**AGREEMENT AMENDMENT**

City Manager's Office  
701 Laurel St., Menlo Park, CA 94025  
tel 650-330-6620

<table>
<thead>
<tr>
<th>Amendment #: 2419.1</th>
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</table>

**AGREEMENT FOR SERVICES BETWEEN**  
THE CITY OF MENLO PARK AND ICF JONES & STOKES, INC.

9/21/2020

THIS FIRST AMENDMENT is made and entered into this ____________, by and between the CITY OF MENLO PARK, a Municipal Corporation, hereinafter referred to as “CITY,” and ICF JONES & STOKES, INC., hereinafter referred to as “FIRST PARTY.”

1. Pursuant to Section 4 Compensation and Payment of Agreement No. 002419, (“Agreement”), Section A Compensation and Payment [amendment to section] to read as follows:"

   "CITY shall pay FIRST PARTY an all-inclusive fee that shall not exceed $409,103 (an amendment of $45,323) as described in Exhibit "A-1.1 – Cost Estimate for 1350 Adams Court Project Budget Amendment 1". All payments shall be inclusive of all indirect and direct charges to the Project incurred by FIRST PARTY. The CITY reserves the right to withhold payment if the City determines that the quantity or quality of the work performed is unacceptable"

2. Pursuant to Section 24 Term of Agreement of Agreement No. 002419, (Agreement), [amendment to section] to read as follows:

   “This agreement shall remain in effect for the period of July 1, 2020 to June 30, 2021, unless extended, amended, or terminated in writing by CITY.”

Except as modified by this Amendment, all other terms and conditions of Agreement No. 002419 remain the same.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

SIGNATURE PAGE TO FOLLOW
FOR FIRST PARTY:

[Signature]
Trina L. Fisher

Printed name
Tax ID 94-1730361

Tax ID# 94-1730361

APPROVED AS TO FORM:

[Signature]
Cara E. Silver

Cara E. Silver, Interim City Attorney

FOR CITY OF MENLO PARK:

[Signature]
Starla Jerome-Robinson

Starla Jerome-Robinson, City Manager

ATTEST:

[Signature]
Judi A. Herren, City Clerk

Date
9/21/2020

Date
9/21/2020

Date
9/21/2020

Date
9/21/2020
February 18, 2020

Tom Smith
Senior Planner
City of Menlo Park Community Development
701 Laurel Street
Menlo Park, CA 94025

Subject: Budget Amendment 1 for the 1350 Adams Court Project CEQA Review

Dear Mr. Smith:

ICF Jones & Stokes, Inc. ("ICF") submitted a Scope of Work (scope) and budget for the Commonwealth Building 3 Project in February 2, 2018. Subsequent to the submittal of the original scope and work, ICF conducted the analysis for the Initial Study and it was determined, based on discussions with the City, that the scope of the Initial Study and Focused EIR need to be expanded. In addition, the schedule for the project has been expanded due to transportation-related issues. Attached is a detailed description of the proposed tasks and associated costs necessitating this revised amendment request.

The current approved budget for the CEQA analysis is $363,780. As outlined in the budget attachment to this letter, ICF requests that $45,323 be added to our contract, for a total budget of $409,103. ICF proposes to invoice costs monthly, on a time and materials basis. If you agree to authorize the tasks and costs associated with these items, please indicate your acceptance of this notice to proceed. ICF shall provide services, as outlined in the attachment, under the terms and conditions of its existing agreement with the City. If you have any questions, please contact Kirsten Chapman at 415-537-1702 or at kirsten.chapman@icf.com.

Sincerely,

Trina L. Fisher
Contracts Administrator
During the process of completing the Initial Study document, ICF performed extra tasks that were not originally included in the scope of work. In addition, the scope of the Focused EIR will need to be expanded, based on updated CEQA Guidelines. The additional tasks are described.

**Initial Study Noise Analysis (Task 3).** Based on direction from the City, ICF originally assumed that the majority of the construction noise and vibration analysis would rely on the analysis in the ConnectMenlo EIR and that a qualitative analysis would be provided. However, based on a more in-depth review of the ConnectMenlo EIR and in order to fully comply with CEQA, a quantitative noise analysis was required and additional analysis was conducted in the Initial Study. The following out-of-scope tasks have already been conducted by ICF:

- Conducted additional noise modeling and analysis beyond what was originally scoped. The original scope assumed that construction would comply with the requirements of the municipal code and of the hourly restrictions laid out in the Connect Menlo EIR, which would typically result in a simple construction noise assessment. Since the applicant proposed some construction work to occur outside of the normal allowable hours, additional construction noise modeling and analysis was required beyond. As a result, ICF crafted a mitigation measure for construction noise due to the applicant’s request for construction hours outside of the Noise Ordinance requirements.

