

**FIRST AMENDMENT TO THE
PROFESSIONAL SERVICES AGREEMENT**

THIS FIRST AMENDMENT is effective as of this ____ day of _____, 2015 by and between **THE CITY OF EMERYVILLE**, a municipal corporation, ("City") and **LSA ASSOCIATES, INC.** ("Consultant"), collectively referred to as the "Parties."

WITNESSETH THAT:

WHEREAS, City and Consultant entered into a Professional Services Agreement ("Agreement"), effective October 7, 2015, whereby Consultant is to prepare an Environmental Impact Report that evaluates the potential impacts of the proposed Sherwin-Williams Mixed Use Project; and

WHEREAS, it is now necessary to revise the scope of work to include more detailed alternatives analysis; and

WHEREAS, the City wishes to amend the Agreement to include the additional services; and

WHEREAS, the City finds that specialized knowledge, skills, and training are necessary to render the services necessary to do the work contemplated under this First Amendment; and,

WHEREAS, the City has determined that the Consultant is qualified by training and experience to render such services; and,

WHEREAS, the Consultant desires to provide such services and has submitted a proposal dated September 25, 2015, with the approved proposal attached and incorporated as Exhibit A; and,

WHEREAS, the public interest will be served by this First Amendment;

NOW, THEREFORE, the Parties hereto do mutually agree as follows:

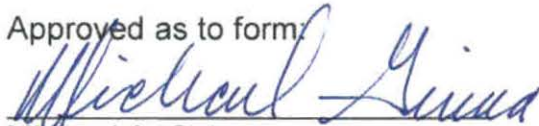
1. Paragraph IB of the Agreement, "Scope of Services," is hereby amended to include the scope of services described in Exhibit A.
2. Paragraph III. B of the Agreement, "Compensation and Method of Payment," is hereby amended to reflect payment based on the additional analysis described in Exhibit A and to increase the total compensation under the Agreement of \$262,889 by \$46,451, for total contract amount of Three Hundred Nine Thousand, Three Hundred Forty Dollars (\$309,340). This paragraph shall now read:

FOR CITY USE ONLY			
Contract #:		CIP #:	
Reso. #:		EPW #:	

"The total amount paid under this Agreement as compensation for Services performed and reimbursement for costs incurred shall not, in any case exceed **Three Hundred Nine Thousand Three Hundred Forty Dollars (\$309,340)**. except as outlined in Section II.C., above. The compensation for Services performed shall be computed as set forth in the attached Exhibit "A". Reimbursement for costs incurred shall be limited as follows: Long distance telephone and telecommunications, facsimile transmission, normal postage and express mail charges, photocopying and microcomputer time shall be at cost. Supplies and outside services, transportation, lodging, meals and authorized subcontracts shall be at cost plus no more than a 10% administration burden. Automobile mileage shall be no more than the current deductible rate set by the Internal Revenue Service".

3. All other provisions of the Agreement shall remain in full force and effect and this First Amendment shall remain subject to said promises.
4. The Effective Date of this First Amendment is the date on which the First Amendment is executed on behalf of the City.

Approved as to form:



Michael A. Guina,
City Attorney

CITY OF EMERYVILLE

Dated: _____, 20__

Carolyn Lehr,
City Manager

CONSULTANT

Dated: October 14, 2015

By:  _____

Its: Robert H. McCann, President



LSA ASSOCIATES, INC.
2215 FIFTH STREET
BERKELEY, CALIFORNIA 94710

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CARLSBAD
FRESNO

IRVINE
PALM SPRINGS
PT. RICHMOND

RIVERSIDE
ROCKLIN
SAN LUIS OBISPO

September 24, 2015

Miroo Desai, AICP
Senior Planner
City of Emeryville
1333 Park Avenue
Emeryville, CA 94608

Subject: Sherwin-Williams Project Budget Augment Request

Dear Miroo:

