

**AMENDMENT NO. 1
TO THE AGREEMENT BETWEEN
THE CITY OF SANTA CLARA, CALIFORNIA
AND
PERKINS + WILL, INC.**

PREAMBLE

This agreement ("Amendment No. 1") is by and between Perkins + Will, Inc., a Delaware corporation, with its principal place of business located at 2 Bryant Street, Suite 300, San Francisco, CA 94105 ("Contractor" or "Consultant"), and the City of Santa Clara, California, a chartered California municipal corporation with its primary business address at 1500 Warburton Avenue, Santa Clara, California 95050 ("City"). City and Contractor may be referred to individually as a "Party" or collectively as the "Parties" to this Amendment No. 1.

RECITALS

- A. The Parties previously entered into an agreement entitled "Agreement for Professional Services by and between the City of Santa Clara, California, and Perkins + Will, Inc.," dated April 28, 2016 (the "Original Agreement"); and
- B. The Parties entered into the Original Agreement for the purpose of having Contractor provide professional services for the creation of a Tasman East Specific Plan and supporting Environmental Impact Report, and the Parties now wish to amend the Original Agreement to expand upon the original Scope of Services.

The Parties agree as follows:

AGREEMENT PROVISIONS

1. AMENDMENT PROVISIONS

That Exhibit A, "Scope of Services," is appended to include additional services from Perkins + Will, Inc., Fehr & Peers, and BKF as described in the attached document entitled "Tasman East Focus Area Plan Additional Services" dated September 12, 2017 and "Additional Services for the Tasman East Specific Plan in Santa Clara" dated June 30, 2017.

2. AMENDMENT PROVISIONS

That Exhibit B, "Fee Schedule," is appended to include additional cost details from Perkins + Will, Inc., Fehr & Peers, and BKF as described in the attached "Additional Services Fee Schedule." The original Fee Schedule is hereby amended by increasing the total payment by one hundred ninety-four thousand eight hundred seventy dollars (\$194,870), for a new total not to exceed amount of nine hundred fifty-four thousand two hundred ninety five dollars (\$954,295).

3. AMENDMENT PROVISIONS

That paragraph five (5) of the Original Agreement, entitled "Term of Agreement," is hereby amended to reflect a revised termination date of September 30, 2018.

4. TERMS

All other terms of the Original Agreement which are not in conflict with the provisions of this Amendment No. 1 shall remain unchanged in full force and effect. In case of a conflict in the terms of the Original Agreement and this Amendment No. 1, the provisions of this Amendment No. 1 shall control.

5. COUNTERPART/FACSIMILE SIGNATURE

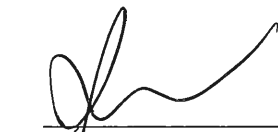
This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but both of which shall constitute one and the same instrument; and, the Parties agree that signatures on this Agreement, including those transmitted by facsimile, shall be sufficient to bind the Parties.

The Parties acknowledge and accept the terms and conditions of this Amendment No. 1 as evidenced by the following signatures of their duly authorized representatives. The Effective Date is the date that the final signatory executes the Agreement. It is the intent of the Parties that this Amendment No. 1 shall become operative on the Effective Date.

SIGNATURES FOLLOW ON PAGE 3

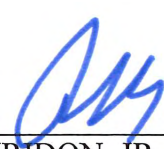
CITY OF SANTA CLARA, CALIFORNIA
a chartered California municipal corporation

APPROVED AS TO FORM:



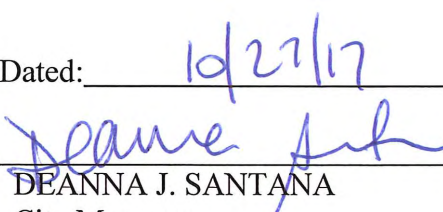
BRIAN DOYLE
Interim City Attorney

ATTEST:



ROD DIRIDON, JR.
City Clerk

Dated: _____



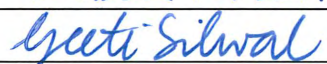
DEANNA J. SANTANA
City Manager
1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Fax: (408) 241-6771

“CITY”

PERKINS + WILL, INC.
a Delaware corporation

Dated: OCTOBER 12, 2017

By: _____



(Signature of Person executing the Agreement on behalf of Contractor)

Name: Geeti Silwal

Title: Principal-in-Charge

Local Address: 2 Bryant Street, Suite 300

San Francisco, CA 94105

Email Address: Geeti.silwal@perkinswill.com

Telephone: (415) 856-3000

Fax: (415) 856-3001

“CONTRACTOR”

