

AMENDATORY AGREEMENT

This **AMENDATORY AGREEMENT** is made and entered by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **HNTB CORPORATION**, a Delaware corporation registered to do business in Colorado, whose address is 950 17th Street., Suite 200, Denver, CO 80202 (the “Consultant”), jointly (“the Parties”).

RECITALS:

A. The Parties entered into an Agreement dated January 7, 2021 (the “Agreement”) for the performance of certain work set forth in that Agreement and Exhibit A.

B. The Parties wish to amend the Agreement to increase the Maximum Contract Amount, extend the Term, and to make such other amendments herein set forth.

NOW THEREFORE, in consideration of the premises and the Parties’ mutual covenants and obligations, the Parties agree as follows:

1. All references to “Exhibit A” in the Agreement shall be amended to read: “Exhibit A-1”. Exhibit A-1 is attached hereto and incorporated herein by this reference.

2. All references to “Exhibit B” in the Agreement shall be amended to read: “Exhibit B and Exhibit B-1”. Exhibit B-1 is attached hereto and incorporated herein by this reference.

3. Section 3 of the Agreement entitled **COMPENSATION, PAYMENT, AND FUNDING** Sub-section 3.05 (a) entitled **Maximum Contract Amount; Funding** is amended to read as follows:

“3.05 Maximum Contract Amount; Funding.

(a) It is understood and agreed by the parties hereto that payment or reimbursement of all kinds to the Consultant, for all Work performed, which includes all categories selected under this Agreement, shall not exceed a maximum of **SEVEN MILLION FIVE HUNDRED THOUSAND DOLLARS AND ZERO CENTS (\$7,500,000.00)**. In no event shall the maximum payment to the Consultant, for all work and services performed throughout the entire term of this Agreement exceed the contract maximum amount set forth above.”

4. Section 4 of the Agreement entitled **TERM AND TERMINATION** Sub-section 4.01 entitled **Term** is amended to read as follows:

“**4.01. Term.** The term of this Agreement shall commence on January 15, 2021 and shall expire on January 14, 2026, unless sooner terminated or extended by written amendment. The Consultant shall complete any task orders in progress as of the expiration date of this agreement and the term will extend until the work is completed or earlier terminated by the Director. The term of this agreement may be extended for one additional year at the City’s sole discretion by written amendment.”

5. Section 6 of the Agreement entitled **GENERAL PROVISIONS** Sub-section 6.06 entitled **No Discrimination in Employment** is hereby deleted in its entirety and replaced with:

“**6.06. No Discrimination in Employment:** In connection with the performance of work under the Agreement, the Contractor may not refuse to hire, discharge, promote, demote, or discriminate in matters of compensation against any person otherwise qualified, solely because of race, color, religion, national origin, ethnicity, citizenship, immigration status, gender, age, sexual orientation, gender identity, gender expression, marital status, source of income, military status, protective hairstyle, or disability. The Contractor shall insert the foregoing provision in all subcontracts.”

6. Section 6 of the Agreement entitled **GENERAL PROVISIONS** Sub-section 6.19 of the Agreement entitled **No Employment of Illegal Aliens to Perform Work Under the Agreement** is hereby deleted in its entirety.

7. As herein amended, the Agreement is revived, affirmed, and ratified in each and every particular.

8. This Amendatory Agreement will not be effective or binding on the City until it has been fully executed by all required signatories of the City and County of Denver, and if required by Charter, approved by the City Council.

[THE BALANCE OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]
[SIGNATURE PAGES FOLLOW]

Contract Control Number: DOTI-202369351-01 [202056638-01]
Contractor Name: HNTB CORPORATION

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of:

SEAL

CITY AND COUNTY OF DENVER:

ATTEST:

By:

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

Attorney for the City and County of Denver

By:

By:

By:

Contract Control Number:
Contractor Name:

DOTI-202369351-01 [202056638-01]
HNTB CORPORATION

By: DocuSigned by:
Tom Schnetzer
693BA602872248A..._____

Name: Tom Schnetzer
(please print)

Title: vice president
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

Exhibit A-1

Category Name	Category Number	Category Amount	M/WBE Goal Commitment
Program and Project Management	13	\$7,500,000.00	36%

Short Description:

Development and implementation of program management best practices, procedures, tools, and techniques.