As part of the preparation of the Administrative Draft EIR (submitted to the City in July 2015), and due to changes to the project made by the applicant or additional out-of-scope analysis requested by the City, the LSA team (Fehr & Peers, Baseline, and LSA) has undertaken work and effort not originally scoped and budgeted for as part of the proposed work program. The purpose of this letter is to request a budget augment and scope amendment to cover out-of-scope work performed by Fehr & Peers, Baseline, and LSA. A summary of out-of-scope work and effort for which we are requesting compensation is described below:

- *Fehr & Peers Additional Transportation Analysis (Augment #1)*. Fehr & Peers provided a transportation impact assessment to the City in March 2015. At the request of the City, several additional traffic scenarios and segments were analyzed, and a second transportation impact analysis report was prepared. Fehr & Peers has provided a letter (which is attached to this letter) outlining their out-of-scope work. (\$12,000)
- *Fehr & Peers Additional Transportation Analysis (Augment #2)*. In response to a request from City staff after a September 4, 2015 meeting, Fehr & Peers has prepared a scope of work to analyze potential impacts associated with the installation of traffic diverters as well as additional analysis of alternatives. Details regarding Fehr & Peers second augment request is attached to this letter. (\$29,870)
- *Baseline*. Baseline submitted a data request to the City at the end January 2015, which included requests for pertinent technical reports and site clarifications related to geology, hydrology, and hazardous materials. Responses to the data request were not received until 4 to 6 weeks later. During this time period Baseline had to make certain assumptions and insert placeholders in order to stay on schedule with the project analysis. After receiving some of the requested documents and other information, some of the previous assumptions in our analysis required substantial revisions. This situation was particularly true for the hazardous materials analysis. Furthermore, there are still some hazardous materials documents that need to be provided, which would require another revision of the Draft EIR section already submitted and reviewed. (\$2,500)
- *LSA – Changes to the Project Description*. LSA received several revised site plan sets. Each time that LSA received revised site plans, revisions were required to the project description in addition to revision to all the graphics that had been prepared. Revisions to the project description also required an update to Administrative Draft EIR analyses that had already been prepared. (\$3,500)
- *LSA – Review of Revised Traffic Analysis*. In response to the City's request, Fehr & Peers performed additional out-of-scope traffic analysis that resulted in the preparation of a second transportation report, which was reviewed by LSA as prime consultant. The transportation reports

are very lengthy (100+ pages) and LSA's scope of work only anticipated review of one transportation report. (\$1,200)

- *LSA – Health Risk Assessment.* LSA received revised construction data after the initial construction health risk assessment was conducted. LSA revised construction emission estimates using the new data and revised the health risk assessment analysis findings. (\$1,500)
- *LSA- Project Management.* The scope of work assumed that LSA would receive information requested in a consolidated and timely fashion. Unfortunately, there were several rounds of request for information, with some information still outstanding. This process and project management in general required more time to review, consolidate, coordinate among team members, forward to subs, and implement than our budget anticipated. (\$1,200)

Additionally, we would like to request a budget augment for tasks that we anticipate as part of the preparation of the Screencheck Draft EIR. Please note, however, that we do not know the level of effort to respond to the City's comments on the Admin Draft EIR, nor if there will be additional changes to the project, so it is possible LSA will have an additional augment request in the future.

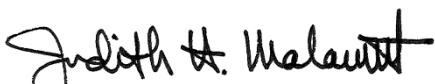
- *LSA – Incorporation of Regulation Changes.* The City of Emeryville staff anticipates that the Emeryville City Council will adopt changes to the City of Emeryville development regulations. Changes to these regulations will require revisions to the Project Description, Land Use, and Policy Sections of the Draft EIR. (\$1,200)
- *LSA - Incorporation of additional traffic analysis into the Screencheck Draft EIR.* Fehr & Peers will provide revised traffic analysis information to LSA; this information will need to be incorporated into the Draft EIR. (\$2,000)
- *LSA - Alternatives Analysis.* LSA's original scope of work assumed that the alternatives analysis would be relatively brief and describe the potential level of impact compared to the project for four alternatives. However, the City staff has indicated that seven potential alternatives/variants will need to be described and evaluated within the EIR. (\$4,000)

In total, the budget augment request is \$58,970 (\$41,870 for Fehr and Peers; \$2,500 for Baseline; and \$14,600 for LSA). LSA's scope of work includes a \$12,519 contingency; we would request authorization to use the contingency and a contract modification of \$46,451 for completed or proposed out-of-scope work. Attached to this letter is a request for a contract modification; please review, sign and return this contract modification. Should you have any questions, please let us know.

