2016	8/24/2016	\$800,000		Schedule Mitigation	CMGC	TIFIA	Acceleration for Base Contract Work
7.2/7.6	CR T-449	\$375,000	8/31/2017				Coordination	CMGC	TIFIA	Curb Extension at Elevator Fronts for All Elevator Shafts
10.4	COR 311826	\$500,000	8/31/2017				Code Compliance	TJPA	TIFIA	Fire Management System Changes
7.1	CCO 1043	\$425,000	2/6/2017	2/17/2017	\$425,000	**\$425,742	Skanska Settlement	CMGC	TIFIA	Seismic Upgrades to Access Trestle. ** Final amount \$742 over NTE of \$425,000.
	COR 310296.1	\$672,750	8/22/2016	8/24/2016	\$672,750		BBII Settlement	TJPA	TIFIA	Removal of Sand Inclusions in Bus Deck level cast node pads embedded beyond the typical depth of normal steel fabrication and deemed additional work.
14.1B	CR T-462	\$280,000	8/31/2017				Scope Procurement	TJPA	TIFIA	Addition of LED skirt lighting, increased foot candela and other emergency backup elements.
	COR 311821	\$42,000	8/31/2017				Scope Procurement	TJPA	City Financing	Roof Park Restaurant Handrail IPE Wood Cap
10.4	COR 311034	\$300,000	8/31/2017				Scope Procurement	TJPA/Reimbursable	SFPUC	SFPUC Switchgear and Cabling Additional Work
13.1	COR 311740	\$300,000	8/31/2017				Scope Procurement	TJPA	City Financing	Contract Grow Monthly Maintenance and Storage

Agenda Item #8 - Construction Amendments and Changes Log

8/31/2017										
Trade Package	CCO/CR No.	Total Value	Date submitted to CRC	Date No Exceptions Taken by CRC	Amount No Exceptions Taken by CRC	CCO Final Approved Amount	CCO Category	Contingency Source	Fund Source	CCO Issue
7.3	COR 311306	\$60,000	5/8/2017	5/19/2017	\$60,000		Scope Procurement	TJPA	City Financing	Bent Plate Embed and SS Base Plate from ASI 128 for Roof Park Restaurant
10.4	COR 311394	**\$600,000	8/31/2017	5/19/2017	\$350,000		Scope Procurement	TJPA	TIFIA	E2 Pylon Beacon Power per RFI T-4988. **Estimate increased
10.4	*CCO 0379	\$390,000	3/22/2017	3/22/2017	\$390,000	\$275,056	Scope Procurement	TJPA	TIFIA	Added Stairwell Lighting per RFI T-5585.1
13.1	CCO 0374	\$100,000	5/8/2017	5/19/2017	\$100,000		Scope Procurement	TJPA/Reimbursable	City Financing/Salesforce Tower	Landscape Changes per ASI 137 at roof top park restaurant and Stair 601.
4.2	CR T-383.A	\$2,800,000	2/6/2017	2/17/2017	\$2,800,000		Scope Procurement	TJPA	TIFIA	Traction Power on Fremont and Beale Streets
7.2	COR	\$250,000	2/6/2017	2/17/2017	\$250,000		Scope Procurement	TJPA	TIFIA	Drum Café Revisions
8.6R	CCO 0344	\$480,000	5/8/2017	5/19/2017	\$480,000		Scope Procurement	TJPA	TIFIA	ASI 140 Drop-in Span Aluminum Enclosure, VE Item.
	CCO 0309	\$250,000	2/6/2017	2/17/2017	\$250,000	\$249,554	Scope Procurement	TJPA	City Financing	Procurement of the W2 and W3 head of wall assembly
10.4	CCO 0284	\$1,330,000	11/7/2016	11/18/2017	\$1,330,000	\$1,202,996	Scope Procurement	TJPA	TIFIA	Phase 1.5 ASI 144
7.2	CCO 0328	\$445,000	11/7/2016	11/18/2017	\$445,000	\$434,946	Scope Procurement	CMGC	TIFIA	West Throat Vent Shaft Concrete
7.6	CCO 1035	\$330,000	8/22/2016	8/24/2016	\$330,000	\$307,144	Scope Procurement	CMGC	Land Sales	Installation of Mat Slab walls at water storage tank previously not procured.
8.11R	CCO 0378	**\$480,000	8/31/2017	8/24/2016	\$450,000		Scope Procurement	TJPA	TIFIA	Procurement of Glazing Door Hardware Package previously not procured. **Estimate increased
10.2	CCO 0186	\$1,486,000	8/22/2016	8/24/2016	\$1,486,000	\$1,232,298	Scope Procurement	TJPA	Prop K	Revisions and additions to plumbing system per ASI 128.
10.4	CCO 0293.1	\$1,100,000	8/22/2016	8/24/2016	\$1,100,000	\$861,630	Scope Procurement	TJPA	TIFIA	Procurement of the pathway that supports the Emergency Response System per ASI 134.
13.2	CCO 0277	\$435,000	8/22/2016	8/24/2016	\$435,000	\$401,828	Scope Procurement	TJPA	Land Sales	Procurement and installation of the W2 Roof Trellis and Outriggers per ASI 128 and 138
16.8	CCO 0287	\$261,000	8/22/2016	8/24/2016	\$261,000	\$252,310	Scope Procurement	TJPA	Land Sales	Installation of the Rooftop Restaurant Fireproofing per ASI 128.
Total		34,346,750		CCO Final Approved Total		\$10,212,011				

