

OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
411 West Ocean Boulevard, 9th Floor  
Lona Beach, CA 90802-4664

1 FIFTH AMENDMENT TO AGREEMENT NO. 33344

2 33344

3 THIS FIFTH AMENDMENT TO AGREEMENT NO. 33344 (the "Fifth  
4 Amendment") is made and entered, in duplicate, as of January 7, 2020 for reference  
5 purposes only, pursuant to a minute order adopted by the City Council of the City of Long  
6 Beach at its meeting on November 12, 2019, by and between ARUP NORTH AMERICA  
7 LIMITED, a corporation organized under the laws of the United Kingdom ("Consultant"),  
8 with a place of business at 560 Mission Street, Suite 700, San Francisco, California 94105,  
9 and the CITY OF LONG BEACH, a municipal corporation ("City").

10 WHEREAS, City and Consultant (the "Parties") entered into Agreement No.  
11 33344 (the "Agreement") whereby Consultant agreed to provide services in connection with  
12 the design, construction and development of a new civic center located in downtown Long  
13 Beach; and

14 WHEREAS, the Parties entered into a First Amendment to the Agreement to  
15 extend the term and increase the Agreement amount by \$2,900,000; and

16 WHEREAS, the Parties entered into a Second Amendment to the Agreement  
17 to add additional services to the Scope of Work and increase the Agreement amount by  
18 \$4,475,295; and

19 WHEREAS, the Parties entered into a Third Amendment to the Agreement  
20 to add additional services to the Scope of Work and increase the Agreement amount by  
21 \$2,102,000; and

22 WHEREAS, the Parties entered into a Fourth Amendment to the Agreement  
23 to add additional services to the Scope of Work and increase the Agreement amount by  
24 \$375,108; and

25 WHEREAS, the Parties desire to add additional services to the Scope of  
26 Work and increase the Agreement amount by \$704,704;

27 NOW, THEREFORE, in consideration of the mutual terms, covenants, and  
28 conditions herein contained, the Parties agree as follows:

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1           1.     Additional Services. In addition to the services otherwise described in  
2 the Agreement, the Second Amendment, the Third Amendment, and the Fourth  
3 Amendment, Consultant shall provide services more particularly described in Exhibit "A-4"  
4 attached to this Fifth Amendment and incorporated by this reference, and all terms and  
5 conditions of the Agreement shall be applicable to the performance of such work.

6           2.     Compensation for Services. The total amount authorized to be paid  
7 for all services provided by Consultant pursuant to the Agreement, as amended hereby,  
8 shall not exceed Eleven Million Two Hundred Eighty-One Thousand Five Hundred Forty-  
9 Five Dollars (\$11,281,545).

10          3.     Except as expressly modified herein, all of the terms and conditions  
11 contained in Agreement No. 33344 are ratified and confirmed and shall remain in full force  
12 and effect.

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IN WITNESS WHEREOF, the Parties have caused this document to be duly executed with all formalities required by law as of the date first stated above.

ARUP NORTH AMERICA LIMITED, a corporation organized under the laws of the United Kingdom

January 15, 2020

By [Signature]  
Name ORIAN FULTON  
Title ASSOCIATE PRINCIPAL

\_\_\_\_\_, 2020

By [Signature]  
Name ALLAN HUGHES  
Title PRINCIPAL

"Consultant"

CITY OF LONG BEACH, a municipal corporation

January 17, 2020

By [Signature]  
City Manager

EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER

This Fifth Amendment to Agreement No. 33344 is approved as to form on

January 16, 2020.

CHARLES PARKIN, City Attorney

By [Signature]  
Deputy

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Lona Beach, CA 90802-4664

# EXHIBIT "A-4"



Craig Beck  
Director, Public Works  
City of Long Beach  
411 W. Ocean Boulevard, 5th Floor  
Long Beach, CA 90802

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Los Angeles, CA 90017  
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Katherine.Perez@arup.com  
www.arup.com

October 29, 2019

Dear Mr. Beck,

### **Scope and Fee for Project and Contract Management, Long Beach Civic Center P3**

Arup North America, Ltd. (Arup) is pleased to provide this fee proposal to the City of Long Beach ("City") for project management services during the initial months of operation of the New Long Beach Civic Center P3 Project ("Project"). We understand from you that this will be delivered under our existing contract, Agreement Number 33344 between the City and Arup dated December 5, 2013, as amended by the First Amendment dated March 9, 2015 and the Second Amendment dated July 21, 2016.

Having worked closely with the City to deliver the Project over the past six years, we are truly honored to prepare this proposal for the City to continue providing advisory services support during the post-occupancy phase of the Project. Arup assumes that the proposed work and fee will commence on or around October 1, 2019 after formal acceptance and notice to proceed.