I:\PLANNING\Admin\Contracts\Perkins + Will\Amendment No 1\Amendment No. 1 - Form.doc

**AGREEMENT FOR PROFESSIONAL SERVICES
BY AND BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA
AND
PERKINS + WILL, INC.**

ADDENDUM TO EXHIBIT A

ADDITIONAL SCOPE OF SERVICES

The Services to be performed for the City by the Contractor under this Agreement are more fully described in the Contractor's proposal entitled, "Tasman East Focus Area Plan Additional Services" dated September 12, 2017 and "Additional Services for the Tasman East Specific Plan in Santa Clara" dated June 30, 2017, which are attached to this Exhibit A.

September 12, 2017
Tasman East Focus Area Plan
ADDITIONAL SERVICES

Task 1 - P+W reset

Review, brainstorm, develop revised strategy and report outline; plan revised report content; and solicit input from client where necessary. The key changes requiring a rework of the Focus Area Plan and the Specific Plan document are –

- Narrower streets and revised lane configurations
- Calle del Sol extension northward to boundary of City Place
- Optional roundabout at Calle Del Sol/Calle de Luna
- Optional 2 lanes/4 lanes on Lick Mill extension
- Allow for possible 600 person 'urban' school
- Minimum 10 acres public open space

These changes will have significant impact on the developed concept and will need careful re-evaluation and reworking for a revised plan. As a part of the analysis for the Calle del Sol extension, BKF will be preparing a street alignment study, as detailed in the attached memorandum dated August 2, 2017.

Task 2 - Client workshop in SF to review revised strategy, report outline and content and to agree and confirm all changes. P+W will prepare presentation, host and record this meeting. All the changes noted under Task 1 will need to be discussed and debated with the City staff for clear direction before incorporating as policy, standards and guideline recommendation in the Specific Plan. In addition Fehr and Peers will be modifying and expanding the scope of the Parking Demand and Traffic Analysis, as detailed in the attached letter from Matt Haynes to Dennis Dornan dated June 30, 2017.

Task 3 - P+W prepare revised first draft report

Documentation of agreed upon policy, standards and guideline recommendation will be incorporated in the Specific Plan with the necessary additional graphic illustration for a complete revised first draft report.

Task 4 - Client review period and comments

Client feedback will be shared as one consolidated set of comments. *No Perkins+Will additional effort is expected against this task.*

Task 5 - Community Meeting #4

Preparation of draft presentation, final presentation and necessary display material for a final community input session that will be attended and facilitated by P+W. A memo summarizing the feedback will be documented.

Task 6 - P+W to prepare final draft report in response to client comments and community feedback
Effort required to clarify and reconcile all comments and community feedback received on the first draft with necessary text and graphic update will constitute a complete final draft.

Task 7 - P+W participate as required in EIR analysis and preparation.

No Perkins+Will additional effort is expected against this task.

Task 8 - P+W attend Planning Commission and City Council Hearings to adopt Specific Plan Report and EIR (eight anticipated).

No Perkins+Will additional effort is expected against this task (included in base contract).



June 30, 2017

Dennis Dornan
Perkins + Will
2 Bryant Street, Suite 300
San Francisco, CA 94105

Subject: Additional Services for the Tasman East Specific Plan in Santa Clara

Dear Mr. Dornan:

This letter requests a contract amendment to conduct additional services for the Tasman East Specific Plan not covered under our current scope of work.

Since we have initiated our work on the project, several additional tasks have been requested by the City that were not included in our original transportation analysis scope. These tasks include performing a sensitivity analysis of street extensions within the Specific Plan area connecting to the proposed City Place development, as well as additional analysis discussed in the Santa Clara Valley Transportation Authority's (VTA) Transportation Impact Analysis Guidelines.

VTA's latest Transportation Impact Analysis Guidelines state that any project proposing changes to intersection/roadway geometry or signal operations should include an evaluation of transit delay and a quality of service (QOS) analysis for bicyclists and pedestrians. Additionally, VTA and state guidelines support the inclusion of a vehicle miles travelled (VMT) analysis as part of the project. Finally, the City has requested that we include an analysis of mitigation "triggers" to identify the appropriate implementation timeframe for impacted study intersections.

The purpose of this amendment is to provide an updated scope of work that includes the additional tasks necessary for completion of the Tasman East Specific Plan's Draft EIR. These additional tasks are discussed below.