* Executed Recently

MODS and amounts paid directly by WOJV (not thru TJPA) are not included in this estimate
Executed CCO's will be included in WOJV's Cash Flow and are not included in this estimate

New Construction Changes	
In Process (Presented to CRC)	
Approved	

Contingency Tracking through July 2017 (\$millions)

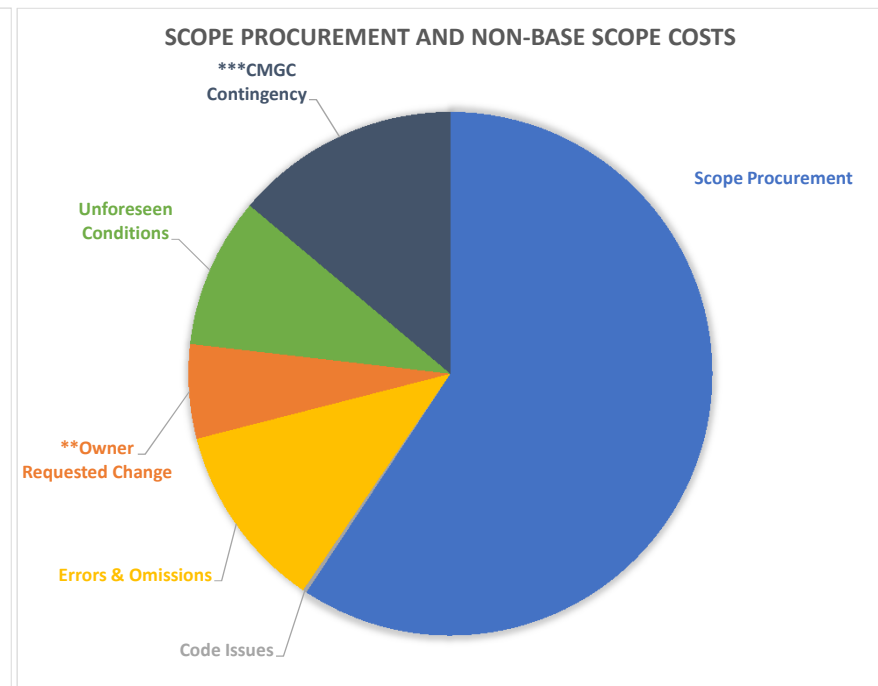
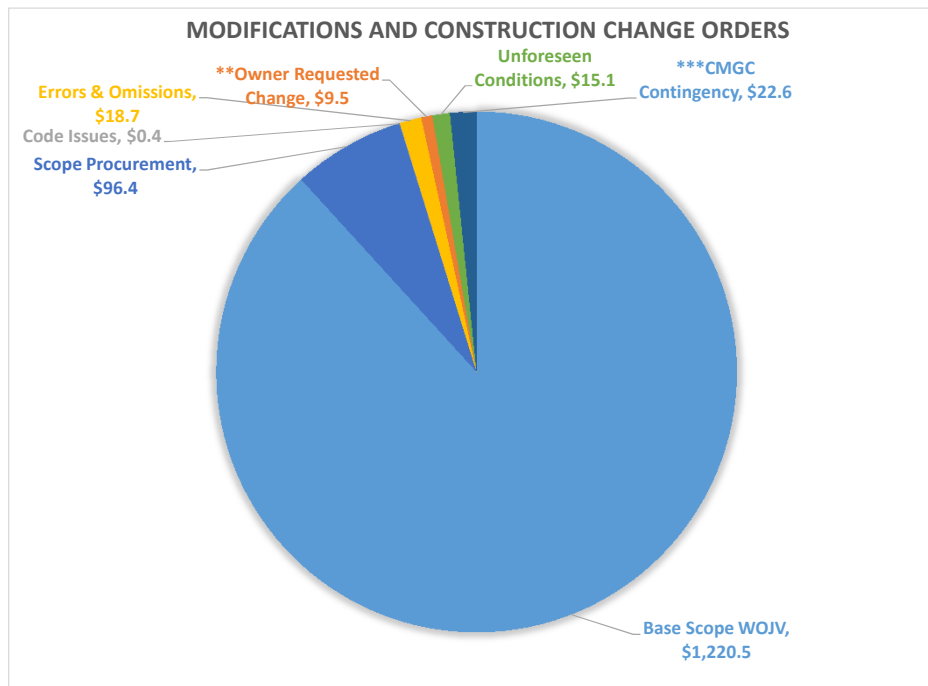
Construction Contingency	CM/GC Contingency	Program Reserve	Total Contingency & Reserve
\$61.8	\$32.5	\$116.9	\$211.3
(\$21.9)	(\$3.3)	\$4.6	(\$20.6)
\$39.9	\$29.3	\$121.6	\$190.7
(\$1.2)	(\$0.2)	\$0.0	(\$1.4)
\$38.7	\$29.1	\$121.6	\$189.4