## **1 Project Background**

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The Project is currently in its post-occupancy phase and critical to the next six months is resolving outstanding items that have a potential to affect the Project's expected budget and timeline. Arup proposes to assist the City of Long Beach with technical, cost, and management support on outstanding items during the post-occupancy phase including:

- Punch list close out – limited support referenced in Table 3
- Final Documents Records Package (final plans, quality reports, O&M manuals, product data and project specification package, and others)
- Chambers Acoustical Model and Analysis of Design/Conditions
- Change Orders close out
- Responses to Relief Event notifications

- As built drawings
- Lincoln Park – limited cost review referenced in Table 3

## 2 Scope of Work

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The City requests that Arup continues to provide support for project management, technical resources, commercial experience, and cost evaluation in connection with the critical needs listed above. Arup will provide additional support to the City on an as-needed basis with additional technical, commercial, and financial specialists using the existing project management team resources and technical pool resources. Based on meetings with the City, Arup proposes the following scope of work:

- Project Management
  - Support the City with the design-build completion and project close out, specifically supporting and assuring that the City will have all the project records including reports, records, designs, plans, drawings, as built drawings, specifications, proposals, and documentary submittals in connection with the performance of the project. Arup will help with the checklist cross out of project data records needed per the Project Agreement and the data management records. We will provide staff time equivalent to 4 hours a week over the term of this amendment for this purpose.
  - Support the City with managing the project's subcontractors during the post-occupancy scope, providing staff time equivalent to 4 hours a week over the term of this amendment for this purpose. This includes:
    - HOK for change management scope post-occupancy (employee survey, focus group, Town Hall, and related activities).
    - MGAC for cost support/evaluation on closing Change Orders and Relief Events.
  - Demolition phasing plan evaluation, including verifying the schedule assumptions and feasibility for the old Library Demolition and support during the decommissioning phase to assure that all the stages meet the Project Agreement requirements. Arup will support the City participating with related meetings, providing project records (meeting minutes), and action log if necessary, in addition to the schedule evaluation. Arup expects to engage two staff resources for about 8 hours total over the term.
  - Commercial & Procurement support. In addition to the Arup and City PM teams, Arup will dedicate an experienced resource to support the City in preparing Project Company notices and advising on controversial items (such as Project Amendments, rejection letters) as determined by the City. This support is budgeted at 4 hours a week over the term of this amendment. If Arup is required to exceed this budgeted level of effort, then we will notify the City to discuss resourcing for this effort.
  - Support the City with disputed items against Contractor, specifically punch list acceptance, relief events evaluation and merit, design-built scope and cost, and rejected items on change orders. This support is budgeted at 3 hours a week over the term of this amendment with two staff resources, which can be adjusted as needed.

- Technical support for Acoustical Chambers issue, providing review and evaluation of the final acoustical reports and acoustic computer models for the Chambers design change, including possible red flags. This model will assess the viability of the proposed and/or implemented solutions and provide technical acoustical guidance on possible alternatives and discussion items. Arup budgets about 24-32 hours monthly over the term for this work. If Arup is required to exceed this budgeted level of effort, then we will notify the City to discuss resourcing for this effort.
- Technical support, as needed, related to: engineering services including Civil, Structural, Mechanical, Electrical, Plumbing, Acoustics, Lighting, Fire, Facades, and IT (Arup); planning services; and commercial and financial support, to be subject to common agreement between the City of Long Beach and Arup. With prior agreement among the parties, Arup will reserve the right to accommodate the resource on current fee and/or negotiate additional budget.
- Lincoln Park design and cost review. The City has noted that support may be requested on this topic and this proposal budgets 8 hours from a Cost Analyst. If the City requests an in-depth cost analysis on the Lincoln Park budget, then Arup will provide a separate budget that will include an extension and forecast of MGAC's support and Arup specialists for approval.

Arup can provide additional support on different tasks based on a formal notice to proceed received by the City of Long Beach and after a formal final acceptance of scope/fee.

Additional TID support will be part of a different proposal to be submitted through the City's Technology and Innovation Department.

### 3 Project Team

Arup proposes to maintain the staff already involved on previous phases of the project as Project Management support staff:

- Orion Fulton, Project Director
- Katherine Perez, Project Manager
- Mariana Minitti, Project Management Team
- Katherine Buck, Project Management Team

Arup proposes the staff resources below as technical support:

- Jelena Djurovic, Cost Specialist
- Ankit Desai, Schedule Analyst
- Chris Pollock, Acoustical Specialist

Arup will provide consultant support on an as-needed basis to be determined by the Project Director and Project Manager. The staff resource will be drawn from the pool of technical consultants made available by the Arup Team in accordance with client's need. These consulting roles include (1) engineering services such as Civil, Structural, Mechanical, Electrical, Plumbing, Acoustics, Lighting, Fire, Facades, and IT; (2) planning services; and (3) commercial and financial support.

**Subcontractor – MGAC (Cost support)**

MGAC will remain on the team to provide as-needed cost consulting, reviews of unit prices, estimates, and trend log cost controlling.

**4 Terms & Conditions**

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We assume this scope of work and associated fees would be delivered under our existing contract, Agreement Number 33344 between the City and Arup dated December 5, 2013 with no change to the terms and conditions therein. The anticipated term is October 1, 2019 until March 31, 2020.

