

**AMENDMENT NUMBER TWO
TO PROFESSIONAL SERVICES AGREEMENT
WITH
MICHAEL BAKER INTERNATIONAL, INC.**

This Amendment Number Two ("Amendment") is made and entered into this 29th day of May, 2020 ("Effective Date"), by and between the CITY OF COSTA MESA, a municipal corporation ("City"), and MICHAEL BAKER INTERNATIONAL, INC., a Pennsylvania corporation ("Consultant").

WHEREAS, City and Consultant entered into an agreement on March 19, 2019 for Consultant to provide environmental consulting services in connection with the One Metro West project (the "Agreement"); and

WHEREAS, on December 17, 2019, City and Consultant amended the Scope of Services and increased Consultant's maximum compensation accordingly; and

WHEREAS, on February 11, 2020, Consultant submitted a proposal to provide additional services and increase Consultant's maximum compensation accordingly. Consultant's proposal is attached hereto as Exhibit "A" and incorporated herein by this reference; and

WHEREAS, on March 27, 2020, Consultant submitted a proposal to provide additional services and increase Consultant's maximum compensation accordingly. Consultant's proposal is attached hereto as Exhibit "B" and incorporated herein by this reference; and

WHEREAS, on May 6, 2020, Consultant submitted a proposal to provide additional services and increase Consultant's maximum compensation accordingly. Consultant's proposal is attached hereto as Exhibit "C" and incorporated herein by this reference; and

WHEREAS, City and Consultant desire to further amend the Scope of Services to include the additional services set forth in Exhibits A, B, and C; and

WHEREAS, City desires to increase Consultant's maximum compensation accordingly to Two Hundred Seventeen Thousand Four Hundred Thirty-Eight Dollars (\$217,438.00); and

WHEREAS, City and Consultant acknowledge and agree that funding for Consultant's services is provided by the One Metro West project applicant, Rose Equities LLC.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The Scope of Services shall be amended to include the additional services set forth in Exhibits A, B, and C.
2. Section 2.1 of the Agreement shall be amended to reflect that Consultant's total compensation shall not exceed Two Hundred Seventeen Thousand Four Hundred Thirty-Eight Dollars (\$217,438.00). Consultant shall be paid according to the fee schedules set forth in the Agreement and Exhibits A, B, and C of this Amendment.
3. All terms not defined herein shall have the same meaning and use as set forth in the Agreement.

4. All other terms, conditions, and provisions of the Agreement not in conflict with this Amendment shall remain in full force and effect.
5. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original. All counterparts shall be construed together and shall constitute one agreement. Counterpart written signatures may be transmitted by facsimile, email or other electronic means and have the same legal effect as if they were original signatures.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by and through their respective authorized officers, as of the date first written above.

CITY OF COSTA MESA

[Signature]
Asst. City Manager

Date: 6/30/20

CONSULTANT

[Signature]
Signature

Date: 6/14/20

Eddie Torres, Associate Vice President
Name and Title

ATTEST:

Brenda Green 7/1/2020
City Clerk



APPROVED AS TO FORM:

[Signature]
City Attorney

Date: 6/23/20

APPROVED AS TO INSURANCE:

[Signature]
Risk Management

Date: ~~6/23~~ 6/11/2020

APPROVED AS TO CONTENT:


Project Manager

Date: 6/16/20

DEPARTMENTAL APPROVAL:


Economic and Development Services
Director

Date: 6/16/20

APPROVED AS TO PURCHASING:


Acting Finance Director

Date: June 19, 2020

EXHIBIT A
FEBRUARY 11, 2020 PROPOSAL

February 11, 2020

Mino Ashabi, AIA
Principal Planner
CITY OF COSTA MESA
77 Fair Drive
Costa Mesa, CA 92626

SUBJECT: Additional Work Request No. 4: Environmental Analysis Services for the proposed One Metro West Project in Costa Mesa, CA.

Dear Ms. Ashabi:

Michael Baker International (Michael Baker) is pleased to submit this scope of work for Professional Services associated with the proposed One Metro West Project located in Costa Mesa, California. This additional work request is based on recent correspondence with the City and Applicant Team regarding the scope of the Screencheck Review Draft documents and Public Review. Please refer to Exhibit A for our detailed scope of work and fee.

Should you have any questions or require additional information after reviewing the attached scope of work, please do not hesitate to contact me at 949/855-5747 or e-mail at kbogue@mbakerintl.com. We look forward to our continued work on this project.

