

THIRD AMENDMENT TO AGREEMENT

THIS THIRD AMENDMENT TO AGREEMENT ("Amendment") made and entered into as of this ____ day of June _____, 2015, amends the Agreement heretofore entered into between the CITY OF FRESNO, a municipal corporation ("CITY"), and Fehr & Peers, a California S-Corporation ("CONSULTANT").

RECITALS

CITY and CONSULTANT entered into an Agreement, dated November 8, 2012, for services related to the preparation of a Downtown Neighborhood Community Plan, Fulton Corridor Specific Plan and a Downtown Development Code, a First Amendment dated April 16, 2014, and a Second Amendment dated April 1, 2015 ("Agreement"); and

CITY and CONSULTANT now desire to modify the scope of services to include additional services.

AGREEMENT

NOW, THEREFORE, in consideration of the above recitals, which recitals are contractual in nature, the mutual premises herein contained, and for other good and valuable consideration hereby acknowledge, the parties agree that the aforesaid Agreement be amended as follows:

1. CONSULTANT shall provide additional services as provided in **Exhibit A**.
2. CONSULTANT's sole compensation for satisfactory performance of all services required or rendered pursuant to the Agreement and this Amendment shall be a total fee of \$83,700, including \$11,000 in contingency.
3. Except as otherwise provided herein, the Agreement entered into by CITY and CONSULTANT remains in full force and effect.
4. In the event of any conflict between the body of this Amendment and any Exhibit or Attachment hereto, the terms and conditions of the body of this Amendment shall control and take precedence over the terms and conditions expressed within the Exhibit or Attachment. Furthermore, any terms or conditions contained within any Exhibit or Attachment hereto which purport to modify the allocation of risk between the parties, provided for within the body of this Amendment, shall be null and void.

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IN WITNESS WHEREOF, the parties have executed this Amendment at Fresno, California, the day and year first above written.

CITY OF FRESNO,
a municipal corporation

FEHR & PEERS,
a California S-Corporation

By: _____
Bruce Rudd, City Manager

By: _____

Name: _____

Title: _____
(If corporation or LLC, Board
Chair, Pres. or Vice Pres.)

ATTEST:
YVONNE SPENCE, CMC
City Clerk

By: _____

Name: _____

By: _____
Deputy

Title: _____
(If corporation or LLC, CFO,
Treasurer, Secretary or Assistant
Secretary)

APPROVED AS TO FORM:
DOUGLAS T. SLOAN
City Attorney

By: _____
Brandon M. Collet Date
Deputy

Attachment: Exhibit A

EXHIBIT A

SCOPE OF WORK

UPDATE TRANSPORTATION IMPACT STUDY – FRESNO DOWNTOWN PLANS EIR

Fehr & Peers has previously prepared a draft transportation impact study (TIS) for the Fulton Corridor Specific Plan and Downtown Neighborhoods Community Plan (collectively, the Fresno Downtown Plans) Environmental Impact Report (EIR). The analysis for the draft TIS was completed in June 2012 with the draft TIS originally submitted in July 2012. A revised draft TIS was submitted to the City in January 2013 incorporating the City's comments and direction on the proposed mitigation measures presented in the July 2012 draft TIS.

Within the last year, the City of Fresno has adopted a General Plan Update and Master Environmental Impact Report (MEIR), and the Fresno Council of Governments (Fresno COG) has adopted a new Regional Transportation Plan and Sustainable Communities Strategy (RTP-SCS). These new plans along with a new notice of preparation (NOP) and potential changes in traffic over the last five years are prompting an update to the draft TIS submitted in January 2013.

BACKGROUND

Fresno General Plan Update and MEIR

The following summarizes the effect of the Fresno General Plan Update on the draft TIS submitted in January 2013:

- New General Plan policies are now in place that were not in effect in 2013. These policies will affect the significance criteria and regulatory setting for the updated TIS.
- The Cumulative Conditions scenario in the January 2013 draft TIS used land use inputs based on the 2025 Fresno General Plan land uses within the City as forecasted by Fresno COG. This included development in Downtown Fresno according to the 2025 Fresno General Plan. Under the Cumulative No Project scenario, these 2025 Fresno General Plan land use inputs were maintained. Under the Cumulative Plus Project scenario, the land use inputs for the Downtown Plans superseded the 2025 General Plan land use inputs.
- With the new Fresno General Plan Update, land use inputs for the City of Fresno need to be updated to reflect the new General Plan Update for this TIS. Based upon coordination and collaboration with City staff, Fehr & Peers has determined that using the Fresno General Plan Update MEIR travel forecasting model is an appropriate tool to reflect these new land use inputs.

