

**AMENDMENT NO. 3
TO THE AGREEMENT FOR SERVICES
BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
WALLACE ROBERTS & TODD, LLC**

PREAMBLE

This agreement ("Amendment No. 3") is entered into between the City of Santa Clara, California, a chartered California municipal corporation (City) and Wallace Roberts & Todd, LLC, a Delaware Corporation (Consultant). City and Consultant may be referred to individually as a "Party" or collectively as the "Parties" or the "Parties to this Agreement."

RECITALS

- A. The Parties previously entered into an agreement entitled "Agreement for Services Between the City of Santa Clara, California, and Wallace, Roberts & Todd, LLC," dated October 17, 2019 (Agreement); and
- B. The Agreement was previously amended by Amendment No. 1, dated October 21, 2021, Amendment No. 2, dated December 13, 2021, and is again amended by this Amendment No. 3. The Agreement and all previous amendments are collectively referred to herein as the "Agreement as Amended"; and
- C. The Parties entered into the Agreement as Amended for the purpose of having Consultant provide prepare a Downtown Precise Plan, and the Parties now wish to amend the Agreement to expand the scope of services to include a conceptual land use and economic analysis.

NOW, THEREFORE, the Parties agree as follows:

AMENDMENT TERMS AND CONDITIONS

- 1. Section 2 of the Agreement, entitled "Term of Agreement," is amended to reflect a revised termination date of December 31, 2024.
- 2. Section 6 of the Agreement, entitled "Compensation and Payment," is amended to reflect a revised maximum compensation value of one million three hundred thirty-one thousand, seven hundred six dollars (\$1,331,706).
- 3. Exhibit A of the Agreement, entitled "Scope of Services," is updated by appending the attached "Third Addendum to Scope of Services" to add new tasks to the original scope.

4. Exhibit B of the Agreement, entitled "Schedule of Fees," is amended to reflect a revised maximum compensation value of one million three hundred thirty-one thousand, seven hundred six dollars (\$1,331,706).
5. Except as set forth herein, all other terms and conditions of the Agreement as Amended shall remain in full force and effect. In case of a conflict in the terms of the Agreement as Amended and this Amendment No. 3, the provisions of this Amendment No. 3 shall control.

The Parties acknowledge and accept the terms and conditions of this Amendment No. 3 as evidenced by the following signatures of their duly authorized representatives.

CITY OF SANTA CLARA, CALIFORNIA
a chartered California municipal corporation

Approved as to Form:

Dated: _____

Office of the City Attorney
City of Santa Clara

Rajeev Batra
City Manager
1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Fax: (408) 241-6771

"CITY"

WALLACE ROBERTS & TODD, LLC

a Delaware Corporation

Dated: _____

By (Signature): _____

Name: James Stickley

Title: Principal

Principal Place of Business Address: 478 Tehama Street, Suite 2B
San Francisco, CA 94103

Email Address: jstickley@wrtdesign.com

Telephone: (415) 575-4722

Fax: (215) 732-2551

"CONSULTANT"

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Third Addendum to Scope of Services

The following tasks are to be included as additional services. A detailed description of these tasks is included in the attached proposal, entitled "Civic Center Relocation Study" dated September 8, 2022.

Task	Fee
1 Project Initiation and Management	\$23,090
2 Program Confirmation	\$17,030
3 Economic Assessment	\$33,470
4 Criteria and Site Comparison	\$25,970
5 Concept Development and Test-Fitting	\$81,800
6 Financial Evaluation	\$123,810
7 Additional Concept Refinement	\$23,000
8 Final Options Report	\$18,360
Expenses	\$6,830
Total:	\$353,360

In no event shall the maximum compensation under this Agreement as Amended for any and all services exceed one million three hundred thirty-one thousand, seven hundred six dollars (\$1,331,706), subject to annual budget appropriations.



MEMORANDUM

To: Lesley Xavier
Principal Planner, City of Santa Clara
Via email

Date: September 8, 2022
From: Peter Winch
Project Manager, WRT
Ref. No.: 08334.02
Project: Civic Center Relocation Study
Re: WRT Team Proposal

CC: Jim Stickley
Principal, WRT

Dear Lesley,

The WRT Team is drafting a Downtown Precise Plan that reflects extensive analysis and community and DCTF feedback. The Task Force and City Staff have requested that WRT provide a scope of work and fee for studying how a relocated City Hall and associated office space could fit downtown, and how it could be financed. This memo responds to that request.