Sincerely,



Kristen Bogue
Senior Associate/Project Manager
Planning/Environmental Sciences

EXHIBIT A SCOPE OF WORK AND FEE

TASK 1: Preliminary Draft EIR \$19,087

Per Michael Baker's original scope of work, Michael Baker prepared a Preliminary Draft EIR for review. Our original scope of work (Task 5.1) included incorporation of one complete set of comments from City staff, the Applicant Team, and their technical specialists. This Additional Work Request includes the following additional tasks:

- Incorporation of an unconsolidated set of comments submitted throughout October 1, 2019 through December 18, 2019;
- Submittal of a Second Screencheck Draft EIR to City and Applicant Team;
- Incorporation of an unconsolidated set of comments submitted January 8, 2020 through January 16, 2020;
- Submittal of a Third Screencheck Draft EIR to City and Applicant Team; and
- Incorporation of an unconsolidated set of comments submitted January 22, 2020 through January 27, 2020; and
- Submittal of a Fourth Screencheck Draft EIR to City and Applicant Team for final approval prior to print.

It is acknowledged that Michael Baker's incorporation of the City's comments submitted January 30, 2020 through February 5, 2020 and preparation of the Public Review Draft EIR prior to publication was included as part of the original scope of work (Tasks 5.1 and 5.2).

TASK 2: Completion of Draft EIR \$500

This scope of work is in addition to that outlined in the approved Task 5.2:

- Print Counter Hard Copy in three ring binder; and
- Print two Hard Copies of Appendices (three volumes) in three ring binder.

Billing – Client shall be billed on a monthly basis. These Tasks are fixed fee, not to exceed **\$19,587**, in addition to the existing contract value. Should additional budget, or additional services be required, the Client shall be contacted and work would continue upon a Client-approved contract augmentation.

TASK	Eddie Torres	Kristen Bogue	Frances Yau	Danielle Regimbal	Admin/ Graphics	MB Total Hours	ODC	Roux	Rincon	Ninyo	Total Cost
1.0 PRELIMINARY DRAFT EIR	278	170	135	125	108	133					\$19,087
2.0 COMPLETION OF DRAFT EIR	8	24	60	15	26	0	\$ 500				\$500
TOTAL HOURS	8	24	60	15	26	133					
*Percent of Total Labor (Hours)	6.0%	18.0%	45.1%	11.3%	19.5%	100.0%					
*Percent of Total Labor Costs											
SUBTOTAL LABOR COSTS	\$2,224	\$4,080	\$8,100	\$1,875	\$2,808		\$500	\$0	\$0	\$0	\$19,087
TOTAL COSTS											\$19,587

Note: All work will be performed at a "Not to exceed" contract price, which will become the firm fixed price upon completion of negotiations with the Client. The total budget includes all miscellaneous costs for travel/mileage, reproduction, reimburseables, telephone, postal, delivery, reference materials and incidental expenses. Michael Baker will receive payment on a percentage basis by monthly billing. The Michael Baker project manager reserves the right to make adjustments to staff allocations as necessary within the overall budget.

	Total Authorized Funding	\$150,198
	Remaining Contingency	\$2,977
	AWR 1 Budget	\$19,587
	Contingency	(\$2,977)
	Total Additional Work Request 1 Contract Value	\$16,610
	New Total Contract Value	\$169,785

Authorization for AWR No. 4:

MICHAEL BAKER INTERNATIONAL, INC.

CITY OF COSTA MESA

By:

By:

Title:

Title:

Date:

Date:

EXHIBIT B
MARCH 27, 2020 PROPOSAL

March 27, 2020

Minoo Ashabi, AIA
Principal Planner
CITY OF COSTA MESA
77 Fair Drive
Costa Mesa, CA 92626

SUBJECT: Additional Work Request No. 5: Environmental Analysis Services for the proposed One Metro West Project in Costa Mesa, CA.

Dear Ms. Ashabi:

Michael Baker International (Michael Baker) is pleased to submit this scope of work for Professional Services associated with the proposed One Metro West Project located in Costa Mesa, California. This additional work request is based on recent correspondence with the City and Applicant Team regarding the scope of the Final EIR documents. Please refer to Exhibit A for our detailed scope of work and fee.

Should you have any questions or require additional information after reviewing the attached scope of work, please do not hesitate to contact me at 949/855-5747 or e-mail at kbogue@mbakerintl.com. We look forward to our continued work on this project.

Sincerely,



Kristen Bogue
Senior Associate/Project Manager
Planning/Environmental Sciences

EXHIBIT A SCOPE OF WORK AND FEE

TASK 1: Response to Comment \$5,172

Michael Baker's original scope of work (Task 6.1) included written responses, both written and oral comments received on the Draft EIR, for up to 30 hours. By March 26, 2020, the City of Costa Mesa received six public agency letters, three native American tribe letters, three organization letters, and 47 interested persons letters. Although public review closed on Monday, March 23, 2020, City staff has elected to accept late letters up until Monday, March 30, 2020 due to recent events involving the Coronavirus disease (COVID-19). More letters are anticipated to be received by City staff up until March 30, 2020. Based on the level of effort necessary to fully respond to these letters and address one consolidated set of Applicant and City comment, for budgeting purposes, Michael Baker will assume up to an additional 32 hours to complete this task.

