

AGENDA

**TRANSBAY TRANSIT CENTER PROGRAM
COST REVIEW COMMITTEE SPECIAL MEETING**

Monday, December 10, 2018

1:00 p.m. to 2:30 p.m.

TJPA Office
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 August 29, 2018 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 Program Budget, Construction and Temporary Closure of the Salesforce Transit Center
6. Discussion Item:
Retail Leasing Update
7. Action Item:
Expenditure and Commitment 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 Program 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.TJPA.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 SPECIAL MEETING**

Wednesday, August 29, 2018

9:00 a.m. to 10:30 a.m.

TJPA Office
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
The meeting was called to order at 9:04 am.
- 2. Roll Call
Present: Ben Rosenfield, Mark Zabaneh, Steve Heminger
- 3. Action Item:
Approving the Minutes of the May 18, 2018 Meeting

There was no public comment.

Mr. Heminger motioned to approve the minutes, seconded by Mr. Zabaneh and none opposed. The minutes of the May 18, 2018 meeting were approved.

- 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, OCII Project Manager and Nicholas Foster, Senior Planner from SF Planning Department, presented the item.

Mr. Heminger inquired how the project was trending in terms of property developments needed to repay the Interim Financing. Chair Rosenfield stated that based on discussions with staff, the draws on Interim Financing were expected to exceed \$150 million. Given the projections, properties in categories 1 and 2, and the majority of properties in category 3 listed in the handout need to be completed.

Mr. Hart noted that Block 5 (listed in category 2 of the handout) has a new estimated temporary certificate of occupancy date of October 10, 2018.

Mr. Foster noted that SF Planning was working with OCII on variations required to off-site below market rate units to a Zone 1 or Zone 2 parcel. He anticipated hearings on Parcel F in the fall.

5. Discussion Item:

Program Budget and Construction Closeout Status Update

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

Mr. Turchon noted the following milestones for the transit center: Ribbon Cutting Ceremony on August 10, 2018, Grand Opening on August 11, 2018, and commencement of bus service at the Bus Deck on August 12, 2018. He stated that remaining work, including ceiling panel installation, testing and commissioning of various systems, and other punch list items, were anticipated to last through the end of the 2018.

Mr. Turchon stated that AC Transit moved into the bus storage facility last week, and buses were parked there. He stated that punch list work was also needed at the bus storage facility.

Regarding the \$2.2 billion Estimate at Completion (EAC) in the presentation, Chair Rosenfield stated that if TJPA intended to draw from Interim Financing for legal costs, it would be helpful to have a realistic timeframe for resolving litigation. Mr. Heminger asked for clarification on whether the current EAC assumed using all of the City's contribution and some of the Metropolitan Transportation Commission's (MTC) contribution to the Interim Financing. He asked if TJPA intended to close Phase 1 and move remaining expenses and exposure from Phase 1 to the Phase 2 budget at a certain time. Mr. Heminger expressed concerns about litigation continuing for a lengthy amount of time and using Interim Financing for legal costs. Mr. Zabaneh replied that the significant amount between the \$2.2 billion EAC (which includes tenant improvements and legal costs) and \$2.159 billion EAC for construction was the costs for tenant improvements. He stated that as TJPA closed out Phase 1, it would evaluate how to carry remaining exposures in its budgets.

Mr. Turchon thanked the CRC for its support leading to the opening of the transit center. Chair Rosenfield congratulated the project team on meeting the construction milestone.

6. Discussion Item:

Operations Update

Martha Velez, TJPA Facility Manager, presented the item.

Ms. Velez reported that TJPA was close to meeting targeted leasing in the third quarter of 2018, with lease agreements of eight spaces nearing execution, and another three to five leases being developed. She also reported that tenant improvement expenditures were currently trending under budget and next quarter, TJPA could provide a status update on the \$25 million tenant improvements authorization from a previous CRC meeting.

Ms. Velez provided updates on operations and stated that the Temporary Terminal was still active. She stated that two transit operators continued to operate at Block 2 of the Temporary Terminal. Plans for interim uses of Blocks 3 and 4 of the Temporary Terminal were underway, as OCII worked on long-term developments for Blocks 3 and 4.

Chair Rosenfield asked how draws to date were trending for the \$25 million tenant improvement authorization and whether TJPA could stay within the \$25 million amount to secure remaining leases. Ms. Velez replied that the space for Greyhound had recently been completed, but the construction costs were not yet available. She stated that only the architectural costs have been drawn. Ms. Velez stated that the initial budget for tenant improvements was \$35 million and that TJPA needed more time to provide updates as requested. Mr. Zabaneh stated that after leases were executed, TJPA would have more clarity next quarter.

Public Comment:

Jim Patrick stated that public agencies, such as OCII and other agencies, should work together and focus on completing projects in a timely manner.

7. Action Item:

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

Mary Pryor, TJPA Finance Advisor, presented the item.

Ms. Pryor stated that to date, the CRC has authorized commitments of \$175 million for construction of Phase 1 (building the transit center) and \$25 million for tenant improvements in Interim Financing. She stated that of the \$145 million authorized maximum draws from Interim Financing, \$103 million has been drawn to date. Ms. Pryor stated that TJPA planned to review its cash flow in several months, and estimated additional draws potentially needed in October or November 2018. TJPA was anticipating Community Facilities District (CFD) bond proceeds and possibly Interagency Plan Implementation Committee (IPIC) fees towards the end of calendar year 2018. Per Ms. Pryor, CFD bond proceeds and IPIC fees would be expended prior to using additional Interim Financing.

Chair Rosenfield stated that there was no action required on this agenda item and inquired about the assumptions for legal costs. Mr. Zabaneh stated that it was hard to estimate legal costs at the current time. Chair Rosenfield and Mr. Heminger requested briefings, prior to

the next CRC meeting, on the spending rate of legal costs and how legal costs are tracking per the assumptions in the budget. Chair Rosenfield questioned when legal costs would no longer be part of the Phase 1 budget and requested explicit assumptions.

There was no public comment.

8. Discussion Item/Possible Action:

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

Mary Pryor, TJPA Finance Advisor and Dennis Turchon, TJPA Senior Construction Manager, presented the item.

Mr. Turchon stated that TJPA would recommend to the TJPA Board, reallocating \$15 million from the program reserves to construction contingency and soft costs. He stated that of the \$15 million amount, approximately \$11 million would replenish the construction contingency and the remaining portion would be allocated to the budget for soft costs and interest needs. In addition, professional service contract amendments for legal costs and the design services would be presented to the TJPA Board.

