

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

Fifth Modification

THIS MODIFICATION (this "Modification") is made as of **July 7, 2015**, in San Francisco, California, by and between **T1 Partners, Joint Venture** ("Contractor"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its **Airport Commission** or the Commission's designated agent, hereinafter referred to as "Commission."

RECITALS

WHEREAS, City and Contractor have entered into the Agreement (as defined below); and

WHEREAS, the Commission adopted Resolution Number 13-0087 on April 16, 2013 awarding the Agreement for the period of one (1) year from the Notice to Proceed date with the option for nine (9) additional one (1)-year extensions for a total term of ten (10) years; and

WHEREAS, the First and Second Amendments incorporated administrative changes, including new labor and overhead rates and new subconsultants; and

WHEREAS, on April 22, 2014 by Resolution Number 14-0067, the Commission approved the Third Amendment to the Agreement, increasing the contract amount and extending the Agreement for an additional year; and

WHEREAS, the Fourth Modification incorporated administrative changes, including changes to labor and overhead rate's and revision of the scope of services; and

WHEREAS, on July 7, 2015, by Resolution Number 15-0142, the Commission approved this Fifth Modification; and

WHEREAS, pursuant to San Francisco Charter Section 9.118, the Board of Supervisors by its Resolution No. 187-13, adopted June 11, 2013, approved the contract to Consultant; and

WHEREAS, approval for this Amendment was obtained when the Civil Service Commission approved Contract number PSC #4048-12/13 on November 19, 2012; 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 April 16, 2013 between Contractor and City, as amended by the:

**First Amendment, dated August 26, 2013
Second Amendment, dated February 21, 2014
Third Amendment, dated July 8, 2014
Fourth Modification, dated February 18, 2015**

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

2. **Term of the Agreement.** The term of this Agreement has been extended for one additional year of services through July 7, 2016.

3. **Section 5. Compensation** is hereby amended to increase compensation by the not-to-exceed amount of **Seven Million Five Hundred Thousand Dollars (\$7,500,000)** for a not-to-exceed contract amount of **Nineteen Million Seven Hundred Sixty Thousand Seven Hundred Fifty-Seven Dollars (\$19,760,757)** and to modify base labor and overhead rates as shown on the attached Supplemental Appendix B.5, attached to this Fifth Modification.

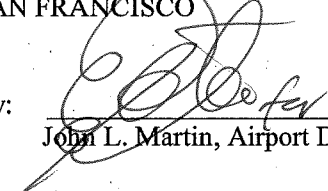
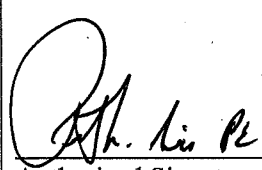
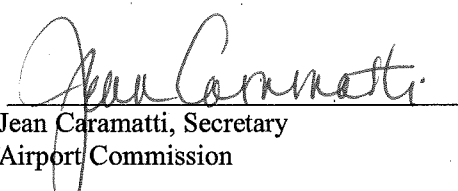
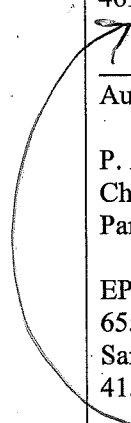
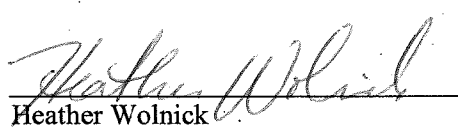


4. **Appendix A, Services to be Provided by Contractor** is hereby amended to include **Supplemental Appendix A.2, Services to be Provided by Contractor.**

5. **Appendix B, Calculation of Charges** is hereby amended to include **Supplemental Appendix B.5, Calculation of Charges.**

6. **Effective Date.** Each of the modifications set forth in Section 1 shall be effective on and after July 7, 2015.

7. **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	
By:  John L. Martin, Airport Director	 Authorized Signature
Attest:	Perfecto M. Solis Senior Vice President – Americas Aviation Division Managing Partner of T1 Partners, Joint Venture
By  Jean Caramatti, Secretary Airport Commission	Parsons Transportation Group, Inc. 1301 W. President George Bush Highway, Suite 350 Richardson, Texas 75080 469-688-2435
Resolution No: 15-0142	
Adopted on: July 7, 2015	Authorized Signature
Approved as to Form:	P. A. Kini Chief Executive Officer Partner of T1 Partners, Joint Venture
Dennis J. Herrera City Attorney	EPC Consultants, Inc. 655 Davis Street San Francisco, California 94111 415-675-7580
By  Heather Wolnick Deputy City Attorney	 Authorized Signature
	 Schatzie Jefferson President Partner of T1 Partners, Joint Venture
	The Allen Group, LLC 188 Embarcadero, Suite 460 San Francisco, California 94105 415-538-1830
	City Vendor Number: 89785
	Federal Employer ID Number: 38-3896477

Attachments:

Supplemental Appendix A.2, Services to be provided by Contractor
Supplemental Appendix B.5, Calculation of Charges

**SUPPLEMENTAL APPENDIX A.2
SERVICES TO BE PROVIDED BY CONTRACTOR**

This Supplemental Appendix A.2 is attached to, and incorporated by reference in the Agreement between the City and County of San Francisco, acting by and through its Airport Commission (Commission), and **T1 Partners, Joint Venture** (Contractor) to provide Program Management Support Services for the Terminal 1 Redevelopment Program (T1 Program).

