DRAFT THIRD AMENDMENT TO CONSULTANT SERVICES AGREEMENT BETWEEN CITY OF SUNNYVALE AND CAROLLO ENGINEERS FOR DESIGN AND CONSTRUCTION SUPPORT SERVICES FOR WATER POLLUTION CONTROL PLANT MASTER PLAN AND PRIMARY TREATMENT FACILITY DESIGN

Third Amendment to Consultant Services Agreement, dated ______, is by and between the CITY OF SUNNYVALE, a municipal corporation ("CITY"), and CAROLLO ENGINEERS ("CONSULTANT").

WHEREAS, on May 21, 2013, CITY and CONSULTANT entered into a Consultant Services Agreement whereby CONSULTANT would perform professional services necessary for investigation, analysis, environmental documentation, master planning services, engineering design, preparation of construction drawings and contract specifications, consultation, services during construction and other services for a project known as the Water Pollution Control Plant Master Plan and Primary Treatment Facility Design (Public Works Project No. UY-15/01-19); and

WHEREAS, on January 9, 2015, CITY and CONSULTANT entered into an Amendment to Consultant Services Agreement to add CEQA and design-related services associated with a Membrane Bioreactor (MBR) option for the production of recycled water at the Water Pollution Control Plant (WPCP), which increased the total contract value by \$507,160, from \$12,439,641 to \$12,946,801, in conjunction with a funding agreement with the Santa Clara Valley Water District (SCVWD); and

WHEREAS, on May 24, 2017, CITY and CONSULTANT entered into a Second Amendment to Consultant Services Agreement to add design-related services associated with Construction for Primary Treatment Facility Package 2 – Exhibit "A-3", which increased the total contract value by \$1,210,137, from \$12,946,801 to \$14,156,938, in conjunction with a funding agreement with the Santa Clara Valley Water District (SCVWD); and

WHEREAS, the parties now agree that a Third Amendment to said Agreement is advisable;

NOW, THEREFORE, THE PARTIES ENTER INTO THIS THIRD AMENDMENT TO CONSULTANT SERVICES AGREEMENT:

1. <u>Services by CONSULTANT</u>

Replace the first paragraph with the following:

CONSULTANT shall provide Base services in accordance with Sections I through VIII of Exhibit "A" and associated Attachment 1 entitled "Master Plan and Primary Treatment Facility Design Scope of Work", as well as Exhibit "A-2" entitled "Scope of

Services to Support Potential MBR/RO Facilities", Exhibit A-3 entitled "Scope of Services for Additional Engineering Services During Construction for Primary Treatment Facility Package 2", and Exhibit A-4 entitled "Scope of Services for WPCP Primary Treatment Facility Project Package 2" attached and incorporated by reference.

2. <u>Notice to Proceed/Completion of Services</u> Replace paragraph (b) with the following:

b) When CITY determines that CONSULTANT has satisfactorily completed the services defined in Exhibits "A", "A-2", "A-3", and "A-4", CITY shall give CONSULTANT written Notice of Final Acceptance, and CONSULTANT shall not incur any further costs hereunder. CONSULTANT may request this determination of completion when, in its opinion, it has satisfactorily completed the Scope of Work (Exhibit "A") Scope of Services to Support Potential MBR/RO Facilities (Exhibit "A-2"), Scope of Services for Additional Engineering Services During Construction for Primary Treatment Facility Package 2 (Exhibit "A-3"), and (Exhibit "A-4") Scope of Services for WPCP Primary Treatment Facility Project Package 2, and if so requested, CITY shall make this determination within fourteen (14) days of such request.

3. Payment of Fees and Expenses

Replace the complete section with the following:

City agrees to pay CONSULTANT for the services rendered pursuant to this Agreement, the amounts and rates in Exhibit "C - Compensation Schedule" and also in Exhibits "A-2", "A-3", and "A-4", subject to the payment provisions and not-to- exceed sums set forth in this section.