Mr. Heminger questioned whether TJPA could comment on which parties were involved in litigations. He also asked whether TJPA has taken any action against the design firm. Chair Rosenfield stated that there were approximately twelve parties, and six to nine different litigations. Mr. Zabaneh stated that TJPA had not taken any action against the design firm.

Mr. Turchon requested approval of \$17.4 million for change orders related to the transit center. The \$17.4 million amount was for general close out of construction costs that were known at the time. Mr. Turchon proposed reporting on draws against the \$17.4 million budget in the next CRC meeting.

Chair Rosenfield questioned whether there was a general close-out budget for the bus storage facility as well. Mr. Turchon stated that for the bus storage facility project, a general close-out budget would not be necessary because the change orders were easily identified, and the project team did not anticipate claims.

Mr. Heminger inquired about the amount of retention withheld from the Construction Manager/General Contractor's (CM/GC) progress payments and whether the CM/GC was expected to contest liquidated damages. Mr. Turchon stated that \$38 million in retention had been withheld. Mr. Alameida stated that the project team had been meeting weekly to strategize on closeout. He stated that cost issues that were not controversial would be negotiated and some issues would likely be elevated to a dispute resolution process.

Mr. Heminger asked what the assumptions were within the \$2.2 billion EAC, in terms of settling claims. Mr. Alameida stated there were requested amounts carried in the EAC, however, the exposure for electrical scope-related costs were unknown.

Mr. Heminger questioned when the project team would know how much the CM/GC was requesting. Mr. Alameida stated that the CM/GC's contract required filing a claim within 45 days after final completion. He stated that forecasted final completion was December 2018. Therefore, the project team may have more information in the first quarter of 2019. Chair Rosenfield stated that in addition to legal costs, the committee members should be briefed on risks related to construction claims, as the claims seemed to be extended risks. Mr. Turchon stated that some MTC staff have already been briefed on potential claims.

The CRC reviewed shifting a total of \$21 million in program reserves per the staff memorandum, to replenish \$11.5 million of construction contingency; and \$9.5 million for TJPA administration, interest, design support, and legal costs.

Mr. Heminger motioned to approve \$17,414,000 for construction close-out, seconded by Mr. Zabaneh and no objections.

There was no public comment.

The requested budget of \$17,414,000 for general construction close-out items was approved.

9. New Business

- End Date and Frequency of CRC Meetings
- Agenda for Next Meeting

Secretary Dea addressed Mr. Heminger's question from the last meeting, regarding the end date of CRC meetings. She cited from page 3 of the Cost Oversight Agreement which stated that as long as Interim Financing was outstanding, the TJPA would need to work with the CRC.

Chair Rosenfield stated that CRC meetings were driven by staff's need for approval on commitments and draws. He stated that his expectation was that majority of approvals would be completed within the next six months. Following the six months, the CRC may revisit the discussion on the frequency of future meetings.

Mr. Heminger encouraged TJPA to apply lessons learned from Phase 1 of the Transbay Program to Phase 2, by creating an oversight process similar to the CRC's, as well as, MTC's oversight process for the Bay Bridge Project. Mr. Heminger emphasized that the oversight process for Phase 2 should be set up early, when key decisions were being made. He suggested involvement of rail tenants in the oversight process. Chair Rosenfield recommended creating a committee that allowed necessary communications with participants. Mr. Zabaneh stated that he supported the idea of an oversight committee for Phase 2 and that the process needed to be efficient. He stated that TJPA would need to consider the value of forming a committee that already had representatives on the TJPA Board. Mr. Zabaneh added that he would consider having rail tenants that were funders advise the TJPA Board on Phase 2.

Chair Rosenfield stated that TJPA may determine the timing of the next meeting. He stated that his expectation was not to meet too frequently in the following six months.

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.

Jim Patrick spoke about a lack of commitment to meet goals amongst multiple organizations. He felt that there was no overall leadership in transportation planning in the larger picture.

11. ADJOURN – The meeting was adjourned at 9:56 a.m.

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
December 2018 Update

Project	Address	Owner	Use	Units or Office SF	Actual/Estimated NET CFD Bond Proceeds (in millions) as of 11/18	Cumulative Actual/Estimated NET CFD Bond Proceeds (in millions) as of 11/18	Original Estimated Completion	TCO Received or Expected (Calendar Year)	CFC Received or Expected (Calendar Year)	Current Status	
1	Salesforce East	350 Mission St	KR 350 Mission	Office	420,000 SF	\$3.7	\$3.7	2016	12/31/15	3/23/2017	Construction completed.
	Block 6 / Solaire	299 Fremont St	Golub	Residential	479 DU	\$24.1	\$27.9	2016	04/25/16	3/23/2017	Construction completed.
	Salesforce Tower - Part I	415 Mission St	Boston Properties/Hines	Office	1,420,000 SF	\$121.4	\$149.2	2017	09/24/17	To come	Construction completed; confirming CFC
2	Salesforce Tower - Part II	415 Mission St	Boston Properties/Hines	Office	1,420,000 SF	\$1.6	\$150.9	07/09/05	09/24/17	To come	Construction completed; confirming CFC
	41 Tehama / 33 Tehama	41 Tehama St / 33 Tehama St	Hines	Residential	398 DU	\$17.6	\$168.5	07/08/05	11/17/17	5/22/2018	Construction completed.
	181 Fremont	181 Fremont St	Jay Paul Co	Office/Residential	Ofc: 404,000 SF Res: 74 DU	\$46.7	\$215.2	07/09/05	05/08/18	TBD	Construction completed; CFC not issued as of 9/18/18
3	Block 5 / Park Tower	250 Howard St	Golub/John Buck Co	Office	767,000 SF	\$54.1	\$269.3	1Q 2019	10/25/18	TBD	TCO received 10/25/18
	Block 9	500 Folsom St	TMG/Essex/Bridge	Residential	767,000 SF	\$17.5	\$286.8	1Q 2019	2Q 2019	TBD	Under construction; completion estimate 2Q 2019
	Block 8 / The Avery	250 Fremont St	Related Co/TNDC	Residential	548 DU	\$41.5	\$328.3	1Q 2020	2Q 2019	TBD	Under construction; completion estimate 2Q 2019
	Block 1 / Mira	160 Folsom St	Tishman Speyer	Residential	393 DU	\$32.4	\$360.7	1Q 2020	4Q 2019	TBD	Under construction; completion estimate 4Q 2019
	75 Howard St/ One Steuart Lane	75 Howard St	Paramount	Residential	122 DU	\$24.5	\$385.3	2019	Q2 2020	TBD	Project approved at CPC on 9/3/15; permits issued 10/25/17; under construction
Oceanwide Center	50 1 st St	Oceanwide	Office/Residential/ Hotel	Ofc: 790,236 SF Res: 265 DU Hotel: 245,895 SF	\$148.0	\$533.3	2021	2Q 2021	TBD	Project approved at CPC on 5/5/16; multiple demo and new construction/alteration permits filed (new construction); permits issued on 2/1/7 and 7/5/17	
555 Howard	555 Howard St	SKS, Pacific Eagle	Residential/Hotel	Res: 63 DU Hotel: 255 Rms 206,562 SF GFA: 358,600 SF	\$30.6	\$563.9	2021	2022	TBD	Environmental Review – Approved at Planning Commission on March 2, 2017; Site Permit under review w/DBI, status unknown.	
524 Howard	524 Howard St	Crescent Heights	Residential	334 DU	\$29.5	\$593.4	2019	2023	TBD	Project approved at CPC on 11/13/16; no site permit; status unknown.	
Block 4	200 Maine St	Option for Hines to buy	Residential	Est. 570 DU	\$35.7	\$629.1	2022	2Q 2023	TBD	Northern portion of Temporary Terminal. OCII Commission Approvals process underway.	
Parcel F	550 Howard St	Hines	Office/Residential/ Hotel	Ofc: 274,976 SF Res: 165 DU Hotel: 189 Rms 238,800 SF	\$89.8	\$718.9	2023	2Q 2023	TBD	TJPA contractor use reserved until Dec. 2016; project under review with Planning (no hearing dates set)	

