



Waller Creek Conservancy
PO Box 12363
Austin, Texas 78711
512-541-3520
www.wallercreek.org

November 9, 2016

Mr. Tom Meredith
Vice President
Waller Creek Local Government Corporation

RE: Waller Creek District: Waterloo Park Design Development Phase Plan

Dear Tom:

Enclosed herewith you will find the Waterloo Park Design Development Phase Plan covering professional services only. Please refer to the enclosed Exhibit F for a Project Budget including identification of funding sources. This Phase Plan for Waterloo Park consists of two parts, Part One outlines the work for the design development phase professional services of the Parkland and Part Two provides for the design development phase professional services of the Performance Venue. The work product will include rendered drawings, CAD and PDF files and a cost estimate at each milestone.

The Joint Development Agreement, Section 3, identifies the documentation required for each proposed phase plan. The attached matrix identifies all of the submission requirements and those applicable to this scope of work and where they can be found in this document. If you have questions or concerns, please let me know and we will address them quickly.

Sincerely,

Peter Mullan
Chief Executive Officer
Waller Creek Conservancy
Proposing Party

The Phase Plan described in this document has been reviewed and agreed upon to the scope described herein.

11.08.2016

Ms. Kristin Pipkin
Responding Party
Watershed Protection Department
City of Austin

Date



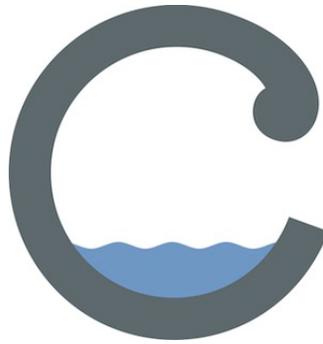
Waller Creek Conservancy
PO Box 12363
Austin, Texas 78711
512-541-3520
www.wallercreek.org

The Phase Plan described in this document has been reviewed and approved specific to the scope described herein.

Mr. Tom Meredith
Vice President, LGC Representative
Waller Creek Local Government Corporation

Date

Waller Creek District
Waterloo Park
Design Development Phase Plan



November 9, 2016

**Waller Creek District:
Waterloo Park Design Development Phase Plan
Part One: Parkland
Part Two: Performance Venue**

Table of Contents

Cover Letter

Checklist

Executive Summary and Scope Narrative	Pg 1
List of Exhibits	Pg 6
Exhibit A – Project Area Diagram	Pg 8
Exhibit B – Project Schedule	Pg 12
Exhibit F – Project Budget	Pg 14
Exhibit G – Capital Needs Projection	Pg 17
Exhibit H – JDA Procurement Requirements	Pg 18
Exhibit I – Insurance Certificates	Pg 21

Part One: Parkland

Exhibit C-1 – Scope Matrix	Pg 26
Exhibit D-1 – Implementation Plan	Pg 27
Exhibit E-1 – Organization Chart	Pg 35

Part Two: Performance Venue

Exhibit C-2 – Scope Matrix	Pg 37
Exhibit D-2 – Implementation Plan	Pg 39
Exhibit E-2 – Organization Chart	Pg 44

Waller Creek Phase Plan Proposal Checklist

Project: Waterloo Park Design Design Phase Plan					
✓	#	Section	Topic	Description	Notes
		3.02.B	Responding Party Review	Complete before submission to LGC	
		3.02.B.(i)	Cover Letter		
		3.02.B.(ii)		Date of submission	11/9/16
		3.02.B.(iv)		Identify the provision in the JDA calling for the submission	Exhibit H
	1	3.04.A.1	General	Exec Summary with narrative	Pg 1
	1a			Schedule with milestones	Exhibit B, Pg 12
	1b			Implementation Plan	Exhibits D-1 Pg 27 and D-2 Pg 39
	2	3.04.A.2 (i)	Identify Team	List all professionals and their discipline	Pgs 3-4
	2a	3.04.A.2 (ii)	Contracting Method	Proposed Construction Delivery Method	Pg 4
	2b	3.04.A.2.(iii)	Designate the Reviewer of Construction Schedule	Project Director or Managing Party	N/A - no construction is included in this scope of work
	2c	3.04.A.2 (iv)	Graphical Material	Prelim site plans, architectural plans, elevations, other design materials	Graphic materials will be generated as a part of this scope of work
	3	3.04.A.3	District Map	Map of District showing Limits of Phase Plan Area	Exhibit A, Pg 8-11
	4	3.04.A.4	Project Budget	All Phase Plan costs including allowances and contingencies	Exhibit F, Pg 14-16
	4a		Funding Sources	List source	
	4b		Funding Sources	List where funds are to be held	
	4c		Funding Sources	List constraints on use of funds	
	4d		Post Construction Budget	Capital repair, operating and maintenance budgets	N/A - no construction is included in this scope of work
	5	3.04.A.5	Cost Overrun Plan	Identify how any cost overruns will be funded	Pg 6
	6	3.04.A.6	Compliance with Foundational Articles	If the proposed project does not comply with the terms of the JDA, the proposed modification to the JDA is provided here.	Pg 5
	7	3.04.A.7	Third Party Agreements	Outline any third-party agreements that will need to be obtained	N/A - none contemplated in this scope of work
	8	3.04.A.8	Property Procurement Process Requirements	Local Government Code Sections 252 and 271	Pg 2
	9	3.04.A.9	MWBE Participation	Outline plan	Exhibit H, Pg 18
	10	3.04.A.10	Public Improvement Projects	Identify responsibilities for obtaining approvals from Government Authorities for design and construction	The project manager and key consultants have the responsibility of obtaining approvals
	11	3.04.A.11	Operations Permits	Plan for obtaining approvals and permits for operations	N/A - none contemplated in this scope of work
	12	3.04.A.12	ID and Mapping Easements	Identify and map all easements and other real property interests.	This work will be done within the scope of multiple phase plans as required utilizing a title company
	13	3.04.A.13	Requirements on Use of Funds	Identify any requirements that apply to the use of tax-exempt obligations, grants or other funds	N/A - none contemplated in this scope of work
	13a			Texas Transportation Code Chapter 431	N/A - none contemplated in this scope of work
	13b			City Code and Other Applicable Law	N/A - none contemplated in this scope of work
	14	3.04.A.14	Insurance and Bonding	Provision of insurance and bonding in Article 9	Exhibit I, Pg 16: bonding is not required for professional services
	15	3.04.A.15	Use by City	Identify terms for use by the City	N/A - none contemplated in this scope of work
	16	3.04.A.16	Activities and Rates	Identify activities by groups	N/A - none contemplated in this scope of work
	17	3.04.A.17	Maintenance in ROW's	Identify of maintenance of District ROW's	N/A - none contemplated in this scope of work
	18	3.04.A.18	Utilities	Identify how utilities will be provided, cost of services, metering etc	This is a product of this scope of work

Waller Creek Phase Plan Proposal Checklist

✓	#	Section	Topic	Description	Notes
	19	3.04.A.19	Operations and Maintenance	Identify operations and maintenance standards	This is a product of this scope of work
	20	3.04.A.20	Revenue Source and Fees	Create a pro forma re fees, licensing to cover Op Expenses	To be developed and updated with funding letter
	21	3.04.A.21	Commercial Design Standards	Identify if Comm Design Stds apply	Subchapter E
	22	3.04.A.22	License Agreements	Identify if License Agreements apply	N/A - none contemplated in this scope of work
	23	3.04.A.23	Naming Rights	Identify any license agreements necessary for naming rights	N/A - none contemplated in this scope of work
	24	3.04.A.24	Change in Ownership	Identify if there is a proposed change in ownership of a Public District Site	N/A - none contemplated in this scope of work
	25	3.04.A.25	Capital Needs Timing	Identify the capital needs timing for City Planning purposes	Exhibit G, Pg 17
	26	3.04.A.26	Payment to PARD or other City Departments	Identify how payments will be made to PARD or other City Depts for their operations	N/A - none contemplated in this scope of work
	27	3.04.A.27	Public Accessibility	Identify public accessibility and provisions thereof	N/A - none contemplated in this scope of work
	28	3.04.A.28	Timing of transfers	Identify timing of transfers of improvements and land	N/A - none contemplated in this scope of work
	29	3.04.A.29	Maintain natural space	Identify the ways projects will be designed to maintain natural space	A core element of the approved Design Plan calls for maintaining natural space and will be a guiding principal in the work herein
	30	3.04.A.30	Maintain flexibility of City owned properties	Identify how the flexibility of City Owned properties will be maintained	The design team will include maintaining flexibility as a design goal
	31	3.04.A.31	Issues related to alcohol use	Identify any desired exemptions of City Code or park rules	To be developed and updated with funding letter
	32	3.04.A.32	Other Relevant Info		

Waller Creek, Waterloo Park

November 9, 2016

EXECUTIVE SUMMARY and NARRATIVE

Part One: Parkland – Waterloo Park is an 11-acre green space that hosts a wide range of landscape experiences for play, leisure, and celebration of the natural environment. An accessible path network weaves through the site’s dramatic topography, connecting a network of gardens, water features, gathering spaces, stands of mature trees, and a central “Clearing” – a grand new civic space for Austin. Waterloo is at the core of an urban district that is undergoing dramatic change. The Dell Medical Campus, Brackenridge Hospital redevelopment, and the State Capitol Complex frame the site and create a constituency that infuses the park with daily activity. The greater Waller Creek trail system emerges into the park at 12th Street from the south and provides a flow of recreational visitors coming from downtown, Lady Bird Lake, and beyond.

Part Two: Performance Venue – Adjacent to the state capitol, the design of the performance pavilion celebrates its namesake – a vital waterway and natural respite in the urban downtown. The performance pavilion evokes an airy garden trellis; the stage roof’s expansive reach conjures the image of a forest canopy and takes its shape from the cloud formations. The Waller Creek Performance Venue’s roof creates an ideal setting for musical performance. The stage is flooded with diaphanous light, yet protected in inclement weather. By retaining the city’s best music promoter to coordinate the entertainment program, the Waller Creek Performance Venue will become an established recreation zone for local residents and an icon for Austin. The Waller Creek Performance Venue offers the City of Austin a new cultural pole drawing spectators from the surrounding neighborhoods to Waterloo Park.

This phase plan undertakes the design development of improvements at Waterloo Park, from 12th to 14th Streets (see **Exhibit A, Project Area Diagram**). This phase plan does NOT include authorization to proceed in to construction. Future authorization will be sought from the LGC for subsequent phases.

This phase plan encompasses the following:

- Design of Waterloo Park from 12th Street to the 14th Street, including the 14th Street Bridge
- Close coordination between the Parkland and Performance Venue (separate parts)
- Responses to and coordination with the ongoing Waterloo Tunnel project activity
- Ongoing coordination with Emerging Development

The scope of work includes the following tasks that will be led by Michael Van Valkenburgh Associates (MVVA) as the team lead and landscape architect for Part One: Parkland. *Note that Task 1 (Schematic Design) was performed as part of an approved Phase Plan.*

- [Task 1: Schematic Design (completed under separate Phase Plan in March 2016)]
- Task 2a: Design Development for Parkland and Structural Lawn Coordination
- Task 2b: Ongoing Tunnel Coordination
- Task 2c: Design Development of the Performance Venue

The scope of work also includes the following tasks that will be led by Thomas Phifer Partners (TPP) as the team lead and architect for Part Two: Performance Venue. *Note that Task 1 (Schematic Design) was performed as part of an approved Phase Plan.*

- [Task 1: Schematic Design (completed under separate Phase Plan in March 2016)]
- [Task 1a: Schematic Design Addendum (to be completed under separate Phase Plan in October 2016)]
- Task 2: Design Development of the Performance Venue

This Design Development Phase Plan builds upon the work completed in the Waterloo Park Schematic Design phase. This Phase Plan, which enlists a larger consultant team, will continue to engage the challenging technical and regulatory issues on a site as complex as Waterloo Park.