Definition:

Work in this category will include provision of professional services related to the development and implementation of best practices, procedures, tools, and techniques related to the programmatic delivery of capital infrastructure projects. Work may also include providing project management services in the form of staff augmentation and/or specialty support services. Qualified firms must be able to provide program management, project management, and construction management.

Primary Scope Elements:

- Professionally facilitated workshops for organizational development, including:
 - Chartering of program teams
 - Risk register development
 - Development of governance
 - General team building
- Current state and “path forward” alternatives analysis
- Strategy development
- Implementation recommendations
- Performing a “gap analysis” with a report and recommendations on how to bridge resource shortfalls
- Providing highly specialized staff to augment program delivery with roles in:
 - Scheduling
 - Cost estimating
 - Contracting and procurement
 - Establishment of program document management procedures and systems
- Project Management
- Construction Management and oversight (including construction administration and inspection services)

Secondary Scope Elements:

- General requirements required in the contract
- Additional tasks as required

Skills and Requirements:

- Program management experience that includes demonstrated experience as the prime program management consultant on at least three (3) municipal government-led, integrated capital improvement programs with a program capital value of at least \$100 million each. Verifiable staff and company experience in the initiation, planning, execution, monitoring, controlling and closeout of programs using industry best practices in strategic planning, scope and change management, risk, quality, and document management, stakeholder management and outreach, and communications. Demonstrated expertise in the use of Primavera P6 for development and maintenance of cost and resource-loaded schedules. Ability to perform independent cost estimates in accordance with AACE International Recommended Practice. Ability to establish SharePoint sites and optimization of file structures. Demonstrated experience in management of design and construction management consultants and alternative delivery contracts (CMGC and design/build) as well as experience in serving as an owner's advisor. Experience in performing program audits and gap analysis and facilitation of workshops and training session.
- Project management capabilities including cost, schedule, and stakeholder management in a matrix-style management structure with coordination across multiple functional groups.

Exhibit B-1

PRIME TEAM MEMBERS

Prime: HNTB Corporation

List ALL potential firm personnel titles/classification that may be utilized under the Agreement, and their respective hourly rate. Do not list names of personnel, only titles (i.e. Project Manager). Provide Additional sheets as necessary.

Title/Classification	Responsibilities	Rate/Hr.
Principal-In-Charge	contracting, task leads oversight, report writing, technical review	\$478.18
Project Analyst	contract administration, cost analysis and financial reporting	\$152.51
Project Finance Assistant	contract administration, cost analysis and financial reporting	\$110.32
Alternatives Analysis Lead	oversight of design, report writing, technical review	\$313.32
Architect II	design, planning, report writing, project development	\$157.70
ADA Compliance Analyst	design, planning, report writing, project development	\$264.62
ADA Compliance Lead	oversight of design, report writing, technical review	\$298.79
Bridges/Underpasses Designer	design, planning, report writing, project development	\$285.42
Bridges/Underpasses Lead	oversight of design, report writing, technical review	\$298.79
CAD Technician	design, planning, report writing, project development	\$166.08
Construction Support Technician II	design, planning, report writing, project development	\$214.49
Construction Support Technician III	construction support, report writing, schedule review	\$308.15
Drainage/Stormwater Engineer	design, planning, report writing, project development	\$214.49
Drainage/Stormwater Lead	design, planning, report writing, project development	\$244.23
Lighting Engineer	design, planning, report writing, project development	\$169.87
Lighting Lead	oversight of design, report writing, technical review	\$285.42
Median Improvement	design, planning, report writing, project development	\$244.23
Plan Review Engineer	oversight of design, report writing, technical review	\$244.23
Plan Review Lead	oversight of design, report writing, technical review	\$401.70
Policy, Standards, And Regulation Support	oversight of design, report writing, technical review	\$298.79
PS&E Lead	design, planning, report writing, project development	\$214.49
Roadways/Intersection Design & Improvements Engineer	design, planning, report writing, project development	\$214.49
Roadways/Intersection Design & Improvements Lead	oversight of design, report writing, technical review	\$401.70
ROW Plans	design, planning, report writing, project development	\$244.23
Senior Advisor	oversight of design, report writing, technical review	\$401.70
Sidewalk Improvements Engineer	design, planning, report writing, project development	\$244.23
Sidewalk Improvements Lead	oversight of design, report writing, technical review	\$304.72
Stakeholder Coordination	design, planning, report writing, project development	\$214.49
Subsurface Utility Engineering	design, planning, report writing, project development	\$214.49
Traffic Engineer	design, planning, report writing, project development	\$201.19
Traffic Lead	design, planning, report writing, project development	\$214.49
Value Engineering	oversight of design, report writing, technical review	\$169.87
Analytics Analyst	design, planning, report writing, project development	\$143.33
Analytics Analyst Lead	design, planning, report writing, project development	\$176.68
Analytics Lead	design, planning, report writing, project development	\$250.09
Document Control Specialist	management of documents, project administration	\$98.93
Risk Analyst	design, planning, report writing, project development	\$235.03