- Since the Fresno General Plan Update has land use inputs that are consistent with the Downtown Plans, a “Cumulative No Project” scenario would have the same land use inputs as the “Cumulative Plus Project” scenario. Based on this understanding and discussions with City staff, Fehr & Peers has determined that a single quantitative Cumulative Plus Project Conditions scenario will be sufficient for the updated TIS, with a qualitative Cumulative No Project Conditions discussion regarding potential transportation effects from circulation changes between the “No Project” and “Plus Project” conditions (e.g., two way conversions, ramp realignments, etc.).

Traffic Analysis Methodology

In January 2012, Caltrans and the project team agreed to the use of the 2000 Highway Capacity Manual (HCM) methodology for the traffic analysis. Per our discussions with the City of Fresno and Caltrans staff, it is our understanding that Caltrans and the City of Fresno will endorse the continued use the 2000 HCM methodology for this TIS.

Also in January 2012, Caltrans and the project team agreed to the use of the Fresno Council of Governments (Fresno COG) regional travel demand forecasting (TDF) model that was available at that time. This TDF model reflected the 2025 Fresno General Plan and the 2011 Fresno COG Regional Transportation Plan (RTP) that was in place at that time. Along with the Fresno COG RTP-SCS, Fresno COG has a new TDF model that reflects the recently adopted RTP-SCS.

As noted in the Fresno General Plan Update and MEIR section above, we have coordinated with City of Fresno staff, and have agreed that the General Plan MEIR TDF model is an appropriate model to revise the cumulative conditions forecast for the updated TIS. We have also coordinated with City staff and determined that a high-level comparison of the outputs from the General Plan Update MEIR TDF model and the recently adopted Fresno COG RTP-SCS TDF model would also be prudent during this TIS update process.

Lastly, the traffic counts and field observations used to reflect the baseline condition in the draft TIS were collected between November 2009 and January 2012. Since some of this data is now over five years old and a new NOP is being prepared, new traffic counts were collected at several key ramp gateways into Downtown Fresno in May 2015 to determine if traffic volumes have significantly changed. City of Fresno staff compared the May 2015 counts to the 2009 to 2012 counts, which showed that traffic volumes have generally fluctuated up to ten percent both above and below 2009 to 2012 traffic levels. Similarly, Fehr & Peers compared the May 2015 freeway counts to the 2009 to 2011 freeway counts, and found a similar change in traffic levels (up to ten percent both above and below 2009 to 2011 traffic levels).

In coordinating with City of Fresno staff, we have indicated that while this fluctuation generally falls within the daily variation of traffic, it may have implications of the impact assessment findings at some of the study freeway segments and a couple of the study intersections. Since the fluctuation is within the daily variation of traffic, the TIS update will primarily use the traffic count data from 2009 to 2012 from the draft TIS to represent baseline conditions, with potentially some updates at study locations that are susceptible to changes in impact findings.

SCOPE OF WORK

The following scope of work identifies the tasks we will perform to update the transportation impact study for the Fresno Downtown Plans EIR based on our discussions with City staff and our professional judgment. The scope of work reflects the following items, consistent with the background information presented above:

- The Baseline Conditions traffic analysis will remain the same using the traffic count data from 2009 to 2012 in the draft TIS to represent baseline conditions.
- The Cumulative Conditions traffic forecasts will be updated using the General Plan Update MEIR TDF model.
- This scope of work includes a high-level "spot check" comparison of the outputs from the General Plan Update MEIR TDF model and the recently adopted Fresno COG RTP-SCS TDF model to evaluate their similarities or differences.