Payments shall be made to CONSULTANT on a monthly basis. Compensation will not be due until a detailed billing is submitted to CITY within a reasonable time before payment is expected to allow for normal CITY processing. An estimate of the percent of total completion associated with the various categories of the services shall be furnished by CONSULTANT with said billing. Copies of the pertinent financial records will be included with the submission of billings) for all direct reimbursables.

In no event shall the total amount of compensation payable under this Agreement for Base services exceed the sum of Eleven Million Eighty-Eight Thousand One Hundred Twenty Seven and No/100 Dollars (\$11,088,127.00), unless upon written modification of this Agreement executed by both parties.

In no event shall the total amount of compensation payable under this Agreement for As-needed services exceed the sum of One Million Three Hundred Fifty One Thousand Five Hundred Fourteen and No/100 Dollars (\$1,351,514.00), unless upon written modification of this Agreement executed by both parties. In no event shall the total amount of compensation payable under this Agreement for Scope of Services to Support Potential MBR/RO Facilities (Exhibit "A-2") exceed the sum of Five Hundred Seven Thousand One Hundred Sixty and No/100 Dollars (\$507,160.00) unless upon written modification of this Agreement executed by both parties.

In no event shall the total amount of compensation payable under this Agreement for Scope of Services for Additional Engineering Services During Construction for Primary Treatment Facility Package 2 (Exhibit "A-3") exceed the sum of One Million Two Hundred Ten Thousand One Hundred Thirty Seven and No/100 Dollars (\$1,210,137.00) unless upon written modification of this Agreement.

In no event shall the total amount of compensation payable under this Agreement for Scope of Services for WPCP Primary Treatment Facility Project Package 2 (Exhibit "A-4") exceed the sum of Nine Hundred Ninety Six Thousand Seven Hundred Eighty Two and No/100 Dollars (\$996,782.00) unless upon written modification of this Agreement.

In no event shall the total amount of compensations payable under this Agreement exceed the total sum of Fifteen Million One Hundred Fifty Three Thousand Seven Hundred Twenty and No/100 Dollars (\$15,153,720.00).

All invoices, including detailed backup, shall be sent to City of Sunnyvale, attention Accounts Payable, P.O. Box 3707, Sunnyvale, CA 94088-3707.

8. Standard of Workmanship

Replace second paragraph with the following:

The plans, designs, specifications, estimates, calculations, reports and other documents furnished under Exhibits "A", "A-2", "A-3", and "A-4" shall be of a quality acceptable to CITY. The criteria for acceptance of the work provided under this Agreement shall be a product of neat appearance, well-organized, technically and grammatically correct, checked and having the maker and checker identified. The minimum standard of appearance, organization and content of the drawings shall be that used by CITY for similar projects.

All other terms and conditions remain unchanged.

IN WITNESS WHEREOF, the parties have executed this Agreement Amendment.

ATTEST:

CITY OF SUNNYVALE ("CITY")

By_____ City Clerk

By_____ City Manager

CAROLLO ENGINEERS ("CONSULTANT")

Ву_____

APPROVED AS TO FORM:

Name/Title

City Attorney

By_____

Name/Title

Exhibit A-4

CITY OF SUNNYVALE WPCP PRIMARY TREATMENT FACILITY PROJECT PACKAGE 2 - PRIMARY TREATMENT FACILITY ENGINEERING SERVICES DURING CONSTRUCTION

ADDITIONAL SCOPE OF SERVICES

October, 2019

ADDITIONAL SCOPE OF SERVICES

This section presents the Additional Scope of Services for the WPCP Package 2 ESDCs.

Task 4.2.1 – REVIEW REQUESTS FOR INFORMATION (RFIs)

Under this task, Consultant will review requests for information (RFIs) and requests for clarification (RFCs) from the Contractor forwarded by the City's CM and will issue design clarifications (DCs) where a need for clarification is identified by the City, CM or Consultant.

