MEMORANDUM

April 19, 2012

TO: MEMBERS, PORT COMMISSION

Hon. Doreen Woo Ho. President

Hon. Kimberly Brandon, Vice President

Hon. Francis X. Crowley

Hon. Leslie Katz Hon. Ann Lazarus

FROM: Monique Moyer

Executive Director

- **SUBJECT:** (1) Request authorization to execute a fourth amendment to the Architectural and Engineering contract with the joint venture of Kaplan, McLaughlin, Diaz Architects and Pfau Long Architecture in association with Bermello Ajamil and Partners to increase the amount of the contract from \$9,173,292 to an amount not-to-exceed \$9,950,000, which consists of an increase of \$776,708, for the Phase 1 Piers 27-29 James R. Herman Cruise Terminal and Northeast Wharf Plaza Project, located on The Embarcadero at Lombard Street. (Resolution No. 12-38)
 - (2) Request authorization to execute a third amendment to the Construction Manager/General Contractor contract with Turner Construction Company to increase the contract amount from \$45,408,424 to an amount not-to-exceed \$47,288,453, and to further increase the contract amount by \$2,690,430 (approximately 6%) through contract modification or change order, if needed for unanticipated contingencies, for a total authorization of \$49,978,883, to fund the Phase 1 Piers 27-29 construction trade subcontractor packages. (Resolution No. 12-39)
 - (3) Request authorization to execute a fourth amendment to the Construction Manager/General Contractor contract with Turner Construction Company to increase the total authorization from \$49,978,883 to a contract amount not-to-exceed \$63,500,093, which includes \$1,324,370 for a Construction Manager/General Contractor fee, and to further increase the contract amount by \$1,219,684 (10% contingency) through contract modifications or change order if needed for unanticipated contingencies, for a total authorization of \$64,719,777, to fund new public improvements related to the 34th America's Cup Event at Pier 19, Pier 23, Pier 29, Pier 64, Pier ½, and Piers 30-32. (Resolution No. 12-40)

DIRECTOR'S RECOMMENDATION: Approve Attached Resolutions

SUMMARY

To accomplish the completion of construction activities associated with the Pier 27-29 James R. Herman Cruise Terminal and Northeast Wharf Plaza Project (the "Pier 27-29 Project") and to fulfill the Port's obligations to perform certain improvements to Port property under Lease Disposition Agreement with the America's Cup Event Authority, Port staff seeks Port Commission actions:

- 1) Authorize the Executive Director to execute a fourth contract amendment with the joint venture of Kaplan, McLaughlin, Diaz Architects and Pfau Long Architecture in association with Bermello Ajamil and Partners (the "Design Team") for additional services associated with Pier 27-29 Phase 1 project scope changes, and increasing the total amount of the contract to \$9,950,000;
- 2) Authorize the Executive Director to execute a third amendment to the Construction Manager/General Contractor ("CM/GC") contract with Turner Construction Company to fund new project scope items for Pier 27-29 Phase 1 construction and increase the total authorization not to exceed \$49,978,883;
- 3) Authorize the Executive Director to execute a fourth amendment to the Construction Manager/General Contractor ("CM/GC") contract with Turner Construction Company for certain public improvements to Pier 19, Pier 23, Pier 29, Pier 64, Pier ½ & Piers 30-32, and increase the authorization by \$14,740,894 for a combined total authorization not to exceed \$64,719,777.

Port staff recommends separate amendments to the CM/GC contract in order to maintain a consistent budget for the Pier 27-29 Project and to differentiate this Project from the other improvements for the 34th America's Cup Event. While there is a single CM/GC contract, there would be two separate Turner construction management teams, one for the Phase 1 Pier 27-29 above-deck improvements and another for the America's Cup improvements at Pier 19, Pier 23, Pier 29 below-deck improvements, Pier 64, Pier ½ & Piers 30-32.

BACKGROUND

Piers 27-29

Design Team Contract

The Port Commission previously approved increases to the Port's contract with the Design Team to provide architectural and engineering services for Phase 1 and 2 construction drawings for the Pier 27-29 Project. In December 2011, the Port Commission further approved Resolution No. 11-77 which amended that contract to include construction administration services during Phase 1. As a result, the total authorized contract amount for Design Team services to date is \$9,173,292 (see Exhibit A).

CM/GC Contract

On June 14, 2011, the Port Commission authorized the award of the CM/GC contract to Turner Construction Company ("Turner"). The CM/GC scope of work was outlined in the June 9, 2011 staff report. Under this contract, Turner is providing construction management services consisting of determining the constructability of the design and developing cost estimates, and developing trade subcontractor bid packages.

On September 13, 2011, the Port Commission approved Resolution No. 11-59 which authorized Turner to award a subcontractor package for structural steel for the terminal building.