In addition, the following identifies sections of the draft TIS that will or will not have substantial changes due to the background information presented above:

- The Baseline Plus Project Conditions traffic analysis will use the same traffic volume data from the January 2013 draft TIS since the baseline traffic count data will remain the same.
- Since the land use inputs in the Downtown Plans are consistent with the recently adopted General Plan Update, the Cumulative No Project scenario would have the same land use inputs as the Cumulative Plus Project scenario. Therefore, the Cumulative No Project scenario will be evaluated at a qualitative level based on the Cumulative Plus Project scenario traffic results.

Task A Data Collection – Traffic Comparison

Fehr & Peers collected a.m. (7:00-9:00) and p.m. (4:00-6:00) peak period intersection turning movement counts at 18 study intersections identified in collaboration with City of Fresno staff, as well as a.m. and

p.m. peak period mainline traffic volume counts at one mainline location each on SR 41, SR 99, and SR 180.

Fehr & Peers provided this data to City of Fresno staff to evaluate the change in traffic levels between the 2009 to 2012 traffic counts used in the draft TIS and May 2015.

Task 1 *Review & Update Baseline Conditions Information*

Since a new NOP is being prepared, Fehr & Peers will coordinate with City of Fresno staff to verify that the baseline conditions information presented in the draft TIS is consistent with 2015 conditions. This will include coordinating with City staff to:

- Verify signal timings at signalized study intersections have not changed since 2011
- Obtain the latest GIS files for bicycle facilities, pedestrian facilities, and transit services (including stops, shelters/benches, and transit routes). This data will be used to update figures and text describing the existing transit, bicycle, and pedestrian networks, as appropriate.

We will also utilize Google Map aeriels and Street View along with our knowledge of the study area to verify that traffic controls, lane configurations, posted speed limits, and other relevant information at study intersections have not changed. For locations where recent improvements have been implemented, such as along the Broadway and Fulton Street corridors, we will coordinate with Public Works staff to verify the inputs reflect on the ground conditions.

Task 2 *Compare Travel Forecasting Model Outputs*

As noted in the introduction, Fresno COG has recently adopted a new RTP-SCS and has a new travel forecasting model that corresponds with the RTP-SCS. Fehr & Peers also used the previous Fresno COG TDF model to develop a travel forecasting model for the General Plan MEIR. Both of these models were developed after the original Downtown Plans traffic analysis was completed in 2012.

As noted in the Background section, we will update the TIS using the travel forecasting model used for the General Plan Update MEIR as agreed upon in consultation with City staff. We will also compare the outputs from the MEIR TDF model with the outputs from the Fresno COG RTP-SCS model.

For this evaluation, Fehr & Peers will compare link level traffic volumes from loaded peak hour networks from both the MEIR and RTP-SCS models. This will include key roadways in the study area, such as state freeway facilities, including SR 41, SR 99, and SR 180, as well as significant arterials or collectors such as Fresno Street, Tulare Street, Ventura Avenue, and Belmont Avenue. From this evaluation, we will

determine whether there are substantial differences between the model outputs for the project team to consider.

Task 3 Update Cumulative Conditions Traffic Forecasts

If the results from Task 2 confirm the use the General Plan MEIR model, Fehr & Peers will update the cumulative conditions traffic analysis for the Downtown Plans TIS. This will include developing new a.m. and p.m. peak hour traffic forecasts at the 91 study intersections and 82 study freeway segments for the Cumulative Plus Project Conditions using the General Plan MEIR model.

Fehr & Peers will update the traffic forecasts for the cumulative plus project scenario using the “difference method.” This approach adjusts raw model volume forecasts based on expected incremental growth from Baseline Conditions using the following formula:

$$\text{Forecast Scenario Traffic} = \text{Baseline Traffic Count} + (\text{MEIR Cumulative Scenario Raw Model Volume} - \text{Base Year Raw Model Volume})$$

Since the City of Fresno has certified the Final EIR for the Fulton Mall Reconstruction project, endorsing the open to vehicular traffic alternative, this scope of work assumes that the cumulative plus project scenario would include a single plus project scenario with Fulton Mall open to vehicular traffic.