Task 4.2.1.1 – Review RFIs

Consultant shall review and respond to additional RFIs and RFCs and issue interpretations and DCs to the contract documents.

Information Provided by City/CM:

• RFIs and RFCs (from Contractor and City/CM).

Consultant Deliverables:

- Written responses to RFIs and RFCs.
- DCs.

Task 4.2.2 – REVIEW SUBMITTALS AND SHOP DRAWINGS

Under this task, Consultant will review submittals and shop drawings from the Contractor transmitted by the CM.

Task 4.2.2.1 – Review Submittals and Shop Drawings

Consultant will review and respond to additional product submittals and shop drawing submittals from the Contractor forwarded by the CM.

Information Provided by City/CM:

• Submittals, including shop drawings, as required by the Contract Documents and resubmittals (from Contractor).

Consultant Deliverables:

• Written comments on submittals and resubmittals.

Task 4.2.3 - PROJECT MANAGEMENT, MEETINGS AND FIELD OBSERVATION

Under this task, Consultant will attend additional meetings during the construction period.

Task 4.2.3.3 – Progress Meetings

Consultant shall attend additional progress meetings with the City, plant staff, construction manager (CM) and Contractor.

ASSUMPTIONS AND CLARIFICATIONS

Some key assumptions made in development of the scope of work are listed below.

- The work effort and budget estimate are based on projections estimated from information provided by the Contractor and historical trends for the project. The actual values may be higher or lower than estimated.
- The new headworks and primary sedimentation tanks will be fully operational by June 2020 and the project will be completed by the end of December 2020.
- The assumptions and clarifications in the original scope of services for Package 2 ESDCs apply.

City of Sunnyvale

Primary Treatment Facility Project - Package 2

October 2019 Labor - Carollo Tasks Discipline Discipline Engineer VI Engineer VIII Engineer VII Engineer V Engineer IV Engineer III Specialist 2 Specialist 1 Word CAD Cleri Burdick, Kang, Task # Processing Task Description Kairouz, Banapurum, Carvalho, Newbrough Conklin Gherini Ducker Brown Walker Eve Quiroz Wickstrom \$225.50 \$217.30 \$201.92 \$187.57 \$172.20 \$156.82 \$141.45 \$141.45 \$111.73 \$91. \$258.30 ESDC Package #2 - Headworks, Primary Tanks & Support Facilities 4.2.1 Review Requests for Information 4.2.1.1 Review RFIs Task 4.2.1 Totals = 4.2.2 Review Submittals and Shop Drawings 4.2.2.1 Review Submittals and Shop Drawings. 4.2.2.2 Review Substitution Requests Task 4.2.2 Totals = 4.2.3 Project Management and Meetings 4.2.3.1 Project Management 4.2.3.2 Pre-Construction Meeting 4.2.3.3 Progress Meetings 4.2.3.4 Technical Meetings 4.2.3.5 Post Construction Guaranty Period Meeting 4.2.3.6 Partnering Meetings 4.2.3.7 Field Observation Task 4.2.3 Totals = Λ 4.2.4 Prepare Record Drawings 4.2.4.1 Record Drawings Task 4.2.4 Totals = 4.2.5 Review Proposed Substitutions (Included in Task 4.2.2) 4.2.6 Assistance With Contract Changes 4.2.6.1 Review Cost Reduction Proposals 4.2.6.2 Assist With Review of Contract Change Orders. 4.2.6.3 Assist With Owner Requested Field Changes. Task 4.2.6 Totals = 4.2.7 Operation and Maintenance Manual Updates 4.2.7.1 Operation and Maintenance Manual Updates Task 4.2.7 Totals = 4.2.8 Participate in Equipment Testing, Integration, Commissioning, Startup 4.2.8.1 Witness Factory Testing 4.2.8.2 Integration Assistance 4.2.8.2.1. Programming Standards/Control Algorithm Development N/A 4.2.8.2.2. Programming Field Support 4.2.8.3 Startup/Commissioning Assistance. Task 4.2.8 Totals = 4.2.9 Final Inspection 4.2.9.1 Final Inspection Task 4.2.9 Totals = 4.2.10 Air Sampling and Air Dispersion Modeling 4.2.10.1 Air Sampling and Air Dispersion Modeling Task 4.2.10 Totals = 62B Precast Pile Redesign 62B Precast Pile Redesign Task 62B Totals = Package 2 Subtotal=