No Change

1. Description of Services

No Change

A. KEY PERSONNEL

The Contractor's key personnel shall at a minimum include the following positions:

1. No Change
2. No Change
3. No Change
4. Delete Appendix A.1 Paragraph 1(A)(4), Program Stakeholder Engagement Process (SEP) Manager,
5. No Change
6. No Change
7. No Change

B. PLANNING PHASE

No Change

C. IMPLEMENTATION PHASE

No Change

D. PROGRAM MANAGEMENT CONTROLS

No Change

E. PROGRAM SCHEDULING

No Change

F. PROGRAM BUDGET AND FUNDING

No Change

G. PROGRAM STAKEHOLDER ENGAGEMENT PROCESS (SEP) MANAGEMENT - DELETE

H. CONSTRUCTION COORINATION SERVICES

No Change

I. CONTRACT ADMINISTRATION

No Change

J. PROGRAM REPORTING

No Change

K. DOCUMENT CONTROL SERVICES

No Change

L. QUALITY ASSURANCE/QUALITY CONTROL (QA/QC)

No Change

2. Tasks, Deliverables and Reports

No Change

3. Department Liaison

No Change

END OF SUPPLEMENTAL APPENDIX A.2

**SUPPLEMENTAL APPENDIX B.5
CALCULATION OF CHARGES**

This Supplemental Appendix B.5 attached to, and incorporated by reference in the Agreement between the City and County of San Francisco, acting by and through its Airport Commission (Commission), and **T1 Partners, Joint Venture** (Contractor) providing for Program Management Support Services for the Terminal 1 Redevelopment Program (T1 Program).

A. GENERAL

No Change

B. METHOD OF PAYMENT

No Change

C. DIRECT SALARY RATE AND DIRECT SALARY RATE ADJUSTMENT

No Change

D. BILLING RATES

1. Billing rates and overhead rates shall be used for reimbursement of the cost portion of this Agreement. Billing rates shall be the sum of approved hourly base rates as set forth in paragraph G below plus indirect cost. Indirect cost rates for each team member shall be as follows:

***The below represents a revision to overhead rates, all other rates remain unchanged:**

COMPANY	FAR Compliant Home Office Overhead	FAR Compliant Field Office Overhead
Parsons Transportation Group, Inc.	122.26%	97.43%
The Allen Group		115.52%
Chaves and Associates	N/A	157.28%
Swanson Rink	150%	N/A
TRANSSOLUTIONS	150%	N/A

2. No Change

3. No Change

E. FEE

No Change

F. OTHER DIRECT COST

No Change

- G. The approved Direct Base Labor Rates are as follows (all classifications not listed below remain unchanged):

POSITION

RATE RANGE

KEY POSITIONS

Deputy Program Manager	\$89 to \$100
Program Construction Coordinator	\$67 to \$93
Program Controls Manager	\$67 to \$79
Program Planner	\$72 to \$111
Program Special/Security Systems Manager	\$67 to \$79
Program Sustainability Manager	\$67 to \$79

SUPPORT POSITIONS

Office Engineer/Administration	\$20 to \$45
BIM/CADD/Graphics Drafter	\$26 to \$42
Document Control Specialist	\$29 to \$49
Estimator	\$46 to \$62
Field Engineer & Inspector	\$31 to \$58
Project Controls Engineer	\$46 to \$58
QA/QC Manager	\$56 to \$69
Scheduler	\$46 to \$65
QRT Leader(s)	\$51 to \$63
Design Manager	\$72 to \$84
Safety Manager	\$67 to \$79

FUTTERMAN CONSULTING INC.

Senior Technical Advisor	\$263 (fully burdened rate)
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FIDATO

Aviation Planning/Liaison	\$147 (fully burdened rate)
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DPR CONSULTING – All rates are fully burdened

Project Executive	\$275
Senior Project Manager	\$250
Project Manager	\$225
Field Office Coordinator	\$110
Project Accountant	\$100
Project Intern 2	\$90
Project Intern 1	\$75

	Part Time Rate	Full Time Rate
Subject Matter Expert 8	\$325	\$315
Subject Matter Expert 7	\$300	\$290
Subject Matter Expert 6	\$275	\$265
Subject Matter Expert 5	\$250	\$240
Subject Matter Expert 4	\$225	\$205
Subject Matter Expert 3	\$200	\$190
Subject Matter Expert 2	\$175	\$165
Subject Matter Expert 1	\$150	\$140

Contractor must obtain Airport Program Manager approval prior to commencing work for the below listed positions and rates.