For the Cumulative No Project scenario, we will update the Fresno General Plan MEIR model to reflect the current transportation network in downtown without the proposed transportation improvements (e.g., two way conversions, ramp realignments, grid reconnection, etc.). We will run the General Plan MEIR model with these minor transportation network changes and summarize the changes in traffic at a qualitative level for the updated TIS.

Task 4 Update Cumulative Conditions Traffic Operations Analysis

Fehr & Peers will analyze a.m. and p.m. peak hour traffic operations at the 91 study intersections and 82 study freeway segments under Cumulative Plus Project Conditions. As noted in the introduction, the traffic operations analysis will use the methodologies contained in the 2000 HCM per discussions with Caltrans and City staff.

For analyzing traffic operations at study intersections, we no longer have access to the Synchro 7 software used previously for this project. Therefore, we will enter and update the Synchro 7 files into the Synchro 8 software package to prepare level of service calculations at the study intersections. The Cumulative Plus Project Conditions files will be updated with the new a.m. and p.m. peak hour forecasts from the MEIR model. Where necessary, we will update the signal timings based on our review, as identified in Task 1.

At study freeway segments, we will use the 2000 HCM freeway analysis tool used for the current draft TIS. We will update the Cumulative Plus Project Conditions 2000 HCM freeway analysis from the draft TIS with the new a.m. and p.m. peak hour traffic forecasts from the MEIR model.

We will then compare these new LOS results with the results from the previous draft TIS and identify any locations where cumulative traffic impacts may have changed. We will also evaluate the recommended mitigation measures from the draft TIS, and based on these new results, determine whether any changes to the cumulative mitigation are necessary.

Task 5 *Update Transportation Impact Study*

The new General Plan policies, revised Cumulative No Project Conditions approach, and updated Cumulative Plus Project Conditions traffic analysis will likely result in changes to the traffic impact analysis findings. Therefore, Fehr & Peers will update the draft TIS with the new results from Tasks 1 through 4. This includes reviewing the impacts and mitigations proposed in the draft TIS to determine if they are still valid or need to be updated. We will also update all affected figures to reflect the new findings of the updated traffic analysis.

This task includes an additional 40 hours of staff time to coordinate with City staff and respond to questions or comments from City staff. This includes time to coordinate with City staff and City of Fresno legal counsel on the proposed impact and mitigation language.

Upon responding to the City's comments, Fehr & Peers will finalize the draft TIS for inclusion as a technical appendix to the draft EIR. It is our understanding that the City or its consultant will incorporate the information from the final transportation impact study into the draft EIR Circulation/Transportation section.

Task 6 *Public Hearings*

Fehr & Peers will attend up to two Planning Commission meetings and two City Council meetings to discuss the Downtown Plans and environmental document. This includes attendance at the plan adoption hearing.

This task is included in our current contract for this project; however, it is part of the purchase order (PO 66129) using Proposition 84 funding that has since expired and can no longer be billed against. Since the public hearings have not yet occurred, we are including attendance at these public hearings in this scope of work.

Task 7 Meetings

Since our meetings task under our current contract for this project has been completed, we have budgeted to attend up to two conference call “web” meetings and two in-person meetings in Fresno during the course of completing this scope of work. Attendance at additional meetings will be billed on a time-and-materials basis based on our current billing rate schedule, if desired and authorized in writing.

Task F13 Response to Comments

Fehr & Peers will prepare written responses to comments on the Circulation/Transportation section of the DEIR for inclusion in the Final EIR. This task has already been authorized under our current contract, with some of the hours being already spent on responding to Caltrans comments on the draft TIS.

We have up to 48 hours remaining in this task to respond to comments on the DEIR. Additional staff time will be billed on a time-and-materials basis based on our current billing rates with the City’s prior authorization.

Task X Contingency

Given the potential variables in completing this update to the TIS, Fehr & Peers has included an \$11,000 contingency as part of this scope of work. It is anticipated that this contingency could cover any of the following items:

- Collect additional freeway counts to verify changes in traffic levels
- Conduct additional freeway analysis to verify impact assessment findings using new 2015 traffic volumes
- Updating the traffic forecasts based on the findings from the comparison of the MEIR TDF model to the RTP-SCS TDF model

EXHIBIT B
FEE ESTIMATE
UPDATE TRANSPORTATION IMPACT STUDY – FRESNO DOWNTOWN PLANS EIR

The table below provides our fee estimate to perform the scope of work presented in Exhibit A.

