

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

Second Modification

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

THIS MODIFICATION (this "Modification") is made as of **October 1, 2017**, 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 the First Modification to extend the term of the contract by one year and make other administrative changes; and
- D. City and Contractor desire to administratively modify the Agreement on the terms and conditions set forth herein to update the contractor's labor rates; and
- E. Approval for this Agreement was obtained when the Department of Human Resources 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:

First Modification, dated March 21, 2017.
 - b. **Other Terms.** Terms used and not defined in this Modification shall have the meanings assigned to such terms in the Agreement.
- 2. **Section 11.15.7 Title VI List of Pertinent Nondiscrimination Acts and Authorities** is hereby deleted in its entirety and replaced with the following:

11.15.7 Title VI List of Pertinent Nondiscrimination Acts and Authorities. During the performance of this Agreement, Contractor, for itself, its assignees, and successors in interest (hereinafter referred to as the "Contractor") agrees to comply with the following non-discrimination statutes and authorities; including but not limited to:

- Title VI of the Civil Rights Act of 1964 (42 USC §2000d *et seq.*, 78 stat. 252), (prohibits discrimination on the basis of race, color, national origin);
- 49 CFR part 21 (Non-discrimination In Federally-Assisted Programs of The Department of Transportation—Effectuation of Title VI of The Civil Rights Act of 1964);
- The Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, (42 USC §4601), (prohibits unfair treatment of persons displaced or whose property has been acquired because of Federal or Federal-aid programs and projects);
- Section 504 of the Rehabilitation Act of 1973, (29 USC. §794 *et seq.*), as amended, (prohibits discrimination on the basis of disability); and 49 CFR §27;
- The Age Discrimination Act of 1975, as amended, (42 USC §6101 *et seq.*), (prohibits discrimination on the basis of age);
- Airport and Airway Improvement Act of 1982, (49 USC §471, Section 47123), as amended, (prohibits discrimination based on race, creed, color, national origin, or sex);
- The Civil Rights Restoration Act of 1987, (PL 100-209), (Broadened the scope, coverage and applicability of Title VI of the Civil Rights Act of 1964, The Age Discrimination Act of 1975 and Section 504 of the Rehabilitation Act of 1973, by expanding the definition of the terms “programs or activities” to include all of the programs or activities of the Federal-aid recipients, sub-recipients and contractors, whether such programs or activities are Federally funded or not);
- Titles II and III of the Americans with Disabilities Act of 1990, which prohibit discrimination on the basis of disability in the operation of public entities, public and private transportation systems, places of public accommodation, and certain testing entities (42 USC §12131 – 12189) as implemented by Department of Transportation regulations at 49 CFR §37 and 38 and the Department of Justice regulations at 28 CFR, parts 35 and 36;
- The Federal Aviation Administration’s Non-discrimination statute (49 USC §47123) (prohibits discrimination on the basis of race, color, national origin, and sex);
- Executive Order 12898, Federal Actions to Address Environmental Justice in Minority Populations and Low-Income Populations, which ensures non-discrimination against minority populations by discouraging programs, policies, and activities with disproportionately high and adverse human health or environmental effects on minority and low-income populations;
- Executive Order 13166, Improving Access to Services for Persons with Limited English Proficiency, and resulting agency guidance, national origin discrimination includes discrimination because of limited English proficiency (LEP). To ensure compliance with Title VI, you must take reasonable steps to ensure that LEP persons have meaningful access to your programs (70 CFR at 74087 to 74100);
- Title IX of the Education Amendments of 1972, as amended, which prohibits you from discriminating because of sex in education programs or activities (20 USC §1681 *et seq.*).

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

a. Paragraph 3.1.2, is hereby deleted in its entirety and replaced with the following:

The approved fully-burdened labor rates stated Article 3.5 of this Agreement shall remain in effect for the first year of contract services. As, at the option of the Commission, this is a multi-year contract, the Airport may approve an annual

adjustment to the direct hourly labor rates effective on the anniversary date of this Agreement, based on an increase in the Consumer Price Index for the preceding twelve (12) months for the San Francisco Bay Area as published by the U.S. Department of Labor, Bureau of Labor Statistics, under the title of: "All Urban Consumers – San Francisco/Oakland/San Jose, California." Adjustments in the rates are subject to prior written approval by the Airport and must be included in a written modification to the Agreement before any increase labor rate is incurred, unless the adjustment is made to meet the requirements of prevailing or minimum wage legislative mandates.

b. **Section 3.2 Overhead Rates**, is hereby deleted in its entirety and replaced with the following:

3.2. Overhead Rates

3.2.1 The Airport shall pay the lesser of a firm's current audited overhead rates, or the maximum approved overhead rates as follows:

Firm Name	Home Office Overhead Rate	Field Office Overhead Rate
PGH Wong Engineering, Inc.	125.00%	125.00%
Cooper Puga Management, 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%
Urban Fabrick, Inc.	140.00%	140.00%

3.2.2 Contractor shall submit to the Airport current certified reviewed financial audit report(s) of overhead cost rates for home and/or field office rates upon request for a change or addition to the approved overhead rates stated in this Paragraph 3.2.