SCOPE OF WORK

This contract amendment request includes the following additional tasks:

Task 1: Sensitivity Testing of Calle del Sol and Lick Mill Boulevard Extensions

Based on our recent discussions with the City and the project team, we will perform a "sensitivity analysis" for intersections along Calle del Mundo at the proposed Lick Mill Boulevard Extension,



Calle del Sol extension, and Lafayette Street. The purpose of this analysis will be to determine the potential timing for construction of these street extensions as development proceeds within the Specific Plan area.

In order to perform this analysis, we will evaluate the following 5 intersections:

- Calle del Mundo / Lafayette Street
- Calle del Mundo / Calle del Sol
- Calle del Mundo / Lick Mill Boulevard Extension
- Tasman Drive / Calle del Sol
- Calle de Luna / Calle del Sol

Each intersection will be evaluated with up to three configurations under background and cumulative traffic conditions. We will evaluate these intersection using the Traffix traffic analysis software program to determine expected peak hour traffic delay with and without street extensions to the City Place area. The roundabout option at Calle del Mundo / Calle del Sol will be evaluated using the HCH 2010 capacity method.

Based on these results, we will identify the approximate time period where extending the streets would be important for overall circulation to and from the Specific Plan area. The results of this analysis will be included as part of the Transportation Impact Analysis for the Tasman East Specific Plan EIR.

Task 2: Additional Study Intersections and Counts

Our original scope included analysis of up to 25 study intersections. Based on the draft estimated trip generation of the project, and anticipated distribution of trips, we have identified 33 potential study intersections that would meet the general threshold of having at least ten project vehicle trips per lane or that have been requested to be analyzed in EIR Notice of Preparation comment letters.

Of these proposed study intersections, most have existing count data available from the City Place project. However, some of these counts were conducted in 2013 or earlier. Based on consultation with the City, we will conduct new traffic counts at all intersections that do not have counts in 2014 or later. We have therefore included budget to conduct new intersection counts at up to 10 intersections as part of this task.



Task 3: Transit Delay Analysis for Buses and Rail Routes

The City has requested that we conduct a transit delay analysis for buses and rail routes in the vicinity of the Specific Plan. For the purposes of this task, transit network performance will be analyzed during the AM and PM peak hour based on the average transit vehicle delay associated with congestion at signalized intersections along a specified corridor with and without the Project.

The change in average transit vehicle delay will be determined using the following process:

- Review Traffix analysis software output for intersection delay. The average delay, by movement, at each intersection within a study corridor in the transit vehicle path of travel will be determined.
- The transit vehicle average delay due to congestion at intersections will be determined by summing the movement delay for each signalized intersection along the study transit corridor. The effects of transit signal priority or preemption will not be considered.
- Without and With Project average transit vehicle delay associated with congestion at intersections will be compared. Note that the transit vehicle dwell time at transit stops is not included in the analysis.

The City of Santa Clara and the VTA do not have documented standards related to transit corridor performance associated with congestion resulting from new development projects. The agencies also do not have a documented method for determining which transit corridors should be analyzed. For purposes of this study, the following routes within one mile of the Specific Plan area and that have full day service with a frequency of 30 minutes or less are analyzed:

- Route 902 – Tasman Drive: North First Street to Great America Parkway
- Route 57 – Great America Parkway: Mission College Boulevard to Tasman Drive
- Route 60 – Great America Parkway: Mission College Boulevard to Tasman Drive

Potential mitigation measures will consider improvements such as increased transit service frequencies, improved pedestrian/bicycle access, and other improvements to enhance transit travel and reduce conflicts with general automobile traffic.

A transit capacity analysis is neither required as part of the VTA TIA Guidelines, nor is in the latest Governor's Office of Planning and Research (OPR) guidance. As a result this task will focus primarily on transit delay, rather than transit capacity. However, given the nature of the Specific Plan and its proximity to transit, we propose to qualitatively evaluate the Project's effect on transit capacity at the Great America station, although this may not be identified as a Project impact.



Task 4: Bicycle and Pedestrian Quality of Service Analysis

Fehr & Peers will evaluate the pedestrian and bicycle QOS using the Charlotte Bicycle and Pedestrian LOS method at intersections outside of the Specific Plan area where changes to existing geometry would occur as part of the Project or be proposed as mitigation measures. We will conduct this analysis at up to 10 intersections.

The intersections will be evaluated under the following scenarios: (1) Existing Conditions; (2) Existing plus Project Conditions; (3) Background Conditions; (4) Background plus Project Conditions; (5) Cumulative Conditions; (6) Cumulative plus Project Conditions.