Exhibit B-1

Risk Management Lead	risk management, management of documents, project administration	\$287.87
Schedule Lead	design, planning, report writing, project development	\$171.53
Sharepoint Developer	design, planning, report writing, project development	\$176.68
Sr Program Manager	program management lead, success management workshop development, oversight of staff, report writing, technical review	\$684.65
Supporting Scheduler	oversight of design, report writing, technical review	\$308.15
Bridge modeling & Analysis	design, planning, report writing, project development	\$148.22
Pedestrian Bridges	design, planning, report writing, project development	\$307.20
Project Manager	design, planning, report writing, project development	\$288.13
Quality Manager	quality management, training, report writing	\$201.19
Sr. Technical Advisor	oversight of design, report writing, technical review	\$282.49
Third Party Reviews	design, planning, report writing, project development	\$282.49
Bicycle Facility/ Infrastructure Design Lead	design, planning, report writing, project development	\$298.79
Bicycle Facility/ Infrastructure Designer I	design, planning, report writing, project development	\$102.78
Bicycle Facility/ Infrastructure Designer II	design, planning, report writing, project development	\$169.87
CAD Support	design, planning, report writing, project development	\$126.35
CIG Process, ADA Compliance, Title VI	oversight of design, report writing, technical review	\$478.18
Construction Support Services Lead	oversight of design, report writing, technical review	\$364.80
Construction Support Technician I	construction support, report writing, schedule review	\$184.50
Electrical/Lighting Engineer	oversight of design, report writing, technical review	\$234.51
Electrical/Lighting Lead	design, planning, report writing, project development	\$290.09
Environmental Research	design, planning, report writing, project development	\$200.41
FTA Grant Manager	oversight of design, report writing, technical review	\$478.18
Grant Writing Lead	design, planning, report writing, project development	\$273.49
Grant Writing Specialist	design, planning, report writing, project development	\$127.62
Pedestrian Infrastructure Lead	design, planning, report writing, project development	\$214.49
Pedestrian Infrastructure Technician	design, planning, report writing, project development	\$126.35
Plan Review	design, planning, report writing, project development	\$184.50
Project Development	design, planning, report writing, project development	\$240.63
PS&E Specialist	design, planning, report writing, project development	\$201.19
Railroad Coordination	oversight of design, report writing, technical review	\$290.09
Signal Design	design, planning, report writing, project development	\$186.20
Sr Communications Engineer	oversight of design, report writing, technical review	\$298.52
Transit Design	oversight of design, report writing, technical review	\$264.62
Transit Signal Priority	design, planning, report writing, project development	\$201.19
Utility Engineering	design, planning, report writing, project development	\$214.49
Multimodal Planning - ITS	design, planning, report writing, project development	\$230.93
Programming, Financial Planning	design, planning, report writing, project development	\$285.42
Task Leader	oversight of design, report writing, technical review	\$308.81
ADA Compliance Advisor	oversight of design, report writing, technical review	\$478.18
Architect I	design, planning, report writing, project development	\$126.74
Architecture Lead	oversight of design, report writing, technical review	\$267.92

