



BOARD OF SUPERVISORS  
AGENDA LETTER

Agenda Number:

Clerk of the Board of Supervisors  
105 E. Anapamu Street, Suite 407  
Santa Barbara, CA 93101  
(805) 568-2240

**Department Name:** General Services  
**Department No.:** 063  
**For Agenda Of:** July 16, 2019  
**Placement:** Administrative  
**Estimated Tme:** N/A  
**Continued Item:** No  
**If Yes, date from:** N/A  
**Vote Required:** Majority

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**TO:** Board of Supervisors  
**FROM:** General Services Janette D. Pell, Director, (805) 560-1011  
Contact Info: Skip Grey, Assistant Director, (805) 568-3083  
**SUBJECT:** Northern Branch Jail Project, Kitchell CEM, Inc. Amendment No. 4, Third District.

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**County Counsel Concurrence**

As to form: Yes

**Other Concurrence: Risk Management;**

As to Form: Yes

**Auditor-Controller Concurrence**

As to form: Yes

**Recommended Actions:**

That the Board of Supervisors:

- a) Find that Rosser International, Inc. expressly repudiated its Professional Services Agreement (PSA) with the County on June 13, 2019, when Rosser stated that it was “going out of business” and will “no longer be providing services” for the Northern Branch Jail project, and therefore, the PSA is terminated based on Rosser’s breach;
- b) Approve and authorize the Chair to execute Amendment No. 4 to the Professional Services Agreement (Agreement) for Construction Management and Related Professional Services with Kitchell/CEM, Inc., to extend construction management services through the revised contract term; include additional Architectural and Engineering Professional Services; increase compensation by \$949,195 for those Additional Services, including \$284,492 in extended construction management services, \$664,703 for architectural and engineering services, plus a contingency of \$332,351 for a new total contract maximum amount not to exceed \$4,582,689; and to increase the contract term to December 4, 2020;
- c) Authorize the General Services Director or designee to expend the above contingency of \$332,351, as needed, for services provided by Kitchell in accordance with the Agreement as amended; and
- d) After considering the Final Subsequent Environmental Impact Report (SEIR), State Clearinghouse No. 2007111099, that the Board of Supervisors certified on March 11, 2008, the December 6, 2011 and October 8, 2013 SEIR addendums, determine pursuant to 14 CCR §15162(a) that no subsequent EIR or Negative Declaration is required for this project because: i) No substantial changes are proposed in the project which require major revisions of the 2008 Final Subsequent

EIR; ii) No substantial changes have occurred with respect to the circumstances under which the project is undertaken which require major revisions of the 2008 Final Subsequent EIR; and iii) No new information of substantial importance concerning the project's significant effects or mitigation measures, which was not known and could not have been known with the exercise of reasonable diligence at the time that the Final Subsequent EIR was certified in 2008, has been received.

**Summary Text:**

Construction of the Northern Branch Jail Project is approximately 90% complete. On June 13, 2019, Rosser International, Inc., the principal Architectural and Engineering design consultant for the Project, informed the County that they are “going out of business” and “effective immediately will no longer be providing services on the Project.” To resolve this situation and keep the Project moving forward, a fourth amendment to the existing Professional Services Agreement with Kitchell CEM, Inc. (“Kitchell”), the firm providing Construction Management and related Professional Services, is necessary in order to extend construction management services an additional four months and add additional Architectural, Engineering and related professional design services beyond Kitchell's existing approved scope of work. In 2013, the County selected both Rosser and Kitchell through a competitive selection process as provided in Government Code § 4529.12 to perform Architectural, Engineering, Construction Management and other Professional Services for the Project. Kitchell has demonstrated competence and professional qualification to perform said services. The recommended action shifts the remaining architectural and engineering services that Rosser will not perform to Kitchell for completion of the Project, of which only 10% remains. This amended scope of work to Kitchell's agreement is needed to ensure Architectural and Engineering Professional Services are available to complete all remaining phases of the Northern Branch Jail Project in a timely manner as required by the State, and the Project remains on target for completion in December 2019. This amendment will also further extend Kitchell's professional services through the latest anticipated end date of the Project. A future budget action is anticipated to represent the increased cost of the Project.