On December 16, 2011, the Port Commission also approved Resolution No. 11-78 which amended the CM/GC contract with Turner to initiate Phase 1 construction, including shed demolition and shoreside power relocation. As shown on Exhibit A, the total authorized construction contract to date is \$45,408,424.

Total Phase 1 Project Budget

In December 2011, Port staff presented a total budget of \$62,359,983 for Phase 1 costs. This includes \$45,408,424 in construction costs, \$16,951,559 in Phase 1 soft costs (i.e., Design Team fees of \$9,173,292 and Department of Public Works ("DPW") project management services of \$7,778,267) and includes \$1,359,983 in Phase 2 Design Team services.

34th America's Cup (AC34) Improvements

On March 13, 2012, Port staff verbally presented to the Port Commission the proposed changes to the 34th America's Cup Event ("AC Event") and described a revised proposal between the City and the America's Cup Event Authority ("Event Authority") to refocus the Event planning efforts on the races and eliminate proposed long-term development rights. Port staff also described a number of improvements envisioned for Piers 27-29 as well as for other Port venues. Port staff unveiled a proposed plan to use Piers 30-32 for team industrial bases instead of Pier 80. These proposed improvements, noted below, would extend the life of certain portions of Piers 30-32 and allow cruise ship berthing access on the east apron and allow revenue-generating special events.

On March 27, 2012, the Board of Supervisors approved a new Lease Disposition Agreement ("LDA") with the America's Cup Event Authority to hold AC34 Event in San Francisco. This new LDA significantly changed the City's agreement with the Event Authority by 1) eliminating the Event Authority's long-term development rights along the waterfront and 2) transferring approximately \$25 million of work, including AC34-related infrastructure improvements and mitigation requirements, from the Event Authority to the Port.

Also on March 27, 2012, the Port Commission approved Resolution No. 12-26 which authorized Port staff to reimburse costs incurred by the America's Cup Event Authority

for the preparation of Piers 30-32 construction drawings. On April 10, 2012, the Board of Supervisors approved Ordinance 53-12 authorizing the Port to amend the CM/GC contract with Turner to perform certain improvements to Piers 19, 23 and 27-29 and to remove portions of Piers ½ and 64; authorized the Port to enter into a contract with AECOM for construction-design engineering services for Piers 30-32 related to the 34th America's Cup; and waived the competitive bidding and solicitation requirements of Administrative Code Sections 6.20, 6.21, 6.68(A-F), 6.40 and 6.41 as well as Section 14B.19 (C) 1-5.

PROPOSED SCOPES OF WORK

Piers 27-29

Design Team Contract Amendment

Port staff proposes to amend the Design Team contract to account for late additional unforeseen design and related services needed for the Piers 27-29 Project. These additional design services are necessitated by the following changes which were beyond the control of the Piers 27-29 project management team:

- Transfer of work from the America's Cup Event Authority including the new Pier 29 end wall and the Piers 27-29 tip (i.e., the north point of the pier) stormwater drainage improvements;
- Changes required by San Francisco Bay Conservation and Development Commission ("BCDC") permit requirements affecting the Northeast Wharf Plaza design, the Pier 27-29 tip design, access from the Embarcadero to the Piers 27-29 tip and through Pier 29, fencing, lighting, addition of restrooms, etc.;
- Changes affecting the configuration of the removal of the northern portion of Pier 29 shed, the construction of a new end wall for the facility, and temporary bracing of Pier 29 shed for the Pier 27 shed demolition, in response to further discussions with the preservationist community;
- Relocation of the operations provisioning from Pier 29 shed to a new location at Pier 27:
- A Pacific Gas and Electric requirement to service the cruise terminal from the shore side power switchboard rather than the old switchboard which was required to be removed; and
- General architectural services that were previously provided by Department of Public Works (DPW) staff. This will represent an increase to the Design Team contract and a decrease to DPW fees for construction management services.

The proposed amendment to the Design Team contract would increase the total authorized contract amount of \$9,173,392 to an amount not-to-exceed \$9,950,000. This amounts to a contract increase of \$776,708.

CM/GC Contract Amendment for Phase 1 Project Improvements

As shown on Table 1, Port staff proposes to increase the CM/GC contract at Pier 27-29 budget to account for these increases in the scopes of work:

Trending of Projected Bid Awards

The original Turner estimate for the construction bid packages was performed in the Fall of 2011. Since then the construction industry has experienced some recovery and some contractors have reduced staff and capacity leading to their not bidding projects. This change in the bidding environment has led to increased bid amounts in response to the Cruise Terminal's bid requests. Additionally, increases are attributed to design development occurring over the last several months. In total, Turner now expects that there will be a \$3.1 million increase over the original estimate for Phase 1.

Port Staff Recommended Scope from Phase 2 to Phase 1

Port staff recommends that certain construction work previously scheduled during Phase 2, namely, lobby improvements and escalators be transferred to Phase 1 at a projected Phase 1 cost increase of approximately \$1.8 million. The change is estimated to save the overall project approximately \$250,000 due to the reduction of temporary enclosures which would have been required in the lobby area and due to efficiency of installing the escalators during Phase 1.