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Communications	design, planning, report writing, project development	\$184.50
Cost Benefit/Scenario Planner	design, planning, report writing, project development	\$215.53
Cost Estimator I	cost estimating, design, report writing, project development	\$151.28
Cost Estimator II	cost estimating, design, report writing, project development	\$264.62
Cost Estimator Lead	cost estimating, design, report writing, project development	\$298.79
Engineer II	design, planning, report writing, project development	\$201.19
Engineer III	design, planning, report writing, project development	\$214.49
Engineer IV	oversight of design, report writing, technical review	\$244.23
Enterprise Systems Planner	oversight of design, report writing, technical review	\$495.61
Fleet Planning (F/P)	design, planning, report writing, project development	\$112.69
Funding/Financial Planner	design, planning, report writing, project development	\$285.42
GIS/Mapping Specialist	design, planning, report writing, project development	\$151.28
Grant Application Development Readiness Specialist	design, planning, report writing, project development	\$127.62
Grant Application Development Readiness Specialist Lead	design, planning, report writing, project development	\$151.28
Infrastructure Needs & Assessment	design, planning, report writing, project development	\$140.82
Infrastructure Needs & Assessment Lead	design, planning, report writing, project development	\$201.19
Innovative Financing Specialist	oversight of design, report writing, technical review	\$478.18
Long Range Planner	design, planning, report writing, project development	\$240.63
Mobility Planning Hubs	design, planning, report writing, project development	\$127.62
NEPA/Permitting II	design, planning, report writing, project development	\$264.62
NEPA/Permitting I	design, planning, report writing, project development	\$151.28
Policy/Standards Planner	design, planning, report writing, project development	\$240.63
Regulatory Guidance Advisor	design, planning, report writing, project development	\$240.63
Service Planner II	design, planning, report writing, project development	\$151.28
Service Planner Lead	oversight of design, report writing, technical review	\$298.79
Sr Transit Planner	design, planning, report writing, project development	\$198.00
Staff Augmentation I	construction support, program support, report writing, schedule review	\$134.57
Staff Augmentation II	construction support, program support, report writing, schedule review	\$197.09
Staff Augmentation III	team oversight, construction support, program support, schedule review	\$307.63
Traffic Impact Studies	design, planning, report writing, project development	\$244.23
Traffic/Ridership Modeler	design, planning, report writing, project development	\$127.62
Traffic/Ridership Modeler II	design, planning, report writing, project development	\$151.28
Transit Planner I	design, planning, report writing, project development	\$93.26
Transit Technology	design, planning, report writing, project development	\$201.19
Vehicle Procurement Specialist	design, planning, report writing, project development	\$201.19
Construction Support Technician II	construction support, report writing, schedule review	\$308.15

The City will not compensate for expenses such as postage, mileage, parking, or telephone costs. Reproductions, if requested by the City, shall be reimbursed at actual cost if approved in advance by the Project Manager. Reproductions requested by the City such as end-of-phase reports, drawings, bid documents, record drawing reproductions, etc. are not included in the hourly rates will be itemized as a not-to-exceed expense, and will be reimbursed at actual cost.

Exhibit B-1

REIMBURSABLE EXPENSES

Prime: HNTB Corporation

The additional expenses reimbursable by the City shall include the actual cost to reproduce drawings and specifications requested by the City. Travel/transportation costs shall not be reimbursed by the City for Primes.

Actual Costs

<u>Item</u>	<u>Charge Rate</u>
Copies (8 1/2 x 11")	\$ _N/A_/each
Copies (8 1/2 x 14")	\$ _N/A_/each
Red-line copies	\$ _N/A_/S.F.
Reproducibles	\$ _N/A_/page

Exhibit B-1

SUB TEAM MEMBERS

Sub: ENTITLEMENT AND ENGINEERING SOLUTIONS, INC

List **ALL** potential personnel titles/classifications that may be utilized under the contract and their respective hourly rate. Do not list names of personnel, only titles (i.e. Project Manager). Provide additional sheets as necessary.