TASK 2: Statement of Overriding Considerations \$7,430

Michael Baker is scoped to prepare the Statement of Overriding Considerations and Findings of City use in the project review process (Task 6.4). For budgeting purposes, Michael Baker had assumed up to 14 hours to complete this task. However, given the volume of the Public Review Draft EIR, which is much larger than originally contemplated, this additional work request includes up to an additional 54 hours to complete this task.

TASK 2: Printing Costs \$600

This scope of work is in addition to that outlined in the approved Task 5.2:

- Print two Hard Copies of Appendices (three volumes) in three ring binder.

Billing – Client shall be billed on a monthly basis. These Tasks are fixed fee, not to exceed **\$13,202**, in addition to the existing contract value. Should additional budget, or additional services be required, the Client shall be contacted and work would continue upon a Client-approved contract augmentation.

TASK	Eddie Torres	Kristen Bogus	Frances Yau	Danielle Regimbal	Admin/ Graphics	MB Total Hours	ODC	Roux	Rincon	Ninyo	Total Cost
1.0 RESPONSE TO COMMENTS	4	8	20			32					\$5,172
2.0 STATEMENT OF OVERRIDING CONSIDERATIONS		4	50			54					\$7,430
3.0 OTHER DIRECT COSTS						0	\$ 600				\$600
TOTAL HOURS	4	12	70	0	0	88					
*Percent of Total Labor (Hours)	4.7%	14.0%	81.4%	0.0%	0.0%	100.0%					
*Percent of Total Labor Costs											
SUBTOTAL LABOR COSTS	\$1,112	\$2,040	\$9,450	\$0	\$0		\$600	\$0	\$0	\$0	\$12,602
TOTAL COSTS											\$13,202

Note: All work will be performed at a "Not to exceed" contract price, which will become the firm fixed price upon completion of negotiations with the Client. The total budget includes all miscellaneous costs for travel/travelage, reproduction, reimburseables, telephone, postal, delivery, reference materials and incidental expenses. Michael Baker will receive payment on a percentage basis by monthly billing. The Michael Baker project manager reserves the right to make adjustments to staff allocations as necessary within the overall budget.

Total Authorized Funding (through AWR 4)	\$169,785
Remaining Contingency	\$0
AWR 5 Budget	\$13,202
Total Contract Value (through AWR 5)	\$182,987

Authorization for AWR No. 5:

MICHAEL BAKER INTERNATIONAL, INC.

CITY OF COSTA MESA

By:

By:

Title:

Title:

Date:

Date:

EXHIBIT C
MAY 6, 2020 PROPOSAL

Michael Baker

I N T E R N A T I O N A L

We Make a Difference

May 6, 2020

Minoo Ashabi, AIA
Principal Planner
CITY OF COSTA MESA
77 Fair Drive
Costa Mesa, CA 92626


SUBJECT: Additional Work Request No. 6 Revised: Environmental Analysis Services for the proposed One Metro West Project in Costa Mesa, CA.

Dear Ms. Ashabi:

Michael Baker International (Michael Baker) is pleased to submit this scope of work for Professional Services associated with the proposed One Metro West Project located in Costa Mesa, California. This additional work request is based on recent correspondence with the City and Applicant Team regarding the scope of the Final EIR documents. Please refer to Exhibit A for our detailed scope of work and fee.

Should you have any questions or require additional information after reviewing the attached scope of work, please do not hesitate to contact me at 949/855-5747 or e-mail at kbogue@mbakerintl.com. We look forward to our continued work on this project.

Sincerely,


Kristen Bogue
Senior Associate/Project Manager
Planning/Environmental Sciences



Richard Beck
Practice Executive
Planning/GIS/Survey

EXHIBIT A SCOPE OF WORK AND FEE

TASK 1: Response to Comment \$23,986

Since the March 27, 2020 Additional Work Request 5, Michael Baker received 19 additional comment letters to incorporate into the Final EIR for the One Metro West Project, one of which is 17 pages in length. Based on the level of effort necessary to fully respond to these letters and address one consolidated set of Applicant and City comment, for budgeting purposes, Michael Baker will assume up to four staff members an additional 40 hours to complete this task, as well as time for the quality assurance/quality control.

TASK 2: Water Memo \$7,320

Based on the Mesa Water District's inquiries regarding the One Metro West Draft EIR, Michael Baker will prepare a Preliminary Water Study. The following will be completed as part of this task:

A preliminary water study will be conducted to determine the adequacy of Mesa Water's potable water distribution system to meet the project's water demands, and fire protection requirements. The memo will indicate if modifications are necessary based on the preliminary information provided.