\$718.9

1 First issuance of CFD bonds - Special Tax Bonds, Series 2017 A&B. Total bond proceeds allocated to TJPA were \$149.2 million.

2 Proposed second issuance of CFD bonds - Special Tax Bonds, Series 2018 A&B. Bonds proceeds allocated to TJPA are estimated to be \$127.5 million, which will make Phase I of the project whole and pay off a portion of the City Interim COP (currently \$103 million outstanding).

3 Estimated third issuance of CFD bonds, which is anticipated to pay off the remaining balance of the City Interim COP.

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
Mary Pryor, TJPA Finance Advisor

Date: For the Committee Meeting of December 10, 2018

Re: Agenda Items 7-8

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

Commitments

The Cost Review Committee (CRC) has previously given authorization for Transbay Joint Powers Authority (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 \$145 million. In addition, in April 2018, the CRC authorized the use of up to \$25 million in City Financing proceeds to issue commitments (budget appropriations) for base building and tenant improvements.

The commitments through November 20, 2018 are shown below; they represent a \$6.3 million increase since August 29, 2018, primarily attributable to Transit Center design team construction administration, logistics packages, legal costs, and base building improvements.

Scope/Trade Package/Contract	Type ¹	Committed
Transit Center Design Team Construction Admin	NTP	2,676,058
Various Logistics Packages	NTP / CCOs	17,052,657
TG07.2 Superstructure Concrete	CCO	961,995
TG07.3 Miscellaneous Metals	CCOs	133,155
TG07.6 Concrete Topping Slabs/Rails/Joints	NTP	10,558,686
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	15,483,683
TG12.1 Civil/Sitework at Grade	NTP	5,823,078
TG13.1 Roof Park Landscaping & Irrigation	NTP/CCO	11,560,188
TG13.2 Roofing/Waterproofing	NTP	2,996,305
TG16.0 - Interiors/Finishes	NTP	11,324,678

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

TG16.8 Fireproofing/Intumescent Spray	NTP	1,848,936
TG18.1 Bus Ramps	NTP	5,220,650
Enhanced Commissioning	NTP	50,000
WOJV Procurement	CCO	103,500
Physical Security Information Management System	NTP	2,299,209
SFPUC Permanent Power	Power Agreement	1,079,859
Elevator/Escalator Capitalized Maintenance	NTP	406,426
Transit Center Permits and Fees	Other	132,183
Seyfarth Shaw / Jones Day; Constr / Litigation Counsel	RFS	12,084,530
Public Art Program	Artist Contracts	886,550
Bus Storage Construction	NTP	23,717,604
Bus Storage Constr Admin & Constr Management	NTP	528,993
Other Bus Storage costs, incl. permits	Other	535,398
Base Building Improvements	Other	1,505,856
Subtotal		\$158,457,610
Issuance Costs	Financing	1,181,314
Total with Issuance Costs		\$159,638,924
CRC Authorizations to Date		\$200,000,000
Available Balance for Commitments		\$40,361,076

In the upcoming months, TJPA anticipates the following commitments of City Financing, including commitments for tenant improvements:

Scope/Trade Package/Contract	Planned Commitment	New CRC Authorization
Construction CCOs	\$9,970,000	
Pelli (Warranty Support and Extended CA)	\$1,287,000	
PMPC	\$400,000	
301 Mission Legal (Jones Day and Legal Bench)	\$3,246,945	
Base / Tenant Improvements	\$23,494,144	
Peer Review Panel	\$510,000	Yes
Total Planned Commitments	\$38,908,089	
Available CRC Authorized Balance for Commitments	\$40,361,076	
Remaining Balance for Commitments	\$1,452,987	

The TJPA requests the CRC's authorization to commit City Financing funds for the Peer Review. Agenda Item 8 provides additional information for the anticipated change orders and contract amendments that are included in the table above.

Expenditures

To date, TJPA has received and spent \$103,000,000 in City Financing funds. TJPA anticipates that while access to the City Financing funds will be needed for contract commitments, no additional funds will be needed for payments. This is contingent upon the City completing its second issuance of Community Facilities District (CFD) bonds early in calendar year 2019. On November 29, 2018, the Budget and Finance Committee forwarded the second CFD Bond issuance item to the full San Francisco Board of Supervisors.

Due to changes in the schedules for both the Transit Center construction project and the bond issuances, the TJPA will be able to discontinue its draws of City Financing funds and instead use CFD Bond proceeds for upcoming project costs. Following discussions with the San Francisco City Controller and Office of Public Finance staff, the TJPA plans to use proceeds from the second CFD Bond issuance for project costs rather than using the full amount of the second bond issuance for repayment of the City Financing, as had been originally planned in 2016. This allows TJPA to limit its draws on the City Financing to \$103,000,000. It is anticipated that the full repayment of the City Financing will occur with the third CFD bond issuance, as originally planned.

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

Peer Review Panel

As a result of the fissures discovered on September 25, 2018, TJPA staff engaged an independent expert to review the Temporary Shoring System and planned to engage a panel of technical experts to participate in an independent review of the Permanent Reinforcement Fix, the TJPA's findings with respect to the cause of the fissures, and such other related matters as appropriate. On October 4, 2018, the Mayors of the City and County of San Francisco and the City of Oakland urged the Metropolitan Transportation Commission (MTC) to facilitate an independent peer review panel. MTC was willing to engage such a panel in lieu of the TJPA, and MTC has already started to facilitate the independent peer review panel; the panel's work is on-going.

