

**STAFF REPORT FOR CALENDAR ITEM NO.: 10  
FOR THE MEETING OF: November 13, 2014**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Authorizing the Executive Director to execute Amendment No. 1 to the professional services agreement (“Agreement”) between Transbay Joint Powers Authority and ABM Onsite Services-West, Inc. (formerly Linc Facility Services), extending the term of the agreement by three and one-half years to June 30, 2018, and increasing the maximum compensation by \$3,957,188 to \$9,500,000.

**SUMMARY:**

On July 31, 2009, following a competitive procurement process, the TJPA Board of Directors authorized the Executive Director to award a contract to Linc Facility Services to provide facility management services for the Temporary Terminal. The scope of work includes provision of an experienced full-time facility manager; safety and security services 24 hours per day, seven days per week; janitorial services; landscape maintenance; general maintenance including litter control and trash/recycling collection; pavement sweeping/cleaning and inspection; exterior surface cleaning/painting as necessary; site furniture maintenance; lighting/communication/mechanical/electrical and plumbing maintenance; upkeep of the canopy structures and signage systems; and decommissioning services. The Agreement has a term to December 31, 2014, with options to extend for two years. The current Agreement amount, for the base term, is \$5,542,812. Of this amount, \$4,048,836 has been expended through September 30, 2014.

Linc Facility Services began pre-operations planning in August 2009, and began providing the broader scope of management services when the Temporary Terminal went into operations in August 2010. In September 2011, the Agreement was novated to ABM Facility Services, Inc. due to the merger of Linc Facility Services with ABM. In January 2014, ABM Facility Services, Inc. became ABM Onsite Services-West, Inc. (“ABM”) under a corporate rebranding effort.

Subsequent to the award of the Agreement, TJPA received funding to construct the below-grade train box during Phase 1. The Phase 1 schedule was extended to allow for train box construction, and accordingly, the start date for bus operations at the Transit Center was moved to fall 2017, and decommissioning of the Temporary Terminal to spring 2018. The proposed amendment to extend ABM’s services by three and one-half years accommodates the current timeline for completion of the Transit Center for bus operations and for decommissioning the Temporary Terminal.

Option year prices for two years were negotiated at the time of the original award, before the addition of train box construction to Phase 1 was contemplated. Under the Agreement, the price for the first option year increases the maximum compensation amount by \$1,119,953, and the price for the second option year increases the maximum compensation amount by \$1,162,599. TJPA staff and ABM have negotiated an amount of \$1,674,636 to increase the duration of the

Agreement for the final year and a half to June 30, 2018. This would increase the maximum contract amount by \$3,957,188, bringing the total maximum compensation under the Agreement to \$9,500,000. Note, however, that the facility manager has provided the services for the first four years in a satisfactory manner for less than 90 percent of the budgeted amount.

**RECOMMENDATION:**

Staff recommends that the Board of Directors authorize the Executive Director to execute Amendment No. 1 to the Agreement with ABM to extend the term of the Agreement for three and one-half years and increase the total not-to-exceed compensation by \$3,957,188 to \$9,500,000.

**ATTACHMENTS:**

1. Resolution
2. Amendment

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**Resolution No. \_\_\_\_\_**

WHEREAS, On July 31, 2009, the Transbay Joint Powers Authority (“TJPA”) Board of Directors authorized the Executive Director to execute a professional services agreement (“Agreement”) with Linc Facility Services for Temporary Terminal facility management services for a term to December 31, 2014 and a maximum compensation of \$5,542,812, with options to extend the agreement for two years and accordingly increase the maximum compensation by the option prices in the agreement; and

WHEREAS, In September 2011 the Agreement was novated to ABM Facility Services, Inc. (“ABM”) when Linc Facility Services merged with ABM, and in January 2014 ABM Facility Services, Inc. became ABM Onsite Services-West, Inc. (“ABM”) due to corporate rebranding; and

WHEREAS, ABM has been providing satisfactory facility management services for the Temporary Terminal for the TJPA, which include a full-time facility manager, 24-hour security services, janitorial services, landscape maintenance, ongoing general maintenance and repairs for the facility, and future decommissioning services; and

WHEREAS, TJPA received funding to incorporate construction of the train box in Phase 1 of the Transbay Program, extending the construction schedule for Phase 1, and accordingly the Transit Center bus operations date is now planned for fall 2017 and decommissioning of the Temporary Terminal is scheduled for spring 2018; and