The project will require extensive coordination with the Parks and Recreation Department (PARD), the City of Austin Public Works Department (PWD), and the Watershed Protection Department (WPD). Other City of Austin (COA) agencies that will require coordination include, but are not limited to: Planning and Zoning (PAZ) and the Office of Real Estate Services (ORES). This work will also require close coordination with an operator or prospective operators for the Waterloo Performance Venue to establish the criteria and design requirements needed to transform Waterloo Park into a core public space for downtown, as well as a key revenue generator for the Waller Creek Conservancy.

All Services performed under this Scope of Work shall be performed in accordance with the existing contractual agreements held by the Waller Creek Conservancy, applicable codes and accepted industry standards. Any acquisitions either by fee simple or easement will follow the Office of Real Estate's Standard Operating Procedures for approvals, land plans, land title surveys, Environmental Site Assessment Plans I and II, and title policies.

All Consultant documents shall be prepared using the English System of Weights and Measurements. It is assumed that hardcopy, PDF and CAD drawings are acceptable formats for review submissions to COA and WCC. Conversion to other file formats (e.g. MicroStation; AutoCAD Civil 3D) will be considered an additional service.

A detailed description of scope, deliverables, and responsibilities is in **Exhibits C-1 and C-2, Scope Matrices**, for Michael Van Valkenburgh Associates (MVVA) and Thomas Phifer Partners (TPP). A description of the interaction among consultants and key stakeholders toward the production of deliverables is described in **Exhibits D-1 and D-2, Implementation Plans**.

PERFORMANCE PERIOD

The anticipated performance period for Design Development is 24 weeks. This encompasses 20 weeks for design and engineering, and 4 weeks for costing and review.

PROJECT IDENTIFICATION

Project Title: Waterloo Park Design Development Phase Plan (or "Project")

Project Location: Austin, Texas (See **Exhibit A, Project Area Diagram**)

POINTS OF CONTACT

Managing Party:

Waller Creek Conservancy / Benz Resource Group

Project Director: Susan Benz, benz@benzresourcegroup.com (512-220-9542)

Responding Party:

City of Austin, Watershed Protection Department

Kristin K. Pipkin, kristink.pipkin@austintexas.gov (512-974-3315)

Mike Kelly, mike.kelly@austintexas.gov (512-974-6591)

City of Austin, Parks and Recreation Department

Terry Jungman, terry.jungman@austintexas.gov (512-974-9479)

Other Contacts:

Waller Creek Conservancy

CEO: Peter Mullan pmullan@wallercreek.org (512-541-3520)

Director of Planning and Design: John Rigdon, jrigdon@wallercreek.org (512-541-3520)

City of Austin, Planning & Zoning Department

Tonya Swartzendruber, tonya.swartzendruber@austintexas.gov (512-974-3462)

Consulting Team Lead:

MVVA President and CEO: Michael Van Valkenburgh, michael@mvvainc.com (718-243-2044)

MVVA Principal: Gullivar Shepard, gshepard@mccainc.com (718-243-2044)

MVVA Project Manager and Point of Contact: Tzufen Liao, tiao@mvvainc.com (718-243-2044)

CONSULTANT TEAM LIST:

The following subconsultants will be part of MVVA and TPP's design teams and the associated scopes, schedules, deliverables, budget, and fees are included in this proposal. Please see **Exhibits E-1 and E-2, Organization Charts**.

Part One: Parkland

- Team Lead and Landscape Architect: Michael Van Valkenburgh Associates, Inc. (MVVA)
- Civil Engineer: Big Red Dog Engineering (BRD)
- Lighting Design: Tillet
- Local Landscape Architect: dwg
- Accessibility Consultant: Altura Solutions
- Soil Scientist: Olsson Associates
- Geotechnical Consulting: Terracon
- MEP Engineer: EEA
- Structural Engineer: AEC
- Irrigation Design: James Pole
- Public Space Management Consulting: ETM Associates

- Hydrology: LimnoTech
- Tree Care and Consulting: Davey Resource Group
- Project Management, Managing Party: Benz Resource Group
- Cost Consulting: Vermeulens Costs Consultants
- Construction Management (Preconstruction Services): Zachry Construction Corp.
- Surveying: McGray & McGray Land Surveyors
- Construction Auditing: CCM Consulting Group
- Materials Testing: Terracon

Part Two: Performance Venue

- Team Lead and Architect, Thomas Phifer Partners (TPP)
- MEP / Fire Protection Engineering: Altieri Sebor Wieber
- Structural Engineering: Guy Nordenson & Associates
- Theatre Consultant: Theatre Consultants Collaborative
- Waterproofing Consultant: Simpson Gumpertz & Heger
- Audio Visual Consultant: ARUP
- Acoustical Engineering: ARUP
- IT Consultant: ARUP
- Lighting Consultant: ARUP
- Code Consultant: Jenson Hughes (Rolf Jenson & Associates)
- Kitchen Consultant: allowance
- Wayfinding / Signage Consultant: allowance / TBD
- Geotechnical Consultant: Terracon
- Project Management, Managing Party: Benz Resource Group
- Cost Consulting: Vermeulens Costs Consultants
- Construction Management (Preconstruction Services): Zachry Construction Corp.
- Construction Auditing: CCM Consulting Group

CONTRACTING METHOD

All of the consultants and sub consultants included in this scope of work are under contract directly to the Waller Creek Conservancy.

Part One: Parkland

Landscape Architecture Team Lead, Michael Van Valkenburgh Associates, Inc. (MVVA), and their sub consultants are currently working under a Master Services Agreement (MSA) between the Waller Creek Conservancy (WCC) and MVVA that was executed May 22, 2015.

Part Two: Performance Venue

Architecture Team Lead, Thomas Phifer Partners (TPP), and their sub consultants are currently working under a Master Services Agreement executed between the Waller Creek Conservancy (WCC) and TPP.

All of the consultants and sub consultants identified by name in this Project were under agreement prior to the execution of the Joint Development Agreement (JDA). Any subsequent consultants will be selected utilizing methods that meet the City of Austin Ordinances for procurement of services.

COMPLIANCE WITH FOUNDATIONAL ARTICLES OF THE JDA

All work proposed in this Project are in compliance with the approved Design Plan and Foundational Articles of the JDA.

SCHEDULE

The Services required by this Phase Plan shall be provided from November 2016 through May 2017.

MVVA team fees have been calculated based on the following Design Schedule, which is shown in greater detail in **Exhibit B, Project Schedule**. In the event that the schedule outlined below is significantly extended at the request of the Client, reviewing agencies, or Contractor delays, the MVVA team reserves the right to request additional fees.

November 2016 – May 2017: Design Development

GENERAL SCOPE OF SERVICE REQUIREMENTS

A detailed description of scope and deliverables is in **Exhibit C-1 and C-2, Team Scope Matrices**, and a description of the interaction among consultants and key stakeholders toward the production of deliverables is described in **Exhibit D-1 and D-2, Implementation Plans**.

PROJECT BUDGET

Services will be performed on a “not-to-exceed” fee basis, assuming the schedule is not significantly extended beyond May 2017. Exhibit F provides a detailed breakdown of the fees, the summary of the fees are as follows:

Part One: Parkland

Professional Service Fees: \$1,100,023
Reimbursable Expenses: \$55,668
Allowances: \$253,000
Cost Overrun Reserve: \$100,000
Part One Total: \$1,508,691

Part Two: Performance Venue

Professional Service Fees: \$1,013,815
Reimbursable Expenses: \$59,048
Allowances: \$100,000
Cost Overrun Reserve: \$100,000
Part Two Total: \$1,272,863

Grand Total of fees, reimbursable expenses and allowances: \$2,781,554

For **Part One: Parkland**, The City of Austin (City) will contribute 80% of the total, for an amount not to exceed \$1,206,953 toward the Waterloo Park Phase Plan. The Waller Creek Conservancy (WCC) will contribute 20% of the total, for an amount not to exceed \$301,739. The 20% of the total contributed by the WCC will cover all aspects of the design related to Performance Venue site work and operations (e.g. mix station, lower seating area) that is covered within the Parkland scope and fee for contractual and administrative clarity.

For **Part Two: Performance Venue**, The Waller Creek Conservancy will contribute 100% of the total, for an amount not to exceed \$1,272,863.

In accordance with Section 10.01 (Project Disbursement Fund Account) of the Joint Development Agreement between the City of Austin, Waller Creek Local Government Corporation, and Waller Creek Conservancy, upon approval of regularly submitted invoices by the Conservancy, the City will disburse payment accordingly to the appropriate Project Disbursement Fund Account. **See Exhibit G – Capital Needs Projection** addressing the prime scope of work, which excludes allowances.

COST OVERRUN PLAN

In accordance with Section 3.04.A.5 of the JDA, the identification of the source of funds for cost overruns is required. For this Phase Plan, a cost overrun would be caused by a request in a change of the scope of services outlined. Any request for change will require an amendment to this Phase Plan, including identification of the source of funding, and will require approval of the Proposing Party and the Responding Party.

MVVA team fees and estimated reimbursable expenses are shown in **Exhibit F, Project Budget – Fee and Expense Summary**. Individual consultant fee proposals are included in **Exhibits J-1 – Z-3**.

Services will be performed on a “not-to-exceed” fee basis, assuming that the schedule is not significantly extended beyond May 2017. Given the rapidly changing nature of development conditions around the creek, and the nearly inevitable discovery of unforeseen issues as part of the planning process, MVVA reserves the right to re-apportion fees and expenses among tasks and sub-consultants upon review and approval of the client.

LIST OF EXHIBITS – Phase Plan

EXHIBIT A	Project Area Diagram
EXHIBIT B	Project Schedule
EXHIBIT C	Team Scope Matrix
EXHIBIT D	Implementation Plan
EXHIBIT E	Organization Chart
EXHIBIT F	Project Budget – Fee and Expense Summary
EXHIBIT G	Capital Needs Projection
EXHIBIT H	JDA Procurement Requirements
EXHIBIT I	Insurance Certificates

SUPPORTING DOCUMENTATION (under separate cover)

Part One: Parkland

EXHIBIT J	MVVA Fee and Expense Summary
EXHIBIT K	MVVA Proposal
EXHIBIT L	Benz Resource Group Proposal
EXHIBIT M	Big Red Dog (BRD) Proposal
EXHIBIT N	Tillett Lighting Proposal
EXHIBIT O	dwg Landscape Design Proposal
EXHIBIT P	Altura Solutions Proposal
EXHIBIT Q	Olsson Associates Proposal
EXHIBIT R	Terracon Proposal
EXHIBIT S	EEA Consulting Engineers Proposal
EXHIBIT T	Architectural Engineers Collaborative Proposal
EXHIBIT U	James Pole Proposal
EXHIBIT V	ETM Associates Proposal
EXHIBIT W	LimnoTech Proposal
EXHIBIT X	Vermeulens Cost Consultants Proposal
EXHIBIT Y	Zachry Construction Corp. Proposal