- Reviewed and modeled for Project-specific vibration and compared to the thresholds in ConnectMenlo. The vibration analysis included in the ConnectMenlo EIR, and specifically the mitigation measure for vibration in this EIR, had errors in the form of incorrectly labeling units of vibration. ICF’s noise analysts expended significant effort uncovering what eventually turned out to be the mislabeled values (numbers were presented in the form of Peak Particle Velocity units, but were labeled as Root mean square values). Since our analysis was to ensure compliance with this mitigation measure, it was essential that ICF fully understand ConnectMenlo content in order to conduct our analysis.

- Analyzed East Palo Alto standards, in addition to Menlo Park standards, due to proximity of that city. The original scope did not assume that noise impacts would be compared to other city standards. However, due to the close proximity of East Palo Alto to the Project site, ICF analyzed the Project’s noise impacts relative to the East Palo Alto’s noise ordinance. ICF also confirmed that noise from proposed HVAC and emergency generator equipment was below the East Palo Alto’s noise standards.

**Focused EIR Energy Section (Tasks 5, 6, 7, and 10).** An Energy section will be added to the EIR. Energy is a new topic added to the CEQA checklist in 2019, after the scope of work for this Project was submitted. While ICF assumed that energy calculations would be included per Appendix F of the CEQA Guidelines, a separate EIR section was not anticipated. In order to comply with current CEQA requirements, a separate Energy EIR section will be included. In addition to including a new Energy section in the Draft EIR, adding this section will also require an additional analysis in the Alternatives section and potential additional responses to comments in the Final EIR.
Project Management (Task 13). Due to delays in the project, including revisions to the transportation scope of work, the schedule has been extended by several months. This has resulted in additional meetings/conference calls, prolonged subconsultant coordination, and additional budgeting, contracting, and invoicing. In addition, research and information gathered prior to the schedule delay will need to be updated. Therefore, ICF is requesting additional budget to reflect time expended on project management activities due to this extended schedule.

Subconsultants. In addition to the ICF work explained above, the subconsultants were affected by the prolonged schedule as well. Budget amendments for Hexagon (Attachment A), Keyser Marston Associates (Attachment B), and Bay Area Economics (Attachment C) are attached.
February 6, 2020

Ms. Erin Efner
ICF International
201 Mission Street, Suite 1500
San Francisco, CA 94105

Subject: Additional Services for the Proposed R&D Development at 1350 Adams Court in Menlo Park, California

Dear Ms. Efner:

Under contract, Hexagon Transportation Consultants, Inc. continues to work on the traffic study for the proposed development at 1350 Adams Court in Menlo Park. Due to the extended project schedule, additional services beyond our approved scope of work are required on the following subject areas:

1. Review and Update Intersection Turning Movement Counts. Per the approved proposal dated February 7, 2018, year 2017 AM and/or PM peak hour turning movement counts have been input and were used to evaluate the existing conditions at the study intersections. Due to the extended schedule, 2019 counts were provided by the City. Hexagon has reviewed the new counts and will update the existing conditions accordingly.

2. Update Approved Project List. In the past two years, Hexagon has updated the approved project lists (in City of East Palo Alto and City of Palo Alto) multiple times. It is expected that these project lists will be updated again due to the evolving nature of the developments in each city.

3. Multiple Coordination Meetings. Hexagon has attended and is expected to attend multiple coordination meetings with the City staff, ICF, and other consulting firms to discuss study inputs.

4. Charge Rate Increases. Due to the extended project schedule (from year 2017 to year 2020), Hexagon’s charge rates have increased. Attached please find the year 2020 charge rates.

The cost associated with additional work tasks 1-4 is quoted for a lump sum amount of $15,000. Including our original contract agreement dated February 7, 2018 for $62,000, this will bring our total budget to $77,000. Billings for these services will be conducted upon their completion and are payable upon receipt. All other provisions of our existing contract remain in effect.

Sincerely,

HEXAGON TRANSPORTATION CONSULTANTS, INC.

Gary K. Black
President
Hexagon 2020 Billing Rates

<table>
<thead>
<tr>
<th>Professional Classification</th>
<th>Rate per Hour</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>$285</td>
</tr>
<tr>
<td>Principal</td>
<td>$245</td>
</tr>
<tr>
<td>Senior Associate II</td>
<td>$230</td>
</tr>
<tr>
<td>Senior Associate I</td>
<td>$215</td>
</tr>
<tr>
<td>Associate II</td>
<td>$195</td>
</tr>
<tr>
<td>Associate I</td>
<td>$175</td>
</tr>
<tr>
<td>Planner/Engineer II</td>
<td>$155</td>
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<tr>
<td>Planner/Engineer I</td>
<td>$125</td>
</tr>
<tr>
<td>Admin/Graphics</td>
<td>$110</td>
</tr>
<tr>
<td>Senior CAD Tech</td>
<td>$95</td>
</tr>
<tr>
<td>Technician</td>
<td>$75</td>
</tr>
</tbody>
</table>

