

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

Modification No. 9

**Contract No. 10072.41
Project Management Support Services for
the Courtyard 3 Connector Project**

This Modification is made this 20th day of February 2023 in the City and County of San Francisco, State of California, by and between: PGH Wong & Partners JV (the “Contractor”), and the City and County of San Francisco, a municipal corporation (the “City”), acting by and through its Airport Commission, (the “Commission”).

RECITALS

- A. City and Contractor have entered into the Agreement for the San Francisco International Airport (the “Airport” or “SFO”) (as defined below); and
- B. The Commission is authorized to enter into all contracts which relate to matters under its jurisdiction; and
- C. On December 19, 2017, by Resolution No. 17-0321, the Commission awarded this Agreement to the Contractor for an amount not to exceed \$3,250,000 for the first year of services; and
- D. On September 1, 2018, City and Contractor administratively modified the Agreement to update the Contractor’s overhead rates through Modification No. 1; and
- E. On February 19, 2019, by Resolution No. 19-0030, the Commission approved Modification No. 2, increasing the contract amount by \$5,000,000 for a new total contract amount not to exceed \$8,250,000 and extending the term of the Agreement through March 12, 2020; and
- F. On August 1, 2019, City and Contractor administratively modified the Agreement to update standard contractual clauses and update the direct labor rates through Modification No. 3; and
- G. On November 5, 2019, by Resolution No. 19-0273, the Commission approved Modification No. 4, increasing the contract amount by \$9,000,000 for a new total contract amount not to exceed \$17,250,000, extending the term of the Agreement for services through June 30, 2022, and directing the Commission Secretary to seek Board of Supervisors approval of Modification No. 4; and
- H. After the Commission adopted Resolution No. 19-0273, the Contractor informed the Airport that joint venture member CFWright Consulting, LLC had resigned from the joint venture, and therefore, Staff neither executed nor sought Board of Supervisors approval of Modification No. 4; and
- I. On February 18, 2020, by Resolution No. 20-0028, the Commission approved a revised Modification No. 4, dated March 1, 2020, increasing the contract amount by \$1,500,000 for a new total contract amount not to exceed \$9,750,000, extending the term of the Agreement for services through June 30, 2022, and recognizing CFWright Consulting, LLC’s complete withdrawal as a member of the joint

venture that is the Contractor for this Agreement. Standard contractual clauses were also updated through Modification No. 4; and

J. On February 18, 2020, by Resolution No. 20-0029, the Commission approved Modification No. 5, increasing the contract amount by \$7,500,000 for a new total contract amount not to exceed \$17,250,000 and directing the Commission Secretary to seek Board of Supervisors approval of Modification No. 5; and

K. On June 23, 2020, by Resolution No. 279-20, the Board of Supervisors approved Modification No. 5 under San Francisco Charter Section 9.118(b); and

L. On July 1, 2020, City and Contractor administratively modified the Agreement to amend Appendix B, Calculation of Charges, and to update standard contractual clauses through Modification No. 6; and

M. On April 5, 2022, by Resolution No. 22-0055, the Commission approved Modification No. 7, extending the term of the Agreement for services through December 31, 2023, with no change to the contract amount and adding a subcontractor firm to the list of approved subcontractors. Standard contractual clauses were also updated through Modification No. 7; and

N. On November 21, 2022, City and Contractor administratively modified the Agreement, adding a subcontractor firm and updating the overhead rates through Modification No. 8; and

O. City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to increase the contract amount, extend the term of the Agreement, direct the Commission Secretary to seek Board of Supervisors approval, and update standard contractual clauses; and

P. On December 6, 2022, by Resolution No. 22-0182, the Commission approved this Modification No. 9, increasing the contract amount by \$10,600,000 for a new total not-to-exceed amount of \$27,850,000, extending the term of the Agreement for services through January 25, 2025, and directing the Commission Secretary to seek Board of Supervisors approval of Modification No. 9; and

L. On _____, by Resolution No. _____, the Board of Supervisors approved this Modification No. 9 under San Francisco Charter Section 9.118(b); and

Q. Approval for this Agreement was obtained when the Department of Human Resources approved Modification No. 1 to PSC No. 47501-16/17 on November 29, 2021; and

R. The Contractor represents and warrants that it is qualified to perform the services required by City under this Agreement;

NOW, THEREFORE, Contractor and City agree as follows:

1. **Section 1.1 Agreement** is hereby replaced in its entirety with the following:

1.1 “Agreement” means the contract document dated December 19, 2017, Modification No. 1 dated September 1, 2018, Modification No. 2 dated February 19, 2019, Modification No. 3 dated August 1, 2019, Modification No. 4 dated March 1, 2020, Modification No. 5 dated July 3, 2020, Modification No. 6 dated July 1, 2020, Modification No. 7 dated April 5, 2022, and Modification No. 8 dated November 21, 2022, including all attached appendices, and all applicable city ordinances and “Mandatory City Requirements” which are specifically incorporated by reference into the Agreement.

2. **Article 2. Term of the Agreement** is hereby amended to extend the term of the Agreement to a new ending date of January 25, 2025.

3. **Article 3. Financial Matters, 3.3. Compensation, Section 3.3.1 Calculation of Charges** is hereby amended to increase the total compensation payable by Ten Million Six Hundred Thousand Dollars **(\$10,600,000)** for a new total not-to-exceed amount of Twenty-Seven Million Eight Hundred Fifty Thousand Dollars **(\$27,850,000)**.

4. **Section 11.1 Notices to the Parties**, is hereby deleted in its entirety and replaced with the following:

11.1 Notices to the Parties. Unless otherwise indicated in this Agreement, all written communications sent by the Parties may be by U.S. mail or e-mail and shall be addressed as follows:

To City: Jacob Ehrenberg
Airport Project Manager
San Francisco International Airport
P.O. Box 8097
San Francisco, California 94128
Email: jacob.ehrenberg@flysfo.com

To Contractor: Matthew Kyauk
Project Manager
PGH Wong Engineering, Inc.
182 2nd Street, Suite 500
San Francisco, CA 94105
Email: matthew.kyauk.pgh@sfoconsultant.com

Any notice of default must be sent by registered mail. Either Party may change the address to which notice is to be sent by giving written notice thereof to the other Party. If email notification is used, the sender must specify a receipt notice.

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

6. **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: _____ Ivar C. Satero, Airport Director	_____ Authorized Signature
Attest:	_____ Cliff Wong Printed Name
By _____ Kantrice Ogletree, Secretary Airport Commission	_____ President, PGH Wong Engineering, Inc. Title
Resolution No: 22-0182	_____ Authorized Signature
Adopted on: <u>December 6, 2022</u>	_____ Ernesto A. Avila Printed Name
Approved as to Form:	_____ President Avila and Associates Consulting Engineers, Inc. Title
David Chiu City Attorney	_____ PGH Wong & Partners JV Company Name
By: _____ Daniel A. Edington Deputy City Attorney	_____ 182 2 nd Street, Suite 500 Address
	_____ San Francisco, California 94105 City, State, ZIP
	_____ (415) 566-0800 Telephone Number
	_____ 0000029434 City Supplier ID
	_____ 82-3487026 Federal Employer ID Number