MTC has requested that the TJPA reimburse MTC for certain fees related to the peer review panel, for an amount not to exceed \$510,000. TJPA staff anticipates that these costs ultimately will be paid by the party or parties found responsible for the fissure. Thus, the TJPA expects to seek reimbursement of these costs from that party or parties. At the November 8, 2018 Board meeting, the TJPA approved the agreement with MTC and a transfer of Program Reserves to fund the effort. TJPA is requesting to fund this work with City Financing proceeds prior to possible reimbursement by the party or parties responsible for the fissures.

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

Transit Center

There are no new requests for change orders related to the transit center. Construction Change Orders (CCOs) continue to be issued against previously reviewed and approved budgets for the transit center. In follow-up to the previously authorized amount of \$17,414,000 by the CRC for closeout CCOs, please refer to the attachment that provides a ledger and brief description of each CCO drawing down on the authorization.

Bus Storage Facility (BSF)

The CRC previously authorized \$3,365,905 for CCOs related to the bus storage facility. Of the authorized amount, the current CCOs approved to date totals \$2,108,884. It is anticipated that the total amount for all change orders (including pending issues) will not exceed \$3.1 million. The Request to the CRC is to authorize general closeout usage, independent of specific scope for the remaining capacity within the authorization.

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

Agenda Item #8 - Construction Amendments and Changes Log (Bus Storage Facility)