Additional Project Scope No Longer Funded by the America's Cup Event Authority

As part of the issued Storm water Control Plan permit, the Regional Water Quality Control Board required that the northern tip of Piers 27-29 include storm water catch basins that need to be completed as part of the Phase 1 project. This requirement, costing approximately \$1.6 million, was an obligation to be performed by the America's Cup Event Authority under the previous and now superceded LDA.

Under the previous LDA, upon demolition of a portion of Pier 29, the Event Authority had the obligation to pay for construction of a new end-wall. However, the Port now has the responsibility to erect a temporary wall in Phase 1 of approximately \$200,000 (and a permanent wall during Phase 2).

Other Unanticipated Scope Changes

There has been a delay in determining what non-historic portion of the Pier 29 shed can be demolished without the threat to the historic integrity of Pier 29. This delayed determination caused a corresponding delay in demolition to July 2012 costs an additional \$150,000 for the demolition subcontractor's remobilization.

Port staff also determined that operational efficiency of the new terminal would be significantly enhanced by relocating ship provisioning from Pier 29 to Pier 27. Such relocation of the provisioning would require a new building with an exterior façade

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¹ The \$1.8 million for this item would be transferred from Phase 2 to Phase 1. The Phase 2 budget would be reduced by same amount.

matching the new terminal building. The purchase of the exterior siding in Phase 1 to be installed in Phase 2 has an estimated cost of \$100,000.

This proposed amendment to the Turner contract reflects changes based on projected trade subcontractor bid awards, additional project scope requirements, project scope no longer funded by the America's Cup Event Authority, etc. Accordingly, Port staff requests the Port Commission to authorize staff to execute a third amendment to the CM/GC contract with Turner increase the contract amount to \$49,978,883 for Phase 1 Pier 27-29 project improvements.

Pier 27-29 Total Authorization for Phase 1 Budget

The total authorized Phase 1 budget would be set at \$67,707,150.² As shown on Exhibit A, this would include \$49,978,883 in construction costs and \$17,728,267 in soft costs. Completion of these Phase 1 improvements would allow the America's Cup to use the pier as their focal point of the sailing races.

AC34 Improvements

In addition to making improvements to the Piers 27-29 Project, the Port is obligated under the LDA to complete improvements to several other piers for the America's Cup Event. These include: Pier 19 south apron repair; Pier 23 electrical upgrade and north apron guardrail installation; Pier 29 substructure repair; Pier 64 fill removal and replacement nesting platform; Pier ½ pile and deck removal and guardrail installation; and Piers 30-32 improvements. As noted above, the Board of Supervisors has adopted Ordinance 53-12 waiving the competitive bidding and solicitation requirements for this work. As a result, the Board of Supervisors authorized the Port to amend the CM/GC contract with Turner to perform the AC34 improvements.³ Turner Construction Company would manage the construction management services as well as develop and award trade subcontractor bid packages on behalf of the Port, as described below. The Port anticipates some of this work may be performed by the Port Maintenance Division instead of Turner Construction Company thereby reducing the contract amount.

CM/GC Contract Amendment

Pier 19 Apron Repair

Permit coordination discussions now underway with the San Francisco Bay Conservation and Development Commission ("BCDC") for the AC34 Event include repaving the Pier 19 south apron to meet required fire exit needs of the facility, and to provide public access. This apron is in deteriorated condition and requires a number of structural improvements to support the loads associated with the public assembly use. The Port is required to: 1) replace approximately 80 bearing piles; 2) remove

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² In December 2011, Port staff presented a Phase 1 total budget of \$62,359,983. With the proposed changes the revised Phase 1 total authorization would be \$67,707,150, representing an increase of \$5,347,167.

³ The Port is required to provide environmental monitoring and reporting to regulatory agencies for both the Piers 27-29 work and the AC34 improvements. The Port anticipates using the as-needed environmental contracts to accomplish this.

approximately 5,000 square feet of rotted deck; and 3) replace that with approximately 1,200 linear feet of cap beams.

Piers 19/23 Improvements

This work includes installation of a new guardrail along the north apron and new electrical service to Piers 19/23 to accommodate additional AC34 event loads that cannot be served by existing electrical services.

Pier 29 Substructure Repair

The work includes repairing approximately 26 concrete bearing piles supporting the Pier 29 substructure deck. These deteriorated piles were discovered during recent investigations and must be repaired to support the AC34 Event.

Pier 64 Fill Removal and Replacement Nesting Platform

As a public benefit required by BCDC and as a mitigation measure for fill and habitat impacts associated with permits or regulations of the Regional Water Quality Control Board and NOAA Fisheries Service, the Port will remove a portion of Pier 64. This pier consists of a collection of remnant piles adjacent to the Mission Bay Bayfront Park encompassing approximately 234,350 square feet of water area. As part of this removal, the Port has agreed to create a minimum 1,500 square foot bird nesting platform supported over new piles. The Port may utilize some of the existing remnant piles for the support of this platform if they are found in sound condition. This platform will be a net legacy improvement for the Caspian tern population.

Pier ½ Pile and Deck Removal

The removal of Pier ½ is also required to meet BCDC and permitting regulatory requirements associated with AC34, which would remove approximately 25,200 square feet of substructure deck and supporting piles and caissons. A guardrail will be installed along the edges of the marginal wharf after Pier ½ removal.

Piers 30-32 Improvements

Improvements would be made to allow the Event Authority to use the piers as locations for setting up racing team bases. These improvements would include:

- marginal wharf repairs;
- a permanent driveway access suitable for bus loading (CALTRANS H-15 Loading with maximum wheel load of 12,000 pounds) from the Embarcadero to the in-fill area between Piers 30 and 32;
- improvements and repairs to approximately 90,000 square feet of the Pier 32 deck and supporting structure as required to support 250 pounds per square feet of live load and light vehicles (CALTRANS H10 loading with maximum wheel load of 8,000 pounds), loads associated with moving racing vessels around on wheeled cradles and a pad for crane towers along the southern edge of Pier 32

- to launch and retrieve vessels, including strengthening certain crane access areas to support crane loads;
- application of a slurry seal for approximately 190,000 square feet of Pier 32 deck area;
- temporary installation of structural steel beams and steel plates as required for the support of steel containers used in the building team bases on the Pier 32 deck;
- utility upgrades, including a new electrical transformer that will be installed, existing water and sewer lines will be repaired or capped as required by, or subject to, the Regional Water Quality Control Board ("RWQCP") 401 Water Quality Certification; and
- stormwater management infrastructure to protect Bay water in accordance with the RWQCP Best Management Practices ("BMP") requirements and consistent with the San Francisco Stormwater Management Guidelines.

Accounting for these scopes of work for the aforementioned piers, the total estimated construction cost, as shown on Table 1, would be \$12,196,840.

After including a 10% contingency of \$1,219,684 and a negotiated CM/GC fee of \$1,324,370 based on this amount of work, the total cost of these scopes of work would increase the CM/GC contract authorization by \$14,740,894 for America's Cup-related project improvements.

However, the Port is currently value engineering these AC34 improvements and is negotiating with the regulatory agencies, such as BCDC. These project costs may be reduced as a result of these efforts. The GM/GC fee may also be reduced subject to results of current negotiations with Turner.

As noted above, a separate CM/GC contract amendment with Turner is recommended to differentiate the improvements integral to the Piers 27-29 Project from the other project improvements associated with the America's Cup Event. One Turner construction management team will manage the above-deck improvements at Piers 27-29; another Turner team will manage the America's Cup-related project improvements, including below-deck improvements at Pier 29.

FUNDING SOURCES

Funding for the revised Phase 1 Piers 27-29 Design Team contract, and the third and fourth amended Turner contracts to complete Phase 1 Piers 27-29 construction and the other project improvements associated with the America's Cup Event is described in Item 9A on the Port Commission's April 24, 2012 agenda. These project improvements will be funded by a combination of the Watermark condominium sale proceeds, previously issued Port revenue bonds, a City contribution and a proposed issuance of Certificates of Participation ("COPs").

Port staff will prepare a Phase 2 construction budget update and a Phase 2 funding plan during 2012 and present it to the Port Commission for review and approval.

CEQA

The Final Environmental Impact Report ("EIR") for the 34th America's Cup and the Pier 27 James R. Herman Cruise Terminal and Northeast Wharf Plaza Project was certified by the San Francisco Planning Commission on December 15, 2011. On December 16, 2011, the Port Commission adopted California Environmental Quality Act ("CEQA") findings and approved an amended MOU with the Department of Public Works, and amendments to Design Team and CM/CG contracts by Resolution Nos. 11-75, 11-76, 11-77 and 11-78. Subsequently, the Final EIR was appealed to the Board of Supervisors, which held a public hearing and upheld the certification of the Final EIR on January 24, 2012. On March 27, 2012, the Board of Supervisors adopted CEQA findings and approved the revised America's Cup project, as described above in this staff report. Under a separate agenda item scheduled for the April 24, 2012 Port Commission meeting, the revised America's Cup project, including the LDA will be considered for Port Commission approval, including adoption of revised CEQA Findings and Mitigation Monitoring Reporting Program.

NEXT STEPS

If the proposed contract amendments are approved, then the projects are scheduled to be completed as follows:

Piers 27-29

Demolition: Pier 27 shed demolition should be complete by April 30, 2012. The Pier 27 Administration building is scheduled for demolition soon thereafter.

New Phase 1 Construction: The construction permit was issued on March 23, 2012; Phase 1 is scheduled to be substantially completed by March 1, 2013.