In this effort, WRT would be joined by **Siegel and Strain Architects**, bringing understanding of space needs for a city hall, and team members **CSW|ST2** and **TBD Consulting** with expertise in estimating civil and structural construction costs, respectively. On the economic side, **EPS**, our partner on the Downtown Precise Plan, would conduct case study analysis, while **Project Finance Advisory Ltd. (PFAL)** will provide specific expertise in public facility financing. **Runde & Partners, Inc.** joins our team to provide property appraisal services.

The total Consultant fee for these proposed tasks is \$353,030, and we anticipate a 6-month schedule. Runde & Partners has requested a \$10,000 retainer to begin work. This would need to be provided by the City.

Summary and detail fee tables and proposed schedule follow the proposed scope of work. We look forward to working with Staff and City leaders to refine this scope of work as needed.



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Santa Clara Civic Center Relocation Study: Scope and Fee

Task 1: Project Initiation and Management

The WRT Team will have a kickoff meeting with City Staff and confirm scope, schedule, and City objectives. The Team will conduct targeted background research and mapping needed to understand the existing Civic Center site and previous studies, and to establish base maps for the Relocation Study. This task also covers ongoing project management.

Meetings:

- Kick-off meeting
- Project management calls with Staff as needed

Deliverables:

- Project Schedule and Work Plan (periodically updated)
- Base Maps for Existing Civic Center and Downtown
- Base Model for Downtown (as developed for Downtown Precise Plan)

Timeframe: Approximately 6 months

Task 2: Program Confirmation

WRT, Siegel & Strain and PFAL will conduct an initial work session to review available City hall/civic center program documentation, relevant previous studies, and the Downtown Santa Clara Precise Plan and Form-based Code (drafts). The Team will confirm the desired relocation program with the City, which may include conducting stakeholder interviews.

S&S will review provided documentation related to projected civic center spatial needs and document a high-level spatial program organized by department according to data provided.

PFAL will review the architect's high-level spatial program.

Note: Required effort will be dependent on available documentation and expectation level.

Meetings:

- Meeting with City Staff (1)



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- Team meetings as needed

Deliverables:

- Base spatial program definition

Timeframe: 1 month

Task 3: Economic Assessment

Beginning concurrently with the program confirmation, EPS will assist with analysis of the economic impact of locating the Santa Clara City Hall in the downtown area, as follows.

Case Studies

In coordination with WRT, EPS will identify up to six examples of City Hall relocation projects across the United States to serve as case studies. The Team will seek examples (successful and otherwise) that are comparable to Santa Clara and/or the downtown site in one way or another (e.g., similar City population; site adjacency to transit, university, or historic neighborhood). We will seek case studies with a range of outcomes, including examples with more and less resulting investment. For each case study, EPS will conduct research to understand each city hall project based on City documents, hearing transcripts, media reporting, and other readily available sources. EPS will also contact each city to seek an interview with staff about the project, including benefits, challenges, and lessons learned, etc. EPS will report on outcomes, including the degree to which private investment has followed public investment.

Economic Impact Analysis

EPS will complete an illustrative economic impact analysis that considers potential localized spending effects on downtown from a new City Hall, as compared to the baseline site use (a comparably sized future office building). EPS will rely on WRT to identify the City Hall program and alternative. The analysis will quantify employment and visitation estimates, identify likely retail spending patterns and estimated sales tax revenues, and compare likely spending across development alternatives. Given the localized nature of the analysis, EPS will focus on direct spending in the downtown.

Meetings:

- Meeting with City Staff
- DCTF Meeting (1)
- Team meetings as needed



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Deliverables:

- Presentation on case study analysis and economic impact analysis
- Memorandum on economic impact analysis of potential City hall relocation

Timeframe: 1.5 months

Task 4: Criteria and Site Comparison

WRT, Siegel & Strain, and PFAL will conduct a criteria-based process for evaluating potential Downtown sites for a relocated City Hall. Our process will consider a range of factors that relate to program, site characteristics, and finance. These factors may include:

- Land ownership and encumbrance
- Site size and dimensions; program fit
- Contribution to downtown experience
- Transit access
- Enabling of multiple benefits
- Readiness for development/simplicity
- Surplus Land Act conditions
- Available financing tools
- Partners

The team will become grounded in an understanding of the Downtown district and the Precise Plan, through material review and a site visit. In a team working session we will confirm criteria, confirm up to 3 downtown sites that merit evaluation, and make initial qualitative findings for each criterion. These will be more thoroughly detailed by each member of the team, depending on expertise, and presented in a simple format in one meeting each to City Staff and the Task Force. The outcome of this process will be the creation of a qualitative evaluation matrix followed by City Staff and Task Force confirmation of a preferred downtown site for a relocated City Hall.

