

**PROJECT AGREEMENT
BETWEEN
THE GOVERNMENT OF THE U.S. VIRGIN ISLANDS
AND THE
FEDERAL HIGHWAY ADMINISTRATION**

**PROJECT VI 38(2) Contracts 1, 2 and 3
Raphune Hill Widening/Intersection Improvements**

I. INTRODUCTION

This is a Project Agreement (PA) between the Government of the U.S. Virgin Islands, Department of Public Works (VIDPW), Puerto Rico Division of the Federal Highway Administration (FHWA), and the Eastern Federal Lands Highway Division (EFLHD) describing specific understandings and responsibilities of the principal parties in order to complete planning, design, compliance, and construction and construction-related activities of this project. The funding for this project will be from the Territorial Highway Program and other sources as appropriate.

The VIDPW, the FHWA, and the EFLHD have entered into Memorandum of Agreement (MOA) No. DTFH71-04-X-00017, dated July 7, 2004 for engineering and construction services for Federal-Aid highway and bridge projects on the islands of St. Thomas, St. Croix, and St. John, U.S. Virgin Islands. The MOA will govern on all matters not covered in this Project Agreement.

In accordance with the MOA, the VIDPW and the EFLHD have been discussing this project since 1998. In June 2007, it was agreed that the VIDPW would complete the NEPA processes for Contract 1, while the EFLHD would complete the NEPA processes for Contracts 2 and 3. The EFLHD would design and construct all three contracts of the project. The VIDPW transmitted 70 percent Plans and Engineer's Estimate to the EFLHD in June 2007, and the EFLHD began work on Contract 1. In December 2011, the FHWA requested that the EFLHD prepare the NEPA documentation for Contract 1 in addition to the NEPA processes for Contracts 2 and 3. By Categorical Exclusion Form dated January 3, 2012, the EFLHD completed the NEPA process for Contract 1 by categorically excluding it from further NEPA analysis. Preliminary design will be completed in support of the NEPA documentation. The final design and construction activities associated with Contracts 2 and 3 are contingent upon completion of the NEPA process.

The complete project consists of intersection and roadway improvements on Rte 38 (Raphune Hill Road) on approximately 0.7 mile of roadway from the intersection of Rte 38 and Rte 313 (Centerline Road) to the intersection of Rte 38 and Rte 381 on St. Thomas, United States Virgin Islands, and the relocation of a 0.2-mile segment of Rte 381. The cost for construction alone is estimated at \$26,600,000. Construction is scheduled to start in FY 2013, and to be completed in FY 2018.

The project will address traffic safety and capacity deficiencies as identified by the traffic study for the corridor of Rte 38. Areas of concern include current traffic capacity compared to demand, width of roadway and intersections, traffic regulation by signals and signs, safety for pedestrians and vehicles, and drainage and lighting issues.

Because of the scope of the project, it is being divided into three Contracts as follows:

Contract 1 - The contract consists of widening and improving the intersection of Raphune Hill Road (Rte 38) and Centerline Road (Rte 313), including work on approximately 0.08 miles of Rte 313 from the intersection south and on approximate 0.06 miles of Rte 38 from the intersection west. The improvements include grading, drainage, aggregate base, asphalt pavement, retaining walls, sidewalks, streetlights, traffic signal pavement markings and other miscellaneous work. By Categorical Exclusion Form dated January 3, 2012, the EFLHD completed the NEPA process for Contract 1 by categorically excluding it from further NEPA analysis. The EFLHD will prepare the design and administer the construction of this project. The VIDPW will acquire right-of-way and relocate the residents of the government housing units. This project is currently programmed for award in FY 2013.

Contract 2 -The project consists of the improvements of the intersection of Rtes 38 and Rte 381, including the realignment of approximately 1,000 feet of Rte 381. The project work includes widening of Route 38, realignment of Route 381, traffic signal system, bus pull-off with shelters, drainage, and pavement markings including new pedestrian crosswalks. NEPA will be completed by the EFLHD. The EFLHD will complete the design and administer the construction of this project. This project is currently programmed for award in FY 2014.

Contract 3 - The contract consists of roadway improvements to approximately 0.7 miles of Raphune Hill Road (Rte 38), from the project limits of Contract 1 on Rte 38 to the project limits for Contract 2 on Rte 38 west of the intersection with Rte 381. The roadway improvement includes widening Route 38 from two to four lanes, utility relocation, retaining wall, sidewalk, drainage improvements, street lighting, pavement marking, and traffic signing. NEPA will be completed by the EFLHD. The EFLHD will complete the design and administer the construction of this Contract. This project is currently programmed for award in FY 2015.