Task 5: VMT Analysis Based on Project Trip Generation

Our current scope of work does not include an evaluation of project Vehicle Miles Travelled (VMT). However, VMT has been proposed as a statewide metric for evaluating project transportation impacts in accordance with SB 743 and guidance prepared by the Governor's Office of Planning and Research (OPR). It has also been proposed by Caltrans in *Implementing Caltrans Strategic Management Plan 2015-2020 Consistent with SB 743 – Interim Guidance* (September 2016), prepared by the Local Development – Intergovernmental Review Program. As a result, we expect the need to conduct a detailed evaluation of project VMT effects as part of the TIA.

As part of this task, we will summarize the expected VMT generated by the proposed Specific Plan. We will also determine whether the VMT generated by the Specific Plan would result in a VMT per capita that would exceed 85 percent of the average VMT per capita for the region under the Plan Bay Area sustainable communities strategy and regional transportation plan.

If significant impacts are identified, Fehr & Peers will identify additional mitigations that might be needed to address daily traffic generation and vehicle miles travelled, including TDM strategies oriented toward reducing daily travel volumes, reducing trip length, strengthening active transportation, and maximizing use of low emission modes.

Fehr & Peers will incorporate the analysis results from the above tasks into the Project's Draft Transportation Impact Analysis (TIA) report. We will respond to one round of consolidated comments from City Staff on the analysis and incorporate changes into the Final TIA.



Task 6: Mitigation Triggers Analysis

This analysis will be conducted to determine the amount of Project traffic between Background and Cumulative conditions that will trigger each significant intersection impact. It will be conducted with the following steps:

- The AM and PM peak hour level of service calculations for each of the intersections with Background and Cumulative impacts will be selected and reviewed. We assume we will analyze up to 15 impacted intersections as part of this task.
- Increments of Project traffic starting with the background trip generation and ending with the cumulative trip generation will be added to each of the selected intersections.
- Levels of service will then be recalculated with each increment to identify the number of Project vehicle trips that would trigger a cumulative impact at each intersection based on the significance criteria.

The results will be summarized in a memorandum and added as an Appendix to the TIA report.

Task 7: Updated Existing Plus Project Scenario

This task will include developing a new scenario evaluating existing plus project conditions. This will include developing new trip generation estimates for the project independent of other development projects in the vicinity, and adding project-generated trips to existing volumes obtained from counts representing peak traffic conditions during the morning and evening commute periods.

This analysis will be conducted for all study intersections and freeway analysis segments identified in Task 2 above. This analysis will be presented for informational purposes and will not be used to identify significant transportation impacts.

Task 8: Updated Trip Generation Results

Our understanding from the project team call on June 19 is that the project description will be updated to include an urban-style school (i.e. with limited playing field space). We will therefore update our current project trip generation analysis to incorporate the expected traffic generated by this school. We will rely on the City to provide the specific enrollment projections and anticipated student enrollment boundary prior to updating the trip generation results. The updated trip generation results will be incorporated into the project's transportation impact analysis.

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AND
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ADDENDUM TO EXHIBIT B

FEE SCHEDULE

In no event shall the amount billed to City by Contractor for services under this Agreement exceed nine hundred fifty four thousand two hundred ninety five dollars (\$954, 295), subject to budget appropriations.

The additional Fee Schedules for the total amount of \$194, 870 are fully illustrated and attached to this Exhibit B.

TASMAN EAST BASIC AND ADDITIONAL SERVICES FEE SCHEDULE

REVISION B
12-Sep-17

Revised scope;
Narrower streets and revised lane configurations
Calle del Sol extension northward to boundary of City Place
Optional roundabout at Calle Del Sol/Calle de Luna
Optional 2 lanes/4 lanes on Lick Mill extension
Allow for possible 600 person 'urban' school
Minimum 10 acres public open space