We look forward to completing this exciting and dynamic project with you.

Sincerely,

LSA ASSOCIATES, INC.


Judith Malamut
Principal

Attachments: Fehr & Peers Budget Augment Requests (2); Contract Modification



August 13, 2015

Amy Paulsen, AICP
LSA Associates, Inc.
2215 Fifth Street
Berkeley, CA 94710

Subject: Additional Services for Sherwin-Williams Transportation Assessment

Dear Amy:

Fehr & Peers submitted a draft transportation analysis for the Sherwin-Williams project for City staff review in March 2015. Comments received from City staff led to the collection of additional data, the inclusion of a third analysis scenario, and inclusion of additional roadway segments in the analysis that were not included in our original scope of work. While we were able to complete some of this additional work within our existing budget, we request a budget amendment to cover the additional services which were requested by City staff and not included in the original scope of work.

The following details the additional analysis requested by City of Emeryville staff that was outside our original scope of work.

Task 1 – Roadway Operations Assessment

A third analysis scenario was added to the assessment to reflect the potential buildout of the Novartis campus, north of the Sherwin-Williams site. Intersection operations were evaluated for the following additional scenarios:

- Near-term Plus Novartis (referred to as Cumulative in the updated TIA)
- Near-term Plus Novartis Plus Project Option A
- Near-term Plus Novartis Plus Project Option B

Task 2 – Roadway Segment Assessment

Fehr & Peers collected additional daily traffic count data on two roadway segments not identified in the original scope of work:

- 45th Street, west of San Pablo Ave

- 45th Street, east of San Pablo Ave

These roadways were evaluated with the addition of project trips in the existing scenario. Forecasts were developed for the near-term condition without and with the project. Cumulative traffic forecasts were also developed for the five roadway segments evaluated as part of the March 2015 study.

Task 3 – Documentation

Results of the above additional analyses were documented in an updated Transportation Impact Analysis which was submitted in July 2015 for review.

COST ESTIMATE AND SCHEDULE

Fehr & Peers will perform this work for an additional fee of \$12,000 as shown on the attached budget spreadsheet, including the additional data collection costs. Please contact Kathrin Tellez with questions or if you need additional information. We look forward to our continued work on this project.

Sincerely,

FEHR & PEERS



Kathrin Tellez, AICP, PTP
Principal

P13-4079-WC

Sherwin Williams
FEHR & PEERS FEE ESTIMATE - ADDITIONAL SERVICES 8-13-15

Task	Principal	Project Manager	Engineer	Admin/ Graphics	Direct Costs	Task Total
Fehr & Peers Hourly Billing Rate	\$ 320	\$ 235	\$ 125	\$ 115		
1 Intersection Operations Assessment	1	4	24	12	\$300	\$5,940
2 Roadway Segment Assessment	0	2	12	4	\$500	\$2,930
3 Documentation	1	8	4	2	\$200	\$3,130
Total	2	14	40	18	\$1,000	\$12,000



September 11, 2015

Amy Paulsen, AICP
LSA Associates, Inc.
2215 Fifth Street
Berkeley, CA 94710

Subject: Alternatives Analysis for Sherwin-Williams Transportation Assessment

Dear Amy:

Fehr & Peers is pleased to submit this proposal to conduct analysis related to the secondary impacts of providing traffic diverters on Horton Boulevard and an assessment of project alternatives. This scope of work is based on the following alternatives being considered:

- (1) No project alternative (same as no project, no additional analysis needed)
- (2) By Right alternative (one that does not require any bonus points for density, height and FAR) to be provided by City Staff
- (3) Reduced Density/Reduced Height Proposal (Neighborhood Alternative) as described in letter by GECO that includes 3 site plans labeled A, A and A2
- (4) Lennar Alternative (Two Site Plans)

The level of effort for Tasks 2 through 4 reflects assessment of five alternatives. Should the number of alternatives be reduced, the scope and fee would be adjusted accordingly.