Updated 11/30/18

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
BSF	CCO # 1	\$9,679	11/6/2017	11/17/2017	\$9,679	\$9,679	Unforeseen Condition	TJPA	City Financing	Soil Testing Support
BSF	CCO # 2	\$889,683	11/8/2017	11/17/2017	\$889,683	\$889,683	Unforeseen Condition	TJPA	City Financing	Class I & Class II Offhaul/Disposal - Additional Qty. the original \$628k value submitted to the CRC at last meeting was an estimate and this new amount of \$889,683.05 k is the final resolution of the quantities.
BSF	CCO # 3	\$1,036	11/6/2017	11/17/2017	\$1,036	\$1,036	Unforeseen Condition	TJPA	City Financing	Buried Light Pole Foundation
BSF	CCO # 4	\$6,199	11/6/2017	11/17/2017	\$6,199	\$6,199	Unforeseen Condition	TJPA	City Financing	Water Main Potholing for Re-design (T&M)
BSF	CCO # 5	\$21,131	11/6/2017	11/17/2017	\$21,131	\$21,131	Unforeseen Condition	TJPA	City Financing	SS Line Relocation Bents 13-14 (LS)
BSF	CCO # 7	\$7,905	11/6/2017	11/17/2017	\$7,905	\$7,905	Unforeseen Condition	TJPA	City Financing	Abut A6 Unsuitable Matl R&R (T&M)
BSF	CCO # 8	\$20,250	11/6/2017	11/17/2017	\$20,250	\$20,250	Unforeseen Condition	TJPA	City Financing	Waterline Tie-in Location Change (LS)
BSF	CCO # 12	\$24,315	11/6/2017	11/17/2017	\$24,315	\$24,315	Unforeseen Condition	TJPA	City Financing	SW1 Footing Conflict
BSF	CCO # 13	\$3,131	11/6/2017	11/17/2017	\$3,131	\$3,131	Unforeseen Condition	TJPA	City Financing	SW3&4 Utility Conflicts
BSF	CCO # 14	\$99,194	11/6/2017	11/17/2017	\$99,194	\$99,194	Unforeseen Condition	TJPA	City Financing	AW2 Buried Concrete Conflict
BSF	CCO # 15	\$221,914	11/6/2017	11/17/2017	\$221,914	\$129,708	Unforeseen Condition	TJPA	City Financing	Class I Offhaul/Dispose Unit Price Adjustment
BSF	CCO # 16	\$43,925	11/6/2017	11/17/2017	\$43,925	-\$18,985	Unforeseen Condition	TJPA	City Financing	Class II Offhaul/Dispose Unit Price Adjustment
BSF	CCO # 19	\$4,820	11/6/2017	11/17/2017	\$4,820	4,820	Unforeseen Condition	TJPA	City Financing	Additional AC Removal BLR 11+50
BSF	CCO #31	\$33,335	4/5/2018	4/5/2018	\$33,335	\$33,335	Unforeseen Condition	TJPA	City Financing	SW #3 & #4 Drainage Changes
BSF	CCO #32	\$10,771	4/5/2018	4/5/2018	\$10,771	\$10,771	Unforeseen Condition	TJPA	City Financing	Bents 11 and 12 drainage Changes
BSF	CCO #33	\$5,000	4/5/2018	4/5/2018	\$5,000		Unforeseen Condition	TJPA	City Financing	Costs to move MCM Trailer and Containers
BSF	CCO #34	\$28,178	4/5/2018	4/5/2018	\$28,178	\$28,178	Unforeseen Condition	TJPA	City Financing	Remove and Replace Curb at Sta. 14+51 to 15+33
BSF	CCO #35	\$5,000	4/5/2018	4/5/2018	\$5,000		Unforeseen Condition	TJPA	City Financing	Restake MSE#3 and RW#1&3
BSF	CCO #38	\$26,000	4/5/2018	4/5/2018	\$26,000	\$26,000	Unforeseen Condition	TJPA	City Financing	Rental Parking Spaces at Parking Lot
BSF	CCO #39	\$20,000	4/5/2018	4/5/2018	\$20,000		Unforeseen Condition	TJPA	City Financing	Additional Paving Near Existing Parking Lot
BSF	CCO #40	\$80,000	4/5/2018	4/5/2018	\$80,000	\$72,854	Unforeseen Condition	TJPA	City Financing	Type 60-C Missing Scope (Dees Burke)
BSF	CCO #42	\$30,000	4/5/2018	4/5/2018	\$30,000		Unforeseen Condition	TJPA	City Financing	Changes to Water and Fire Line
BSF	CCO #43	\$26,000	4/5/2018	4/5/2018	\$26,000		Unforeseen Condition	TJPA	City Financing	Additional Soundsorb Cladding
BSF	CCO # 6	\$13,906	11/6/2017	11/17/2017	\$13,906	\$13,906	Owner Requested	TJPA	City Financing	Food Court Cleanup (T&M)
BSF	CCO # 9	\$1,251	11/6/2017	11/17/2017	\$1,251	\$1,251	Owner Requested	TJPA	City Financing	Fence & Graffiti Repairs (T&M)
BSF	CCO #10	\$20,000	11/6/2017	11/17/2017	\$20,000	\$19,998	Owner Requested	TJPA	City Financing	Soundwall CIDH Pile Drilling Conditions
BSF	CCO # 11	\$33,699	11/6/2017	11/17/2017	\$33,699		Owner Requested	TJPA	City Financing	2nd Street OCS Removal & Replacement by SFMTA
BSF	CCO # 17	\$10,000.00	11/6/2017	11/17/2017	\$10,000.00	\$8,796.31	Owner Requested	TJPA	City Financing	Bus Link Striping and Signage
BSF	CCO # 18	\$18,722	11/6/2017	11/17/2017	\$18,722	\$18,722	Owner Requested	TJPA	City Financing	SW3, SW4, Stillman/3rd Drainage Changes
BSF	CCO #20	\$30,000	11/6/2017	11/17/2017	\$30,000		Owner Requested	TJPA	City Financing	Bus Ramp Supplemental Striping
BSF	CCO #21	\$41,109	12/05/1017	1/15/2017	\$41,109	\$29,079	Owner Requested	TJPA	City Financing	Additional Cost Due to Changes of Sound Wall Height
BSF	CCO #22	\$7,742	12/05/1017	1/15/2017	\$7,742		Owner Requested	TJPA	City Financing	MSE Wall Drainage Changes
BSF	CCO #23	\$917	12/05/1017	1/15/2017	\$917	\$917	Owner Requested	TJPA	City Financing	Spare 2in Conduit for Future EV Charging Station
BSF	CCO #25	\$50,000	12/05/1017	1/15/2017	\$50,000		Owner Requested	TJPA	City Financing	Budgetary Costs for Lighting Inverter
BSF	CCO #26	\$10,433	12/05/1017	1/15/2017	\$10,433		Owner Requested	TJPA	City Financing	Additional costs associated with Submittal #089-Fire Marshal Comments to add 2 additional card readers.
BSF	CCO #27	\$1,123	12/05/1017	1/15/2017	\$1,123	\$1,123	Owner Requested	TJPA	City Financing	Per owners request, added three (3) additional 20 MPH signs to the bus link ramp.
BSF	CCO #28	\$4,750	4/5/2018	4/5/2018	\$4,750	\$4,749	Owner Requested	TJPA	City Financing	MCM Premium Time for Falsework Removal
BSF	CCO #29	\$254,691	3/12/2018	3/12/2018	\$330,000	\$254,691	Owner Requested	TJPA	City Financing	Flashing Beacon, Barrier and striping work for Bus Ramps Project. Previously reported as CCOs 18 and 19 for \$330k.
BSF	CCO #30	\$5,000	4/5/2018	4/5/2018	\$5,000	\$4,010	Owner Requested	TJPA	City Financing	Bridge Profilograph Testing
BSF	CCO #36	\$37,000	4/5/2018	4/5/2018	\$37,000		Owner Requested	TJPA	City Financing	Modular Building Material Changes
BSF	CCO #37	\$10,235	4/5/2018	4/5/2018	\$10,235		Owner Requested	TJPA	City Financing	Admin Lockers
BSF	CCO #41	\$40,000	4/5/2018	4/5/2018	\$40,000		Owner Requested	TJPA	City Financing	Repair High Mast Feeder
BSF	CCO #44	\$20,787	4/5/2018	4/5/2018	\$20,787		Owner Requested	TJPA	City Financing	LED Upgrade (PHX SL #1)
BSF	CCO #45	\$17,400	4/5/2018	4/5/2018	\$17,400		Owner Requested	TJPA	City Financing	PG&E Feeder (PHX SL #6)
BSF	CCO #46	\$350,000	5/4/2018	5/18/2018	\$350,000	\$138,082	Owner Requested	TJPA	City Financing	Bus Ramp Frame 2 turnaround structure
BSF	CCO # 47	\$50,000	5/4/2018	5/18/2018	\$50,000	\$24,801	Owner Requested	TJPA	City Financing	Harrison slip ramp addition Channelizers @ 5' spacing (White/white)
BSF	CCO # 48	\$50,000	5/4/2018	5/18/2018	\$50,000		Owner Requested	TJPA	City Financing	Additional Class 1 offhaul at Modular Admin bldg. (Formerly CCO 49)
BSF	CCO # 49	\$38,000	8/20/2018	8/29/2018	\$38,000		Owner Requested	TJPA	City Financing	3rd Street Entrance with the City & SFMTA, Requirement
BSF	CCO # 50	\$27,500	8/20/2018	8/29/2018	\$27,500		Owner Requested	TJPA	City Financing	AC Transit Additional Striping & Signs
BSF	CCO # 51	\$33,000	8/20/2018	8/29/2018	\$33,000		Owner Requested	TJPA	City Financing	Slide Gate at Harrison Ramp (Formerly CCO 48)
BSF	CCO # 52	\$100,000	8/20/2018	8/29/2018	\$100,000		Owner Requested	TJPA	City Financing	ASI 150-024 Street Lighting at Clementina, Tehama and Howard Streets
BSF	CCO # 53	\$110,000	8/20/2018	8/29/2018	\$110,000		Owner Requested	TJPA	City Financing	BSF low voltage, fiber between BSF and Transit Center Building. Internet
BSF	CCO # 54	\$17,000	8/20/2018	8/29/2018	\$17,000		Owner Requested	TJPA	City Financing	Clementina street Glarescreen
BSF	CCO # 55	\$182,175	8/20/2018	8/29/2018	\$182,175	172,175	Owner Requested	TJPA	City Financing	Arup RFI 7746-Structure Backfill, Rough Grading, Paving Co.
BSF	CCO # 56	\$12,000	8/20/2018	8/29/2018	\$12,000		Owner Requested	TJPA	City Financing	BSF Guardrail Ends.
BSF	COR varies	\$150,000	12/05/1017	1/15/2017	\$150,000	47,381	Owner Requested	TJPA	City Financing	Misc. Caltrans Changes, Street Light/Pole Changes, Rolling Gate, ASI 023/024
Total		\$3,365,905				\$2,108,884				

New Construction Changes
 In Process (Presented to CRC)
 Approved

Agenda Item #8 - Construction Amendments and Changes Log (Transit Center)