Michael Baker will review the available planning documents, reports, maps, and other data provided for the proposed project. Michael Baker will review the existing potable water demands (including irrigation demands) and update them for the proposed Project. Potable water and irrigation demands will be based on Mesa Water's criteria for land use.

To develop water demands for The Project, Michael Baker will utilize demand factors provided in Mesa Water District's Water Master Plan. If these documents do not contain the required information to develop demands, Michael Baker will then develop demand projections based upon industry-accepted water use and peaking factors for similar developments.

Fire flow will be determined from the Fire Master Plan for the One Metro West Development. If a Fire Master Plan has not been prepared, the fire flow requirements will be based on the California Fire Code and local ordinances, if applicable.

All hydraulic modeling scenarios will be run as extended period simulations (EPS). If diurnal data cannot be provided by Mesa Water, Michael Baker will coordinate with Client to develop estimated diurnal curves. Michael Baker will utilize the demands developed in Task 2 and conduct a preliminary hydraulic analysis to determine whether the proposed Project's facilities and Mesa Water's distribution system will provide an adequate level of service under peak demand conditions and fire flow conditions. The analysis will also identify potential system modifications, if needed. Potential modifications may include:

- Upsized pipe diameters;
- Additional pipelines to provide parallels and/or looping of existing and currently proposed pipelines; and
- On-site booster pump(s).

The results of the hydraulic analysis will be summarized in the Technical Memorandum. The Memo will include discussions on the existing distribution system, proposed development, domestic water and fire flow demand estimates, demand factors used, and conclusion. The Technical Memorandum may also include recommendations for proposed revisions/system modifications, if applicable.

Deliverable: A draft one or two-page, Technical Memorandum will be presented for City review and comment. Upon receipt of comments, Michael Baker will prepare a final Technical Memorandum for Developer's acceptance and inclusion with CEQA documentation. The technical memorandum will not include exhibits, model output calculations, hydraulic schematics, or scenario summaries.

Exclusions: The following tasks are excluded from this Scope of Services, but if requested by Client, they can be performed by Michael Baker based upon a mutually-agreed scope and fee.

- Topographic Survey
- Utility Investigation and Potholing
- Right-of-Way Investigation
- Preliminary and Final Design of Facilities
- Preparation of Easement Legal Description and Exhibits
- Environmental Documentation
- Site and/or grading plan preparation
- Conduct Hydrant Flow Tests
- On-site Irrigation design
- On-site service later sizing and design
- On-site building plumbing and design
- On-site building fire suppression system analysis and design
- Water Supply Assessment

TASK 3: Hard Copies of Final EIR

\$3,145

Michael Baker will provide 18 hard copies of the Final EIR, with Appendices on CD.

Billing – Client shall be billed on a monthly basis. These Tasks are fixed fee, not to exceed **\$34,451**, in addition to the existing contract value. Should additional budget, or additional services be required, the Client shall be contacted and work would continue upon a Client-approved contract augmentation.

TASK	Eddie Torres 278	Kristen Bogue 170	Frances Yau 138	Alex Maher 170	Admin/ Graphics 108	MB Total Hours	ODC	Roux	Rincon	Ninyo	Total Cost
1.0 RESPONSE TO COMMENTS	12	50	90			152					\$23,988
2.0 WATER MEMO		4	24	20		48					\$7,320
3.0 HARD COPIES OF FINAL EIR						0	\$ 3,145				\$3,145
TOTAL HOURS	0	4	24	20	0	48					
*Percent of Total Labor (Hours)	0.0%	8.3%	50.0%	41.7%	0.0%	100.0%					
*Percent of Total Labor Costs											
SUBTOTAL LABOR COSTS	\$0	\$880	\$3,240	\$3,400	\$0		\$3,145	\$0	\$0	\$0	
TOTAL COSTS											\$34,451

Note: All work will be performed at a "Not to exceed" contract price, which will become the firm fixed price upon completion of negotiations with the Client. The total budget includes all miscellaneous costs for lease/travel, reproduction, reimburseables, telephone, postal, delivery, reference materials and incidental expenses. Michael Baker will receive payment on a percentage basis by monthly billing. The Michael Baker project manager reserves the right to make adjustments to staff allocations as necessary within the overall budget.

Total Authorized Funding (through AWR 5)	\$182,987
Remaining Contingency	\$0
AWR 6 Budget	\$34,451
Total Contract Value (through AWR 6)	\$217,438

Authorization for AWR No. 6:

MICHAEL BAKER INTERNATIONAL, INC.

CITY OF COSTA MESA

By:

By:

Title:

Title:

Date:

Date:
