

City of Cincinnati Streetcar Project

Project Analysis

December 18, 2013

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Scope of Work

The City of Cincinnati ("the City") requested assistance from KPMG in performing the following scope of work:

- 1. Evaluate cost associated with terminating the Cincinnati Streetcar project ("the Project")
- 2. Evaluate cost associated with completing the current phase of the Project
- 3. Evaluate cost associated with operating and maintaining the current phase of the Project for 30 years
- Evaluate assumptions made by the City in it's calculations regarding the cost to complete and the cost to terminate the current phase of the Project

Approach

Our approach to delivering the scope of service included the following:

- To gain an understanding of the Project status and estimates at completion, we interviewed key Project management and vendor personnel including the following:
 - Streetcar Project Executive
 - Streetcar Project Manager
 - City Engineer
 - City Budget Director
 - SORTA's Manager of Rail Service
 - Messer/Prus/Delta JV (MPD)
 - CAF USA, Inc.
- Summarized the existing contracts, purchase orders and committed Project costs
- Summarized Project costs incurred to date including invoiced amounts to date and unbilled work
- Reviewed the City's estimate of costs to terminate the Project
- Reviewed the City's estimate of costs to delay the Project
- Reviewed the projected costs for operating and maintaining the current phase of the Project including existing contracts and estimates prepared by the City

Exclusions

KPMG's analysis did not include the following:

- Potential cost of future litigation
- Phase II analysis or consideration
- Economic benefit analysis or return on investment
- Detailed forecast of the estimated costs to complete
- Quantity take-offs, estimates or measurements of units in place
- Visits to contractor offices or verification of off-site production or stored materials
- An audit, review, examination, attestation, or agreed upon procedures

KPMG's role was limited to providing this objective study. KPMG has no view and offers no analysis regarding public policy.

Executive Summary

Summary of estimated cost to terminate the Project

Total costs to date	\$34.0 million
Range of costs to complete work and close contracts	\$16.3 - \$46.1 million
Total	\$50.3 - \$80.1 million

Summary of estimated cost to complete the Project after a one month delay

Total Costs to Date	\$34.0 million
Costs to Completion	\$68.9 million
Delay Costs	\$1.7 - \$2.8 million
Total	\$104.6 - \$105.7 million

Operations and maintenance (today's \$)

Estimated Annual Cost	\$3.13 - \$3.54 million
Projected Annual Revenues	\$1.25 – \$1.10 million
Estimated Net Annual Cost	\$1.88 - \$2.44 million

Budget Summary

Project Budget Summary					
Budget Category	Current Budget	Costs Incurred to Date (12/4/13)	Remaining Budget to Complete		
Pre-Development & Design	\$ 15,710,134	\$ 15,312,784	\$ 397,350		
Real Estate	2,010,143	2,011,186	(1,043)		
Construction (incl. Track, OCS, MOF)	64,426,577	11,415,741	53,010,836		
Utilities	6,958,405	1,149,896	5,808,509		
Utilities (3rd Party)	6,147,858	383,397	5,764,461		
Vehicles	23,111,373	2,557,109	20,554,264		
Fare Vending & Start Up	750,000	-	750,000		
City Project Administration	4,250,676	1,035,139	3,215,537		
SORTA Project Administration	2,000,000	436,104	1,563,896		
Contingencies	7,444,833	20,464	7,424,369		
Subtotal	\$132,809,999	\$ 34,321,820	\$ 98,488,179		
Utilities (Duke Escrow)	15,000,000	3,692,844	11,307,156		
Grand Total	\$147,809,999	\$ 38,014,664	\$ 109,795,335		
FTA Grant Funds	(44,910,000)	(4,051,344)	(40,858,656)		
Net Cost to City	\$102,899,999	\$ 33,963,320	\$ 68,936,679		

Design Vendor: Parsons Brinckerhoff (PB) Contract Summary

Scope of Services: Design Consultant Contract Type: Time & Expense

 Current Contract Value:
 \$13,899,394

 Incurred to Date (12/4/2013):
 13,627,571

 Balance Remaining:
 \$271,823

Key Contract Terms

Contract Section	Summary of Terms
Termination without Cause	If the City terminates the agreement, it is required to make payment to PB for services performed prior to the date of termination, including any reimbursable expenses

Design Vendor: Parsons Brinckerhoff (PB) Termination and Delay

Termination

- Should the City decide to terminate the Project, the City will need PB to assist with:
 - Administering the Project
 - Providing engineering support for street restoration activities
 - Determining logical stopping point for Project performed utilities
 - Design work for termination related work for street construction and Maintenance Operations Facility ("MOF") site stabilization
- Potential range of additional costs to terminate the contract: \$100,000 \$300,000

Delay

Delaying the Project will not result in additional costs.