**5 Rates**

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Arup’s FY2019 rates are shown below in Table 1 for key project personnel and other positions as required to perform the work.

**Table 1: Arup Rates (in USD\$)**

Title	Rate FY 2019*
Principal	\$ 387.92
Associate Principal	\$ 278.65
Senior Manager/Associate	\$ 245.86
Senior Consultant/Engineer	\$ 218.55
Consultant Analyst	\$ 196.69
Engineer	\$ 152.99
Assistant/Clerical	\$ 109.27

\*Rates will be adjusted as per the Agreement No. 33344

Arup rates increase at the beginning of each Fiscal Year (April 1 to March 31) to cover salary, overhead, and other cost increases. Our proposal is contingent on our ability to raise rates at a minimum of 3% at the beginning of each fiscal year starting on April 1 and any required increases beyond that are subject to negotiation. Given the current timeline, this is not applicable to the Project; however, if the Project extends into this timeframe, rates are subject to change as per the above notice.

MGAC’s FY 2019 rates are showed below in Table 2 for key project personnel and other positions as required to perform the work.

**Table 2: MGAC Hourly Rates (in USD\$)**

Title	Rate FY 2019*
Director	\$ 265.23
Senior Associate	\$ 185.66 - 212.18
Associate	\$ 159.14

\*Subcontractor rates will be adjusted as Arup’s original agreement with City of Long Beach (once a year)



## 6 Fee

The fee is based on a time and materials estimate to deliver this work for the next six months with the roles described below. Arup will be able to support City of Long Beach with different disciplines as needed and with prior City's authorization and formal notice to proceed.

**Table 3: Fee Breakdown (in USDS) no expenses included**

Role	Monthly Hours	Monthly Budget- Estimate						TOTAL
		Oct-19	Nov-19	Dec-19	Jan-20	Feb-20	Mar-20	
Project Director	2	\$557	\$557	\$557	\$557	\$557	\$557	\$3,344
Project Manager	2	\$557	\$557	\$557	\$557	\$557	\$557	\$3,344
Senior Consultant - PPM	60	\$13,113	\$13,113	\$13,113	\$13,113	\$13,113	\$13,113	\$78,678
Project Analyst	60	\$11,801	\$11,801	\$11,801	\$11,801	\$11,801	\$11,801	\$70,808
Cost Analyst	8	\$1,600	\$1,600	\$1,600	\$1,600	\$1,600	\$1,600	\$9,600
Schedule Analyst	8			\$1,600	\$1,600	\$6,994		\$10,194
Acoustical Specialist/Modelling/Coordination	32		\$5,376	\$8,960	\$8,960	\$8,960	\$4,480	\$36,736
SubMGAC	21	\$4,000	\$4,000	\$4,000				\$12,000
<b>Grand Total</b>		<b>\$31,629</b>	<b>\$37,005</b>	<b>\$42,189</b>	<b>\$38,189</b>	<b>\$43,583</b>	<b>\$32,109</b>	<b>\$224,704</b>

## 7 Assumptions

Our scope and fee in the previous sections are conditional upon the following assumptions:

- There is no change to the current contract provisions in Agreement Number 33344 between the City and Arup.
- This agreement will last six months, from Oct 1 until March 31, 2020.
- Expenses will be reimbursable through monthly invoices.
- Fees will be adjusted based on original contract (once a year by 3%).
- Scope and fee can be reviewed from both parties per formal request.
- This is a time and materials proposal.
- Arup will communicate to the client when the budget is almost depleted (20 days notice).

## 8 Exceptions

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The following roles and tasks are not currently budgeted in this add service request:

- Mid-Block phasing technical support.
- Project phasing schedule review.
- Interior design assignments (furniture request log, interior design changes, interior layout configuration).
- Costs evaluation that are not related to change orders and relief events.
- O&M oversight support – specifically in helping to organize the process of reviewing and approving monthly reporting and payment calculations.
- Process Management support, including the L1/L2 Public Facing Counters issues with sound and glass functionality.
- PD Garage Master Plan resources – planning, design, feasibility and technical support.
- Arup is not considering an in-depth evaluation of Lincoln Park design and costs, we understand that a design & cost evaluation would be subject to a different proposal.

Exception items can become part of the scope, subject to agreement between the City of Long Beach and Arup. Arup reserves the right to submit a new proposal with formal budget approval based on the level of effort and commensurate fee, subject to agreement among parties.

## 9 Acceptance of Proposal

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If you accept this proposal and the terms and conditions provided, please sign below and return a signed copy to me.

\_\_\_\_\_  
 City Authorized Representative  
 Name: Craig Beck  
 Title: Director, Public Works

\_\_\_\_\_  
Date

We are excited and honored to be serving the City of Long Beach on this important project. Please do not hesitate to contact me or Orion Fulton to discuss this proposal.

Yours sincerely



Katherine Aguilar Perez  
Associate Principal