Meetings:

- Meeting with City Staff
- DCTF Meeting (1)
- Team meetings as needed

Deliverables:

- Evaluation matrix with criteria
- Presentation on criteria and site comparison



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Timeframe: 1 month

Task 5: Concept Development and Test-Fitting

WRT and Siegel & Strain, with critical input from PFAL, will collaborate to develop up to three conceptual approaches to relocating city hall downtown to the preferred downtown site. Approaches are expected to be:

- Full relocation (City Hall and SVP);
- Partial relocation (City Hall only);
- Mixed-use (including private development), with full or partial relocation.

In terms of responsibilities:

- WRT will focus on urban design considerations.
- S&S will focus on organizing departments relative to one another based on overall area and adjacency requirements.
- PFAL will consider land use layout options with a view to enabling access to preferential funding and financing strategies.

WRT will also consider future land use concepts for the existing Civic Center site. This would begin at a high level, assigning site area to different land uses and recognizing potentially viable and beneficial future uses of the site.

Preliminary concepts for both sites will be shared with the larger Consultant team to understand cost, economic impact, and financing perspectives, and with City Staff for review and discussion.

Based on feedback, Siegel & Strain will develop draft diagrams for each downtown relocation concept. These will be reviewed in a second work session with WRT and PFAL, which will also cover general building parameters and assumptions such as construction type, sustainability goals, and related information to inform construction cost estimates.

Siegel & Strain will modify spatial diagrams as needed, prepare a narrative summary of building block organization and building assumptions for cost estimates. For the existing civic center site, WRT will estimate development capacity based on density formulas and informed by typical building forms. This will inform the economic evaluation of potential relocation.

WRT and Siegel & Strain will prepare a presentation to review the concepts with the Downtown Community Task Force (DCTF).



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Meetings:

- Meeting with City Staff (1)
- DCTF Meeting (1)
- Team work sessions and meeting (2 or as needed)

Deliverables:

- Presentation on Downtown site and building concepts, Civic Center concepts, and opportunities and challenges for each

Timeframe: 1.5 months

Task 6: Financial Evaluation

Project Finance Advisory, Ltd. (PFAL) will perform a financial analysis to assess the concepts for relocating City Hall and offices to a revisioned downtown. This work will include:

- Reviewing the team's assessment of the cost/benefits of relocating to a downtown location and reviewing expected revenue;
- Providing input into and review of initial concepts for alternative uses of the existing City Hall site, incorporating appraisals of existing Civic Center site and potential future City Hall development site
- Considering financing and delivery options, including the possibility of a public/private partnership, property disposal, and USDOT debt
- Incorporating the cost estimates provided by the WRT Team and providing benchmarked lifecycle cost indications for a new facility for up to 3 sites
- Reviewing background information, including the example sites mentioned by the DCTF and identifying salient characteristics relevant to Santa Clara's objectives
- Participating in one meeting with the Downtown Task Force and 3 additional meetings with the advisory team and City; meeting prep and presentation content
- Draft and Final Report and Presentation
- Quality control and assurance
- Task Management, Coordination, and Administration (internal coordination calls with advisor team, client calls, invoicing, etc.)

The financial analysis will incorporate critical inputs from TBD Consulting, CSW/ST2, and Runde & Partners, as described below.

Construction Cost Estimate



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TBD Consulting will prepare a construction cost estimate for a new Civic Center based on the concepts defined in Task 4 This would include:

- One draft round of pricing + one revision round per comments and program/massing changes.
- Pricing to be order of magnitude ranges for each building containing Civic Center program.
- Excludes detail estimate backup or cost breakdowns per building system.
- Estimate to include demo and site improvements at existing Civic Center locations.
- Construction pricing to be based on prevailing wage.
- Construction phasing can be considered if applicable.
- Estimate effort can support up to 3 different massing schemes.

The estimate will identify the total cost of construction based on the quantities or allowances with composite unit rates where applicable reflecting the scope of work and the current market conditions. Pricing shall incorporate appropriate general contractor markups and escalation into cost ranges. The estimate will utilize TBD's standard Order of Magnitude format. We will not obtain any bids or opinions of cost from subcontractors unless the work is of such a unique nature that no other cost information is available. WRT and their consultants shall provide program and massing diagrams for our use. We understand that reconciliation of estimates with other cost opinions will not be required. We have also excluded time for value engineering, value analysis, other cost studies, estimating soft costs, and design & estimating 'churning' to reach a specific budget.

Siegel & Strain will field questions from estimator (to make sure his assumptions are correct) and to review a draft of the estimate.