AC34 Improvements

Certain Piers 30-32 improvements are expected to be completed by July 2012 to allow use of the pier for the 2012 racing events. The remaining Piers 30-32 work, together with works at Pier 19, Pier 23, Pier 29, Pier ½ and Pier 64, are scheduled for completion by March 2013. Pier 64 work completion date may be extended until December 2013.

CONCLUSIONS AND RECOMMENDATIONS

The Port's goal to develop a new cruise terminal has a long history, which has been refined and improved in collaboration of the City and the community, particularly with the inclusion of the Northeast Wharf Plaza. The opportunity to integrate the cruise terminal with the 34th America's Cup public improvements adds to the creation of another unique event destination along its waterfront.

Port staff requests Port Commission action for the following matters:

- 1) Authorize the Executive Director to execute a fourth contract amendment with the joint venture of Kaplan, McLaughlin, Diaz Architects and Pfau Long Architecture in association with Bermello Ajamil and Partners (the "Design Team") for additional services associated with Pier 27 Phase 1 project scope changes, and increasing the total amount of the contract to \$9,950,000;
- 2) Authorize the Executive Director to execute a third amendment to the Construction Manager/General Contractor ("CM/GC") contract with Turner Construction Company to fund new project scope items for the Piers 27-29 Phase 1 construction and increase the total contract authorization to \$49,978,883:
- 3) Authorize the Executive Director to execute a fourth amendment to the Construction Manager/General Contractor ("CM/GC") contract with Turner Construction Company for certain public improvements to Pier 19, Pier 23, Pier 29, Pier 64, Pier ½ & Piers 30-32, and increase the contract authorization by \$14,740,894 for a combined total authorization not to exceed \$64,719,777.

Separate resolutions are attached for each of these actions.

Prepared by: John Doll, Project Manager Planning & Development

Kim von Blohn, Project Director

Engineering

Uday Prasad, Senior Civil Engineer,

Engineering

For: Ed Byrne, Chief Harbor Engineer

Engineering

Exhibit A: Piers 27-29 Contract History

Table 1: CM/GC Contract Amendments

Exhibit A: Piers 27-29 Contract History

1) Design Team Services

The Port Commission has approved of Design Team services through Phase 1 and 2 construction drawings as well as for Phase 1 construction administration. Staff seeks further authorization at this time to amend the contract with the Design Team to include all additional services needed for unanticipated project scope. The only work not covered in this proposed contract amendment is the Phase 2 construction administration.

Previously Authorized:

Resolution 09-70 (11/10/09) \$2,661,384 for concepts and schematics

Resolution 11-22 (4/12/11) \$2,410,070 increase for design development (Amendment #1) \$3,039,449 increase for construction drawings (Amendment #2) \$1,062,389 increase for Phase 1 construction administration

(Amendment #3)

Total Authorization to Date: \$9,173,292

Requested Increase To

Contract Fee: \$ 776,708 increase for Phase 1 scope changes

Total Contract Amount: \$9,950,000 not to exceed amount

Contingency: \$ 0

Total Proposed Authorization: \$9,950,000 (Amendment #4)

The Local Business Enterprise (LBE) goal for this Design Team contract is 15% of the total value of the entire contract. As of February 29, 2012, the Design Team has achieved 44.7% LBE participation.

2) CM/CG Services and Trade Subcontractor Bid Packages

In order to meet the Phase 1 construction substantial completion for the core and shell of the cruise terminal building in March 2013, CM/GC has begun to implement the trade subcontractor bid packages associated with Phase 1 Project construction. The building would be available for Event Authority use in March 2013 while punch list items would be completed by the end of March 2013.

Previously Authorized:

Resolution 11-45 (6/14/11) \$ 3,939,251 for CM/GC services

Resolution 11-59 (9/13/11) \$ 6,050,000 increase for steel trade package (Amendment #1) Resolution 11-77 (12/9/11) \$35,419,173 increase for Phase 1 construction plus contingency

(Amendment #2)

Total Authorization to Date: \$45,408,424

Proposed Increase: \$ 1,830,029

Total Requested Contract Amount: \$47,238,453

Construction Contingency: \$ 2,740,430 (approx. 5.69%)

Total Proposed Authorization: \$49,978,883 (Amendment #3)

Total Proposed Increase: \$ 4,570,459

For subcontractor trade packages, the Local Hire participation level has been set at 20% with a goal of no less than 10% of Project work hours to be performed by disadvantaged workers. As of March 30, 2012, Local Hire participation has achieved 36.7% of the total contract. The LBE participation has been set at 17% to be performed by local businesses. As of February 29, 2012, there has been 26% LBE participation.

Regarding the new AC34 improvement work, City Ordinance 53-12 states that the Human Rights Commission ("HRC") will establish a goal to be performed by qualified LBEs as a percentage of total work. HRC staff is currently determining what the new goal will be for the AC34 work.