Part Two: Performance Venue

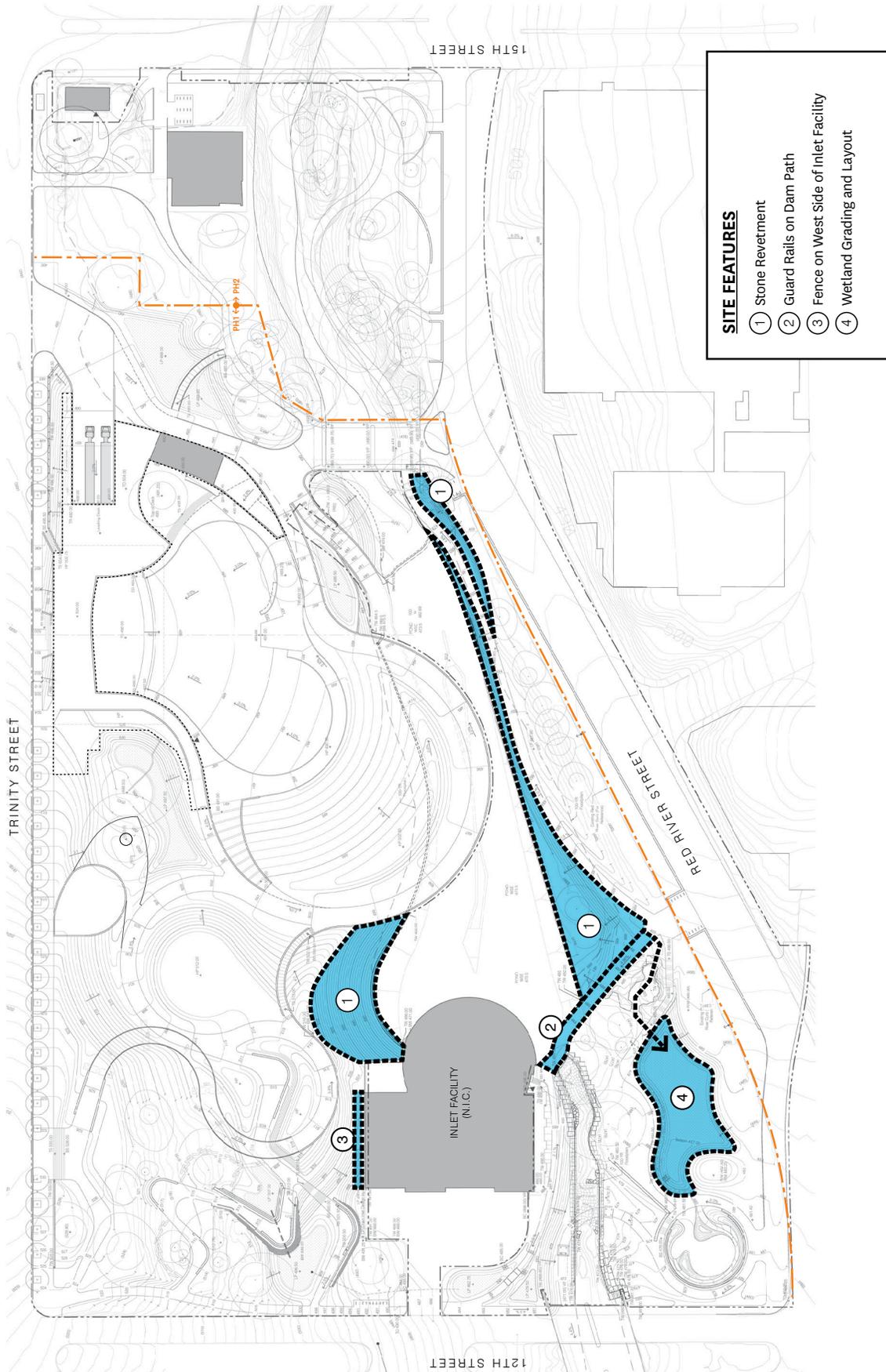
EXHIBIT AA	TPP Fee and Expense Summary
EXHIBIT BB	TPP Proposal
EXHIBIT CC	Benz Resource Group Proposal
EXHIBIT DD	ARUP Proposal
EXHIBIT EE	Altieri Sebor Wieber Proposal
EXHIBIT FF	Guy Nordenson & Associates Proposal
EXHIBIT GG	Theatre Consultants Collaborative Proposal
EXHIBIT HH	Simpson Gumpertz & Heger Proposal
EXHIBIT II	Jensen Hughes (formerly Rolf Jensen) Proposal
EXHIBIT JJ	Altura Solutions Proposal
EXHIBIT KK	Terracon Proposal
EXHIBIT LL	Vermeulens Cost Consultants Proposal
EXHIBIT MM	Zachry Construction Corp. Proposal

WATERLOO PARK PROJECT AREA DIAGRAM
Part I/Task 2A: Parkland

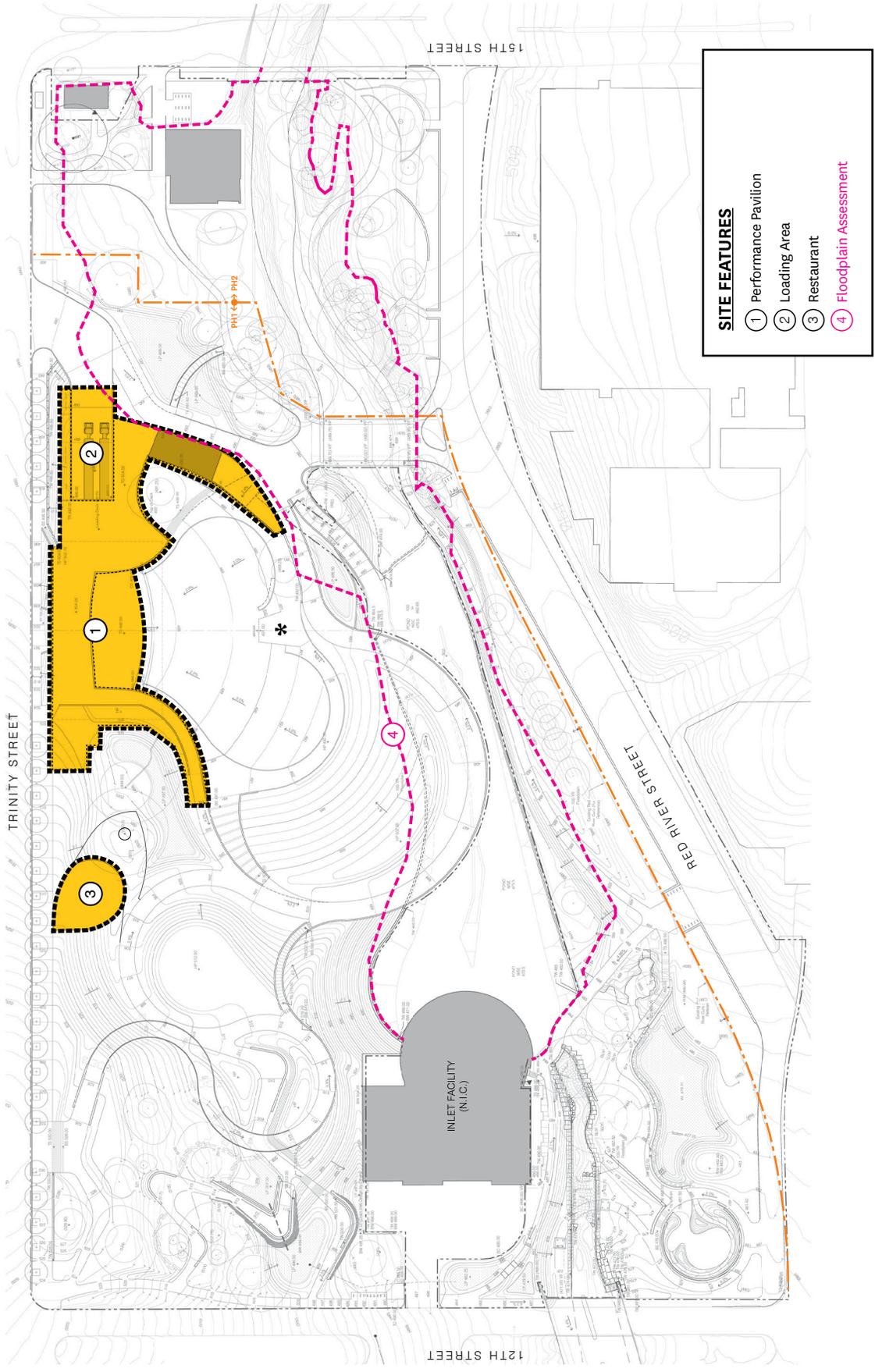


10/28/2016

WATERLOO PARK PROJECT AREA DIAGRAM
Part I/Task 2B: Ongoing Tunnel Work



WATERLOO PARK PROJECT AREA DIAGRAM
Part II: Performance Venue

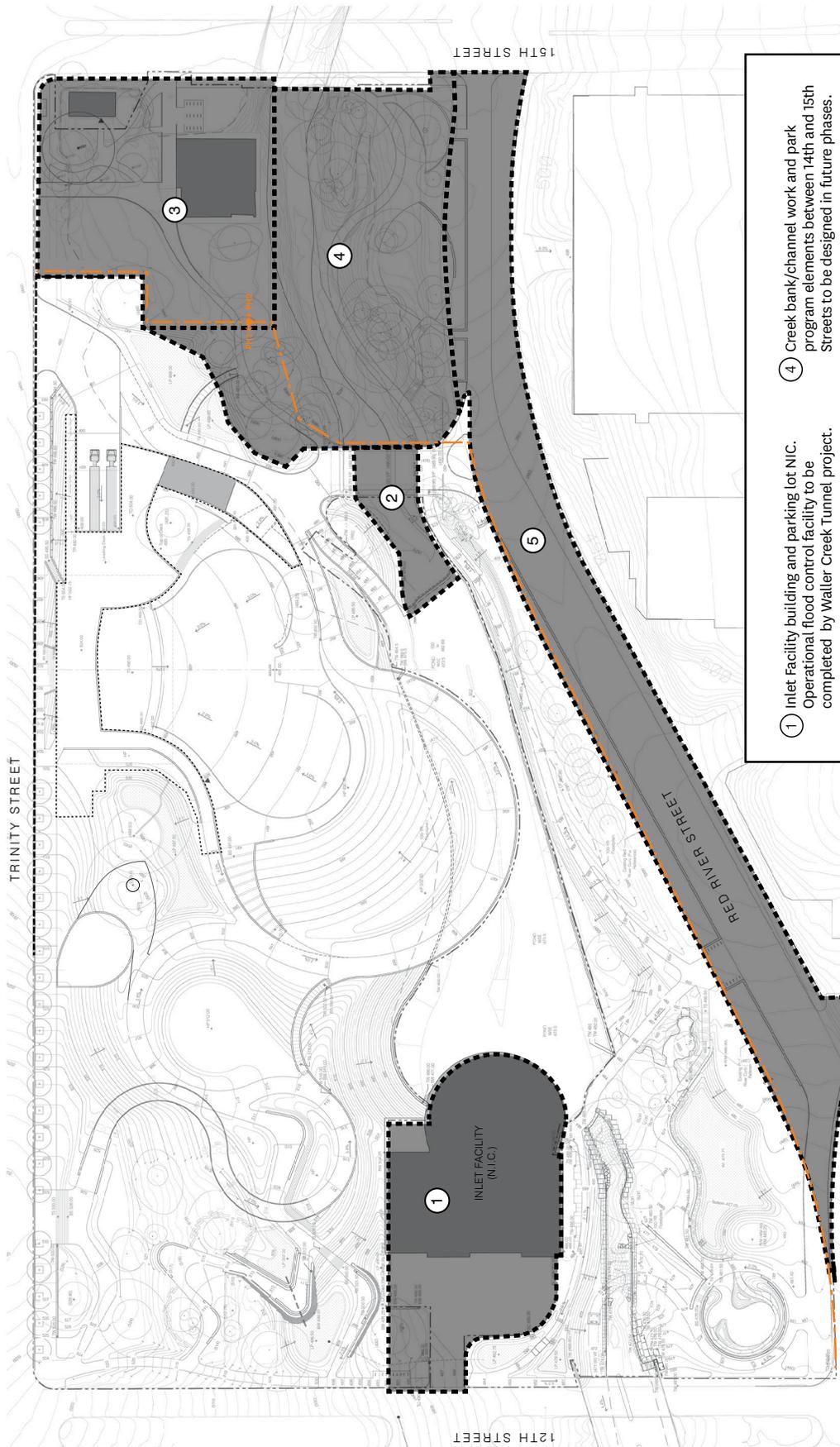


- SITE FEATURES**
- ① Performance Pavilion
 - ② Loading Area
 - ③ Restaurant
 - ④ Floodplain Assessment