Infrastructure Cost Estimate

CSW/ST2 will review the concepts and support the team in developing a construction cost analysis focused on civil engineering costs. Since public funds will be involved in construction, the costs will need to include prevailing wage rates. We will provide up to three estimates for the improvements.

Appraisals

The sites to be appraised include the portion of the existing Civic Center property that would be redeveloped if City Hall and related office functions were to be relocated. The appraisal would also address the fee simple market value of two to three potential relocation sites in the downtown area to be identified at a later date. These sites are to be located within the 10-square-block area between Lafayette Street, Madison Street, Benton Street, and Homestead Road. The area is in the process of a re-zoning that will intensify the



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development density in the area. Our appraisal would address the as-is value of each site at its highest and best use, once the permitted use(s) and density (FAR/height limit/dwelling unit density) have been determined. For existing public land, the requirements of the Surplus Land Act will be taken into account in determining realistic highest and best use. The intended use of this appraisal report is for assistance with a financial analysis of the costs and benefits of relocating City Hall to the downtown area. The report is to be used for planning and advisory purposes, not for financing or acquisition purposes. The intended user is Peter Winch/WRT and the City of Santa Clara and the report should not be used or relied upon by any other person or entity for any reason.

As-Needed Project Support

EPS is available to provide WRT support concerning various economic and financial aspects of the City Hall relocation study. The firm's expertise spans real estate, economic and fiscal impact analysis, public finance, and public policy practice areas. This proposal includes 40 hours EPS Principal-level time that may be used by WRT on an as-needed basis for project support.

Meetings:

- Meetings with City Staff
- DCTF Meeting (1)

Deliverables:

- Presentation on estimated costs associated with up to 3 relocation concepts, and funding options for each
- Memorandum

Timeframe: 1.5 months

Task 7: Additional Concept Refinement

Based on City and DCTF feedback, and informed by the financial analysis, WRT and Siegel & Strain will refine land use and building block concepts for Downtown and the existing Civic Center site. The refined concepts will be reviewed with City Staff, and brought to the DCTF. We anticipate one Task Force meeting that will cover both the financial analysis and the refined concepts.

Meetings:



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- Meeting with City Staff
- DCTF Meeting (1)

Deliverables:

- Presentation on refined site and building concepts, relocation recommendations, and financing strategy

Timeframe: 1 month

Task 8: Final Options Report and Council Presentation

WRT will document the final site concepts and economic analysis in a concise report, with narrative, graphics, and relevant tables. Other project deliverables may be included as appendices. Following a preparatory session with City Staff, WRT will present the final report findings to City Council.

Meetings:

- Meeting with City Staff
- City Council Meeting (1)

Deliverables:

- Final Options Report

Timeframe: 1 month

Santa Clara Downtown Precise Plan | Civic Center Relocation Study, September 8, 2022
Fee Summary

Task	WRT	Siegel & Strain	EPS	PFAL	Runde & Partners	CSW/ST2	TBD Consulting	Team Fee
1 Project Initiation and Management	\$ 10,410	\$ 3,140	\$ 1,140	\$ 8,400	-	\$ -	\$ -	\$ 23,090
2 Program Confirmation	\$ 3,710	\$ 10,520	-	\$ 2,800	-	\$ -	\$ -	\$ 17,030
3 City Hall Economic Assessment	\$ 9,040	-	\$ 16,030	\$ 8,400	-	\$ -	\$ -	\$ 33,470
4 Criteria and Site Comparison	\$ 12,620	\$ 9,150	-	\$ 4,200	-	\$ -	\$ -	\$ 25,970
5 Concept Development and Test-Fitting	\$ 49,650	\$ 25,150	-	\$ 7,000	-	\$ -	\$ -	\$ 81,800
6 Financial Evaluation	\$ 9,220	\$ 2,600	\$ 11,400	\$ 46,900	\$ 25,000	\$ 13,210	\$ 15,480	\$ 123,810
7 Additional Concept Refinement	\$ 14,900	\$ 8,100	-	-	-	\$ -	\$ -	\$ 23,000
8 Final Options Report	\$ 15,380	\$ 2,980	-	-	-	\$ -	\$ -	\$ 18,360
Total Labor	\$ 124,930	\$ 61,640	\$ 28,570	\$ 77,700	\$ 25,000	\$ 13,210	\$ 15,480	\$ 346,530
Expenses	\$ 2,500	\$ 2,500	\$ 330	\$ 1,500	-	\$ -	\$ -	\$ 6,830
Total	\$ 127,430	\$ 64,140	\$ 28,900	\$ 79,200	\$ 25,000	\$ 13,210	\$ 15,480	\$ 353,360