3) DPW Services

The Port has arranged, through an MOU with DPW, to manage the Project through the completion of construction. DPW services include:

- Project management services;
- City administrative services, including legal fees, and advertisements for services, including permit fees and special inspections;
- Architectural and engineering design services;
- Specialized consulting services, including geotechnical services and surveys;
- City construction management services;
- Commissioning (i.e., testing and installation) of the Phase 1 mechanical systems;
 and
- Program contingency.

DPW will continue to manage all of the Project consultants, including the Design Team, through Phase 1 construction completion. The project scope changes noted in this staff report, including the transfer of general architectural services from DPW to the Design Team, do not affect the total amount of authorized DPW services.

Previously Authorized:

Resolution 09-33 (6/10/09) \$ 1,772,147 through design development

Resolution 11-50 (7/12/11) \$ 2,111,517 through construction drawings (Amendment #1) \$ 3,894,603 through Phase 1 construction (Amendment #2)

Total Authorization: \$ 7,778,267

Phase 1 Total Budget Authorization

 Design Team
 \$ 9,950,000

 CM/GC
 \$49,978,883

 DPW
 \$ 7,778,267

Total Authorized Budget: \$67,707,150

TABLE 1: CM/GC CONTRACT AMENDMENTS

Pier 27-29 Project	ctPhase 1
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Resolution 11-45 Resolution 11-59		for CM/CG services increase for steel trade package
		Amendment #1
Resolution 11-77	.,,	increase for Phase 1 construction plus contingency
Subtotal		Amendment #2
Subtotal	45,400,424	Amendment #2
Proposed Phase 1 Budget		
Trending Budget	39,810,339	
Change Orders	454,559	
Subtotal	40,264,898	
Shoreside Power	2,000,000	
Demolition	1,200,000	
Temporary Pier 29 Endwall Pier 27-29 Stormwater Control from Ph 2 to Ph 1	200,000 1,598,555	
Subtotal	4,998,555	
Subtotal	4,998,555	
Lobby/Escalators from Phase 2 to Ph. 1	1,775,000	
Pier 29 Demolition: Remobilization	150,000	
Early Procurement of Ext. Panels, Facility Ops. Building		
Subtotal	2,025,000	
Total	47,288,453	
approximately 6% Contingency	2,690,430	5.68940%
CM/GC Fox		Included under Resolution 11, 45
CM/GC Fee	40.070.000	Included under Resolution 11-45
Total Phase 1 Construction Budget	49,978,883	
	45,408,424	Amendment #2
plus revised Phase 1	4,570,459	
	49,978,883	Proposed Amendment #3
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AC24 Improvements & Environmental Mitigation		
AC34 Improvements & Environmental Mitigation		
Proposed Addition Project Scope		
Pier 29 & Tip Substructure Repair	950,000	
Pier 19 South Apron	2,740,000	
Pier 23 Handrails & Electrical Upgrade	1,073,800	
Pier 64 Pile Removal & Nesting Platform	1,047,000	
Pier 1/2 Pile and Deck Removal	993,180	
Pier 30-32 Pile & Deck Repair, etc.	5,142,860	
Material Testing & Special Inspection Services	250,000	
Subtotal	12,196,840	
10% Contingency	1 210 694	
10% Contingency	1,219,684	
10% Contingency GM/GC Fee	1,219,684 1,324,370	
GM/GC Fee	1,324,370	
GM/GC Fee Total AC34 Construction Budget	1,324,370 14,740,894 49,978,883	Proposed Amendment #3
GM/GC Fee	1,324,370 14,740,894 49,978,883 14,740,894	Proposed Amendment #3

PORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. <u>12-38</u>

- WHEREAS, On November 10, 2009, the San Francisco Port Commission authorized award of a contract to the joint venture team of Kaplan, McLaughlin, Diaz Architects and Pfau Long Architecture in association with Bermello Ajamil and Partners ("Design Team") in the amount of \$2,661,384 for architectural and engineering services through schematic design for the proposed Pier 27 James R. Herman Cruise Ship Terminal and Northeast Wharf Plaza Project ("Project"); and
- WHEREAS, On December 14, 2010, the San Francisco Port Commission authorized Port staff by Resolution 10-80 to initiate schematic design on Scheme B2, an option that would create a new terminal building at Pier 27 that meets international cruise terminal standards; and
- WHEREAS, On March 22, 2011, Port staff and the Design Team presented the Project schematic design to the San Francisco Port Commission; and
- WHEREAS, On April 12, 2011, the San Francisco Port Commission authorized Port staff by Resolution 11-22 for a first contract amendment to increase the fees for the Design Team for design development services by the amount of \$2,410,070 for a total authorized amount of \$5,071,454; and
- WHEREAS, On July 12, 2011, the San Francisco Port Commission authorized Port staff by Resolution 11-50 for a second contract amendment with the Design Team to include services for Phase 1 and Phase 2 construction drawings and to increase the contract fee by \$3,039,449 for a total authorized amount of \$8,110,903; and
- WHEREAS, On December 16, 2011, the San Francisco Port Commission approved the Cruise Terminal and the America's Cup Project and adopted CEQA findings in its Resolution Nos. 11-75 and 11-79, respectively; and
- WHEREAS, On December 16, 2011, the San Francisco Port Commission authorized Port staff by Resolution 11-77 for a third contract amendment with the Design Team to include Phase 1 construction administration services and to increase the contract fee by \$1,062,389 for a total authorized amount of \$9,173,292; and
- WHEREAS, The Design Team has satisfactorily completed design and engineering services to date within the authorized budget; and