II. ROLES AND RESPONSIBILITIES:

In addition to the roles and responsibilities established in the MOA, the parties will fulfill the following roles and responsibilities as defined below. Any other major roles or responsibilities required for the project can be added as needed.

EFLHD- Project Manager: The emphasis of the EFLHD Project Manager will be in the area of project development. This includes the coordination of all project development issues associated with project work including the full gamut of technical areas needed to complete these projects (utilities, hydraulics, safety, etc).

EFLHD- Construction Operations: The emphasis of the EFLHD Construction Engineer will be in the area of project construction. This includes the coordination of all project construction issues associated with project work including the full gamut

of technical areas needed to complete these projects (utilities, hydraulics, safety, etc).
EFLHD Environmental Team Leader: Functions as the primary contact for coordinating the development and completion of environmental permit acquisition. Prepares the environmental work plan that defines the steps, timelines and resources needed to comply with environmental project requirements.

The following matrices expand upon the responsibilities described above and provide contact information for this project:

CONTRACT 1

ACTIVITY	ORGANIZATION	CONTACT
<u>Compliance:</u> Lead Office	VIDPW EFLHD	Jomo McClean Jack VanDop
<u>Environmental Management</u>	VIDPW EFLHD	Jomo McClean Jack VanDop
<u>Project Agreement</u>	VIDPW EFLHD	Wystan Benjamin Selamawit Hailegiorgis
<u>Design:</u> Project Manager Project Manager Lead Designer Hwy Design Mgr Div. Geotechnical Engr Div. Pavements Engr	VIDPW EFLHD EFLHD EFLHD EFLHD EFLHD	Jomo McClean Selamawit Hailegiorgis Sidney Taylor Jeff Johnson Mounir Abouzakhm Jason Dietz
<u>Project Management</u>	VIDPW EFLHD FHWA	Wystan Benjamin Selamawit Hailegiorgis Carlos Machado
<u>Project Budget</u>	VIDPW EFLHD FHWA	Wystan Benjamin Selamawit Hailegiorgis Carlos Machado
<u>Project Schedule</u>	VIDPW EFLHD FHWA	Wystan Benjamin Selamawit Hailegiorgis Carlos Machado
<u>Project Funding</u>	VIDPW EFLHD FHWA	Wystan Benjamin Selamawit Hailegiorgis Peggy DeWeese Sonia Valentin

CONTRACTS 2 & 3

ACTIVITY	ORGANIZATION	CONTACT
<u>Compliance:</u> Lead Office	EFLHD	Jack VanDop
<u>Environmental Management</u>	VIDPW EFLHD	Jomo McClean Jack VanDop
<u>Project Agreement</u>	VIDPW EFLHD	Wystan Benjamin Ramesh Kotadia
<u>Design:</u> Project Manager Project Manager Lead Designer Hwy Design Mgr Div. Geotechnical Engr Div. Pavements Engr	VIDPW EFLHD EFLHD EFLHD EFLHD EFLHD	Jomo McClean Ramesh Kotadia <u>Thang Nguyen</u> Shoukat Nawaz Mounir Abouzakhm Jason Dietz
<u>Project Management</u>	VI DPW EFLHD FHWA	Wystan Benjamin Ramesh Kotadia Carlos Machado
<u>Project Budget</u>	VI DPW EFLHD FHWA	Wystan Benjamin Ramesh Kotadia Carlos Machado
<u>Project Schedule</u>	VI DPW EFLHD FHWA	Wystan Benjamin Ramesh Kotadia Carlos Machado
<u>Project Funding</u>	VI DPW EFLHD FHWA	Wystan Benjamin Ramesh Kotadia Peggy DeWeese Sonia Valentin

Points of Contact, Contract 1,2,3	
Federal Highway Administration Eastern Federal Lands Highway Division 21400 Ridgetop Circle Sterling VA 20166-6511	Selamawit Hailegiorgis, Project Manager Contract 1, (703) 948-1412 Selamawit.Hailegiorgis@dot.gov Ramesh Kotadia, Project Manager, Contract 2&3, (703) 404-6207 ramesh.kotadia@dot.gov Jeff Johnson, Highway Design Manager, Contract 1, (703) 404-6299 Jeffrey.Johnson@dot.gov Shoukat Nawaz, Highway Design Manager Contract 2 &3, (703)404-6280 Shoukat.nawaz@dot.gov Sidney Taylor, Civil Engineering Technician Contract 1, (703) 404-6328 sidney.taylor@dot.gov Thang Nguyen, Highway Engineer Contract 2&3, (703)404-6298 thang.nguyen@dot.gov Jack VanDop, Sr. Program Manager, (703)404-6282 Jack.vandop@dot.gov Jason Dietz, Pavement Team Manager, (703) 404-6350 Jason.Dietz@dot.gov Mounir Abouzakhm, Geotechnical Engineer, (571) 434-1566 Mounir.abouzakhm@dot.gov Peggy DeWeese, State Programs Manager, 703-404-6290, peggy.deweese@dot.gov
Federal Highway Administration Puerto Rico Division 350 Ave Carlos Chardon Ave. San Juan, PR 00918-2148	Carlos Machado, Assistant Division Administrator, 787-766-5600x223, carlos.machado@dot.gov Sonia Valentin, Financial Assistant, 787-766- 5600x227 sonia.valentin@dot.gov
Virgin Islands Department of Public Works 8244 SUB BASE ST. THOMAS, VI 00802	Jomo McClean, Design Project Manager, (340)774-2622 x 225 jomomcclean@gmail.com Wystan Benjamin, Federal Highway Program Manager, (340)776-4844 Wystan@vipowernet.net

III. PROJECT SCHEDULE

Project Schedule Contract 1		
Annual Completion Date	Task Description	Prime Responsible Office
DESIGN		
November, 2007	Begin Project Scoping and Compliance	EFLHD
June 2010	Prepare Environmental Screening Form	EFLHD
June 2010	Determination of Cat. Ex or EA	EFLHD
June 2008	Topographic & Geotechnical Surveys	EFLHD
June 2010	30% Field Review	EFLHD
January 2012	CAT EX - NEPA Complete	EFLHD
November 2011	70% Field Review	EFLHD
February 2012	All Permits Received	EFLHD
March 2012	Final Design Review (95%)	EFLHD
October 2013	Prepare and Sign Contract Documents	EFLHD
CONSTRUCTION		
December 2013	Advertise	EFLHD
February 2014	Award Construction Contract	EFLHD
April 2014	Preconstruction Conference	EFLHD
April 2014	Notice to Proceed	EFLHD
April 2014	Begin Construction	EFLHD
December 2014	Final Project Acceptance	VIDPW/FHWA

Project Schedule Contract 2		
Annual Completion Date	Task Description	Prime Responsible Office
DESIGN		
March 2012	Begin Project Scoping and Compliance	EFLHD
April 2012	Prepare Environmental Screening Form	EFLHD
April 2012	Determination of EA or EIS	EFLHD
May 2012	Topographic & Geotechnical Surveys	EFLHD
June 2013	30% Field Review	EFLHD
July 2013	EA - NEPA Complete	EFLHD
December 2013	70% Field Review	EFLHD
April 2014	All Permits Received	EFLHD
March 2014	Right-of-way Acquired	VI DPW
March 2014	Final Design Review (95%)	EFLHD
May 2014	Prepare and Sign Contract Documents	EFLHD
CONSTRUCTION		
June 2014	Advertise	EFLHD

Project Schedule Contract 2		
Annual Completion Date	Task Description	Prime Responsible Office
August 2014	Award Construction Contract	EFLHD
September 2014	Preconstruction Conference	EFLHD
October 2014	Notice to Proceed	EFLHD
October 2014	Begin Construction	EFLHD
October 2016	Final Project Acceptance	VI DPW/FHWA

Project Schedule Contract 3		
Annual Completion Date	Task Description	Prime Responsible Office
DESIGN		
March 2012	Begin Project Scoping and Compliance	EFLHD
April 2012	Prepare Environmental Screening Form	EFLHD
April 2012	Determination of Cat. Ex, EA or EIS	EFLHD
May 2012	Topographic & Geotechnical Surveys	EFLHD
June 2013	30% Field Review	EFLHD
July 2013	EA- NEPA Complete	EFLHD
December 2014	70% Field Review	EFLHD
May 2015	All Permits Received	EFLHD
May 2015	Final Design Review (95%)	EFLHD
July 2014	Right-of-way Acquired	VI DPW
May 2015	Prepare and Sign Contract Documents	EFLHD
CONSTRUCTION		
June 2015	Advertise	EFLHD
August 2015	Award Construction Contract	EFLHD
September 2015	Preconstruction Conference	EFLHD
October 2015	Notice to Proceed	EFLHD
October 2015	Begin Construction	EFLHD
October 2017	Final Project Acceptance	VI DPW/FHWA

IV. PROJECT BUDGET

Contract 1	Amount
Preliminary Engineering	\$544,000.00
Construction Engineering	\$606,000.00
Construction Contract	\$3,000,000.00
Utility work	\$300,000.00
Contingencies	\$120,000.00
Contract 1 Total	\$4,570,000.00

Contract 2	
Preliminary Engineering	\$1,200,000.00
Construction Engineering	\$1,500,000.00
Construction Contract	\$10,000,000.00
Utility work	\$100,000.00
Contingencies	\$300,000.00
Contract 2 Total	\$13,100,000.00
Contract 3	
Preliminary Engineering	\$1,200,000.00
Construction Engineering	\$1,500,000.00
Construction Contract	\$10,000,000.00
Utility work	\$100,000.00
Contingencies	\$300,000.00
Other	
Contract 3 Total	\$13,100,000.00

V. CONFLICT RESOLUTION

CONFLICT RESOLUTION ESCALATION MATRIX –Contracts 1, 2 and 3			
EFLHD	FHWA	VI DPW	Time to Resolve
Lead Designer Construction Project Engineer to be named		Jomo McClean John Paul David	5 Working Days
Project Manager Construction Operations Engineer Contract 1 - Jameel Siddiqi 703-404-6277 Contract 2 &3 – to be named	FHWA Area Engineer – to be named	Jomo McClean John Paul David	5 Working Days
Highway Design Engineer - Alan Teikari (703)404- 6277- Construction Engineer – Tom Scott (703)404-6260	Carlos Machado	Wystan Benjamin	5 Working Days
Director Project Delivery – Laurin Lineman (703) 404- 6201			5 Working Days
EFLHD Division Engineer -- Melisa Ridenour (703) 404-6201	Martin Knopp	Darryl Smalls	5 Working Days

VI. FUNDING

For this project, paragraph 10 of the MOA is amended as follows to conform to FHWA fund transfer policies as follows:

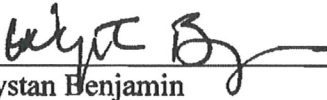
Funding for the project will be provided in accordance with 23 U.S.C. 308. The transfer of funds to the EFLHD will be in accordance with the July 19, 2007 memorandum: "Fund Transfers to Other Agencies and Among Title 23 Programs" and the June 2010 Federal Lands Highway document "Funds Transfer Guide." The processes in these two documents are mandatory. Transfer of funds through Federal-Aid Project Agreements is no longer available. The EFLHD will forward funding requests (identifying the specific project and activity) for EFLHD project development and construction activities for the VIPWD for review and approval by both the VIPWD and the FHWA. Upon approval by the VIPWD and the FHWA, the VIPWD will initiate the transfer of the funds by the process in the July 19, 2007, memorandum. The EFLHD will not initiate any work for each contract until the allocation of the funds to EFLHD is complete. In the event that the actual project costs are less than the funds transferred to the EFLHD, the EFLHD will request that the funds be returned to the unobligated balance of the funds for the VIPWD. If it is agreed by all parties that it is appropriate that cash from sources other than Title 23 funds be transferred to the EFLHD for use on the project, this Agreement will be modified to reflect the transfer of funds. If the project cost for non-Title 23 funds is less than the amount paid to the EFLHD, the EFLHD will return the unexpended funds. The EFLHD will track all funds transferred to it for this project separately from all other projects.

Upon completion of the construction of the project, completion of all project records, and as soon as the financial records for the project are closed, the EFLHD will return all unexpended funds to the VIPWD.

VII. PROJECT AGREEMENT MODIFICATION PROCESS

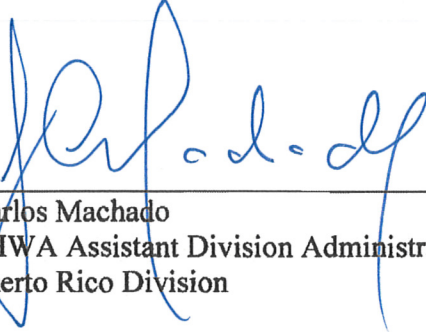
This Project Agreement may be modified by any party to the PA, subject to the concurrence by all original signatories. Circumstances that must result in any modification to this PA include any major changes in scope, schedule, products, budgets, milestone dates, and key positions. Modifications will be in the form of Modifications to the original PA or changes agreed to and made a part of the PA through standard correspondence or electronic mail. The EFLHD will distribute project agreement Modifications and changes to all signatories of the original PA.

AGREED:



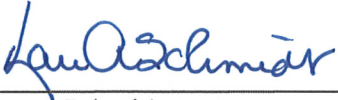
Wystan Benjamin
Federal Highway Program Manager
Department of Public Works
Government of the U.S. Virgin Islands

Date: 8/2/12



Carlos Machado
FHWA Assistant Division Administrator
Puerto Rico Division

Date: 01/25/13



Karen Schmidt
Director of Program Administration
Eastern Federal Lands Highway Division

Date: 6 FEB 2013