Direct expenses are billed at actual costs, with the exception of mileage, which is reimbursed at the current rate per mile set by the IRS.
Billing rates shown are effective January 1, 2020 and subject to change January 1, 2021.
January 31, 2020

Erin Efner and Kirsten Chapman  
ICF International  
201 Mission Street, Suite 1500  
San Francisco, CA  94105

Re:  Proposed Additional Scope of Services for 1350 Adams Project

Dear Ms. Efner and Ms. Chapman:

Keyser Marston Associates, Inc. (“KMA”) is pleased to present the attached additional scope of services related to preparation of a Housing Needs Assessment (“HNA”) for the City of Menlo Park addressing the proposed 1350 Adams Project. The Project consists of a new 260,000 square foot life sciences building to be integrated with an existing R&D building. The attached additional scope of services is to update the previously completed HNA to reflect the most current data available.

Please let me know if you have any questions or comments regarding this proposed additional scope of services.

Sincerely,

KEYSER MARSTON ASSOCIATES, INC.

Attachment A: Additional Scope of Services.
Attachment A
Additional Scope of Services to Update the Housing Needs Assessment (HNA) for the 1350 Adams Project

The following scope of services is to update the previously prepared Housing Needs Assessment (HNA) for the 1350 Adams Project ("Project"). Since the time the HNA was originally prepared, updated data has been made available that will allow for a range of key data sources and inputs to be updated. Under this additional scope of services, KMA will incorporate this updated data into the HNA through completion of the following tasks:

1. Update the HNA to reflect current income limits available from the California Department of Housing and Community Development (HCD);

2. Revise the HNA to address the Extremely Low Income tier;

3. Update data on worker compensation levels to reflect the most current data available from the California Employment Development Department;

4. Update major U.S. Census inputs to reflect the most current data available;

5. Update long-term trends data on home prices, rents and employment incorporated as part of the displacement analysis to reflect subsequently released data;

6. Rerun the regression analyses incorporated as part of the displacement analysis using the updated long-term trends data described above; and

7. Revise the HNA report to reflect the above updates to the analysis.

The proposed scope and budget assume the HNA analysis and report remain generally the same as previously submitted with changes limited to updating data sources as described above.
Budget

KMA proposes to complete the above tasks within a proposed additional not to exceed authorization of $5,500. This estimate assumes cost efficiencies associated with proceeding with the Commonwealth Project HNA concurrently with an update to the 1350 Adams Court HNA. Combined with the original budget authorization for the HNA of $49,500, the amended scope of services will result in a total budget authorization for services related to the Project of $55,000. A breakdown of the budget estimate is included below.

<table>
<thead>
<tr>
<th>Task</th>
<th>Budget Estimate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Update income limits, revise analysis to address Extremely Low Income</td>
<td>$500</td>
</tr>
<tr>
<td>Update worker compensation data and U.S. Census inputs</td>
<td>$500</td>
</tr>
<tr>
<td>Update market data</td>
<td>$1,000</td>
</tr>
<tr>
<td>Rerun regression analyses</td>
<td>$500</td>
</tr>
<tr>
<td>Revise and reissue final HNA report incorporating updated data</td>
<td>$3,000</td>
</tr>
<tr>
<td>Total</td>
<td>$5,500</td>
</tr>
</tbody>
</table>
February 10, 2020

Kirsten Chapman  
Project Manager  
ICF  
201 Mission Street, Suite 1500  
San Francisco, CA 94105

Dear Ms. Chapman:

We appreciate the opportunity to submit this request for a budget augment for BAE’s ongoing work on the Fiscal Impact Analysis (FIA) for the proposed R&D/office project located at 1350 Adams Court (“Project”) in Menlo Park. BAE began preparing the fiscal impact analysis model for this project in May 2018 and continued to work on the model through June 2018. BAE paused work on the FIA for the Project in June 2018 and planned to continue work once the Project Alternatives had been determined. We understand that the Project subsequently went on hold, but that ICF is now in the process of completing the environmental analysis for the Project and has requested that BAE complete the FIA.

BAE is requesting a budget augment for Task 2 of the scope of work for the FIA (Conduct Fiscal Impact Analysis) to complete the FIA for the Project. The purpose of the budget augment is to cover the time that BAE will spend to update the FIA model to reflect current conditions, including but not limited to updating the baseline service population estimates for the City and all relevant special districts, updating property valuation assumptions, updating worker taxable expenditure estimates, incorporating information from current year budgets for the City and all relevant special districts, and reviewing background information on the Project and updating the fiscal model as needed to reflect any necessary changes.