PARSONS TRANSPORTATION GROUP

Program Safety Auditor	\$51 to \$69
Terminal Space Planner	\$51 to \$69
Aircraft Systems	\$51 to \$69
Structural/Seismic Engineer	\$51 to \$69
MEP Engineer	\$51 to \$69
Program Management Advisor	\$118 to \$131

THE ALLEN GROUP

Tenant Coordinator	\$90 to \$102
Site Infrastructure Utilities Coordinator	\$56 to \$77

EPC CONSULTANTS

Program Management Advisor	\$244 (fully burdened rate)
Construction Coordinator (Area Coordination)	\$67 to \$84
Structural/Seismic Engineer	\$46 to \$69
MEP Engineer	\$46 to \$69
Contracts Manager	\$46 to \$57

CHAVES AND ASSOCIATES

Business Process Analyst	\$67 to \$79
MIS/IT/Systems Manager/Systems	\$67 to \$79
Project Manager	\$51 to \$68
Permit Coordinator	\$29 to \$50
Document Control Manager	\$29 to \$50
Document Control Clerk	\$20 to \$37
Administrative Assistant/Clerk	\$15 to \$21

M LEE CORPORATION

Senior Office Engineer	\$52 to \$63
Senior Estimator	\$60 to \$69
Lead Estimator	\$75 to \$79
Chief Estimator	\$75 to \$79
Senior Scheduler	\$60 to \$69
Lead Scheduler	\$75 to \$79
Chief Scheduler	\$75 to \$79
Cost Controls Specialist	\$56 to \$84
Contracts Coordinator	\$44 to \$52

ROBIN CHIANG AND COMPANY

Program Support Planner	\$60 to \$68
Program Support Sustainability	\$55 to \$62

SAYLOR CONSULTING GROUP

Senior Electrical Estimator	\$67 to \$75
Senior Mechanical Estimator	\$67 to \$75
Senior Civil Estimator	\$61 to \$69
Senior MEP Estimator	\$67 to \$75
Senior Scheduler	\$56 to \$79

MOLLY DUGGAN ASSOCIATES

Digital and Print Media Development	\$41 to \$58
Website Development	\$46 to \$53

Communication Strategies	\$87 to \$104
Branding	\$87 to \$104
Technology Planning	\$51 to \$79
3D/4D Graphics	\$46 to \$53

LA COSTA CONSULTING GROUP

Managing Director	\$87 to \$99
Manager-Modeler and Market Planner	\$72 to \$84
Sr. Analyst – Data, Schedules and Analysis	\$46 to \$58
Clerical	\$20 to \$38

FAITHFUL + GOULD

Project Director	\$72 to \$87
Project Manager	\$61 to \$82
Asst. Project Manager	\$56 to \$68
Project Controls Manager	\$67 to \$77
Project Controls Engineer	\$46 to \$56
Sr. Scheduler	\$60 to \$67
Scheduler	\$46 to \$56
Cost Control Specialist	\$56 to \$82
Project Assistant	\$26 to \$36
ePM Solutions Architect	\$61 to \$77
BP Consultant	\$51 to \$67
Technical Lead	\$51 to \$67
Technical Specialist	\$46 to \$67

SWANSON RINK

Project Director Technical	\$58 to \$76
Project Director Administration	\$58 to \$76
Director of Information Systems	\$53 to \$58
Sustainable Design Coordinator	\$35 to \$40
Project Manager	\$36 to \$51
Engineer 3	\$38 to \$41
Engineer 2	\$35 to \$38
Engineer 1	\$28 to \$32
Technical Assistant	\$22 to \$25
CAD Operator	\$24 to \$30

YM CONSULTING

Aviation Planning/Liaison	\$140 (fully burdened rate)
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LABOZAN ASSOCIATES (Wayfinding)

Project Manager/Principal	\$200 (fully burdened rate)
Lead Design	\$175 (fully burdened rate)
Designer and Project Coordinator	\$165 (fully burdened rate)
Administrative Assistant	\$60 (fully burdened rate)

TRANSSOLUTIONS

Analyst	\$70 to \$77 (fully burdened rate)
Associate	\$80 to \$85 (fully burdened rate)
Senior Associate	\$88 to \$106 (fully burdened rate)

Managing Associate
Director
Vice President
Managing Principal

113 to \$126 (fully burdened rate)
\$129 (fully burdened rate)
\$146 to \$207 (fully burdened rate)
\$218 (fully burdened rate)

END OF SUPPLEMENTAL APPENDIX B.5