* Mix station and other design work related to performance venue operations will be included in this scope

10/28/2016

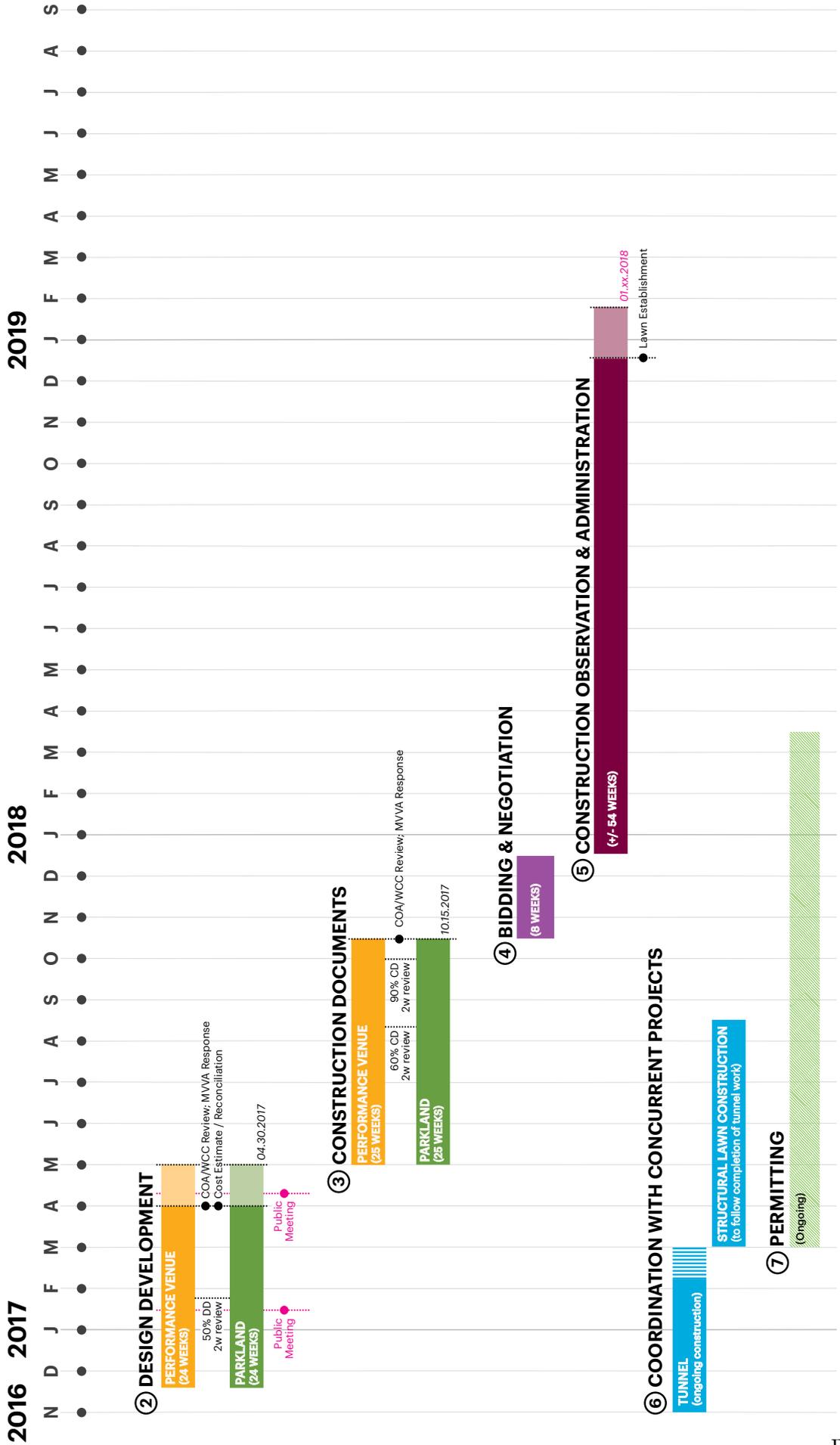
WATERLOO PARK PROJECT AREA DIAGRAM
Scope Exclusions



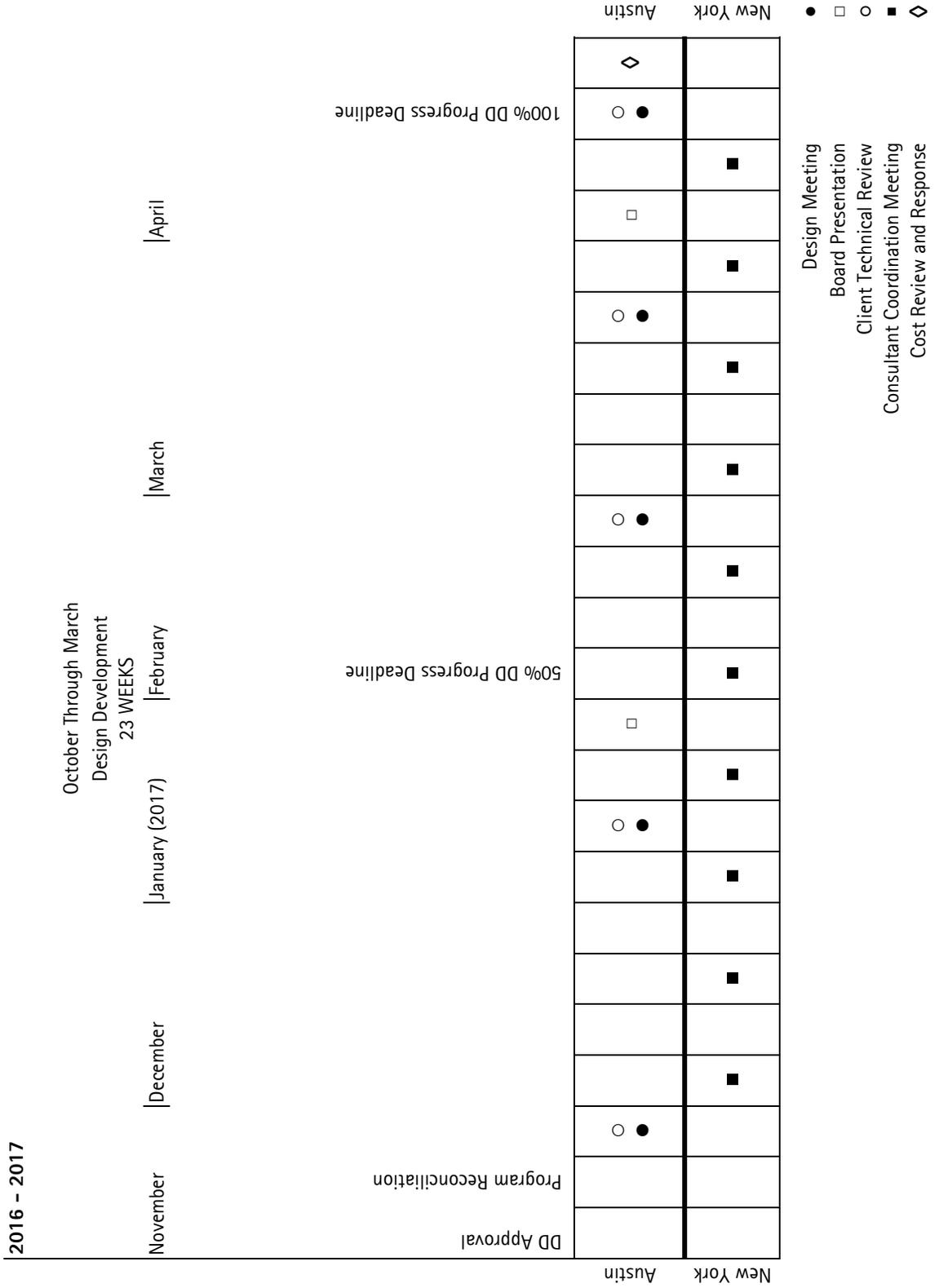
- ① Inlet Facility building and parking lot NIC. Operational flood control facility to be completed by Waller Creek Tunnel project.
- ② Creekbed between pond slab and 14th street Bridge
- ③ Design and engineering of Hauke House/Ronald McDonald House site to occur in later phases.
- ④ Creek bank/channel work and park program elements between 14th and 15th Streets to be designed in future phases.
- ⑤ Design for the future Red River Promenade to be excluded from the current scope of work.

EXHIBIT B: PROJECT SCHEDULE

10/28/2016



**Performance Venue
Thomas Phifer and Partners
Design Development Schedule**



Waterloo Park DD Phase Plan	
Project Budget Summary	
Part One: Waterloo Parkland	
Professional Services Fees and Allowances	\$ 1,353,023
Reimbursable Expenses	\$ 55,668
Cost Overrun Reserve	\$ 100,000
	\$ 1,508,691
Part Two: Performance Venue	
Professional Services Fees and Allowances	\$ 1,113,815
Reimbursable Expenses	\$ 59,048
Cost Overrun Reserve	\$ 100,000
	\$ 1,272,863
Total Phase Plan	\$ 2,781,554
see detail attached	

Waterloo Park DD Phase Plan		
Project Budget		
Part One: Waterloo Parkland	Fees	Reimb
Parkland MVVA Team	\$ 985,522	\$ 53,295
BRG Project Management Fees	\$ 66,901	\$ 1,923
VCC Cost Estimating	\$ 17,500	\$ 450
Construction Auditing Allowance	\$ -	\$ -
CM Preconstruction Services	\$ 30,100	\$ -
	\$ 1,100,023	\$ 55,668
Survey Allowance	\$ 65,000	
Davey Tree Care Allowance	\$ 38,000	
Geotech Borings Allowance	\$ 50,000	
Permitting Allowance	\$ 75,000	
Emerging Development Allowance	\$ 25,000	
	\$ 253,000	
Cost Overrun Reserve	\$ 100,000	
Summary		
Professional Services Fees and Allowances	\$ 1,353,023	
Reimbursable Expenses	\$ 55,668	
Cost Overrun Reserve	\$ 100,000	
	\$ 1,508,691	

Waterloo Park DD Phase Plan		
Project Budget		
Part Two: Waterloo Performance Venue	Fees	Reimb
Performance Venue TPP Team	\$ 904,230	\$ 56,675
BRG Project Management Fees	\$ 64,385	\$ 1,923
VCC Cost Estimating	\$ 15,500	\$ 450
Construction Auditing Allowance	\$ -	\$ -
CM Preconstruction Services	\$ 29,700	\$ -
	\$ 1,013,815	\$ 59,048
Geotech Borings Allowance	\$ 50,000	
Sustainability Consultant Allowance	\$ 50,000	
	\$ 100,000	
Cost Overrun Reserve	\$ 100,000	
Summary		
Professional Services Fees and Allowances	\$ 1,113,815	
Reimbursable Expenses	\$ 59,048	
Cost Overrun Reserve	\$ 100,000	
	\$ 1,272,863	

**Waterloo Park Design Development Phase Plan
City Capital Needs Projections**

Waterloo Park: Parkland Design Development			
		Total Reimbursable Expenses	
	Total Fees		
	\$ 1,288,083	\$ 55,668	
Months	Fees	Reimb Exp	
1	\$ 125,000	\$ 7,000	
2	\$ 150,000	\$ 7,000	
3	\$ 180,000	\$ 8,000	
4	\$ 200,000	\$ 8,000	
5	\$ 200,000	\$ 8,000	
6	\$ 250,000	\$ 8,000	
7	\$ 248,023	\$ 9,668	
	\$ 1,353,023	\$ 55,668	
*These projections will fluctuate in response to adjustments in work flow			
* Does not include the Cost Overrun Reserve			
Waterloo Park: Performance Venue Design Development			
		Total Reimbursable Expenses	
	Total Fees		
	\$ 1,113,815	\$ 59,048	
Months	Fees	Reimb Exp	
1	\$ 75,000	\$ 8,000	
2	\$ 150,000	\$ 8,000	
3	\$ 175,000	\$ 9,000	
4	\$ 175,000	\$ 9,000	
5	\$ 175,000	\$ 9,000	
6	\$ 200,000	\$ 8,000	
7	\$ 163,815	\$ 8,048	
	\$ 1,113,815	\$ 59,048	
*These projections will fluctuate in response to adjustments in work flow			
* Does not include the Cost Overrun Reserve			

M/WBE REQUIREMENTS

- (a) The Managing Party shall comply with the applicable standards and principles of the **M/WBE Program Ordinance** in the design and construction of Projects, provided, however, Contractors and their subcontractors under contracts executed and delivered by the Conservancy as of the date of this Agreement for the scope of work contemplated in the Design Plan approved by City Council shall not be required to comply with this Exhibit G. A change in the scope of work or Contractors or subcontractors, including adding Contractors or subcontractors shall require compliance with this Exhibit G. Prior to any changes or additions the Managing Party shall consult with and provide SMBR information regarding the proposed change in scope or change or deletions of Contractors or subcontractors to determine the necessary steps to achieve compliance with the M/WBE Program.