We believe that BAE’s remaining budget in Task 1 (Start-up Meeting and Review of Background Materials), Task 3 (Prepare Draft and Final FIA Reports), and Task 4 (Project Coordination) is sufficient to cover the cost of reviewing all relevant background materials, preparing the draft and final report, attending two public meetings, and participating in ongoing project coordination. However, BAE is requesting additional budget for Task 2 (Conduct Fiscal Impact Analysis) for project restart costs and updates to the fiscal model.
Please feel free to contact me at stephaniehagar@bae1.com or 510.547.9380 if you have any questions or would like to further discuss this submittal.

Sincerely,

Stephanie Hagar
Associate Principal
**Budget Augment Request**

BAE requests a budget augment of $5,400, to be added to Task 2 of BAE’s original contract for the FIA for the Project. This budget augment would bring BAE’s budget under this contract to a total of $23,620, as shown in the table below.

<table>
<thead>
<tr>
<th>Task Description</th>
<th>Original Budget</th>
<th>Augment</th>
<th>Total with Augment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Task 1: Start-up Meeting and Review of Background Materials</td>
<td>$3,020</td>
<td>$0</td>
<td>$3,020</td>
</tr>
<tr>
<td>Task 2: Conduct Fiscal Impact Analysis</td>
<td>$6,240</td>
<td>$5,400</td>
<td>$11,640</td>
</tr>
<tr>
<td>Task 3: Prepare Draft and Final FIA Reports (includes 2 mtgs)</td>
<td>$7,530</td>
<td>$0</td>
<td>$7,530</td>
</tr>
<tr>
<td>Task 4: Project Coordination</td>
<td>$930</td>
<td>$0</td>
<td>$930</td>
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<tr>
<td><strong>Subtotal Labor</strong></td>
<td><strong>$17,720</strong></td>
<td><strong>$5,400</strong></td>
<td><strong>$23,120</strong></td>
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<tr>
<td>Expenses (a)</td>
<td>$500</td>
<td>$0</td>
<td>$500</td>
</tr>
<tr>
<td><strong>Total (Labor + Expenses)</strong></td>
<td><strong>$18,220</strong></td>
<td><strong>$5,400</strong></td>
<td><strong>$23,620</strong></td>
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Costs for any additional work authorized by the client will be billed on an hourly time-and-materials basis, in accordance with BAE’s standard hourly billing rates:

- Principal: $310/hour
- Associate Principal: $270/hour
- Director: $260/hour
- Vice President: $260/hour
- Senior Associate: $195/hour
- Associate: $150/hour
- Analyst: $100/hour

These rates are subject to revision on or after January 1, 2021.
## 1. Cost Estimate for 1350 Adams Court Project Budget Amendment 1

<table>
<thead>
<tr>
<th>Task</th>
<th>Consulting Staff</th>
<th>Subcontractors</th>
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<tbody>
<tr>
<td></td>
<td>Employee Name</td>
<td>Hexagon</td>
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<tr>
<td></td>
<td>Efner Chapman</td>
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<tr>
<td></td>
<td>Foley Buehler</td>
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<tr>
<td></td>
<td>Wezerek Matsui</td>
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<td>Mathias</td>
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<tr>
<td></td>
<td>Erin Kirsten</td>
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<td>Elizabeth David</td>
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<td>Elliott Cory</td>
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<td></td>
<td>John</td>
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<td></td>
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### Task 3. Initial Study
- 1.0hr 2.0hr 32.0hr 4.0hr 2.0hr 5,944.00

### Task 5. Administrative Draft EIR
- 1.0hr 2.0hr 40.0hr 4.0hr 4.0hr 5,272.00

### Task 6. Project Alternatives and Other CEQA
- 1.0hr 4.0hr 1.0hr 1.0hr 764.00

### Task 7. Screencheck Draft
- 1.0hr 2.0hr 6.0hr 1.0hr 1,292.00

### Task 10. Draft RTCs and Admin Final EIR
- 1.0hr 1.0hr 1.0hr 1.0hr 4.0hr 1,140.00

### Task 13. Project Management
- 6.0hr 12.0hr 3,696.00

**Total hours**: 135.0hr

**Billing Rates**
- $172.00
- $124.00
- $280.00
- $92.00
- $124.00
- $120.00

**Subtotal**
- $2,720.00
- $3,440.00
- $3,968.00
- $1,120.00
- $6,092.00
- $868.00
- $1,320.00
- $18,128.00
- $15,000.00
- $5,400.00
- $5,500.00
- $25,900.00
- $1,295.00
- $45,323.00

**Total price**: $45,323.00

Date printed: 2/13/2020 3:58 PM

Approved by Finance: [sh]

MenloPark_1350Adams_Amend1_Cost_021320(client)