FEE ESTIMATE

Task	Staff Person Labor (hours & billing rates)				Total	
	Principal \$270/hr	Associate \$170/hr	Engineer \$135/hr	Graphics/ Support \$120/hr	Hours	Cost
A. Data Collection – Traffic Comparison		6			6	\$1,020
1. Review & Update Baseline Conditions		4	12	8	24	\$3,260
2. Compare Travel Forecasting Outputs	2	8	20	6	36	\$5,320
3. Update Cumulative Traffic Forecasts	4	16	60	12	92	\$13,340
4. Update Cumulative Traffic Operations	4	16	60	12	92	\$13,340
5. Update Transportation Impact Study	8	20	60	25	113	\$16,660
6. Public Hearings	2	20	20	2	44	\$6,880
7. Meetings		16	16		32	\$4,880
					Labor Cost	\$64,700
					Traffic Counts	\$7,000
					Other Direct Costs (Travel, Postage, etc.)	\$1,000
					Sub-Total Cost	\$72,700
					Task X - Contingency	\$11,000
					Total Cost	\$83,700

**EXHIBIT C
SCHEDULE**

UPDATE TRANSPORTATION IMPACT STUDY – FRESNO DOWNTOWN PLANS EIR

City staff has indicated that the purchase order to authorize this scope of work will go before the City Council by early July. This schedule presented below assumes the purchase order is fully executed by July 3, 2015, so work can commence on Task 1 by July 6, 2015.

The table below represents our schedule to perform the scope of work presented in Exhibit A assuming the purchase order is fully executed by July 3, 2015. Due to other staff commitments, any delay to this starting timeframe would require coordination between City staff and Fehr & Peers to develop an updated schedule.

SCHEDULE

Task	June					July				August					Sept.	
	1	8	15	22	29	6	13	20	27	3	10	17	24	31	7	14
A. Data Collection – Traffic Comparison																
1. Review & Update Baseline Conditions						★										
2. Compare Travel Forecasting Outputs							★									
3. Update Cumulative Traffic Forecasts																
4. Update Cumulative Traffic Operations											★	★				
5. Update Transportation Impact Study							★	★	★				★	★	★	
6. Public Hearings																
7. Meetings																

★ = Coordination with or review by City Staff

Coordination with or Review by City Staff Schedule

July 2015

Week of July 6, 2015

Task 1:

- Obtain latest GIS files from City staff for transit, bicycle, and pedestrian facilities
- City staff to provide any signal timings that may have been updated in last five years
- Fehr & Peers to share traffic control and lane configuration data from Draft TIS for City review

Week of July 20, 2015

Task 2:

- Assuming start on July 6, 2015, Fehr & Peers will provide travel forecasting model comparison findings to City staff by July 20, 2015
- Given findings of Task 2, City staff to confirm moving forward with MEIR travel forecasting model by July 24, 2015 in order for Task 3 to commence on July 27, 2015.

Task 5:

- Fehr & Peers requested direction from City staff on impact and mitigation language in the draft TIS in January 2013. Fehr & Peers will review the questions and comments that required City direction, and will submit a refined list of question and comments by July 17, 2015.
- City staff and legal counsel to review these questions along with the draft impact and mitigation language in draft TIS between July 20, 2015 and August 7, 2015.
- City staff and legal counsel to provide direction to Fehr & Peers on impact and mitigation approach by August 7, 2015 to inform the updated TIS.

August 2015

Week of August 17, 2015

Task 4:

- Fehr & Peers to provide initial Cumulative Conditions LOS results to City staff by August 21, 2015.

Week of August 24, 2015

Task 4:

- Fehr & Peers to coordinate with City staff on potential changes to impacts and mitigations between August 24, 2015 and August 28, 2015.

Task 5:

- Fehr & Peers to coordinate with City staff on the updated TIS between August 24, 2015 and September 11, 2015.