Task 1 – Horton Street Diversion

As part of our original scope of work, we will assess changes in daily traffic patterns with diverters on Horton Street. Our original scope did not include an assessment of secondary impacts to other roadway facilities that could occur with traffic diverting to other roadways.

Fehr & Peers will use available traffic count data as well as GPS and cell phone data to estimate how much traffic on Horton Street is through traffic that with the construction of diverters would divert to other roadway facilities. We will then estimate the level of daily traffic that would be diverted to other roadway facilities. Additionally, we will assess the peak hour operations of a sub-set of approximately 15 intersections where we project a change of more than 20 peak hour

trips with the construction of diverters for all the analysis scenarios and time periods, including the effect of diversion without the project:

- Existing
- Existing Plus Project Option A
- Existing Plus Project Option B
- Near-term
- Near-term Plus Project Option A
- Near-term Plus Project Option B
- Near-term Plus Novartis (referred to as Cumulative in the updated TIA)
- Near-term Plus Novartis Plus Project Option A
- Near-term Plus Novartis Plus Project Option B

Should we only need to evaluate one project option or a smaller subset of intersections, the scope and fee would be adjusted accordingly.

Task 2 – Alternatives Analysis

Fehr & Peers has already prepared preliminary trip generation estimates for several of the proposed project alternatives. Based on these initial calculations, the proposed alternatives generate less traffic than the proposed project. We will quantitatively assess if the proposed alternatives would reduce the impacts identified with the proposed project, specifically the bicycle boulevard impact, to a less-than-significant level.

Task 3 – Alternatives Site Plan Review

The project alternatives propose different site access and circulation than the proposed project. Fehr & Peers will conduct a site access, circulation, and parking assessment of each alternative to be compared to the proposed project in a matrix format as well as a narrative. Specific items that will be addressed include:

- Site access and interface with roadway network
- Delivery vehicle access/circulation and loading zone design
- Parking garage access and circulation
- Emergency vehicle access and circulation
- Vehicular circulation and roadway sizing within the site
- Pedestrian access and circulation within and adjacent to the site

- Bicycle access and circulation within and adjacent to the site
- Transit access adjacent to the site
- Pedestrian access to and from transit stops
- Parking supply in comparison to City Code requirements and projected demand, including the potential for parking demand spillover to adjacent streets

Task 4 – Documentation

Results of the above additional analyses were documented in a stand-alone technical memorandum that can be included as an appendix to the updated Transportation Impact Analysis. We will respond to one round of comments prior to finalizing the technical memorandum.

COST ESTIMATE

Fehr & Peers will perform this work for an additional fee of \$29,870 as shown on the attached budget spreadsheet, including the data collection costs for the cell phone and GPS data. Please contact Kathrin Tellez with questions or if you need additional information. We look forward to our continued work on this project.

Sincerely,

FEHR & PEERS



Kathrin Tellez, AICP, PTP
Principal

P13-4079-WC

Sherwin Williams

FEHR & PEERS FEE ESTIMATE - ALTERNATIVES ANALYSIS 9-11-15

Task	Principal	Project Manager	Engineer	Admin/ Graphics	Direct Costs	Task Total
Fehr & Peers Hourly Billing Rate	\$ 320	\$ 235	\$ 125	\$ 115		
1 Horton Street Diversion	1	12	60	8	\$1,200	\$12,760
2 Alternatives Analysis	0	2	6	2	\$400	\$1,850
3 Alternatives Site Plan Review	4	12	16	4	\$700	\$7,260
4 Documentation	1	16	20	8	\$500	\$8,000
Total	6	42	102	22	\$2,800	\$29,870