Vehicles: CAF USA, Inc. (CAF) *Contract Summary*

Scope of Services: Streetcar Manufacturer

Contract Type: Firm Fixed Price with Milestone Payments

 Current Contract Value:
 \$20,517,224

 Incurred to Date (12/4/2013):
 2,051,722

 Balance Remaining:
 \$18,465,502

Key Contract Terms

Contract Section	Summary of Terms
Termination for Convenience	 30 day notice Project close out plan requirement Paid for cost and profit through termination date City owned property disposed or delivered Settlement costs using unit prices, if any Other costs documented and audited/certified Other costs must be documented and certified by CAF's independent auditor in accordance with FAR Part 31
Stop Work Clause	 Up to 90 days, or longer if negotiated, after the order is delivered At the end of the stop work order period, the City must terminate the work, permit the Stop Work Order to expire or rescind the Stop Work Order Change Order for Equitable Adjustment

Vehicles: CAF USA, Inc. (CAF) *Termination*

Termination

- CAF has only provided a one page schedule, subject to revision, of the costs CAF believes it will incur to terminate the CAF contract, which totals \$13,284,537. No supporting documentation was included with the schedule. The \$13,284,537 includes: material and equipment amounts included in the cost incurred to date; the full contract commitments to date; as well as any costs to terminate these contracts.
- CAF states that engineering and procurement is complete and that a large amount of the manufacturing materials have been received.
- CAF began production of the first streetcar body on November 19, 2013.
- Due to the agreement being a fixed price contract, no cost data is available to review unless provided by CAF.
- Completion of required submittal process is key to the next milestone payment of the contract, which is for 10% of the contract value, or \$2,051,722. Potential termination costs are between the amount of the next milestone payment and the CAF submitted amount of \$13,586,315.
- Potential range of additional costs to terminate the contract: \$2,000,000 \$13,600,000

Vehicles: CAF USA, Inc. (CAF) Delay

- It is difficult to estimate the cost related to a delay given the lack of information regarding the CAF costs, particularly since the stop work order was issued on December 6, 2013.
- For the delay, CAF may incur:
 - Labor costs related to project management personnel in Spain and the U.S. due to the uncertain duration of the delay. These labor costs relate to CAF and its subcontractors.
 - Indirect, time-related costs related to the manufacturing facility in Spain and the U.S. including storage of manufacturing materials and manufacturing facility floor space used by the Cincinnati project during the delay.
- Potential range of additional costs to delay the contract: \$25,000 \$150,000

Vehicles: LTK Consulting Services, Inc. (LTK) Contract Summary

Scope of Services: Streetcar Program Management

Contract Type: Time and Materials with a Not to Exceed

 Current Contract Value:
 \$2,094,149

 Incurred to Date (12/4/2013):
 607,973

 Remaining Contract Value:
 \$1,486,176

Termination

- Contract states that work can be terminated for convenience with a 90 day notice to LTK and payment for fees and expenses incurred to date, less previous payments.
- The City will need LTK to assist with managing CAF's work to closeout the work.
- This would be two people on a part time basis for 3 6 months.
- Potential range of additional costs to terminate the contract: \$35,000 \$65,000

- There are no significant additional costs expected from LTK due to a delay in the project.
- Potential additional costs to delay the contract: \$0