Title/Classification	Responsibilities	Rate/Hr.
President	Oversight of technical merit, quality, schedule, and budget for all projects	\$291
Principal	Oversight of engineering design and quality; technical design direction	\$260
Associate/Sector Lead	Oversight of staff/engineering work; oversight of design and management of engineering projects.	\$210
Sr. Project Manager	Technical design direction; oversight of team; performs design tasks and quality reviews	\$197
Project Manager	Provide design direction; tracking of schedule, budget and project milestones	\$191
Sr. Engineer V	Responsible for design direction and technical merit	\$184
Sr. Engineer IV	Responsible for design direction and technical merit; performs design	\$168
Engineer III	Performs design and engineering calculations	\$161
Engineer II	Performs design and engineering calculations	\$153
Engineer I	Assist with the design and engineering calculations	\$146
Designer	Designing, planning and execution of projects; advanced knowledge of CAD	\$146
Administration	Document control; support of non-technical tasks	\$112
Sr. Administration	Oversight, direction and management of non-technical tasks; advanced skill required	\$152

Exhibit B-1

Site Development Coordinator	Site planning	\$161

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REIMBURSABLE EXPENSES

Sub: ENTITLEMENT AND ENGINEERING SOLUTIONS, INC.

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Actual Costs

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Reproducibles	\$ _____ / page

Exhibit B-1

SUB TEAM MEMBERS

Sub: Peak Consulting Group

List **ALL** potential personnel titles/classifications that may be utilized under the contract and their respective hourly rate. Do not list names of personnel, only titles (i.e. Project Manager). Provide additional sheets as necessary.

Title/Classification	Responsibilities	Rate/Hr.
Engineering VP	Project management, technical advisory/QC	\$257.22
Environmental Manager	Task management and technical analysis and writing	\$198.55
Environmental Scientist III	Biological resource surveys, evaluations, and permitting	\$212.13
Environmental Specialist I	Research, data collection, report writing	\$121.04
Intern	Research, data collection,	\$65.15
Planner I	Research, data collection, report writing	\$87.43
Principal	Project and task management, technical advisory/QC	\$280.32
Project Controller II	Budget and schedule tracking and management	\$94.70
Project Controller IV	Budget and schedule tracking and management	\$196.70
Project Coordinator	Project administrative tasks and logistics	\$136.38
Project Coordinator III	Administrative, logistics, project coordination	\$160.62
Project Manager II	Project management	\$189.41
Project Manager III	Project management	\$203.98

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Exhibit B-1

REIMBURSABLE EXPENSES

Sub: Peak Consulting Group

The additional expenses reimbursable by the City shall include the actual cost to reproduce drawings and specifications requested by the City. Travel/transportation costs shall not be reimbursed by the City for Primes.

Actual Costs

Item

Copies (8 1/2 x 11")

Copies (8 1/2 x 14")

Red-line copies

Reproducibles

Charge Rate

\$ 0.19 / each

\$ 0.25 / each

\$ NA / S.F.

\$ 0.30 / page

Exhibit B-1

SUB TEAM MEMBERS

Sub: Strae Advisory Services, LLC

List **ALL** potential personnel titles/classifications that may be utilized under the contract and their respective hourly rate. Do not list names of personnel, only titles (i.e. Project Manager). Provide additional sheets as necessary.

Title/Classification	Responsibilities	Rate/Hr.
Principal	Development assumptions, revenue forecasting, financial modeling, related work	\$350.00

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Exhibit B-1

REIMBURSABLE EXPENSES

Sub: Strae Advisory Services, LLC

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Actual Costs

<u>Item</u>	<u>Charge Rate</u>
Copies (8 1/2 x 11")	\$ _____ / each
Copies (8 1/2 x 14")	\$ _____ / each
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Reproducibles	\$ _____ / page

Exhibit B-1

SUB TEAM MEMBERS

Sub: Y2K Engineering LLC

List **ALL** potential personnel titles/classifications that may be utilized under the contract and their respective hourly rate. Do not list names of personnel, only titles (i.e. Project Manager). Provide additional sheets as necessary.