With respect to any design or construction projects for a Project, the Contractors shall meet the gender and ethnic-specific participation goals or subgoals for each year in which design or construction occurs as determined by the Director of SMBR in accordance with the M/WBE Program Ordinance and rules. Before advertising a bid for any portion of the design or construction work, the Managing Party shall submit to SMBR a copy of a proposed solicitation in order for the City to determine the gender and ethnic-specific participation goals or subgoals for the project. The determination by the Director shall be based on the proposed size, type and scope of work to be undertaken by the Managing Party and described in the bid documents, and the availability of each group of M/WBEs to perform elements of the work. The City may utilize either the cumulative M/WBE goal or the subgoals for each group of minority persons in the proposed solicitation, or set M/WBE participation goals for each Project as provided in City Code Section 2-9A-19 (*Establishment of MBE/WBE Participation Levels for Individual Contracts in Construction*), or as may subsequently be modified, amended or replaced. The Director shall have 10 Business Days from receipt of a bid package from the Managing Party in order to evaluate and determine the required level for utilization of M/WBE project or phase-specific goals or subgoals, and shall notify the Managing Party in writing of the Director's determination.

In an effort to meet the gender and ethnic-specific M/WBE utilization goals, the Managing Party shall implement an outreach program designed to solicit participation of M/WBEs. These outreach efforts should also target small businesses generally. The Managing Party may seek the assistance of SMBR in these outreach efforts as described in paragraph (b) below.

For any year in which the Managing Party, the Contractors fail to meet each of the goals or subgoals established by the Director, the Managing Party, the Contractors must demonstrate good faith efforts to meet the goals as described in the M/WBE Program Ordinance. The Managing Party shall submit documentation demonstrating its own and

the Contractors' good faith efforts to meet the goals as is required under the following paragraph (d). If the Managing Party provides documentation to SMBR evidencing its own and its Contractors' good faith efforts, the Managing Party shall be deemed in compliance with this paragraph (a). Failure to perform this obligation shall be considered a material breach of this Agreement. The City acknowledges that this obligation does not require the Managing Party to modify, nullify or abrogate any contracts that the Managing Party has entered into before the Effective Date of this Agreement.

- (b) The Managing Party shall apprise SMBR when the Managing Party desires assistance from SMBR in its efforts to meet the gender and ethnic specific M/WBE utilization goals. This assistance may include providing a list of certified M/WBE firms from which the Managing Party may solicit or cause the Contractors to solicit participation in the design and construction of any improvements, identifying potential scopes of work, establishing the bid packages, scheduling and hosting outreach meetings, and assisting the Managing Party, its Contractors in soliciting M/WBE firms to provide bids. The Managing Party is not required to solicit participation during a period in which the Managing Party is not engaged in designing and/or constructing a Project, but rather, the Managing Party is required to incorporate the standards and principles of the M/WBE Program Ordinance including the foregoing M/WBE utilization goals into its development process as and when such process exists in connection with a Project.
- (c) The Managing Party shall provide monthly reports to SMBR no later than the 10th day of each month to track (i) the utilization on a percentage basis of M/WBE firms in the design and construction of the Projects; and (ii) a summary of the Managing Party's efforts to implement the standards and principles of the M/WBE Program Ordinance. SMBR shall provide the forms to be used by the Managing Party in submitting such reports.
- (d) Within thirty (30) days of receipt of the Managing Party's final monthly report (as is required under paragraph (e) above for the preceding year, January 1st through December 31st (the "**SMBR Compliance Period**"), SMBR shall determine whether the Managing Party is in compliance with the requirements of this **Exhibit "G"**.

Waller Creek Project
Approved Consultant List

Firm	Discipline	MWBE
2 x 4	signage consultant	
Access Partnership	accessibility specialist	
ACI Consulting	environmental consulting	
Altieri Sebor Wieber	mechanical, electrical, plumbing	
Altura Solutions	accessibility specialist	
American Construction Investigations	ADA consultant	
Applied Ecological Services	ecologist, bank stabilization	
Architectural Engineers Collaborative	structural engineer	
Arup USA Inc.	AV, Acoustical, lighting, IT, security	
Atelier 10	sustainability consultant	
Benz Resource Group	project management	WBE
Big Red Dog	civil engineering	
Brierly Assoc	geotech engineering	
CCM Consulting Group	construction auditing	
Chan & Partners	civil engr: subsurface utilities	
Charles Marsh Woodruff	geologic consulting	
Construction Specifications, Inc	specifications consultant	
Davey Resource Group	arborist	
Development Strategies	economic development	
Dr W. Todd Watson	plant pathologist	
dwg	landscape architect	
Eckersley Cladding Consultant	exterior cladding	
EEA Consulting	mechanical, electrical, plumbing	
ETM Associates	public space management	
Fluidity Design Consultants	water feature consulting	
GeoSolutions	geotech: slope stability	
Greenberg Consultants	urban design	
Guy Nordenson & Assoc	structural engineer	
Haynes Whaley Associates	structural engineer	
Henshell & Buccellato	waterproofing consultant	
Heritage Title Company	title and easement research	
HNTB	bridge design	
HNTB	traffic engineering	
Holt Engineering	geotech engineering	
Horton Lees Brogden Lighting	lighting	
HR&A	economic development	
Hydrodramatics	water feature consulting	
Israel Berger and Associates	waterproofing consultant	
James Pole Irrigation Consultants	irrigation	
JGL Food Services Consultants	food service consultant	
Joshua Long	geographer	
Lady Bird Johnson Wildflower Center	ecologist, native plantings and management strategies	
Limnotech	hydrologist	
McGray & McGray	site surveying	
Metcalf Williams Stuart & Wolff	land use, zoning	
Michael Van Valkenburgh Assoc	landscape architect	
Olsson Assoc	soil scientist & ecosystem	
Persohn/Hahn Associates	elevator consultant	
Piscatello Design Centre	signage consultant	
ProjectProjects	graphic design	
Reginald Hough, FAIA	architectural concrete consultant	
Rolf Jensen & Associates	code consultant	
Shah Smith and Associates	commissioning agent	
Simpson Gumpertz & Heger	waterproofing consultant	
Skidmore, Owings & Merrill	structural engineer	
Stuart Lynn	cost estimating	
Sustainable Growth Texas	soil biology	
Terracon	geotech engineering	
Theatre Consultants Collaborative	theatre consultants	
Thomas Phifer & Partners	architect	
Tillett Lighting Design	lighting	
Transsolar Inc	sustainability consultant	
Urban Design Group	civil waterworks	WBE
Vermeulens	cost estimating	



CERTIFICATE OF LIABILITY INSURANCE

EXHIBIT I

DATE (MM/DD/YYYY)

1/26/2016

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Prosurance Brokerage Associates Inc. 111 Broadway Suite 1404 New York NY 10006	CONTACT NAME: John Fitzpatrick	
	PHONE (A/C, No, Ext): (212) 693-1550 FAX (A/C, No): (212) 406-0924 E-MAIL ADDRESS: Jffitzpatrick@Proredinsure.com	
INSURED Thomas Phifer and Partners, L.L.P. 180 Varick Street New York NY 10014	INSURER(S) AFFORDING COVERAGE	NAIC #
	INSURER A: Transportation Insurance Company	20494
	INSURER B: Continental Casualty	20443
	INSURER C: Atlantic Specialty Ins Co	27154
	INSURER D:	
	INSURER E:	
	INSURER F:	

COVERAGES CERTIFICATE NUMBER: MASTER COI REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:	X	Y	1080405182	1/16/2016	1/16/2017	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 300,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS	X	Y	1080405182	1/16/2016	1/16/2017	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 10,000	X	Y	2094134385	1/16/2016	1/16/2017	EACH OCCURRENCE \$ 2,000,000 AGGREGATE \$ 2,000,000
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A	WC1-80405196	1/16/2016	1/16/2017	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
C	DESIGN PROFESSIONAL LIABILITY INSURANCE			DPL-4716-15	10/18/2015	10/18/2016	\$5,000,000 Per Claim \$5,000,000 Annual Aggregate

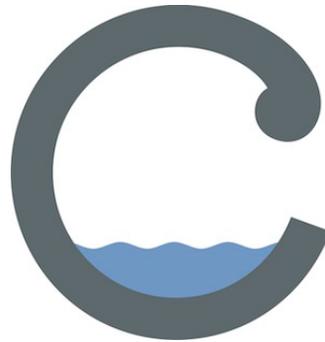
DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Additional Insured: Waller Creek Conservancy and The City of Austin.

CERTIFICATE HOLDER Waller Creek Conservancy PO Box 12363 Austin, TX 78711	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE David Hickman/DHICK

Waller Creek District

Waterloo Park
Design Development Phase Plan

Part One: Parkland



November 9, 2016

TASK ZA - PARKLAND	MWVA	BRD	dwg	Terracon	AEC	Tillett	EEA	Olsson	James Pole	ETM	Altura
1 Trinity Street Entrances @12th	X	X	X	X	X	X	X			X	X
2 Hill Country Garden	X	X	X	X	X	X	X	X	X	X	X
3 Elevated Promenade (S-Bridge)	X		X	X	X	X	X			X	X
4 Rain Gardens	X	X	X					X		X	
5 Restaurant Deck	X	X	X	X	X	X	X				
6 Green Roof	X	X	X					X			
7 Trinity Street Entrances @ Perf Pavilion	X	X	X	X				X	X		
8 Driveway to Loading Dock	X	X	X								
9 Rain Garden Boardwalk	X	X	X		X						X
10 Concessions Deck	X	X	X	X	X	X	X				
11 Lower Event Lawn	X	X	X			X	X	X	X		
12 Mix/Beer Garden Deck	X		X	X	X	X	X				
13 Terraced Stair (to lower lawn)	X	X	X	X		X	X				
14 Great Lawn	X	X	X			X	X	X	X	X	
15 14th Street Bridge	X	X	X		X	X	X			X	X
16 Arc Bridge	X		X		X	X	X			X	X
17 Play Area	X	X	X	X	X	X	X	X		X	X
18 Children's Spring Water Feature	X	X	X	X	X	X	X	X		X	X
19 Elevated Lawn Railing	X				X	X	X				
20 Abutment Transitions at Elevated Lawn	X		X	X	X						
21 Inlet Facility Trellis	X		X	X	X	X					
22 Electric/Irrigation Tie-ins to the Inlet Facility	X		X				X		X		
23 Rain Garden Planting	X	X	X								

Scope Covered As Needed
By Allowance

TASK 2B - Ongoing Tunnel Work	MWVA	BRD	dwg	Terracon	AEC	EEA	James Pole
1 Stone Revetment	X	X	X				
2 Guard Rails on Dam Path	X		X				
3 Fence on West Side of Inlet Facility	X		X				
4 Wetland Grading and Layout	X	X	X				

PERFORMANCE VENUE (SITE WORK)	MWVA	BRD	dwg	Terracon	Limno Tech
1 Performance Pavilion	X	X	X	X	
2 Loading Area	X	X	X	X	
3 Restaurant	X	X	X	X	
4 Floodplain Assessment	X				X

***Terracon to provide geotechnical support to TPP directly

EXHIBIT D: IMPLEMENTATION PLAN

Waterloo Park

Part One: Parkland

[Task 1: Schematic Design]

Task 1 – “Schematic Design” was performed under a previously approved Phase Plan.