Construction: Messer/Prus/Delta Joint Venture (MPD) Contract Summary

Scope of Services: General Contractor

Contract Type: Unit Price and Lump Sum

Notice to Proceed: July 15, 2013

Stop Work Order: December 6, 2013

 Current Contract Value:
 \$71,384,983

 Incurred to Date (12/4/2013):
 12,565,637

 Balance Remaining:
 \$58,819,346

Key Contract Terms

Contract Section	Summary of Terms
Termination for Convenience (ODOT 108.09)	 Payment at original contract unit prices (109.04.A) Restocking charges (109.04.A) Materials procured and not restocked (109.04.A) Hauling costs, if not included in restocking (109.04.A) Costs incurred as a result of termination (109.04.B) Contract value to be adjusted as a change order, priced based on contract unit pricing (109.05) Significant changes in quantity: Contractor only reimbursed for preparation work completed or work completed prior to written order to eliminate. (Supplement 104.02E) Home Office Overhead Payments ("HOOP") and Inefficiency Adjustment (109.05) removed from Spec for this project
Delay Clause (ODOT 108.05.D)	 Compensable with Engineer-Ordered Suspension Contractor Written Notice of Delay Within 2 Days (104.05.B) No Adjustment without Written Notice per 104.05.B (104.05.D) If Engineer Agrees, Equitable Adjustment to Contract (Without Profit) (104.02.C)

Construction: Messer/Prus/Delta Joint Venture (MPD) Termination

Termination

- If the Project is terminated, the City will incur additional construction costs to restore the streets and MOF site to a safe and usable condition.
- The City will also incur additional costs to terminate the existing contract and subcontracts including demobilization, re-stocking and material costs, as well as home office overhead costs due to delays.
- KPMG reviewed information received from the Project team, including the Streetcar Project Executive,
 Project Manager, City Engineer and Messer/Prus/Delta executives, related to potential termination costs.
- KPMG met with the Project team members multiple times to discuss the assumptions and cost estimates related to the contract termination.
- The City will need to determine the extent of work necessary for the rehabilitation of the streets along the Streetcar route.
- The Project status and current conditions were assessed during a visual observation of the current Streetcar route and MOF site conditions.

Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Elm at 12th Street





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Elm at 14th Street





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Elm at Magnolia





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Elm South of Liberty





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Elm North of Liberty





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Elm at Findlay Market





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Elm North of Elder



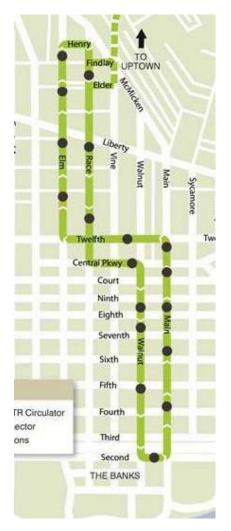


Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – MOF Site, Race at Henry





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Race at Henry (looking south)





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Race at Elder





Construction: Messer/Prus/Delta Joint Venture (MPD) Streetcar Progress – Race Street pole foundations





Construction: Messer/Prus/Delta Joint Venture (MPD) Additional Cost of Work to Terminate

Description	Low	High
Restoration Costs		
Rehab on Elm St. & MOF Restoration	\$1,200,000	\$2,000,000
Rehab on Remainder of Route	800,000	1,750,000
Traffic Signals (completion of 11 signals)	280,000	1,650,000
Metropolitan Sewer District (MSD) work (includes all manholes)	800,000	2,250,000
Water main on Walnut St.	300,000	1,900,000
Water main on Main St.	25,000	50,000
Demobilization	75,000	150,000
Design & Engineering	50,000	150,000
Project Management Fee (10%)	0	1,400,000
Contingency (8%)	300,000	1,100,000
Subtotal - Restoration	\$3,830,000	\$12,400,000
Contract Termination Costs		
Termination costs	\$3,100,000	6,600,000
Delay and Stop-Work Costs - 1 Month	900,000	1,200,000
Home Office Overhead Payments (HOOP) costs	0	250,000
Significant Changes in Character of Work (ODOT Section 104.D)	1,000,000	3,800,000
Force Account Work (12/1 through 12/4)	100,000	250,000
Subtotal - Contract Termination Costs	\$5,100,000	\$12,100,000
Total	\$8,930,000	\$24,500,000

Construction: Messer/Prus/Delta Joint Venture (MPD) Delay

- Stop-work order issued on December 4, 2013 to all major parties.
- Delay costs will be inclusive of idle equipment, maintenance of site and traffic safety, costs associated with continuation of long-lead design and procurements, and project management stand-by costs.
- Delay costs are anticipated to be incurred for approximately one month, through January 4, 2013.
- The estimated range of delay costs incurred is between \$1,620,000 \$2,550,000.

