

# Contract Documents

Your Best Friend,

or *Quicksand* --

It All Depends on YOU

# Project Goals

- Built as designed
- Within available budget
- Support and payment by funding partners
- No claims!

...OK, no litigation...

# Crucial to Meeting Goals

- Good Design
- Good Communicators
- Cooperative Mother Nature
- **Contract Documents**

# “Contract Provisions (CPs)”

- WSDOT/APWA term for ‘Project Manual’
- Often a poor, forgotten step-child, compared to Plans
- Mistakes in the CPs can be a gold mine for an astute contractor

# Contract Provisions

Today is a crash course in:

- Essential and Differing Components
- Pitfalls and Bad Examples
- Tips for Excellent CPs

# Contract Provisions Boilerplate

- Similar components for all projects
- Different Agencies use different setups
  - **AIA** base – school districts?
  - **WSDOT/APWA** base – most cities, counties
  - **Agency-specific** – Sound Transit, City of Seattle
  - **Combination** of different sources – Port of Seattle
- Funding agency requirements and forms
  - FHWA - form 1273, DBE Utilization
  - FTA
  - HUD

# Bidding & Contract Forms & Information

## [aka Div. 0, 'Front Stuff'] -- Sources

- Check base standard specifications first
- Your agency's boilerplate & rules
- Society standard forms: AIA, EJCDC
- LAG manual, MRSC
- Your consultants
- Can you adapt? Or must they remain verbatim?
- State Ad & Award? (if non-CA agency)

# Special Provisions Format

- The State/Local Agency set-up
  - 9 divisions, geared toward infrastructure
- CSI (Construction Specifications Institute)  
“Master Format”
  - 16 Divisions – VOID - vertical/building almost exclusively
  - Now -- 49 Divisions – vertical, with expanded site work, fiber optics, etc.

# Special Provisions Content

- Infrastructure – use Agency Standard Specifications as a base, and build from there (regardless of Format)
  - WSDOT/APWA Standard Specifications
  - or, if you are City of Seattle . . . .
- Vertical – proprietary software: Spectext<sup>®</sup> (CSRF), Masterspec<sup>®</sup> (AIA), etc.

# Gen. Conditions / Div. 1 - Sources

- Can you adapt? Or must they remain verbatim?
- Funding Agency specs – Buy America, Recycling, etc.
- **AIA General Conditions of the Construction Contract**
  - + tested, updated, familiar to Contractors
  - u\$age fees, not geared to public/infrastructure work
  - intended for use with other AIA forms

# WSDOT/APWA Div. 1

- **Required if FHWA funding**
- Supplement with:
  - **WSDOT General Special Provisions (GSPs)**
  - **Local Agency (“APWA”) GSPs**
    - Most are pre-approved for FHWA-funded projects

GSPs are set up with fill-ins for project specifics  
Use as-is, if state/federal funding  
Use as resource material to edit, if local funding

- **Special Provisions (restrain yourself)**
  - if FHWA funding, must have WSDOT Headquarters prior approval

# Topics We All Avoid

- Taxes: the 170 / 171 rules
  - Dividing bid form into different schedules to accommodate
- Wage rates
  - State vs. Federal
  - Heavy highway, residential, commercial

# Technical Special Provisions

- Restrain yourself! Don't reinvent the wheel
- Start with the Engineer's Estimate, build on bid items
- Read Standard Specifications for each item—are they covered adequately?
  - If yes— then stop
  - No? Then look for already written and tested Special Provisions

# Technical Special Provisions Con't.

- Written and tested Special Provisions:
  - WSDOT GSPs
    - Standard – fill-ins
    - Specialty– from Bridge Division, from NW Region
  - APWA GSPs
    - Div 5 & 9, easier HMA spec
  - Spectext<sup>®</sup>, Masterspec<sup>®</sup>, etc. for vertical projects
- If you still can't find what you need:
  - Copy specific SP from a successful project
  - Write your own
- What goes in Plans vs. Specs (handout)

# Biggest Pitfalls

- Non-management of boilerplate:
  - allowing all staff to “play” with it
  - no regular program of review & update
- ‘Div. 0’ / Div. 1 / Technical Provisions written by different people for one Project
- Copying whole spec from your last job
  - May not be applicable
  - Skimming, not editing carefully
  - Out of date references

# Pitfalls – Div. 0 & 1

- Contradictions / confusion between your Agency & funding Agency
- Using a mish-mash of forms and General Conditions from different sources
- Thinking one-sided, trying to remove all risk to Agency

# Pitfalls - Technical Provisions

- Specs written/compiled by the wrong person:
  - Whoever is not busy
  - Someone other than the Project's Designer or Project Manager
- Not carefully reading the Standard Specs, Div. 0, & Div. 1 first

# Pitfalls – Tech. Provisions, cont.

- Copying wholesale from previous project
- Not checking referenced specs and test methods
- Temptation to “improve” existing language  
(results in confusion, repetition, contradiction)
- Careless terminology
  - ‘Specifications’, Contract Provisions vs. Contract Documents
  - “Federal” Funding
  - Engineer vs. Owner’s Consultant, etc.
  - your Contractor vs. other contractors

# More Special Provisions Tips

- Think from the contractor's point of view
- Lingo – use precise, defined terms
  - For the players involved
  - Cross-reference to standards
- Say it once
  - Within ALL Bid Documents – plans, Std Specs, Special Provisions
  - Just cross-reference where helpful
    - If using WSDOT Standard Specs as your base, do not repeat phrases like, “include all materials, tools, equipment”...

# Equitable Allocation of Risk

- Don't go overboard – be fair and realistic
- 'Talking strong' is OK, if
  - Fair
  - Biddable
  - Enforceable
- Don't try to protect yourself from everything that could ever happen

# Checking and QC

- One wrong word, one wrong dimension, could cost you thousands!
- **REFERENTIAL INTEGRITY !!**
- Pretend you're a Contractor -- think:
  - Can I bid it?
  - Can I build it?
- Have the Construction Manager review for biddability, constructability, materials
- Ask a Contractor to review?

**Feel free to call with questions on  
these issues, or about the APWA  
GSPs**

## **Gretchen Johnson**

Sr. Contracts Specialist

KBA, Inc.

425.455.9720

206.661.6903 cell

[gjohnson@kbacm.com](mailto:gjohnson@kbacm.com)

[www.kbacm.com](http://www.kbacm.com)