Task 2: Design Development

November 2016 through May 2017 (24 weeks)

This Plan encompasses Waterloo Park (between 12th and 14th Streets) and will be subdivided into Task 2A: Parkland, and Task 2B: Ongoing Tunnel Work, as shown in the *Part I: Parkland* maps in **Exhibit A, Project Area Diagram**. Note that work specifically related to the Performance Venue within Waterloo Park is captured under another scope (shown as *Part II: Performance Venue*). The MVVA Team will coordinate as needed with the Performance Venue design team, led by Thomas Phifer and Partners (TPP). It is assumed that the Part I Parkland and Part II Performance Venue work will run concurrently.

Initial site restoration of Waterloo Park will be performed by the Waller Creek Tunnel project, concurrent with Design Development. From the information available at the time of preparing this phase plan (November 2016), earthwork performed by the tunnel project is anticipated to be completed in December 2016 — after the anticipated start date of Design Development. As a result, a detailed topographic survey that shows the rough grades to be inherited by the MVVA team will not be available until the Design Development work is underway. If the tunnel project schedule experiences further delay, there is a potential for the out-of-sequence availability of information to pose a risk for accurate documentation of final grades and quantification of earthwork for costing. The MVVA team has been instructed by the client group to proceed with the information available at this time.

The ongoing coordination work with the Tunnel project (Task 2B) will entail:

- Fence at west wall of Inlet Facility
- Guard rails at dam
- Stone revetments and stone installations at banks of Eco-weir
- Mitigation Wetland water connection and edges
- Supplementary planting at implemented rain garden and stone revetments

Under a separate Phase Plan, the design work for the elevated lawn structure is being developed on a faster design schedule than that of the rest of the park. The design team will make every effort to identify issues that may require minor adjustments to the detailing of the structure so as to incorporate into the documentation and bidding of the elevated lawn structure.

Design Development of Waterloo Park will last for 24 weeks total, with the last 4 weeks comprising the cost estimate and COA review/MVVA response period. During this phase, the MVVA Team will prepare a drawing set that describes the form,

size, and materials of the project, as well as the structural, mechanical, and electrical systems to be utilized. MVVA and its team will employ an iterative design process during this phase to develop detailed layout plans, grading plans, site sections, and to test the feasibility of the design relative to the project's performance criteria. Particular attention will be paid to areas of greater complexity, in which two or more components of the project come into close proximity: paths, bridge abutments, slope stabilization, lighting, etc.

Written comments on design iterations and to critical path programmatic decisions posed by the design team will be provided to the design team by COA/WCC representatives in a timely manner in order to maintain the client-requested Design Schedule. The arrangement of these parts will be documented as a drawing package deliverable with outline specifications, and will be complemented with an updated rendered plan, sections, and diagrams. As it is assumed that Part I Parkland and Part II Performance Venue work will run concurrently and with coordinated submission schedules, should their schedules become misaligned, any resulting additional coordination work required of the MVVA Team may result in Additional Service requests.

Deliverables:

- 50% Design Development drawings and outline specifications (delivered in AutoCAD 2010 and .pdf format)
- 100% Design Development drawings and draft specifications (delivered in AutoCAD 2010 and .pdf format)
- A maximum of three (3) updates to the rendered plan, as requested by WCC.
- A maximum of three (3) perspective renderings to describe design intent and the experiential qualities of design, to be provided after 100% DD (refer to *Section 2.8 Assumptions/Exclusions* for more information).
- Memo listing potential VE strategies (following owner-provided and Construction Manager at Risk cost estimate)

MVVA will participate in no more than (2) stakeholder outreach meetings during Design Development. Rendered plan, sections, diagrams, and/or perspective renderings will be produced during this phase, and will be used as a key tool for communication during COA/WCC meetings and stakeholder outreach and public engagement meetings. MVVA anticipates an iterative process with WCC in the development of these materials in order to craft a compelling and consistent message to key stakeholders and the broader public. MVVA assumes that WCC will be leading the organization, scheduling, agenda, and facilitation of these stakeholder meetings, and that these meetings will be scheduled to coordinate with regularly scheduled travel to Austin, per the Design Schedule.

2.1 Project Management and Meetings

MVVA will provide lead project management and be the primary point of contact for the design team, in addition to coordinating among sub-consultants (via weekly team calls) and with COA/WCC. Sub-consultants have only scoped internal project management needs.

At the onset of this phase, MVVA will present a Design Schedule which will include the identification of critical decision points anticipated for meeting the project milestones. Included in MVVA's efforts to meet the project milestones, and per MSA Section 4.3.1.3, MVVA "shall notify WCC in writing of the date by which WCC's decisions are required in order not to cause a delay."

2.2 Data Collection

As changes to the design and location of the performance venue that occurred during the Schematic Design Addendum will now require further geotechnical exploration, the design team requests approval from COA/WCC for additional exploration. AEC, and Terracon, who will be contracted directly under the client, will identify the locations and number of these borings to present to COA/WCC. Also, additional survey information—such as spot elevations for topography or verification of existing site features—may be requested at this time of the owner-provided surveyor. As noted above, it is anticipated that a detailed topographic survey of post-tunnel work conditions will not be available until the Design Development work is underway.

WCC is to provide direction for how to proceed with incorporation of art piece: “Big Rock Robotic Tower” by David Santos, (which currently sits on site) into Wetland Terrace design. In addition, WCC is to provide any additional information to the MVVA team on provisions for the artwork’s handling or relocation. The MVVA team has been instructed by the client group to proceed with the information available at this time.

It should also be noted that during this time, Davey Resource Group, who will be contracted directly under the client, will perform a detailed analysis of the large Heritage trees located in close proximity of the planned Performance Venue; these trees will have their roots mapped and also be scanned to identify vulnerabilities and limbs that may need reinforcement. Several trees may also receive early care, such as air spading, to improve their health. Several other trees in the Hill Country Garden area have been identified to receive additional assessment (root mapping) to ensure that future grading and pathways do not have negative impacts. It is recommended by MVVA that the ISA certified arborist contracted by the client be qualified in Tree Risk Assessment as well as a Registered Consulting Arborist with the American Society of Consulting Arborists.

2.3 Design Criteria

Design Criteria established by the MVVA design team during Schematic Design will be advanced and refined during Design Development. A summary of the factors that will influence these advanced criteria are:

- COA/WCC comments from 100% Schematic Design
- Incorporation of value engineering recommendations from Schematic Design
- Integration of adjacent and overlapping systems
- Design and construction scheduling/sequencing updates from adjacent development
- Discussions with Zachry Construction Corp. regarding scheduling, sequencing, and constructability
- Condition of heritage trees assessed by Davey Resource Group
- Design criteria surrounding the work being implemented at the Tunnel Project
- Overall lighting levels
- Capital View Corridor
- Performance Venue site and operational needs and requirements

2.4 Drawings

Drawings will be submitted in .pdf and AutoCAD formats unless otherwise noted. Conversion to other file formats is not included in this scope. A 50% Design Development package will be submitted to COA/WCC for review. The following consultants will produce drawings for the Design Development phase:

- MVVA (landscape architect and team lead)
 - Existing conditions plans (based on available survey information including potential reconciliation with survey of completed tunnel work)
 - Site preparation and demolition plans
 - Layout and materials plans
 - Planting plans and lists
 - Soil Layout plans
 - Site sections
 - Fine grading plans
 - Furnishings and details
- AEC (local structural engineer)
 - Plans and sections of Arc Bridge, S-Bridge, and 14th Street Bridge retrofit
 - Plan and sections of inlet building trellis, inlet fence, abutment transitions at elevated lawn structure
 - Plans and sections of CIP and stone walls > than 4' total height
 - Plans and sections of CIP concrete stairs
 - Plans and sections of foundations and structural elements of decks, play equipment, light poles and other site elements
- BRD (civil engineer)
 - Demolition Plans
 - ECS Plans
 - Utility Plans
 - Rough grading plans
 - Drainage plans and relevant calculations.
 - Site walls and structures (<4' height)
- Tillett (lighting designer) *to be included with MVVA drawings*
 - Lighting layout plan and details
 - Lighting fixture schedule
- Olsson (soil scientist) *to be included with MVVA drawings*
 - Soil profile details
- Terracon (geotechnical engineer)
 - Plans, sections and/or details of foundations for proposed structures
 - Plans, sections and/or details of foundations for stabilized earthen slopes

- EEA (MEP engineer)
 - Site lighting and power plans
 - Fixture and panel schedules
 - Equipment schedule for “Spring” water element
- James Pole (irrigation designer)
 - Irrigation plans

All other consultants will provide sketches, calculations, internal memoranda, etc. for incorporation of their work into the drawings. These consultants will also participate in review of the drawing package prior to COA/WCC submission and provide written comment on the incorporation of their respective design criteria.

2.5 Specifications

MVVA will lead and oversee the production of project specifications. The consultants that will contribute directly to this effort (either through selecting appropriate standard specifications or project-specific modifications) will be:

- MVVA (landscape architect and team lead)
- DWG (local landscape architect)
- BRD (civil engineer)
- AEC (local structural engineer)
- Tillett (lighting design)
- Olsson (soil science)
- Terracon (geotechnical engineering)
- EEA (MEP)
- James Pole (irrigation)

Consultants who will be involved in the review and comment on discipline-specific specifications for potential issues of consistency and adjacencies will be:

- DWG (local landscape architect)
- Altura (registered accessibility specialist)

2.6 Cost Estimation / Value Engineering

The period for cost estimate review and value engineering will occur within (4) weeks of the submission of the 100% Design Documents to the Client and Construction Manager at Risk. This task includes review of two (2) cost estimates: one to be provided by the owner; and one to be provided by the Construction Manager at Risk. The MVVA team will participate in one (1) round of value engineering, during which a maximum of one (1) pricing scenario for a specific design alternative (e.g. CIP concrete vs. stone block retaining walls) and related systems (e.g. foundations, adjacent slope stabilization work, railings) will be provided. Items identified for value engineering will be incorporated into Construction Document drawings.

2.7 Floodplain Mapping

LimnoTech will work with MVVA to evaluate the hydraulics for the 100-year and 500-year flood events by iteratively evaluating conditions in the existing HEC-RAS CLOMR model with respect to proposed design elements. This work will include: updating the HEC-RAS model as appropriate to reflect Parkland and Performance Venue design changes, and advising the MVVA and TPP teams on the mitigation of any elements that could cause a rise in the flood elevation.