Estimated Additional Delay Costs	Low	High
Delay and Stop-Work Costs - 1 Month	\$910,000	\$1,215,000
Home Office Overhead Payment (HOOP) Costs	110,000	235,000
Additional Delay Impacts	500,000	1,000,000
Force Account Work (12/1 Through 12/4)	100,000	100,000
Delay Subtotal	\$1,620,000	\$2,550,000

Construction: Utilities 3rd Party

Utilities	Contract Type	Contract Value	Costs Incurred to Date	Balance Remaining
Cincinnati Bell		\$3,000.000	\$383,397	\$2,616,603
Level 3 Communications	Time and Materials with a Not-to-Exceed Amount	140,000	-	140,000
Time Warner Cable		1,000,000	-	1,000,000
Chilled Water		1,150,000	-	1,150,000
MSD		857,858	143,668	714,190
Duke Energy		15,000,000	3,692,844	11,307,156
Total		\$21,147,858	\$4,219,909	\$16,927,949

Construction: Utilities 3rd Party

Utilities	Termination Assumptions	Low	High
Cincinnati Bell	 City responsible for work completed since June 2013 	\$200,000	\$500,000
Level 3 Communications	No work has begun on this contract	-	-
Time Warner Cable	No work has begun on this contract	-	~
Chilled Water	No work has begun on this contract	-	-
MSD	Work completed as part of Construction Contract	-	-
Duke Energy	City responsible for completing ongoing workPending outcome of litigation	150,000	300,000
Total		\$350,000	\$800,000

Termination

- Utility agreements contain termination clauses that require the City to be responsible for costs incurred to date.
- Potential timing issues between costs incurred to date due to delays in invoicing by utilities.
- Potential range of additional costs to terminate the contract: \$350,000 \$800,000

- There is no anticipated delay impact associated with 3rd party utilities.
- After a project delay, the city would be responsible for the completion of the utility contracts of \$16,927,949.

Construction: Utilities Project Performed

Utilities	Contract Type	Contract Value	Costs Incurred to Date 12/4/2013	Balance Remaining
MSD Related Work	Time and Materials	\$2,403,596	\$524,720	\$1,878,876
GCWW Related Work	with a Not-to- Exceed Amount	4,554,810	625,176	3,929,634
Total		\$6,958,406	\$1,149,896	\$5,805,510

Termination

- GCWW is requesting to be reimbursed for Fire Hydrants, Pipe Encasements, and Cathodic Protection that
 was installed as part of the Project. It is their opinion that these assets would not have been installed had
 it not been for the Project. As such, they are requesting \$936,937.
- Potential range of additional costs to terminate the contract: \$0 to \$1,000,000

- There are no anticipated delay costs associated with the utility work included in the Project contracts.
- After a Project delay, the City would be responsible for the completion of the utility work related to Project contracts of \$5,808,510.

Project Management & AdministrationCity Project Administration

 Total Base Cost (estimated):
 \$4,250,675

 Incurred to Date (12/4/2013):
 1,035,139

 Balance Remaining:
 \$3,215,536

Termination

- City Project Administration close out activities are anticipated to take 12 months to complete.
- Activities include design management, close out of construction scope, and various audits and negotiations of contract terminations, claims, settlements and potential litigation.
- Construction close out activities will be managed by DOTE construction management staff and require significant inspection, design and construction resources.
- The City's estimate based on recent staff costs is one year or \$956,228 (26 pay periods at \$36,778).
- The estimated staff costs of \$36,778 per pay period and duration appear to be reasonable and adequately supported.
- Potential range of additional costs to terminate the contract: \$700,000 to \$1,500,000

- If the Project is delayed, the impact will be additional City Project Administration Costs at the current rate of approximately \$36,778 per pay period.
- Potential range of additional costs to delay the project for one month: \$70,000 to \$100,000