- WHEREAS, The Project status and schedule warrant additional architectural and engineering services from the Design Team for additional project scope for the cruise terminal building ("Phase 1") of the Project; and
- WHEREAS, The Port Commission adopted CEQA findings for the revised America's Cup Project in its Resolution No. 12-34 on April 24, 2012; now, therefore be it
- RESOLVED, That the Port Commission hereby authorizes Port staff for a fourth contract amendment with the Design Team to include services for additional Phase 1 project scope, and increase the amount of the contract from \$9,173,292 to a total amount not to exceed \$9,950,000 which consists of an increase of \$776,708; and be it further
- RESOLVED, That the Port Commission finds that the activities described in this Resolution do not require additional environmental review and hereby incorporates the CEQA findings set forth in its Resolution Nos. 11-75 and 12-34 by this reference thereto.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of April 24, 2012.

Secretary	

PORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. <u>12-39</u>

- WHEREAS, On April 12, 2011, by Port Commission Resolution No. 11-22, the San Francisco Port Commission authorized Port staff to utilize the Integrated Project Delivery approach for the procurement of construction services and authorized the San Francisco Department of Public Works ("DPW") to advertise for a Construction Manager/General Contractor to help design and manage the Pier 27 James R. Herman Cruise Terminal and Northeast Plaza Project ("Project"); and
- WHEREAS, On April 20, 2011, DPW, on behalf of the Port, issued a Request for Qualifications ("RFQ") to select qualified Construction Manager/General Contractors for the Project for responses to a request for proposal; and
- WHEREAS, On June 14, 2011, the Port Commission adopted Resolution No. 11-45, authorizing the contract award for Construction Manager/General Contractor services for the Project ("CM/GC Contract") to Turner Construction Company for the not-to-exceed amount of \$3,581,137, and authorizing staff to increase the contract amount, if needed for unanticipated contingencies, by an additional \$358,114 (10% of \$3,581,137) for a total contract funding of \$3,939,251; and
- WHEREAS, As Construction Manager/General Contractor for the Project, Turner Construction Company will be required to provide a fully functional, complete and operational Project, including, in accordance with the Integrated Project Delivery approach, certain pre-construction services before Project approval; and
- WHEREAS, On September 13, 2011, the Port Commission adopted Resolution No. 11-59, authorizing Port staff to execute a first contract amendment with Turner Construction Company to increase the contract amount from an amount not to exceed \$3,939,251 to an amount not to exceed \$9,989,251 which consisted of an increase of \$6,050,000 inclusive of a contingency for bidding and award of the structural steel subcontractor bid package for the construction of the cruise terminal building ("Phase 1"); and
- WHEREAS, On December 16, 2011, the San Francisco Port Commission approved the Cruise Terminal and the America's Cup Project and adopted CEQA findings in its Resolution Nos. 11-75 and 11-79, respectively; and
- WHEREAS, On December 16, 2011, the Port Commission adopted Resolution No. 11-78, authorizing Port staff to execute a second contract amendment with Turner Construction Company to increase the contract amount from an amount not to exceed \$9,989,251 to an amount not to exceed

- \$45,408,424, which consisted of an increase of \$35,419,173 to fund the Phase 1 construction trade subcontractor packages; and
- WHEREAS, The Project status and schedule warrant implementation of these additional construction trade subcontractor packages to fund new project scope items for completion of Phase 1 of the Project; and
- WHEREAS, The Port Commission adopted CEQA findings for the revised America's Cup Project in its Resolution No. 12-34 on April 24, 2012; now, therefore be it
- RESOLVED, That the Port Commission hereby authorizes the Executive Director to execute a third contract amendment to the CM/GC Contract with Turner Construction Company to increase the contract amount from an amount not to exceed \$45,408,424 to an amount not to exceed \$47,288,453, and to further increase the contract amount by \$2,690,430 (approximately 6%) through contract modification or change order, if needed for unanticipated contingencies, for a total authorization of \$49,978,883, to fund the Phase 1 Piers 27-29 construction trade subcontractor packages for the James R. Herman Cruise Terminal and Northeast Wharf Plaza; and be it further
- RESOLVED, That the Port Commission finds that the activities described in this Resolution do not require additional environmental review and hereby incorporates the CEQA findings set forth in its Resolution Nos. 11-75 and 12-34 by this reference thereto.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of April 24, 2012.