Trade Packages:	
4.2	Utility Relocation - Mission St. AWSS
7.1	Structural Steel
7.2	Structural Concrete
7.3	Miscellaneous Metal
7.6	Topping Slabs, Bus Crash Rail and Expansion Joints
8.6R	Metal Ceilings
8.11R	Glass Curtain Wall/Skylights
10.2	Plumbing
10.3	Mechanical/HVAC
10.4	Electrical
13.1	Landscaping and Irrigation
13.2	Roofing/Waterproofing
14.1B	Escalators
16.8	Fireproofing/Intumescent Spray
18.1	Bus Ramp

Baseline Budge Amounts
Contingency Usage Through June 2017
Remaining Baseline Budge Amounts (June 2017)
Total Draws/Adds July 2017
Remaining Balances

Modifications and Construction Change Orders as of August 2017 (In Millions)

A	B	C	D	E	F	G	H	I
*Contract Sum to date (in Millions) (B+C+I)	Base Scope WOJV	Scope Procurement	Code Issues	Errors & Omissions	**Owner Requested Change	Unforeseen Conditions	***CMGC Contingency	Total of Non-Base Scope Costs (D+E+F+G+H)
\$1,383.2	\$1,220.5	\$96.4	\$0.4	\$18.7	\$9.5	\$15.1	\$22.6	\$66.3
	88.24%	6.97%	0.03%	1.35%	0.68%	1.09%	1.63%	4.79%



* Contract Sum includes Preconstruction, Geotechnical Engineering, and Fees but does not include General Contractor Reimbursable Expenses

** Includes Third Party Reimbursable CCOs and Owner Directed Schedule Mitigation

*** Includes Coordination Issues, Settlement Items, and Schedule Mitigation

Executed CCOs as of 8/11/17