Proposed Schedule

Task	Month	1	2	3	4	5	6
1 Project Initiation and Management							
2 Program Confirmation							
3 City Hall Economic Assessment							
4 Criteria and Site Comparison							
5 Concept Development and Test-Fitting							
6 Financial Evaluation							
7 Additional Concept Refinement							
8 Final Options Report							

Santa Clara Downtown Precise Plan
For City Hall Relocation Study, September 8, 2022

Task #	Task Name	Task 1.1				Task 1.2				Task 1.3				Task 1.4				Task 1.5				Task 1.6				Task 1.7				Task 1.8				Task 1.9				Task 1.10				Task 1.11				Task 1.12				Task 1.13				Task 1.14				Task 1.15				Task 1.16				Task 1.17				Task 1.18				Task 1.19				Task 1.20				Task 1.21				Task 1.22				Task 1.23				Task 1.24				Task 1.25				Task 1.26				Task 1.27				Task 1.28				Task 1.29				Task 1.30				Task 1.31				Task 1.32				Task 1.33				Task 1.34				Task 1.35				Task 1.36				Task 1.37				Task 1.38				Task 1.39				Task 1.40				Task 1.41				Task 1.42				Task 1.43				Task 1.44				Task 1.45				Task 1.46				Task 1.47				Task 1.48				Task 1.49				Task 1.50				Task 1.51				Task 1.52				Task 1.53				Task 1.54				Task 1.55				Task 1.56				Task 1.57				Task 1.58				Task 1.59				Task 1.60				Task 1.61				Task 1.62				Task 1.63				Task 1.64				Task 1.65				Task 1.66				Task 1.67				Task 1.68				Task 1.69				Task 1.70				Task 1.71				Task 1.72				Task 1.73				Task 1.74				Task 1.75				Task 1.76				Task 1.77				Task 1.78				Task 1.79				Task 1.80				Task 1.81				Task 1.82				Task 1.83				Task 1.84				Task 1.85				Task 1.86				Task 1.87				Task 1.88				Task 1.89				Task 1.90				Task 1.91				Task 1.92				Task 1.93				Task 1.94				Task 1.95				Task 1.96				Task 1.97				Task 1.98				Task 1.99				Task 2.00				Task 2.01				Task 2.02				Task 2.03				Task 2.04				Task 2.05				Task 2.06				Task 2.07				Task 2.08				Task 2.09				Task 2.10				Task 2.11				Task 2.12				Task 2.13				Task 2.14				Task 2.15				Task 2.16				Task 2.17				Task 2.18				Task 2.19				Task 2.20				Task 2.21				Task 2.22				Task 2.23				Task 2.24				Task 2.25				Task 2.26				Task 2.27				Task 2.28				Task 2.29				Task 2.30				Task 2.31				Task 2.32				Task 2.33				Task 2.34				Task 2.35				Task 2.36				Task 2.37				Task 2.38				Task 2.39				Task 2.40				Task 2.41				Task 2.42				Task 2.43				Task 2.44				Task 2.45				Task 2.46				Task 2.47				Task 2.48				Task 2.49				Task 2.50				Task 2.51				Task 2.52				Task 2.53				Task 2.54				Task 2.55				Task 2.56				Task 2.57				Task 2.58				Task 2.59				Task 2.60				Task 2.61				Task 2.62				Task 2.63				Task 2.64				Task 2.65				Task 2.66				Task 2.67				Task 2.68				Task 2.69				Task 2.70				Task 2.71				Task 2.72				Task 2.73				Task 2.74				Task 2.75				Task 2.76				Task 2.77				Task 2.78				Task 2.79				Task 2.80				Task 2.81				Task 2.82				Task 2.83				Task 2.84				Task 2.85				Task 2.86				Task 2.87				Task 2.88				Task 2.89				Task 2.90				Task 2.91				Task 2.92				Task 2.93				Task 2.94				Task 2.95				Task 2.96				Task 2.97				Task 2.98				Task 2.99				Task 3.00				Task 3.01				Task 3.02				Task 3.03				Task 3.04				Task 3.05				Task 3.06				Task 3.07				Task 3.08				Task 3.09				Task 3.10				Task 3.11				Task 3.12				Task 3.13				Task 3.14				Task 3.15				Task 3.16				Task 3.17				Task 3.18				Task 3.19				Task 3.20				Task 3.21				Task 3.22				Task 3.23				Task 3.24				Task 3.25				Task 3.26				Task 3.27				Task 3.28				Task 3.29				Task 3.30				Task 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