November 28, 2018

Trade Package	CCO/CR No.	Total Value	Date submitted to CRC	Date No Exceptions	Amount No Exceptions Taken	CCO Final Approved Amount	CCO Category	Contingency Source	Fund Source	CCO Issue
10.4	COR 311034	\$1,100,000	8/31/2017	11/17/2017	\$1,100,000		Scope Procurement	TJPA/Reimbursable	SFPUC	SFPUC Switchgear and Cabling Additional Work.
14.1B	COR 311970	\$450,000	8/31/2017	8/31/2017	\$280,000		Scope Procurement	TJPA	CFD	Addition of LED Skirt Lighting, Increased Foot Candela and Other Emergency Backup Elements
n/a	CCO 0410	\$42,000	8/31/2017	8/31/2017	\$42,000	\$41,689	Scope Procurement	TJPA	City Financing	Roof Park Restaurant Handrail IPE Wood Cap
	COR	\$43,600	11/10/2017	11/17/2017	\$43,600	\$43,600	Scope Procurement	TJPA	CFD	Tim Hawkinson Concrete Removal Contract
4.2	CR T-383.A	\$5,500,000	4/5/2018	4/5/2018	\$5,500,000	\$1,563,188	Scope Procurement	TJPA	CFD	Traction Power (Base Scope up to 2nd Street). \$5.5 million was presented to the CRC on 2/16/18.
4.2	CR T-383.A	\$4,500,000	4/5/2018	-	n/a		Scope Procurement	TJPA	n/a	Traction Power (2nd Street to 5th Street) - Scope Voided
4.2	COR 311395	\$550,000	11/10/2017	11/17/2017	\$550,000	\$258,750	Scope Procurement	TJPA	CFD	OCS Fiberglass Support System Installation
5.XX	CCO 1129, 1132	\$4,500,000	2/16/2018	2/16/2018	\$4,500,000	\$4,500,000	Scope Procurement	CMGC	CFD	Additional Temporary Facilities for Phased Completion (Post December 22, 2017)
5.10	CCO1137	\$3,350,000	4/5/2018	3/21/2018	\$3,350,000	\$3,350,000	Scope Procurement	CMGC	CFD	Additional Temporary Facilities for Phased Completion, for June through August 2018
5.10	COR 310496	\$1,400,000	11/10/2017	11/17/2017	\$1,400,000	\$1,398,300	Scope Procurement	TJPA	CFD	Overhead Protection at First and Fremont
5.10	COR 310505.1	\$1,108,000	11/10/2017	11/17/2017	\$1,108,000	\$1,052,716	Scope Procurement	TJPA	CFD	Site Dewatering
5.10	COR 310841.1	\$2,170,000	11/10/2017	11/17/2017	\$2,170,000	\$1,780,013	Scope Procurement	TJPA	CFD	Furnish Site Dumpsters for LEED Related Construction Waste
5.10	COR 312079	\$500,000	11/10/2017	11/17/2017	\$500,000	\$477,112	Scope Procurement	TJPA	CFD	Provide Plywood Backer Boards for IDF/MDF Rooms
7.2	CCO 0393.1	\$250,000	2/6/2017	2/17/2017	\$250,000	\$87,153	Scope Procurement	TJPA	MTC AB1171	Drum Café Revisions
7.2	CCO 0328	\$445,000	11/7/2016	11/18/2016	\$445,000	\$434,946	Scope Procurement	TJPA	City Financing	West Throat Vent Shaft Concrete
7.3	CCO 0370	\$60,000	5/8/2017	5/19/2017	\$60,000	\$56,579	Scope Procurement	TJPA	City Financing	Bent Plate Embed and SS Base Plate from ASI 128 for Roof Park Restaurant
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.
8.4	COR 310812	\$450,000	2/16/2018	2/16/2018	\$450,000	\$416,919	Scope Procurement	CMGC	CFD	W-1 and W16C Installation Buy-out Design Impacts
8.6R	CCO 0344	\$480,000	5/8/2017	5/19/2017	\$480,000	\$476,903	Scope Procurement	TJPA	TIFIA	ASI 140 Drop-in Span Aluminum Enclosure, VE Item.
8.6R	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
8.11R	CCO 0378	\$480,000	8/31/2017	8/31/2017	\$480,000	\$475,387	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	COR 312695	\$595,000	4/5/2018	3/21/2018	\$595,000	\$593,007	Scope Procurement	TJPA	CFD	E2 Pylon Louvers and Frosted Lens
10.4	COR 311671.1	\$600,000	8/31/2017	8/31/2017	\$600,000	\$463,487	Scope Procurement	TJPA	CFD	E2 Pylon Beacon Power per RFI T-4988
10.4	CCO 0284	\$1,330,000	11/7/2016	11/18/2016	\$1,330,000	\$1,202,996	Scope Procurement	TJPA	TIFIA	Phase 1.5 ASI 144
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.
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
12.1	COR	\$1,500,000	2/16/2018	2/16/2018	\$1,500,000	\$1,320,803	Scope Procurement	TJPA	CFD	Traffic Signal Revisions and Streetlight Revisions (Ref CR T-502, T-571, and T-543)
13.1	COR 311740	\$300,000	8/31/2017	8/31/2017	\$300,000	\$97,298	Scope Procurement	TJPA	City Financing	Contract Grow Monthly Maintenance and Storage
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
16.0	*COR 312686	\$450,000	2/16/2018	2/16/2018	\$450,000	\$198,633	Scope Procurement	TJPA	CFD	CR T-319 ASI 148 Incorporation of RFI Responses
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
Closeout/Settlement										
7.1	COR 310296.1	\$672,750	8/22/2016	8/24/2016	\$672,750	\$637,974	BBII Settlement	TJPA	CFD	Removal of Sand Inclusions in Bus Deck level cast node pads, CCO 428 added
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.
Various	*COR	\$17,414,000	8/24/2018	8/29/18	\$17,414,000	\$2,605,024	Various	Various	CFD/City Financing	General Closeout Items for all Trades and Resolution of Resolvable Claims. As of November 2018, \$2.6M of the \$17.4M approved budget amount has been issued as CCOs.
Total		\$109,772,350				CCO Final Approved Total	\$42,423,538			

* Executed since last CRC meeting

** Increased Total Value from Previously Approved

MODS and amounts paid directly by WOJV (not thru TJPA) are not included in this estimate