Project Management & Administration SORTA

 Total Base Cost (estimated):
 \$2,000,000

 Incurred to Date (12/4/2013):
 436,104

 Balance Remaining:
 \$1,563,896

Termination

- SORTA close out activities are assumed to take 6 to 12 months to complete.
- Activities include managing the FTA grant, grant shut down, legal, procurement and miscellaneous close out activities.
- SORTA estimates the close out costs for SORTA internal staff will be \$21,500 per month.
- It is expected that the City will have to pay SORTA's third party, Trapeze Group, responsible for the vehicle communication systems, include a milestone payment of \$19,977 and a cancellation fee of 10% of hardware costs totaling \$15,982, for a total termination cost of \$35,959.
- There are currently no identified termination costs for SORTA's third party vendor Transportation Resource Associates ("TRA").
- Potential range of additional costs to terminate the contract: \$165,000 to \$300,000

- If the project is delayed, the impact will be additional SORTA Project Administration Costs at the current rate of approximately \$21,500 per month.
- Potential range of additional costs to delay the project for one month: \$20,000 to \$40,000

Federal Grants

Total FTA Grants: \$44,910,000 Expended to date (Drawn): 2,576,121 Expended to Date (Pending): 1,475,223 Remaining Funds: \$40,858,656

Termination

- The City will forfeit the balance of the remaining funds granted for the Project.
- The City will be required to repay the \$2,576,121 drawn to date.
- The City will be required to fund the \$1,475,223 pending to date.
- Total additional costs to terminate the contract: \$4,051,344

- Due to the deadline imposed by the FTA, the current delay of the Project has no impact on the funding.
- Construction delay costs need to be approved by the FTA.
- If the City does not meet the December 19, 2013 deadline, the funds will be forfeited.

Operations & Maintenance (O&M)

Description	Low	High	Comments
Estimated Annual Cost	\$3.13 million	\$3.54 million	Average in today's dollars
Projected Annual Revenues	\$1.25 million	\$1.10 million	Average, in today's dollars, of projected fare revenue, advertising income and federal grants
Estimated Net Annual Cost	\$1.88 million	\$2.44 million	Average in today's dollars after offsetting projected revenues
Estimated Cost 20 years	#02 0 million	#40C 2 maillian	Total in today's dellars
Estimated Cost – 30 years	\$93.9 million	\$106.3 million	Total in today's dollars
Projected Revenues – 30 years	\$37.5 million	\$33.1 million	Total, in today's dollars, of projected fare revenue, advertising income and federal grants
Estimated Net Cost – 30 years	\$56.4 million	\$73.2 million	Total in today's dollars after offsetting projected revenues

Procedures Performed

In order to validate the estimated annual O&M costs for the current phase, KPMG performed the following:

- Reviewed the Cincinnati Streetcar Transportation and Maintenance Operations Plan (TMOP)
- Obtained analyses and estimates prepared by external party Transportation Resource Associates
- Reviewed summary analysis compiled by City Budget Director
- Reviewed assumptions included in summary analysis
- Compared Cincinnati O&M estimates to like transit systems in peer cities via the TMOP and the National Transportation Database

Operations & Maintenance (O&M)

Variables

It is important to note that there are variables that could impact the estimated O&M cost. Examples include:

- Realization of fare revenues (estimated at 20% of expenses per year)
- Realization of advertising income (estimated at 7-12% of expenses per year)
- Discount rate for present value calculations (estimated at 5% per year)
- Federal grant money provided to the City for operations
- Underlying inflationary assumptions in labor, benefits, expenses and other costs

Summary

 The annual operating and maintenance costs estimated by the City appear reasonable and adequately supported.