2.8 Assumptions/Exclusions

Renderings

Upon completion of 100% design documents, MVVA will provide WCC with a selection of perspective rendering views judged to be best suited to represent the character and context of the project. WCC will have a 2-week selection period to make a decision on which views to carry through to a final rendering. During this 2-week period, MVVA will be available to assist the client in their selection, including furnishing alternate views at WCC's request, provided that this request occurs prior to the end of the selection period. If WCC does not provide a final selection of views within this timeframe, it is understood that MVVA will make the final selection. Final renderings will be submitted to WCC within the two (2) weeks following the selection period.

Trips to Austin

During the 24-week design performance period, MVVA will be required to make four trips to Austin. Unless otherwise agreed upon by all parties in writing, these trips should be scheduled as such: three (3) trips prior to the 100% deadline, and one (1) during the 4-week costing and review period. These trips are intended as opportunities for MVVA to present design updates to the client group, perform site visits, conduct material research, assist in budgeting decisions, and meet with local sub-consultants.

In order for MVVA to fulfill its requirement to the project and provide the necessary standard level of care, up to three (3) staff members will be permitted to travel to Austin as part of the design team, and associated travel expenses will be covered by this phase plan's allotted reimbursable expenses. Prior to each trip, MVVA will inform the client group of which design team members will be traveling.

Design Schedule

Two weeks prior to the 50% and 100% deadline, the client group is required to provide a written memo to inform the design team if the design direction is approved, or to clarify if any design elements have not been adequately addressed. Any Client requests which contradict previous direction or require an adjustment to the performance period as set out in this Phase Plan will be regarded as outside the approved scope of this project and will be considered an Additional Service.

Additional Assumptions and Exclusions:

- Assistance in helping resolve any policy positions between different departments of the COA on how reclaimed water may or may not be utilized within 300 feet of the creek is not included as part of Basic Services.
- Client will issue an official CAD file of the post-tunnel 100-yr floodplain to MVVA. Upon receipt, the MVVA team will incorporate this owner-provided information into the documents and adjust design documentation to correspond with the new survey information.

Task 7: Permitting (allowance)

(Ongoing)

Permitting for the Waterloo Park development will be challenging and time consuming, and will begin during the Design Development phase and continue through Construction Documents (Task 3), Bidding and Negotiation (Task 4) and into Construction Observation & Administration (Task 5). The process includes reviews through City of Austin Boards and Commissions and local and state agencies for development permits and agreements, including a site development permit and associated easements, and possible encroachment or license agreements for private or non-standard development into the public right-of-way. The MVVA Team will put forth every effort to respond to comments and resubmit review updates in a timely manner, but many factors outside of the team's control may impact this development schedule, including the progress of the tunnel project, response times from review staff and the amount of coordination necessary to address comments that are issued for the project.

The MVVA Team understands the work below to be extents of local and state permits required for the work area. BRD will lead the site development permit process, with support from DWG and LimnoTech as needed. Once the 50% DD Package is complete, the MVVA Team will outline a comprehensive permitting and review approach for the project, including the following deliverables:

- Workplan for permitting and reviews, including anticipated schedule and process flow through future phases
- Permitting kick-off meeting (to occur during one of the four scoped trips to Austin within Task 2) to discuss the approach and workplan with City staff and reviewers.
- COA site development permit material compiled at the 100% Design Development submission (30% Design Stage)

The MVVA Team will prepare and submit an Environmental Resources Inventory (ERI). LimnoTech will perform a floodplain analysis during Design Development that will determine the need for any additional permitting, including the U.S. Army Corps of Engineers Section 404 Permit Program and the FEMA CLOMR/LOMR process. If required, the permits and process will be included as part of the comprehensive plan deliverable.

Anticipated permitting tasks and deliverables for future phases (CD-CA):

- Permit Applications and Notification/Consultation Letters
 - Site Development Permit
 - Texas Historic Commission and Texas Parks and Wildlife notification letters
 - Texas Parks and Wildlife Department Plan and Permit Application
 - Stormwater Pollution Prevention Plan (SWPPP)
- Environmental Resources Inventory Report

7.1 COA Site Development Permit

DWG will compile COA site development permit material to the relevant design drawings at the following intervals:

- 60% Design Stage (after 60% Construction Document submission)
- 90% Design Stage (after 90% Construction Document submission)

- 100% Design Stage (after 95% Construction Document)
- Formal Review Submission (at 100% Construction Documents)

BRD will contribute to the AULCC completeness check and associated follow-up until approval has been granted.

7.2 State of Texas Permits

BRD will meet with a regulator from the Texas Historic Commission (THC) to ascertain the level of effort necessary to comply with the Texas Administrative Code (TAC), as well as Section 106 compliance for Section 404 of the Clean Water Act. BRD will coordinate with the THC to prepare a Stormwater Pollution Prevention Plan (SWPPP).

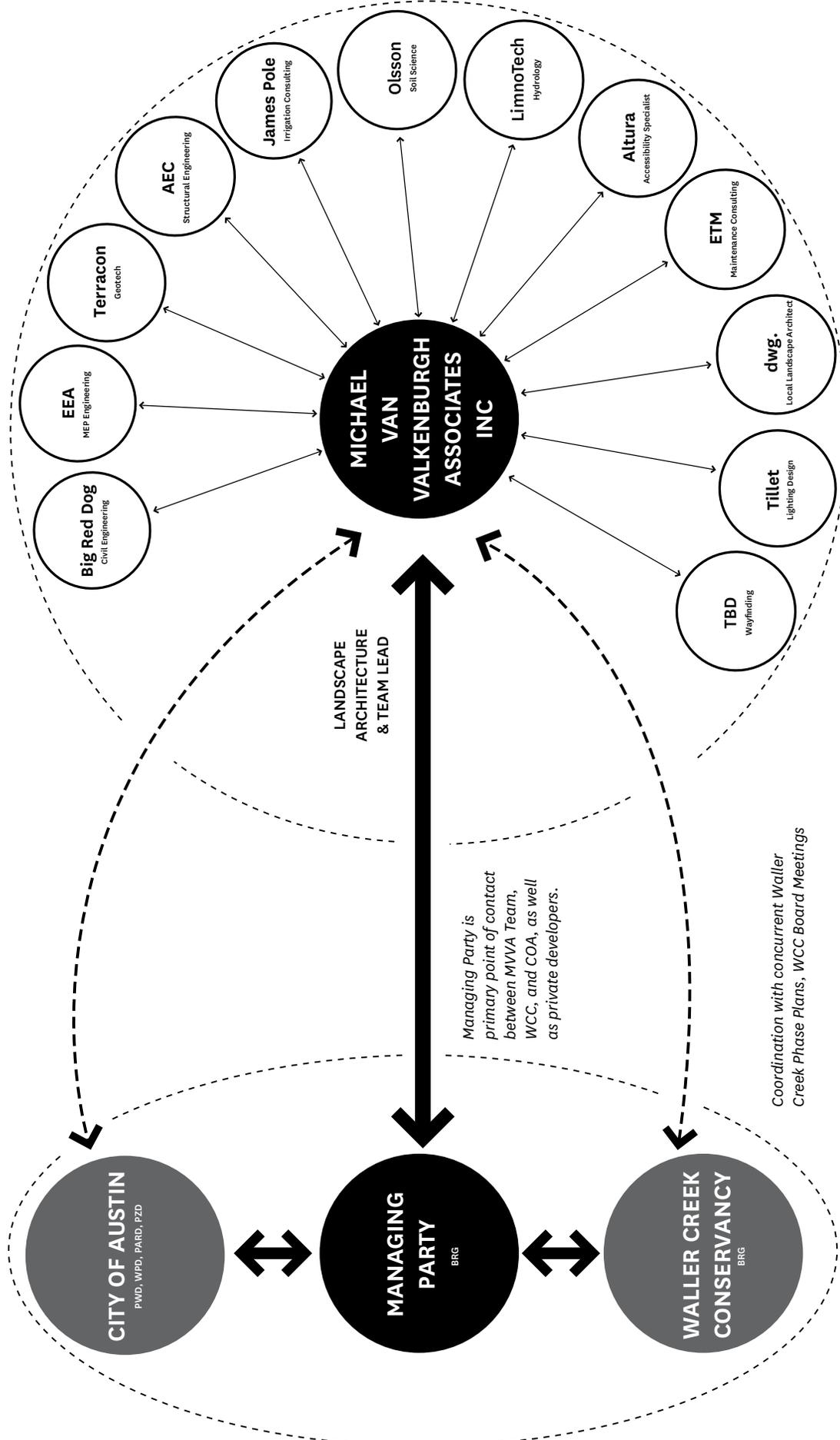
7.3 COA Environmental Resources Inventory (ERI)

MVVA will compile and submit the ERI with support from BRD, DWG, and Altura.

7.4 FEMA Letter of Map Revision Process (CLOMR/LOMR) and/or Nationwide Aquatic Resources Permit

If determined necessary during the DD phase, LimnoTech will compile and submit the CLOMR/LOMR and/or the U.S. Army Corps Section 404 Permit.

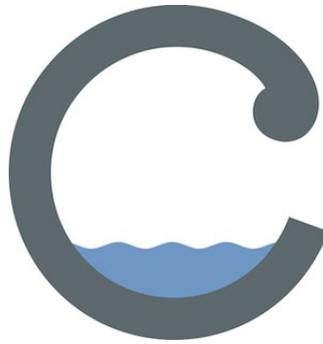
ORGANIZATION CHART



Waller Creek District

Waterloo Park
Design Development Phase Plan

Part Two: Performance Venue



November 9, 2016

EXHIBIT D: IMPLEMENTATION PLAN

PART TWO: PERFORMANCE VENUE

Phase 2: Design Development of the Performance Venue

November 2016 through May 2017

Design Development is the next phase for the design and construction of Waterloo Park's Performance Venue. Thomas Phifer and Partners will coordinate with MVVA on Part One: Parkland and as indicated in the Project Area Diagram.

With Schematic Design complete the next steps will document design development services for the Performance Venue and will last four months. At the end of Design Development, one month is allocated for Pricing and Reconciliation. This phase will be led by Thomas Phifer and Partners. During the next phase, the design team, lead by Thomas Phifer and Partners (TPP) will advance the theater stage, roof element and support facility building, inclusive of the back-of-house, front-of-house, park bathrooms and the ticketing booth, which was established during Schematic Design phase.

The landscape has a large role in supporting the performance venue. During the Schematic Design phase, TPP and MVVA worked closely together to provide a well conceived piece of architecture that will integrate the landscape design into a seamless architectural concept for the theater.

The theater operator provided the design team with a program related to use and function for the performance venue. During the DD phases we will work closely with the operator to develop and detail the necessary stage operational requirements and support facilities for a success functioning venue. The theater operator has a unique perspective for this performance venue and during this phase they can confirm and enhance the current program.

Architectural Services

Design Development Phase

After approval of the schematic design documents, which account for any adjustments to the program, schedule, budget or construction requirements, we will proceed to the design development phase. We will assemble the design development documents consisting of drawings, renderings and other documents necessary to describe the project's complete material scope. The independent consultants, selected by Thomas Phifer and Partners, will develop integrated plans for structural systems, mechanical systems, lighting systems, and other specialized trades necessary for the project. The coordinated documents of this phase will be suitable for submission for approval to local building authorities and architectural review entities. A detailed cost estimate, prepared by a qualified contractor, will be provided by the client at the conclusion of this phase to reflect the development of the design.

Drawings/Deliverables

Drawings will be submitted in .pdf and AutoCAD format unless otherwise noted. Conversion to other file formats is not included in this scope. A 50% and 100% Design Development package will be submitted to WCC for review.

The following consultants will produce drawings for the Design Development phase and will participate in QA/QC review of these drawings.