New Construction Changes	
In Process (Presented to CRC)	
Approved	

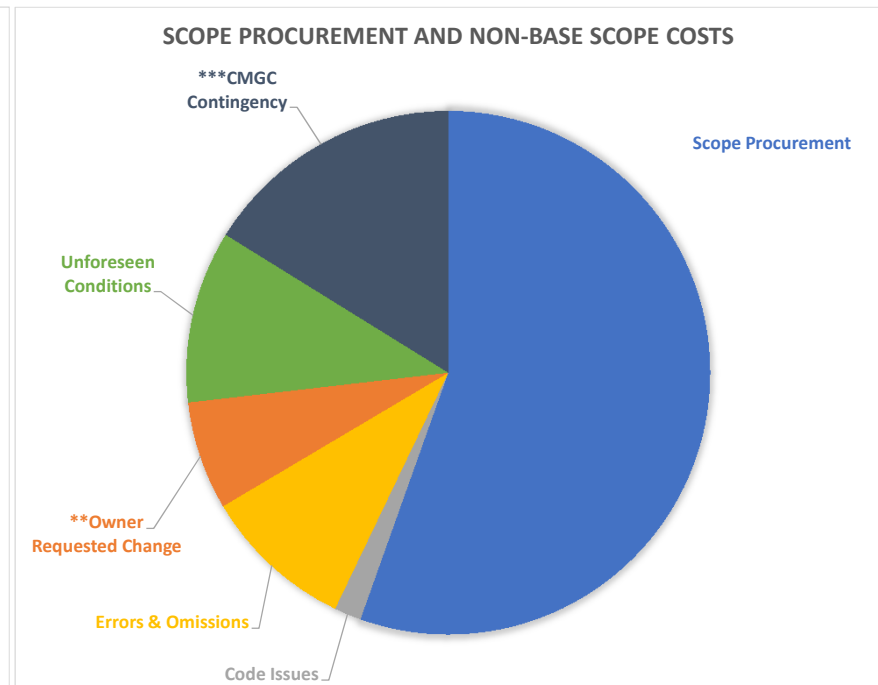
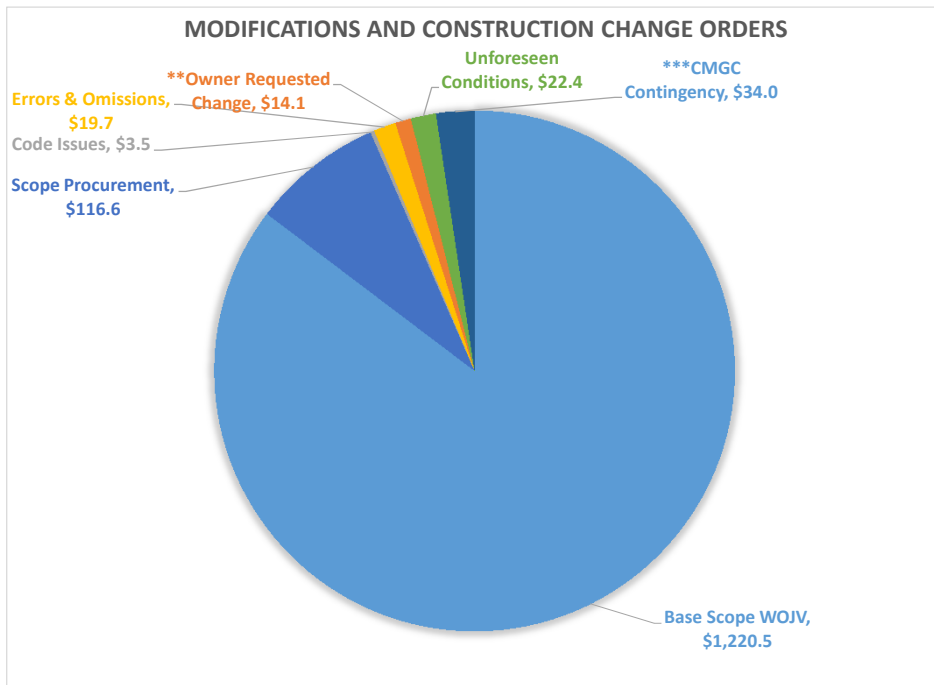
Trade Packages:			
4.2	Utility Relocation - Mission St. AWSS	10.3	Mechanical/HVAC
5.1	Temporary Facilities	10.4	Electrical
7.1	Structural Steel	10.5	Fire Protection and Suppression
7.2	Structural Concrete	12.1	Civil/Site Work at Grade/Ground Level Landscaping
7.3	Miscellaneous Metal	13.1	Landscaping and Irrigation
7.6	Topping Slabs, Bus Crash Rail and Expansion Joints	13.2	Roofing/Waterproofing
8.4	Metal Panels	14.1B	Escalators
8.6R	Metal Ceilings	16.0	Interiors/Finishes
8.11R	Glass Curtain Wall/Skylights	16.8	Fireproofing/Intumescent Spray
10.2	Plumbing	18.1	Bus Ramp