		Principal		Project Manager		Senior Urban Designer		Landscape architect		Jr. UD/Production		Subtotal
		Hrs	\$ 285	Hrs	\$ 250	Hrs	\$ 185	Hrs	\$ 185	Hrs	\$ 125	
P+W Add. Service TASK 1	P+W reset; review, brainstorm, develop revised strategy and report outline, plan revised report content, solicit input from client where necessary	16	\$ 4,560	16	\$ 4,000	60	\$ 11,100	36	\$ 6,660	40	\$ 5,000	\$31,320
P+W Add. Service TASK 2	Client workshop in SF to review revised strategy, report outline and content and to agree and confirm all changes; P+W prepare, host and record	8	\$ 2,280	12	\$ 3,000	16	\$ 2,960	4	\$ 740	16	\$ 2,000	\$10,980
P+W Add. Service TASK 3	P+W prepare revised first draft report	8	\$ 2,280	8	\$ 2,000	40	\$ 7,400	20	\$ 3,700	60	\$ 7,500	\$22,880
P+W Add. Service TASK 4	Client review period and comments	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	\$0
P+W Add. Service TASK 5	Community meeting #4; P+W prepare presentation/graphic material, facilitate meeting and record feedback.	12	\$ 3,420	16	\$ 4,000	24	\$ 4,440	0	\$ -	40	\$ 5,000	\$16,860
P+W Add. Service TASK 6	P+W prepare final draft report in response to client comments and community feedback	16	\$ 4,560	16	\$ 4,000	60	\$ 11,100	12	\$ 2,220	60	\$ 7,500	\$29,380
P+W TASK 7	P+W participate as required in EIR analysis and preparation (included in base contract)	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	\$0
P+W TASK 8	P+W attend City Council Hearing to adopt Specific Plan Report and EIR (included in base contract)	0	\$ -	0	\$ -	0	\$ -	0	\$ -	0	\$ -	\$0
Fehr+Peers Add. service	Additional transportation analysis (lump sum)											\$79,950
BKF Add. service	Additional street alignment study (lump sum)											\$3,500
SUBTOTAL ADDITIONAL SERVICES												\$194,870
ORIGINAL AGREEMENT												\$759,425
REVISED NOT-TO-EXCEED AMOUNT												\$954,295



ENGINEERS
SURVEYORS
PLANNERS

BKF 20155173
2 August 2017

**Subject: Tasman East
Civil Engineering– Additional Services Request #1**

Project Manager: Christopher Mills

Task 1: Prepare Street Alignment Study

Scope of Work: BKF will evaluate options for raising Calle Del Sol to meet the proposed grades of the City Place project to the south. We will develop a vertical alignment for Calle del Sol and indicate the extents of impacts to the plan (fill slopes, retaining walls, areas where access to existing parcels will be limited).

Total Additional Service Request: \$3,500

1646 N. California
Blvd, Suite 400
Walnut Creek
California 94596
Tel 925.940.2200
Fax 925.940.2299
www.bkf.com

Tasman East Specific Plan - Additional Transportation Analysis

7/5/2017

Task	Principal	Associate	Engineer	Graphics	Admin	Total Hours	Labor	Other Direct Costs	Total Costs
<i>Hourly Rates --></i>	\$ 275	\$ 215	\$ 125	\$ 120	\$ 115				
DRAFT EIR									
Additional Tasks									
Sensitivity Analysis - del Sol and Lick Mill	8	12	75	2	6	103	\$ 15,085	\$ 600	\$ 15,685
Additional Study Intersections	4	8	40	8	8	68	\$ 9,700	\$ 5,000	\$ 14,700
Transit Delay Analysis	4	0	40	2	4	50	\$ 6,800	\$ 300	\$ 7,100
Ped/Bike QOS Analysis	4	5	55	4	4	72	\$ 9,990	\$ 475	\$ 10,465
VMT Analysis	2	6	32	0	4	44	\$ 6,300	\$ 300	\$ 6,600
Mitigation Triggers Analysis	4	12	44	0	4	64	\$ 9,640	\$ 450	\$ 10,090
Updated Existing plus Project Scenario	6	12	56	4	6	84	\$ 12,400	\$ 600	\$ 13,000
Updated Trip Generation Estimates	2	2	8	0	2	14	\$ 2,210	\$ 100	\$ 2,310
Total	34	57	350	20	38	499	\$ 72,125	\$ 7,825	\$ 79,950

Dennis Dornan
June 30, 2017



FEE AND SCHEDULE

The additional budget to complete these tasks is \$79,950. This includes all staff time, as well as direct expenses.

This agreement will be governed by the terms of our Subcontract dated April 2016. This work will be completed within six weeks of our receipt of a fully-executed contract amendment.

Should you have any questions, please feel free to call me at (408) 645-7018. Otherwise, please provide a contract amendment at your earliest convenience. We appreciate the opportunity to continue working with you on this project.

Sincerely,

FEHR & PEERS

A handwritten signature in black ink, appearing to read 'Matt Haynes', with a stylized flourish extending from the end.

Matt Haynes
Principal