

CONTRACT ORDER

CONTRACT WITH:

WCME JV**182 2ND STREET, SUITE 500****SAN FRANCISCO, CA 94105**

Original

Modification - Increase

- Decrease

Date Change

	Department: 27 Airport Commission	Controller No.: DPAC16001358
*	Department Contact: CLAUDIA LUQUIN	Tel. No: (650) 821-7721
	PS Contract 1000006322	PS PO 0000054414 & 0000109371 & 0000300967
	Category Code 95877	Supplier ID 0000008437
	Period Covered: 04/12/2016- 10/04/2023	Job No. CT 10071.41
		Amount: \$650,000.00

FOR THE PURPOSE OF: MODIFICATION NO. 7 FOR CT 10071.41 – PROJECT MANAGEMENT SUPPORT SERVICES FOR TERMINAL 3 WEST PROJECT

TO PROVIDE PROJECT MANAGEMENT SUPPORT SERVICES (PMSS) FOR THE TERMINAL 3 WEST MODERINIZATION AND BOARDING ARE F PASSENGER BOARDING BRIDGE PROJECT IN AN AMOUNT NOT TO EXCEED \$50,000,000.00. MODIFICATION NO. 07 ADMINISTRATIVELY MODIFIES THE TERMS AND CONDITIONS OF THE AGREEMENT.

PSC NO: 40697-14/15 FOR 04/20/15-02/01/23 FOR \$900,000,000

PSC FORM 2 APPROVED AMOUNT: \$50,000,000; CSC APPROVED 06/27/16

PREVIOUS ENCUMBRANCE: \$2,658,508.57 (DPAC16001358)

PREVIOUS ENCUMBRANCE: 531,491.51 (0000054414)

PREVIOUS ENCUMBRANCE: 5,246,553.00 (0000109371)

PREVIOUS ENCUMBRANCE: 2,500,000.00 (0000300967)

THIS ENCUMBRANCE: 650,000.00 (0000300967)

TOTAL ENCUMBRANCE \$11,586,553.08

CONTRACT PERIOD: EXPIRE ON 10/04/2023**CONTRACT AWARD:** \$8,100,000 PER COMMISSION RESOLUTION NO. 16-0053.

MODIFICATION NO.1 TO EXTEND CONTRACT TERM FOR ONE YEAR PER COMMISSION RESOLUTION 17-0064. MODIFICATION NO.3 AND 4 FOR NEW CONTRACT AMOUNT OF \$14,000,000 FOR SERVICES THROUGH APRIL 4, 2019 PER COMMISSION RESOLUTION NO.18-0053. \$36,000,000 PER COMMISSION RESOLUTION NO. 18-0370.

Insurance Required	PGH WONG	CPM	MCK	ECS
Worker's Comp.	\$1M- 09/01/20	\$1M- 01/01/20	\$1M- 07/29/20	\$1M- 02/04/20
Comp. Gen. Liab.	\$1M- 12/18/19	\$1M- 01/01/20	\$2M- 07/29/20	\$2M- 02/04/20
Automobile	\$1M- 12/18/19	\$1M- 01/01/20	\$1M- 07/29/20	\$1M- 02/04/20
Excess/Umbrella	\$10M- 12/18/19	\$9M- 01/01/20	\$1M- 07/29/20	N/A
Professional Liab.	\$10M- 12/15/19	\$5M- 01/01/20	\$2M- 07/29/20	\$2M- 02/04/20

Mail Invoice to:

CLAUDIA LUQUIN – PLANNING, DESIGN & CONSTRUCTION

San Francisco Airport Commission

P.O. Box 8097

San Francisco, CA 94128

RECOMMENDED AND APPROVEDIVAR C. SATERO
Airport DirectorChief Administrative Officer,
Board of SupervisorMaterials, Supplies & Services
Purchaser Real Property Leases & Rents
Director of Property

Certification Date:

SEP 19 2019

LN	NUMBER	AMOUNT	ACCOUNT	FUND	DEPT	AUTHORITY	PROJECT	ACTIVITY
2	0000300967	\$650,000.00	527990	18532	109722	19698	10004203	0007

**City and County of San Francisco
Airport Commission
P.O. Box 8097
San Francisco, California 94128**

Modification No. 7

**Contract No. 10071.41
Project Management Support Services for
the Terminal 3 West Modernization Project**

THIS MODIFICATION (this "Modification") is made as of March 20, 2019, in San Francisco, California, by and between **WCME JV** ("Contractor"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its Airport Commission, hereinafter referred to as "**Commission.**"

RECITALS

- A. City and Contractor have entered into the Agreement (as defined below); and
- B. On February 16, 2016, by Resolution No. 16-0053, the Commission awarded this Agreement to the Contractor for an amount not-to-exceed \$8,100,000 for the first year of services; and
- C. On March 21, 2017, by Resolution No. 17-0064, the Commission approved Modification No. 1 to extend the term of the Agreement and make other administrative changes; and
- D. On October 1, 2017, City and Contractor administratively modified the Agreement to update the labor rates through Modification No. 2; and
- E. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 3 to increase the contract amount and extend the term of the Agreement. Labor rates were also updated through Modification No. 3; and
- F. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 4 to increase the contract amount and extend the term of the Agreement; and
- G. On July 31, 2018, by Resolution 284-18, the Board of Supervisors approved Modification No. 4 to this Agreement; and
- H. On August 1, 2018, City and Contractor administratively modified the Agreement to replace a sub-consultant through Modification No. 5; and
- I. On November 20, 2018, by Resolution No. 18-0370, the Commission approved Modification No. 6 to increase the contract amount and to extend the term of the Agreement. A standard contractual clause was also updated through Modification No. 6; and
- J. On February 12, 2019, by Resolution No. 73-19, the Board of Supervisors approved Modification No. 6 to this Agreement under San Francisco Charter Section 9.118; and
- K. Effective January 1, 2019, Contractor's joint venture member, Cooper Puga Management, Inc., assigned its membership in the joint venture to CPM Associates, Inc.; and