**Background:**

The County entered into a contract with Kitchell for Construction Management and related professional services for the Northern Branch Jail project on May 14, 2013. As Construction Manager Kitchell performs the following seven categories of services: project management planning, cost management, time management, quality management, contract administration, safety management, and construction management professional practice. Rosser's contract which was also approved May 14, 2013 had a scope of work that consisted of eight separate phases including programming, schematic design, design development, construction documents, bidding, construction, close out, and warranty. With the project approximately 90% through the construction phase, approximately 10% is remaining in that phase on Rosser's contract as well as the closeout and warranty phases. This amendment to Kitchell's existing Construction Management contract will extend construction management services an additional four months to accommodate the current construction completion date and allow Kitchell to perform itself or through subconsultants in the following areas to finish out the Project: Architectural, Structural Engineering, Civil Engineering, Mechanical, Electrical and Plumbing (MEP) Engineering, Physical Security Design Elements, Integrated Security Systems, Landscape Design, and Food Service and Laundry.

On August 18, 2016, the State authorized the County to proceed with construction of the Northern Branch Jail, and a Notice to Proceed was issued with a start date of September 6, 2016. This initiated the 24-month construction duration for Kitchell's original PSA, which included a provision for a 5% extension,

allowing an end date no later than October 12, 2018. Amendment 1 to Kitchell’s PSA, approved by the Board on September 3, 2013, added commissioning services to Kitchell’s scope for an increase of \$152,660. Amendment 2, approved by the Board on November 14, 2017, increased the contract by \$90,630 to add construction document phase services and construction labor force monitoring services. Amendment 3, approved by the Board on November 6, 2018, expanded the scope of work to include additional Professional Services as a result of an approximate 11 month extended construction period requiring expanded Construction Management services essential to complete the Construction Phase of the Project. Amendment 3 extended the PSA to September 2020 for a total of 88 months from the original contract date of May 2013. Amendment 4, will extend and add the services as mentioned above and extend the previously adjusted contract date an additional 3 months to December 2020. This will allow services to encompass the revised warranty period through December 2020. At this time, staff is projecting a completion date of December 2019.

**Key Contract Risks**

Approval of the contract amendment is critical to ensuring General Services is able to complete the Northern Branch Jail project in accordance with the State approved schedule, and meet the construction completion milestone.

**Fiscal and Facilities Impacts:**

Budgeted: No. A budget revision will be provided at a later date that will include necessary funding for this amendment to the Kitchell/CEM Inc. PSA, along with any other known additional project costs.

**Fiscal Analysis:**

The remaining balance on Rosser’s and Kitchell’s contracts is shown below:

	<b>Rosser</b>	<b>Kitchell</b>	<b>Total</b>
Original Contract Amount 5/14/2013	\$ 5,410,435	\$ 2,270,000	\$ 7,680,435
Approved Amendments & Department Adjustments	\$ 302,000	\$ 1,031,143	\$ 1,333,143
Approved Contract Maximum Compensation Limit	\$ 5,712,435	\$ 3,301,143	\$ 9,013,578
Estimated Expenditures through June 2019	<b>\$ (5,348,518)</b>	<b>\$ (2,963,844)</b>	<b>\$ (8,312,362)</b>
Approved Contract Balance Budgeted	\$ 363,917	\$ 337,299	\$ 701,216
Add'l Impact - Proposed Kitchell Contract Amendment 4 *	<b>\$ (363,917)</b>	\$ 1,281,546	<b>\$ 917,629</b>
Revised Contract Balance with Amendment 4	\$ -	\$ 1,618,845	\$ 1,618,845
Revised Maximum Compensation Limit	\$ 5,348,518	\$ 4,582,689	\$ 9,931,207

*\* It is anticipated that the remaining budgeted balance of \$363,917 on Rosser’s contract will be utilized to offset a portion of the additional \$1,281,546 needed to fund this Amendment No. 4 to Kitchell’s contract.*

**Special Instructions:**

Request the Chair of the Board sign three (3) original amendments, and the Clerk of the Board return two (2) of each signed amendment to John Green, along with a minute order.

**Attachments:**

1. Amendment No. 4 to the PSA with Kitchell CEM, Inc.
2. Original Agreement with Kitchell CEM, Inc.

**Authored by:**

Skip Grey, Assistant Director, General Services Support Services