Secretary	

PORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. <u>12-40</u>

- WHEREAS, Charter Section B3.581 empowers the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within the Port jurisdiction; and
- WHEREAS, In February 2010, BMW Oracle Racing, sailing for the Golden Gate Yacht Club ("GGYC" or the "Team") won the 33rd America's Cup in Valencia, Spain; and
- WHEREAS, The Team, as Defender of the America's Cup, has the right and duty to organize the 34th America's Cup and related activities (the "Event"), and has created the America's Cup Event Authority, LLC (the "Event Authority") for purposes of organizing the Event ("AC34" or the "Event"); and
- WHEREAS, On October 5, 2010, by Resolution 465-10 (File No. 101254), the Board of Supervisors approved a Term Sheet that outlined the basis for the City, the America's Cup Organizing Committee (the "ACOC"), and the Event Authority to negotiate a Host City and Venue Agreement for the 34th America's Cup; and
- WHEREAS, On December 14, 2010, by Resolution 585-10 (File No. 101259), the Board of Supervisors endorsed a Host and Venue Agreement (the "HVA") as the basis for the City, the ACOC, and the Event Authority to negotiate and develop terms for hosting the 34th America's Cup in the City and County of San Francisco; and
- WHEREAS, GGYC selected San Francisco as the host city for AC34 on December 31, 2010; and
- WHEREAS, Under the HVA, certain of the America's Cup World Series pre-regattas, the America's Cup Challenger Series, the America's Cup Defender Series (if held), and the America's Cup Match will be held in the San Francisco Bay; and
- WHEREAS, Under the HVA, the City agreed to provide Port land and water areas to the Event Authority for AC34-related uses ("Venues") rent-free under leases (a "Venue Lease") and licenses ("Venue Licenses"), the Event Authority agreed to make certain capital improvements to improve the Venues and other Port property with the Port's approval, and the Port agreed to reimburse the Authority for its costs through a combination of public sources described in the HVA; and

- WHEREAS, On March 27, 2012, the Board of Supervisors approved a Lease Disposition and Development Agreement ("LDA") with the City and the Event Authority with the Clerk of the Board of Supervisors, which amends certain provisions of the HVA and, among other things and provides that the City acting through the Port, will undertake some or all of the capital improvements to Venues, as described in detail in the accompanying staff report; and
- WHEREAS, The Port Commission has previously authorized a contract award, as amended, for Construction Manager/General Contractor services for the Project to Turner Construction Company for the Pier 27 James R. Herman Cruise Terminal and Northeast Wharf Plaza Project ("Project"); and
- WHEREAS, On December 16, 2011, the San Francisco Port Commission approved the Cruise Terminal and the America's Cup Project and adopted CEQA findings in its Resolution Nos. 11-75 and 11-79, respectively; and
- WHEREAS, On April 24, 2012, the Port Commission adopted Resolution No. 12-40, authorizing Port staff to execute a third contract amendment to the CM/GC contract with Turner Construction Company to increase the contract amount from an amount not to exceed \$45,408,424 to an amount not to exceed \$49,978,883 to fund the Phase 1 Project construction trade subcontractor packages; and
- WHEREAS, Under the approved LDA, pier improvements are contemplated at the various Venues and these improvements require a Construction Manager/General Contractor ("CM/GC") to manage the construction of these improvements; and
- WHEREAS, As described in the staff report accompanying this resolution, the Project status and schedule warrant implementation of additional construction trade subcontractor packages to construct new public improvements related to the America's Cup Event at Pier 19, Pier 23, Pier 29, Pier 64, Pier ½ and Piers 30-32 in an aggregate estimated amount of \$14,740,894 consisting of \$12,196,840, a contingency of \$1,219,684, and a CM/GC fee of \$1,324,370; and
- WHEREAS, The Port Commission adopted CEQA findings for the revised America's Cup Project in its Resolution No. 12-34 on April 24, 2012; now, therefore be it
- RESOLVED, That the Port Commission hereby authorizes the Executive Director to execute a fourth contract amendment with Turner Construction Company to increase the contract amount from an amount not to exceed \$49,978,883 to a contract amount not-to-exceed \$63,500,093, which includes \$1,324,370 for a Construction Manager/General Contractor fee, and to further increase the contract amount by \$1,219,684 (10% contingency) through contract modifications or change order if needed for

unanticipated contingencies, for a total authorization of \$64,719,777, to fund new public improvements related to the 34th America's Cup Event at Pier 19, Pier 23, Pier 29, Pier 64, Pier ½, and Piers 30-32; and be it further

RESOLVED, That the Port Commission finds that the activities described in this Resolution do not require additional environmental review and hereby incorporates the CEQA findings set forth in its Resolution Nos. 11-75 and 12-34 by this reference thereto.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of April 24, 2012.

Secretary	