L. City and Contractor desire to administratively modify the Agreement on the terms and conditions set forth herein to amend Appendix B - Calculation of Charges; and

M. Approval for this Agreement was obtained when the Civil Service Commission approved PSC No. 40697-14/15 on June 27, 2016; and

NOW, THEREFORE, Contractor and the City agree as follows:

1. Definitions. The following definitions shall apply to this Modification:

a. Agreement. The term “Agreement” shall mean the Agreement dated February 16, 2016 between Contractor and City, as amended by the:

Modification No. 1,	dated March 21, 2017,
Modification No. 2,	dated October 1, 2017,
Modification No. 3,	dated March 6, 2018,
Modification No. 4,	dated March 6, 2018,
Modification No. 5,	dated August 1, 2018, and
Modification No. 6,	dated November 20, 2018.

b. Other Terms. Terms used and not defined in this Modification shall have the meanings assigned to such terms in the Agreement.

2. Consent to Joint Venture Membership Assignment. The Airport hereby consents to the assignment of the joint venture membership from Cooper Pugeda Management, Inc. to CPM Associates, Inc.

3. Appendix B, Calculation of Charges, is hereby amended as follows:

a. Paragraph 3.2.1 is hereby deleted in its entirety and replaced with the following:

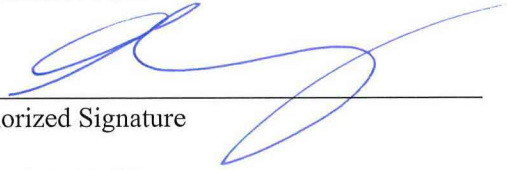

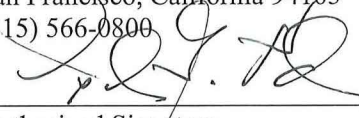
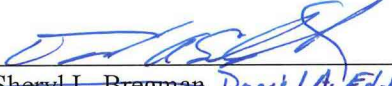
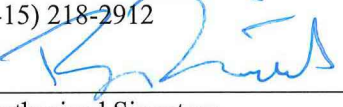
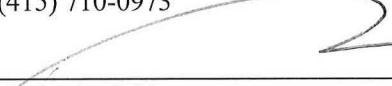
3.2.1 The approved overhead rates are:

Firm Name	Home Office Overhead Rate	Field Office Overhead Rate
PGH Wong Engineering, Inc.	125.00%	125.00%
CPM Associates, Inc.	110.00%	110.00%
MCK Americas, Inc.	119.95%	119.95%
Environmental & Construction Solutions, Inc.	120.00%	120.00%
AECOM Technical Services, Inc.	158.03%	128.10%
Apex Testing Laboratories, Inc.	163.20%	150.00%
Chaves & Associates	145.00%	145.00%
CM Pros	166.93%	145.00%
Hollins Consulting, Inc.	120.00%	120.00%
Saylor Consulting Group	125.12%	125.12%
Stok, LLC	137.75%	121.64%

4. Effective Date. Each of the changes set forth in this Modification shall be effective on and after the date of this Modification.

5. Legal Effect. Except as expressly changed by this Modification, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Contractor and City have executed this Modification as of the date first referenced above.

CITY	CONTRACTOR
<p>AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p>	 Authorized Signature
<p>By:  Ivar C. Satero, Airport Director</p>	<p>Clifford S. M. Wong President PGH Wong Engineering, Inc. 182 2nd Street, Suite 500 San Francisco, California 94105 (415) 566-0800</p>
<p>Approved as to Form:</p>	 Authorized Signature
<p>Dennis J. Herrera City Attorney</p>	<p>Ismael G. Pugeda CPM Associates, Inc. President 65 McCoppin Street San Francisco, California 94103 (415) 218-2912</p>
<p>By:  Sheryl L. Bregman <i>Danick A. Edington</i> Airport General Counsel <i>Deputy City Attorney</i></p>	 Authorized Signature
	<p>Brendan P. McDevitt MCK Americas, Inc. President 806 Jamestown Avenue San Francisco, California 94124 (415) 710-0973</p>
	 Authorized Signature
	<p>Andrew Petreas <i>PATRICK COLLINS</i> Environmental & Construction Solutions, Inc. President 290 Division Street, Suite #307 San Francisco, California 94103 (415) 934-8790</p>
	<p>City Supplier Number: 0000008437</p>
	<p>Federal Employer ID Number: 810714202</p>

SFO Routing Slip


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Time Sensitive

Please Return by

6/18/2019

Subject

CONTRACT MODIFICATION

Contract No. 10071.41, PMSS for Terminal 3 West Modernization Project
Modification No. 7

Origination

Date **6/4/2019**
Division **Planning, Design and Construction**
Dept./Sec. **Procurement and Contracts Section**

No.	Name	Action	Initial	Date
1.	Katarina Sy	Originator	<i>KS</i>	6/4/19
2.	Sung Kim	Review & Initial <i>SK</i>	<i>SK</i>	6/10/19
3.	Sheryl Bregman Daniel Edington	Signature	<i>DE</i>	6/11/19
4.	Ivar C. Satero	Signature	<i>IS</i>	6/13/19
5.	Katarina Sy	F&P Entry	<i>KS</i>	6/13/19
6.	Accounting	Signature		
7.	Katarina Sy	Information		

Comments

- Consultant reminded to submit HCAO/MCO declarations
- 6/10 - Pending F&P/MCO/HCAO declarations

Return to

Name Katarina Sy Ext. 1-7839
Email katarina.sy@flysfo.com