Summary *Estimated Termination Costs*

Estimate at Completion Including Termination Costs							
Budget Category	Current Budget	Costs Incurred to Date (12/4/13)	Remaining Budget to Completion	Estimated Range of Termination Costs		Total at Completion Including Termination Costs	
				Low	High	Low	High
Pre-Development & Design	\$ 15,710,134	\$ 15,312,784	\$ 397,350	\$ 100,000	\$ 300,000	\$ 15,412,784	\$ 15,612,784
Real Estate	2,010,143	2,011,186	(1,043)	-	-	2,011,186	2,011,186
MPD - Construction (incl. Track, OCS, MOF)	64,426,577	11,415,741	53,010,836	8,930,000	24,500,000	20,345,741	35,915,741
MPD - Utilities	6,958,405	1,149,896	5,808,509	-	1,000,000	1,149,896	2,149,896
Utilities (3rd Party)	6,147,858	383,397 A	5,764,461	200,000	500,000	583,397	883,397
Vehicles	23,111,373	2,557,109	20,554,264	2,035,000	13,665,000	4,592,109	16,222,109
Fare Vending & Start Up	750,000	-	750,000	-	-	-	-
City Project Administration	4,250,676	1,035,139	3,215,537	700,000	1,500,000	1,735,139	2,535,139
SORTA Project Administration	2,000,000	436,104	1,563,896	165,000	300,000	601,104	736,104
Contingencies	7,444,833	20,464	7,424,369	-	-	20,464	20,464
Subtotal	\$ 132,809,999	\$ 34,321,820	\$ 98,488,179	\$ 12,130,000	\$ 41,765,000	\$ 46,451,820	\$ 76,086,820
Utilities (Duke Escrow)	15,000,000	3,692,844	11,307,156	150,000	300,000	3,842,844	3,992,844
Grand Total	\$ 147,809,999	\$ 38,014,664	\$ 109,795,335	\$ 12,280,000	\$ 42,065,000	\$ 50,294,664	\$ 80,079,664
FTA Grant Funds	(44,910,000)	(4,051,344)	(40,858,656)	4,051,344	4,051,344	-	-
Net Cost to City	\$ 102,899,999	\$ 33,963,320	\$ 68,936,679	\$ 16,331,344	\$ 46,116,344	\$ 50,294,664	\$ 80,079,664

 $^{^{\}mathbf{A}}$ — Requires further verification due to a timing difference with incurred to date

Summary Estimate to Complete with Delays

Estimate at Completion Including Delay Costs							
Budget Category	Current Budget	Costs Incurred to Date (12/4/13)	Remaining Budget to Completion	Estimated Range of Delay Costs		Total at Completion Including Delay Costs	
				Low	High	Low	High
Pre-Development & Design	\$ 15,710,134	\$ 15,312,784	\$ 397,350	\$ -	\$ -	\$ 15,710,134	\$ 15,710,134
Real Estate	2,010,143	2,011,186	(1,043)	-	-	2,010,143	2,010,143
MPD - Construction (incl. Track, OCS, MOF)	64,426,577	11,415,741	53,010,836	1,620,000	2,550,000	66,046,577	66,976,577
MPD - Utilities	6,958,405	1,149,896	5,808,509	-	-	6,958,405	6,958,405
Utilities (3rd Party)	6,147,858	383,397 A	5,764,461	-	-	6,147,858	6,147,858
Vehicles	23,111,373	2,557,109	20,554,264	25,000	150,000	23,136,373	23,261,373
Fare Vending & Start Up	750,000	-	750,000	-	-	750,000	750,000
City Project Administration	4,250,676	1,035,139	3,215,537	70,000	100,000	4,320,676	4,350,676
SORTA Project Administration	2,000,000	436,104	1,563,896	20,000	40,000	2,020,000	2,040,000
Contingencies	7,444,833	20,464	7,424,369	-	-	7,444,833	7,444,833
Subtotal	\$132,809,999	\$ 34,321,820	\$ 98,488,179	\$ 2,035,000	\$ 2,840,000	\$135,844,999	\$135,649,999
Utilities (Duke Escrow)	15,000,000	3,692,844	11,307,156	-	-	15,000,000	15,000,000
Grand Total	\$147,809,999	\$ 38,014,664	\$109,795,335	\$ 2,035,000	\$ 2,840,000	\$149,544,999	\$150,649,999
FTA Grant Funds	(44,910,000)	(4,051,344)	(40,858,656)	-	-	(44,910,000)	(44,910,000)
Net Cost to City	\$102,899,999	\$ 33,963,320	\$ 68,936,679	\$ 1,735,000	\$ 2,840,000	\$104,634,999	\$105,739,999

 $^{^{}m A}$ — Requires further verification due to a timing difference with incurred to date



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