3.2.3 The home office indirect cost rate shall be used when staff works in an office provided by the Contractor. The field office indirect cost rate shall be used when staff is assigned full time to an office provided by the Airport. To qualify for the field office indirect cost rate the Commission shall provide office spaces, utilities, telephone service, internet access, and computers.

c. **Section 3.5 Billing Rates**, is hereby deleted in its entirety and replaced with the following:

3.5 BILLING RATES

The following approved fully burdened Billing Rates, includes base rate, overhead rate and 10% fee:

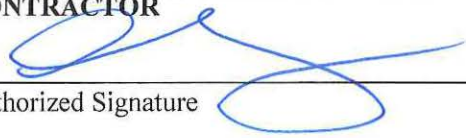




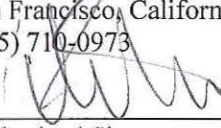
CLASSIFICATION	BILLING RATE	
	Home Office	Field Office
Administrative Assistant - FSH	\$91.34	\$82.00
Airfield and Aircraft Systems Manager	\$237.70	\$214.87
Airline Coordinator/Resident Engineer	\$228.36	\$205.52
Assistant Resident Engineer	\$186.84	\$171.27
Baggage Handling Manager	\$237.70	\$214.87
Concessions Coordinator	\$228.36	\$205.52
Constructability Reviewer	\$228.36	\$205.52
Construction Manager	\$266.77	\$241.85
Cost Control/Lead Office Engineer	\$186.84	\$171.27
Cost Estimator	\$205.52	\$186.84
Deputy Design Manager - SEP Coordinator	\$193.07	\$176.46
Design Manager	\$252.23	\$228.36
Document Control Manager	\$156.74	\$141.17
Environmental Technical Support	N/A	\$192.03
Field Engineer	\$148.43	\$133.90
Geotechnical Technical Support	N/A	\$192.03
Intern	\$91.34	\$82.00
Lab / Material Testing Technician	N/A	\$129.75
MEP Manager	\$237.70	\$214.87
Office Engineer	\$186.84	\$171.27
Project Controls Engineer	\$186.84	\$171.27
Project Controls Manager	\$252.23	\$228.36
Project Manager	\$282.34	\$255.35
QA Inspector	N/A	\$160.89
QA/QC/Code Compliance/Safety Manager	\$178.54	\$160.89
Resident Engineer	\$237.70	\$214.87
Scheduler	\$193.07	\$176.46
Senior Cost Estimator	\$237.70	\$228.36
Senior Inspector	N/A	\$197.22
Senior Scheduler	\$237.70	\$241.85
SEP Manager	\$237.70	\$214.87
Signage and Phasing Coordinator	\$228.36	\$205.52
Special Inspector	N/A	\$160.89
Special Inspector (OSHPD)	N/A	\$197.22
Special Systems Manager	\$282.34	\$255.35
Special Systems Support	\$205.52	\$186.84
Sustainability Manager	\$228.36	\$205.52
Tenant Space Coordinator	\$178.54	\$160.89

TSA OTA Technical Review	\$205.52	\$186.84
--------------------------	----------	----------

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

4. 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
AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	 Authorized Signature
By:  Ivar C. Satero, Airport Director	Clifford S. M. Wong President PGH Wong Engineering, Inc. 182 2 nd Street, Suite 500 San Francisco, California 94105 (415) 566-0800  Authorized Signature
Approved as to Form: Dennis J. Herrera City Attorney	Ismael G. Pugeda Cooper Pugeda Management, Inc. President 65 McCoppin Street San Francisco, California 94103 (415) 218-2912  Authorized Signature
By:  Heather Wolnick Deputy City Attorney	Brendan P. McDevitt MCK Americas, Inc. President 806 Jamestown Avenue San Francisco, California 94124 (415) 710-0973  Authorized Signature
	Andrew Petreas Environmental & Construction Solutions, Inc. President 290 Division Street, Suite #307 San Francisco, California 94103 (415) 934-8790 City Vendor Number 98846 Supplier ID #0000008437 810714202 Federal Employer ID Number