WHEREAS, The TJPA desires to extend the term of the agreement for an additional three and one-half years to June 30, 2018;

WHEREAS, The Agreement specifies the increase in the maximum compensation for the two option years and the TJPA has negotiated the maximum compensation for the final one and one-half years increasing the maximum compensation under the Agreement by \$3,957,188 to \$9,500,000; and

WHEREAS, Such change to the term and compensation requires an amendment to the agreement, but does not change the scope or deliverables under the agreement; now, therefore, be it

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to execute Amendment No. 1 to the Agreement for Temporary Terminal Facility Management Services with ABM to extend the term for an additional three and one-half years and increase the total not-to-exceed compensation by \$3,957,188 to \$9,500,000.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of November 13, 2014.

\_\_\_\_\_  
Secretary, Transbay Joint Powers Authority

**Agreement Amendment No. 1**  
**Professional Services Agreement between**  
**The Transbay Joint Powers Authority and ABM Onsite Services-West, Inc.**

THIS Amendment No. 1 to the Professional Services Agreement to provide facilities management services dated August 6, 2009 (Agreement”) is entered into as of the 1<sup>st</sup> day of January, 2015, in San Francisco, California, by and between **ABM Onsite Services-West, Inc.** (“Contractor”), and the **Transbay Joint Powers Authority** (“TJPA”).

**Recitals**

- A. On July 31, 2009, following a competitive procurement process, the TJPA Board of Directors authorized the award of a professional services agreement to Linc Facility Services for management of the Temporary Terminal for a term to December 31, 2014, with options to extend.
- B. On September 1, 2011, the professional services agreement was assigned and novated to ABM Facility Services, Inc. due to a merger of Linc Facility Services and ABM Facility Services, Inc.
- C. On about January 1, 2014, ABM Facility Services, Inc. became ABM Onsite Services-West, Inc. through internal corporate transfers under a corporate rebranding effort, and ABM Onsite-Services-West, Inc. took over the provision of the facility management services under the Agreement.
- D. The TJPA and Contractor desire to extend the term of the Agreement without changing the scope or deliverables under the Agreement.
- E. On November 13, 2014, the TJPA Board of Directors adopted Resolution No. \_\_\_\_\_, authorizing the Executive Director to execute the Amendment to the Agreement.

**Terms and Conditions**

Now, therefore, the TJPA and Contractor agree to amend the following sections of the Agreement to read as follows:

**2. Term of the Agreement.**

Subject to Section 1, the term of this Agreement shall be for a term extending from the Effective Date of the Agreement, as described in Section 3 below, to June 30, 2018.

**5. Compensation.**

All compensation due to the Contractor for all services performed under this Agreement shall be based on actual costs, computed in conformance with the provisions of Appendix B attached hereto, subject to any maximum price set forth in a particular NTP. In no event shall the total compensation under this Agreement exceed Nine Million Five Hundred Thousand Dollars.

Hourly rates, including direct labor, markup, indirect costs, and other direct costs for services associated with this agreement are to remain fixed during the entire contract period, including any option periods, except for reasonable cost of living increases at a rate not to exceed the local Consumer Price Index escalation factor.

No charges shall be incurred under this Agreement nor shall any payments become due to the Contractor until the Services required under this Agreement are received from Contractor and approved by the Executive Director as being in accordance with this Agreement. The TJPA may withhold payment to the Contractor in any instance in which the Contractor has failed or refused to satisfy any material obligation provided for under this Agreement.

In no event shall the TJPA be liable for interest or late charges for any late payments.

All other provisions of the Agreement shall remain in full force and effect.

**TRANSBAY JOINT POWERS AUTHORITY**

**ABM ONSITE SERVICES-WEST, INC.**

\_\_\_\_\_  
By: Maria Ayerdi-Kaplan  
Title: Executive Director

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By: Rene Jacobsen  
Title: Executive Vice President  
ABM Onsite Services-West, Inc.  
A Delaware corporation  
fka ABM Facility Services, Inc.

Transbay Joint Powers Authority  
Board of Directors  
Resolution No. \_\_\_\_\_  
Adopted: \_\_\_\_\_  
Attest:

\_\_\_\_\_  
Secretary, TJPA Board

Approved as to Form:

By \_\_\_\_\_  
TJPA Legal Counsel