Engineering Services

- Guy Nordenson and Associates (Structural)
 - Design Development
 - Develop the design of the selected structural system.
 - Incorporate all revisions required from the results of the Schematic Design modifications and decisions.
 - Prepare a Design Development report including design criteria and design narrative.
 - Coordinate structural systems with the Architect's and other consultant's work as indicated by the Architect.
 - Attend and participate in meetings and work sessions with the Design Team.
 - Perform a detailed review of structural codes and regulations and incorporate into the design.
 - Provide information to allow Cost Estimator to perform a refined cost estimate of structural systems.
 - Participate in value engineering discussion, reviews, and decisions, if required, to maintain the budget goals and requirements.

- Altieri Sebor Weiber (MEP)
 - Design Development
 - Meet with design team members for development and coordination of design development documents
 - Provide marked up plans, which outline the HVAC system segregation and zoning.
 - Provide input to the Architect regarding plumbing and electrical equipment to be shown on architectural drawings
 - Prepare preliminary utility load calculations for submission to the several utility companies.
 - Undertake preliminary negotiations with the utility companies
 - Prepare documents indicating first attempt coordination of distribution of ductwork and piping of all HVAC.
 - Prepare electrical equipment layouts.
 - Design power distribution to mechanical and plumbing equipment.
 - Prepare initial plumbing layouts and riser diagrams.
 - Indicate relevant information on the foregoing for Design Development pricing by the cost estimator
 - Review cost estimates for scope and content.

- Theatre Consultants Collaborative (Theater Consultants)
 - Design Development
 - Review and comment on the architect's design development drawings.
 - Provide detailed information on dressing room, control room, stage floor, grid and technical support area design.
 - Assist with Value Engineering analysis.
 - Participate in conference calls as required.
 - Review material prepared by the operator to ensure continuity with the project phases
 - Provide information identifying all electrical power requirements and performance lighting circuits.

Provide drawings indicating locations of power supplies, performance lighting circuits, dimmer rack installation, and other electrical requirements pertinent to the performance equipment design.

Discuss design approaches with the design team, coordinating technical requirements with the architect and the structural, mechanical and electrical engineers.

- Arup (Acoustics)
 - Design Development
 - Acoustic Consulting Review for noise emissions for the site and for the venue.
 - Provide type, location and integration of architectural finishes to meet room acoustic goals
 - Coordinate and annotate architectural drawings for sound isolation requirements.
 - Stage Acoustics Recommendations
 - Sound Isolation Recommendations
 - Building System Noise and Vibration Control Recommendations

- Arup (AV)
 - Design Development
 - Review the programming report and initial budget estimate for the audiovisual systems from which to base the design.
 - Provide equipment dimensions and architectural integration sketches for audiovisual systems.
 - Provide electrical power and thermal requirements for audiovisual equipment for incorporation in electrical/mechanical designs.
 - Provide low voltage signal distribution and containment infrastructure requirements for audiovisual signal cabling Arup

- Arup (Lighting)
 - Design Development
 - Identify applicable codes and standards
 - Establish lighting design criteria for each space.
 - Work with the architect and owner to establish a program of visual concepts for the architectural lighting design
 - Develop preliminary lighting design concept
 - Conduct preliminary solar access studies to assess sunlight penetration and requirements for shading
 - Provide supporting specification information for glazing and shading systems
 - Develop the architectural lighting scheme using reflected ceiling plans, elevations, and site lighting plans
 - Prepare outline fixture specifications and preliminary specification sheets, which include fixture cut-sheets
 - Make recommendations for the type of lighting control system to be used and the grouping of lighting fixtures for control

- Arup (IT)
 - Design Development
 - Meet with the owner's representative to establish design criteria
 - Determine and review applicable code requirements pertaining to or having impact on the system design

Establish a program for communications outlets based on both systems supported and spatial demand

Develop a Basis of Design report

Coordinate power, UPS, and heat load requirements with MEP engineers

Produce design development drawings that illustrate distribution riser diagram, room layouts, cabling connectivity, backbone pathways, and cable selection options.

Produce outline specifications

- Simpson Gumpertz and Heger (Waterproofing)

Design Development

Drawing review of SD documents for typical system details and areas for further development

Working meetings to assist in refining building enclosure details

Detail development of special detail for integrating the building enclosure

- Jensen Hughes (Code)

Design Development

Prepare a Fire Protection and Building Code Summary Report

Attend consultant meetings in Austin and the Local Authority having Jurisdiction

Review Design Development architectural drawings for conformance with locally adopted codes and standards.

- Terracon (Geotechnical)

The purpose of this Design Development (DD) task will be to further enhance the findings and recommendations from the previously completed Schematic Design (SD) task. No geotechnical field or lab testing is included in this phase, as field and lab testing will be proposed under separate cover directly to the Waller Creek Conservancy. During the DD task, Terracon will be available to review geotechnical-related aspects of plans prepared by TPP such as foundation options for proposed structures and subgrade preparation. Review comments will be provided through mark-ups, emails, and/or written memorandum.

Project Management and Meetings

Thomas Phifer and Partners will provide lead project management and be the primary point of contact for the design team associated with the Performance Venue, in addition to coordinating among sub-consultants (via bi-weekly team calls) and with WCC. Sub-consultants have only scoped internal project management needs.

Data Collection

Geotechnical Investigation:

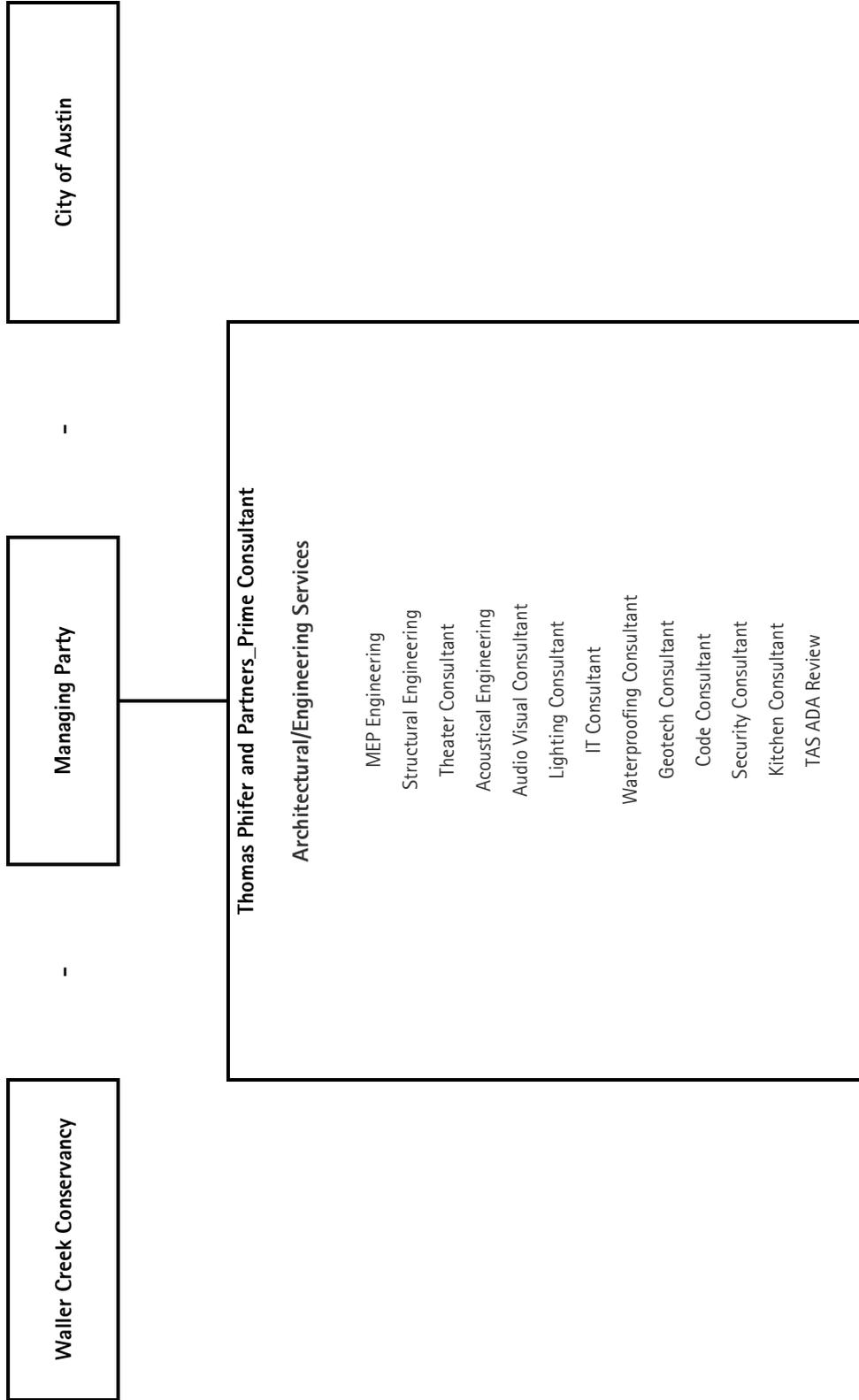
Borings will be taken at locations suggested by the structural engineer for the theater and support facility. Boring locations will be confirmed during this phase, and site access for new borings will depend on the ongoing construction activities of the Waller Creek Tunnel project.

Recommendations for foundation design will also be assessed by Big Red Dog to minimize disturbance to existing and proposed utilities, adjacent slopes, as well as consider the impacts of drainage for adjacent areas to the performance venue which is performed under MWA's Implementation Plan for Part One: Parkland.

Cost Estimation / Value Engineering

This scope includes review of one (1) cost estimate per phase which will be provided by the owner. It also includes a maximum of two (2) pricing scenarios for specific design alternatives and related systems. Items identified for value engineering will be incorporated into Design Development.

**Performance Venue
Thomas Phiifer and Partners
Organizational Chart**





City of Austin

Founded by Congress, Republic of Texas, 1839
Watershed Protection Department
P.O. Box 1088, Austin, Texas 78767

November 9, 2016

Peter Mullan
Waller Creek Conservancy
P.O. Box 12363
Austin, Texas 78711

Subject: Waterloo Park Design Development Phase Plan – Parkland City Contribution

Dear Peter:

The City of Austin (City) will contribute an amount not to exceed \$1,206,953 toward the Waterloo Park Design Development Phase Plan for the Parkland Design Development Phase scope of work (Phase Plan). The total not to exceed amount will be paid for by Park and Recreational Department funding sources. In accordance with Section 10.01 (Project Disbursement Fund Account) of the Joint Development Agreement between the City of Austin (City), Waller Creek Local Government Corporation, and Waller Creek Conservancy (Conservancy), based upon the review of invoices submitted to the City for completed work, the City will deposit its contribution to the Project Disbursement Fund in the amount necessary to support timely payments for the City's respective portion. Deposits to the Project Disbursement Fund will be made upon approval of each invoice. The Project Disbursement Fund Account will be managed by the Conservancy and payments to Michael Van Valkenburgh Associates, Inc. and associated sub-consultants will be the sole responsibility of the Conservancy. Any request for change will require an amendment to the approved project and require approval of the Proposing Party and the Responding Party.

The funding provided by the City is via the voter-approved 2012 Bond Program – Proposition 14 in the Parks and Recreational Department capital budget. Utilization of voter-approved bond program funds must be only for programs and projects included in the proposition language as well as for expenses allowed by accounting rules associated with long-term debt. As such, all invoices submitted for the Phase Plan must only be for services that maintain the City's compliance with these restrictions. Invoices submitted by the Conservancy will be reviewed to ensure alignment with both restriction on uses of funds as well as the agreed upon scope of work for the Phase Plan.

Sincerely,


Kimberly Olivares
Financial Services Department