Title/Classification	Responsibilities	Rate/Hr.
Project Principal	Transp. Planning & Engineering, Project Management	240.00
Sr. Professional II .	Subject Matter Expert, Transp. Planning & Engineering	235.00
Sr. Professional I .	Subject Matter Expert, Transp. Planning & Engineering	210.00
Professional	Subject Matter Expert, Transp. Planning & Engineering	190.00
Project Manager – Sr.	Civil Engineering and Project Management	215.00
Project Manager	Civil Engineering and Project Management	190.00
Engineer IV	Transportation Engineering, Project Management	205.00
Engineer III	Transportation Engineering, Project Management	190.00
Engineer II	Transportation Engineering, Project Management	175.00
Engineer I	Transportation Engineering	160.00
Programmer	Programming	190.00
Transportation Planner IV	Transportation Planning, Project Management	190.00
Transportation Planner III	Transportation Planning, Project Management	165.00
Transportation Planner II	Transportation Planning, Project Management	140.00
Transportation Planner I	Transportation Planning	125.00
Designer III	Designer, CAD, GIS, and Transportation Support Work	140.00
Designer II	Designer, CAD, GIS, and Transportation Support Work	130.00
Designer I	Designer, CAD, GIS, and Transportation Support Work	120.00

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SUB TEAM MEMBERS

Sub: Y2K Engineering LLC

List **ALL** potential personnel titles/classifications that may be utilized under the contract and their respective hourly rate. Do not list names of personnel, only titles (i.e. Project Manager). Provide additional sheets as necessary.

Title/Classification	Responsibilities	Rate/Hr.
Project Administrator	Project Administration and Management	110.00
Graphic Designer	Graphic Design, Visualization, Logo, Creative Support	110.00
Technician – Sr.	Transportation Planning and Engineering Support	95.00
Technician	Transportation Planning and Engineering Support	70.00

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REIMBURSABLE EXPENSES

Sub: Y2K Engineering LLC

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Actual Costs

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Copies (8 1/2 x 11")	\$ <u>none</u> / each
Copies (8 1/2 x 14")	\$ <u>none</u> / each
Red-line copies	\$ <u>none</u> / S.F.
Reproducibles	\$ <u>none</u> / page

Exhibit B-1

SUB TEAM MEMBERS

Sub: Yeh and Associates, Inc.

List **ALL** potential personnel titles/classifications that may be utilized under the contract and their respective hourly rate. Do not list names of personnel, only titles (i.e. Project Manager). Provide additional sheets as necessary.

Title/Classification	Responsibilities	Rate/Hr.
Principal	Ensure project receives all needed support. Review Schedule, budget.	\$240.00
Senior Project Manager	Responsible for day-to-day management of large projects	\$230.00
Project Manager	Responsible for day-to-day management of limited scope projects	\$205.00
Senior Project Engineer /Geologist	Performs engineering/geological investigations.	\$180.00
Project Engineer / Geologist	Performs investigations, prepares reports.	\$155.00
Staff Engineer / Geologist	Performs calculations, sketches, checks drawings supplied by others.	\$135.00
Engineer / Geologist Intern	Performs calcs, sketches, and works with the supervision of an engineer.	\$ 85.00
Resident Construction Engineer	Manage, schedule, and deliver construction projects. Licensed	\$230.00
Construction Manager	Management of limited scope projects Non- licensed	\$205.00
Construction Observer 3	Inspects construction, submits daily field reports.	\$165.00
Construction Observer 2	Provide Construction Inspection services, written field reports	\$150.00
Construction Observer 1	Provide Construction Inspection services, written field reports	\$130.00
Technician Leader/Supervisor	Provides quality control for field project documentation	\$165.00
Laboratory Supervisor	Organizes and oversees all lab activities for materials testing.	\$150.00
Technician 3	Conducts tests on soils, concrete, asphalt. Fully certified	\$120.00
Technician 2	Samples and tests asphalt, concrete, aggregate, and soils.	\$105.00
Technician 1	Samples and tests asphalt, concrete, aggregate, and soils.	\$ 95.00
CAD Designer	Prepares conceptual studies and designs	\$160.00
CAD Technician	Assists in preparing CAD designs	\$105.00
Project Controller	Monthly B2G audit reporting, prompt payment, MWBE compliance	\$165.00
Administrative Assistant	Contract Coordination, Invoicing, audit reporting	\$ 95.00

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Reproducibles	\$0.00 / page
Mileage outside the Denver Metro area	\$ current IRS mileage rate