CRC Agenda Item No. 8

<u>COR</u>	<u>COR #</u>	<u>Description</u>	<u>Current Value</u>	<u>Status</u>	<u>Trade Group</u>	<u>CCO Executed</u>	<u>Final Value</u>	<u>CR #</u>	<u>CCO #</u>	<u>CCO Status</u>
COR 313307 / CR T-822 / CCO 0591	313307	T - TG16.0A RFI T-7623	\$11,333.25	Proceed to CCO (COR)	TG16.0A INT	10/31/2018	\$11,333.25	T-822	591	Executed (CCO)
COR 313347 / CR T-822 / CCO 0591	313347	T - TG16.0A 300 Pathway	\$12,505.91	Proceed to CCO (COR)	TG16.0A INT	10/31/2018	\$12,505.91	T-822	591	Executed (CCO)
COR 313669 / CR T-768 / CCO 0596	313669	T - TG16.3 RFI T-7790 Skybridge Expansion Joint	\$1,757.84	Proceed to CCO (COR)	TG16.3 TER	10/31/2018	\$1,757.84	T-768	596	Executed (CCO)
COR 313227.1 / CR T-840 / CCO 0599	313227.1	T- TG08.6R1 - Opening W-14 Ceiling for DAS Bus Deck	\$6,934.86	Proceed to CCO (COR)	TG08.6R1 MCS	10/31/2018	\$6,934.86	T-840	599	Executed (CCO)
COR 310725.3A / CR T-155.A, T-840 / CCO 310725.3A	310725.3A	CR T-155.A TG08.4 - W-14 Rework for ERRCS	\$138,448.53	Proceed to CCO (COR)	TG08.6R1 MCS	10/31/2018	\$138,448.53	T-155.A,T-840	599	Executed (CCO)
COR 313518 / CR T-825 / CCO 0592	313518	T - TG13.1 RFI T-7395.1 Add	\$9,704.51	Proceed to CCO (COR)	TG13.1 RPL	10/31/2018	\$9,704.51	T-825	592	Executed (CCO)
COR 310725.3B / CR T-155.A, T-840 / CCO 310725.3B	310725.3B	CR_T-155.A_-_TG8.6R1_W-14_Rework_for_ERRCS	\$129,793.97	Proceed to CCO (COR)	TG08.6R1 MCS	10/31/2018	\$129,793.97	T-155.A,T-840	599	Executed (CCO)
COR 313291.1 / CR T-840 / CCO 0599	313291.1	T - TG8.6R1 Aluminum Speaker Supports at W-14	\$9,755.81	Proceed to CCO (COR)	TG08.6R1 MCS	10/31/2018	\$9,755.81	T-840	599	Executed (CCO)
COR 313305 / CR T-825 / CCO 0592	313305	TG13.1 RFI 7611.1 Add	\$534.25	Proceed to CCO (COR)	TG13.1 RPL	10/31/2018	\$534.25	T-825	592	Executed (CCO)
COR 312088 / CR T-289, T-836 / CCO 0597	312088	TG10.5 RFI T-6224 Added Sprinkler Coverage at Radar Signs	\$4,796.48	Proceed to CCO (COR)	TG10.5 FSP	10/31/2018	\$4,796.48	T-289,T-836	597	Executed (CCO)
COR 311216 / CR T-836 / CCO 0597	311216	TG16.0 TG10.2, TG10.3, TG10.4, TG10.5 / RFI T-4646 MEP Penetrations in CMU.	\$26,150.70	Proceed to CCO (COR)	TG10.5 FSP	10/31/2018	\$26,150.70	T-836	597	Executed (CCO)
COR 311319 / CR T-836 / CCO 0597	311319	TG10.5 RFI T-5178 Sprinklers Required Under W-8 Canopies	\$29,110.11	Proceed to CCO (COR)	TG10.5 FSP	10/31/2018	\$29,110.11	T-836	597	Executed (CCO)
COR 314019 / CR T-834 / CCO 0596	314019	Temporary Power For Grand Hall LED Artwork	\$3,207.23	Proceed to CCO (COR)	TG16.3 TER	10/31/2018	\$3,207.23	T-834	596	Executed (CCO)
COR 313045.1 / CR T-836 / CCO 0597	313045.1	TG10.5 RFI T-6379 B1249 Tech Room Ceiling Changes	\$5,489.99	Proceed to CCO (COR)	TG10.5 FSP	10/31/2018	\$5,489.99	T-836	597	Executed (CCO)
COR 312085.2 / CR T-489, T-838 / CCO 1186	312085.2	TG08.4 Acceleration of Muni Plaza W-16A&B Install Mar 18	\$11,902.00	Proceed to CCO (COR)	TG08.4 MWP	10/31/2018	\$11,902.00	T-489,T-838	1186	Executed (CCO)
COR 313731.1 / CR T-834 / CCO 0596	313731.1	TG16.3 Patching of Terrazzo Per RFI T-7816	\$3,282.39	Proceed to CCO (COR)	TG16.3 TER	10/31/2018	\$3,282.39	T-834	596	Executed (CCO)
COR 313625 / CR T-840 / CCO 0599	313625	TG08.6R1-TG10.4 W-14 Removal GL13 RFI T-7267	\$18,782.04	Proceed to CCO (COR)	TG08.6R1 MCS	10/31/2018	\$18,782.04	T-840	599	Executed (CCO)
COR 314141 / CR T-836 / CCO 0597	314141	TG10.5 RFI T-7317 FDC Rotation at GL 27	\$2,154.68	Proceed to CCO (COR)	TG10.5 FSP	10/31/2018	\$2,154.68	T-836	597	Executed (CCO)
COR 313415 / CCO 1189	313415	T - TG05.10 Natoma off-site C&G ADA ramp demo	\$35,739.68	Proceed to CCO (COR)	TG05.10	11/9/2018			1189	Executed (CCO)
COR 312906.2 / CR T-505 / CCO 1189	312906.2	T - TG05.10 Natoma sidewalk demolition	\$166,660.09	Proceed to CCO (COR)	TG05.10	11/9/2018		T-505	1189	Executed (CCO)
COR 313783 / CCO 0606	313783	TG05.10 Specific task T&M change order	\$81,528.63	Proceed to CCO (COR)	TG05.10	11/9/2018			606	Executed (CCO)
COR 313875 / CR T-797 / CCO 0605	313875	Flaggers on Harrison and Natoma	\$308,635.88	Proceed to CCO (COR)	TG05.10	11/9/2018		T-797	605	Executed (CCO)
COR 314122 / CR T-787 / CCO 0605	314122	TG05.10 CR T-787 remove and replace grand hall floor prote	\$10,381.00	Proceed to CCO (COR)	TG05.10	11/9/2018		T-787	605	Executed (CCO)
COR 314066 / CCO 0605	314066	TG0-5.10 unload semi-truck	\$886.93	Proceed to CCO (COR)	TG05.10	11/9/2018			605	Executed (CCO)
COR 312730.10 / CCO 1190	312730.1	TG0-5.10 Projection through October 2018	\$939,813.28	Proceed to CCO (COR)	TG05.10	11/9/2018			1190	Executed (CCO)
COR 313057.1 / CR T-842 / CCO 0602	313057.1	TG10.5 RFI T-7439 T-7504 Rework Sprinklers	\$7,667.68	Proceed to CCO (COR)	TG10.5 FSP	11/9/2018		T-842	602	Executed (CCO)
COR 314144 / CR T-842 / CCO 0602	314144	Sprinkler Offsets at Grand Hall W-3 Bracing	\$30,420.48	Proceed to CCO (COR)	TG10.5 FSP	11/9/2018		T-842	602	Executed (CCO)
COR 314145 / CR T-842 / CCO 0602	314145	TG10.5 RFI T-5273 Relocated Preaction Cabinets B1640	\$6,148.56	Proceed to CCO (COR)	TG10.5 FSP	11/9/2018		T-842	602	Executed (CCO)
COR 314041 / CR T-842 / CCO 0602	314041	TG10.5 RFI T-6204 Sprinkler head revisions	\$46,176.64	Proceed to CCO (COR)	TG10.5 FSP	11/9/2018		T-842	602	Executed (CCO)
COR 312287 / CR T-842 / CCO 0602	312287	TG10.5 RFI T-5948 Remove Sprinklers from Elevator Control Rooms	\$5,677.86	Proceed to CCO (COR)	TG10.5 FSP	11/9/2018		T-842	602	Executed (CCO)
COR 314121 / CR T-794 / CCO 0606	314121	TG05.10 CR T-794 slurry along Natoma K-rails	\$7,108.58	Proceed to CCO (COR)	TG05.10	11/9/2018		T-794	606	Executed (CCO)
Total			<u>\$2,605,023.83</u>							

Modifications and Construction Change Orders as of December 2018 (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)
\$1,430.8	\$1,220.5	\$116.6	\$3.5	\$19.7	\$14.1	\$22.4	\$34.0	\$93.7
	85.30%	8.15%	0.24%	1.38%	0.99%	1.57%	2.38%	6.55%



* 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 11/28/18