

CITY AND COUNTY OF SAN FRANCISCO

CONTRACT ORDER

CONTRACT WITH:

T1 CUBED – A JOINT VENTURE
303 SECOND STREET, SUITE 700
SAN FRANCISCO, CA 94107

Original
 Modification - Increase
 - Decrease
 Date Change

Department: 27 Airport Commission		Controller No.: DPAC15001600
* Department Contact: KRISTIN ALLEN		Tel. No: (650) 821-5372
PS Contract 1000006411	PS PO 0000247241	Date: 06/13/2019 Page <u>1</u> of <u>1</u>
* Category Code 95877	Supplier ID 0000010037	Job No. CT 10010.41
Period Covered: FROM NTP 05/04/15 TO 05/31/21		Amount: \$2,347,976.86

FOR THE PURPOSE OF: MODIFICATION NO.6 FOR CT 10010.41 – PROJECT MANAGEMENT SUPPORT SERVICES FOR NEW BOARDING AREA B PROJECT

TO PROVIDE PROJECT MANAGEMENT SUPPORT SERVICES FOR NEW BOARDING AREA B PROJECT IN AN AMOUNT NOT TO EXCEED \$25,350,000. MODIFICATION NO.6 INCREASED THE TOTAL COMPENSATION PAYBLE BY \$3,650,000 FOR NEW TOTAL NOT TO EXCEED AMOUNT OF \$29,000,000.00

PSC NO: 47898-13/14, PSC FORM 2 APPROVED AMOUNT: \$29,000,000
 BOS APPROVAL AMOUNT: \$29,000,000 - RESOLUTION NO. 102-15; FILE NO. 150107

PREVIOUS ENCUMBRANCE: \$9,791,539.30 (DPAC15001600)
 PREVIOUS ENCUMBRANCE: 2,044,203.70 (0000054553)
 PREVIOUS ENCUMBRANCE: 9,056,999.00 (0000111049)
 PREVIOUS ENCUMBRANCE: 4,447,976.86 (0000247241)
THIS ENCUMBRANCE: 1,952,023.55 (0000247241)
TOTAL ENCUMBRANCE: \$27,292,742.41

CONTRACT PERIOD: FROM NTP 05/04/15 TO 05/31/21.

CONTRACT AWARD: \$4,300,000 PER COMMISSION RESOLUTION NO. 15-0004. MODIFICATION NO.2 FOR TOTAL CONTRACT AMOUNT OF \$11,800,000 PER COMMISSION RESOLUTION NO. 16-0078. MODIFICATION NO.4 FOR TOTAL CONTRACT AMOUNT OF \$16,900,000 PER COMMISSION RESOLUTION NO. 17-0059. MODIFICATION NO. 6 INCREASES CONTRACT AMOUNT TO NOT TO EXCEED \$25,350,000 FOR SERVICES THROUGH MAY 4, 2019 PER COMMISSION RESOLUTION NO. 18-0041. MODIFICATION NO. 7 INCREASES CONTRACT TO TOTAL NOT TO EXCEED AMOUNT OF \$38,500,000 AND EXTEND SERVICE THROUGH MAY 31, 2022 PER COMMISSION RESOLUTION 18.0390.

	WSP		AGS	
Insurance Required	Expiration Date	Amount	Expiration Date	Amount
Worker's Comp.	04/01/2020	\$2,000,000	10/10/2019	\$1,000,000
Comp. Gen. Liab.	04/01/2020	\$2,000,000	10/10/2019	\$2,000,000
Automobile	04/01/2020	\$2,000,000	10/10/2019	\$1,000,000
Excess/Umbrella	N/A	N/A	10/10/2019	\$3,000,000
Professional Liab.	10/31/2019	\$1,000,000	10/10/2019	\$1,000,000

Mail Invoice to:

KRISTIN ALLEN – DESIGN & CONSTRUCTION

San Francisco Airport Commission
 P.O. Box 8097
 San Francisco, CA 94128

RECOMMENDED AND APPROVED

IVAR C. SATERO
 Airport Director

Chief Administrative Officer,
 Board of Supervisor

Materials, Supplies & Services
 Purchaser Real Property Leases & Rents
 Director of Property

Certification Date:

JUN 13 2019

By:

Ln	Number	Amount	Account	Fund	Dept	Authority	Project	Activity
3	0000247241	1,952,023.55	527990	18532	109722	19697	10004211	0009

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

Modification No. 7

**Contract 10010.41
Project Management Support Services for
New Boarding Area B Project**

THIS MODIFICATION (this "Modification") is made effective **May 1, 2019**, in San Francisco, California, by and between **T1 Cubed - a Joint Venture** ("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 January 20, 2015, by Resolution No. 15-0004, the Commission awarded this Agreement to the Contractor in a not-to-exceed amount of \$4,300,000 for the first year of services; and
- C. On March 31, 2015, by Resolution No. 102-15, the Board of Supervisors approved the Agreement under San Francisco Charter Section 9.118 in an amount not to exceed \$29,000,000 and for a term of six years to May 31, 2021; and
- D. On January 19, 2016, the City and Contractor administratively modified the Agreement to amend Appendix B, Calculation of Charges, and update standard contractual clauses through the First Modification; and
- E. On March 15, 2016, by Resolution No. 16-0078, the Commission approved the Second Modification to the Contractor to increase the contract amount, extend the term of the contract, and amend Appendix B, Calculation of Charges; and
- F. On July 1, 2016, the City and Contractor administratively modified the Agreement to amend Appendix B, Calculation of Charges, through the Third Modification; and
- G. On March 21, 2017, by Resolution No. 17-0059, the Commission approved the Fourth Modification to the Contractor to increase the contract amount, extend the term of the contract, amend the Appendix B - Calculation of Charges, and make other administrative changes; and
- H. On January 1, 2018, the City and Contractor administratively modified the Agreement to include a new sub-consultant and to update labor rates, through the Fifth Modification; and
- I. On February 20, 2018, by Resolution No. 18-0041, the Commission approved the Sixth Modification to increase the contract amount by \$8,450,000 for a new contract amount not-to-exceed \$25,350,000 and to extend the term of the agreement to May 4, 2019; and

J. City and Contractor desire to modify the Agreement on the terms and conditions set forth in this Modification No. 7 to increase the contract amount by \$3,650,000 and to extend the term of the Agreement to May 31, 2021; and

K. On December 4, 2018, by Resolution No. 18-0390, the Commission authorized this Modification; and

L. Approval for this Agreement was obtained when the Civil Service Commission approved PSC No. 47898-13/14 on May 19, 2014; 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 **January 20, 2015** between Contractor and City, as amended by the:

First Modification,	dated January 19, 2016, and
Second Modification,	dated March 15, 2016, and
Third Modification,	dated July 1, 2016, and
Fourth Modification,	dated March 21, 2017, and
Fifth Modification,	dated January 1, 2018, and
Sixth Modification,	dated February 20, 2018.

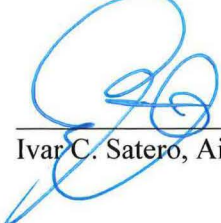
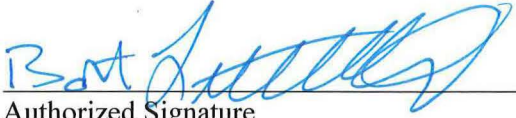



b. **Other Terms.** Terms used and not defined in this Modification shall have the meanings assigned to such terms in the Agreement.

2. **Section 2. Term of the Agreement** is hereby amended to extend the term of the contract for a new ending date of May 31, 2021.

3. **Section 5. Compensation** is hereby amended to increase the total compensation payable by an amount not to exceed **Three Million Six Hundred Fifty Thousand Dollars (\$3,650,000)** for a new total not to exceed amount of **Twenty-Nine Million Dollars (\$29,000,000).**

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 effective date first referenced above.

CITY	CONTRACTOR
AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	
By:  Ivar C. Satero, Airport Director	 Authorized Signature
Attest:	Bart Littell Vice President
By:  C. Corina Monzón, Secretary Airport Commission	 Authorized Signature
Resolution No: 18-0390	Bahram Khamenehpour Senior Principal
Adopted on: December 4, 2018	T1 Cubed - a Joint Venture 425 Market Street, 17 th Floor San Francisco, California 94105
Approved as to Form: Dennis J. Herrera City Attorney	0000010037 City Supplier Number
By:  Sheryl Bregman Airport General Counsel	47-2256316 Federal Employer ID Number