Attachment 1 Page 7 of 10

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City of Sunnyvale

October 2019

Primary Treatment Facility Project - Package 2

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Attachment 1 Page 8 of 10

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City of Sunnyvale Primary Treatment Facility Project - Package 2 October 2019

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City of Sunnyvale Primary Treatment Facility Project - Package 2

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	Tasks									
Task # Task Description		Estimated Fe Complete Addit Work		Package 2 ESDCs Current Budget		Invoiced Through End of August 2019	Task Over Budget (Through August 31, 2019)	Additional Budget Request	Package 2 ESDCs Revised Budget	
ESDC F	Package #2 - Headworks, Primary Tanks & Support Facilities									
4.2.1	Review Requests for Information									
	4.2.1.1 Review RFIs		'	\$ 993,						
	Task 4.2.1 Totals =	\$ 37	7,944	\$ 993,	,913	\$ 1,118,523	\$ 124,610	\$ 502,554	\$ 1,496,46	
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4.2.3	Project Management and Meetings	¥ 20	,107	φ i,001,	,014	ψ 1,211,101	¥ 110,007	φ 400,004	φ 1,407,04	
	4.2.3.1 Project Management	\$	-	\$ 105,	,484					
	4.2.3.2 Pre-Construction Meeting	\$	-	\$ 1,	,694					
	4.2.3.3 Progress Meetings	\$ 2	28,194	\$ 53,	,292					
	4.2.3.4 Technical Meetings	\$	-	\$ 64,	,411					
	4.2.3.5 Post Construction Guaranty Period Meeting	\$	-	,	,870					
	4.2.3.6 Partnering Meetings	\$	-		,090					
	4.2.3.7 Field Observation	\$,393					
	Task 4.2.3 Totals =	\$ 2	8,194	\$ 322,	,234	\$ 303,789	\$-	\$ 28,194	\$ 350,42	
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4.2.8	Participate in Equipment Testing, Integration, Commissioning, Startup									
	4.2.8.1 Witness Factory Testing	\$	-	\$ 42,	,999					
	4.2.8.2 Integration Assistance									
	4.2.8.2.1. Programming Standards/Control Algorithm Development	\$,880					
	4.2.8.2.2. Programming Field Support	\$,952					
	4.2.8.3 Startup/Commissioning Assistance.	\$,442	• • • • • • • • • • • • • • • • • • • •	^	^		
120	Task 4.2.8 Totals =	\$	-	\$ 200,	,273	\$ 89,165	\$ -	\$-	\$ 200,27	
4.2.9	4.2.9.1 Final Inspection	\$	-	\$ 8,	184					
	4.2.9.1 Pinal inspection Task 4.2.9 Totals =				184	\$ -	\$-	\$-	\$ 8,18	
4.2.10	Air Sampling and Air Dispersion Modeling			÷ 0,	,	T –	т ²		- 0,10	
	4.2.10.1 Air Sampling and Air Dispersion Modeling	\$	-	\$ 84,	,253					
	Task 4.2.10 Totals =				253	\$ 86,042	\$ 1,789	\$-	\$ 84,25	
62B	Precast Pile Redesign									
	62B Precast Pile Redesign	\$	-		,155					
	Task 62B Totals =				,155			\$-	\$ 25,15	
	Package 2 Subtotal=	\$ <u>6</u> 9	2,335	\$ 3,083,	,283	\$ 2,886,351	N/A	\$ 996,782	\$ 4,080,06	

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