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

Modification No. 12

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

This Modification is made this 4th day of April 2023, in the City and County of San Francisco, State of California, by and between: **WCME JV**, 182 2nd Street, Suite 500, San Francisco, CA 94105 (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 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
- D. On March 21, 2017, by Resolution No. 17-0064, the Commission approved Modification No. 1 extending the term of the Agreement through April 3, 2018. Other administrative changes were also incorporated through Modification No. 1; and
- E. On October 1, 2017, City and Contractor administratively modified the Agreement to update the Contractor’s labor rates through Modification No. 2; and
- F. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 3 increasing the contract amount by \$1,890,000 for a new total contract amount not to exceed \$9,990,000 and extending the term of the Agreement through August 30, 2018. Standard contractual clauses and labor rates were also updated through Modification No. 3; and
- G. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 4 increasing the contract amount by \$4,010,000 for a new total contract amount not to exceed \$14,000,000 and extending the term of the Agreement through April 4, 2019; and
- H. On July 31, 2018, by Resolution 284-18, the Board of Supervisors approved Modification No. 4 to this Agreement under San Francisco Charter Section 9.118; and
- I. On August 1, 2018, City and Contractor administratively modified the Agreement to replace a sub-consultant through Modification No. 5; and
- J. On November 20, 2018, by Resolution No. 18-0370, the Commission approved Modification No. 6 increasing the contract amount by \$36,000,000 for a new total contract amount not to exceed \$50,000,000

and extending the term of the Agreement through October 4, 2023. A standard contractual clause was also updated through Modification No. 6; and

K. 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

L. On January 1, 2019, Contractor's joint venture member, Cooper Pugeda Management, Inc., assigned its membership in the Contractor to CPM Associates, Inc.; and

M. On March 20, 2019, City and Contractor administratively modified the Agreement to acknowledge the assignment from Cooper Pugeda Management, Inc. to CPM Associates, Inc. and to update the overhead rates through Modification No. 7; and

N. On September 16, 2019, City and Contractor administratively modified the Agreement to add new sub-consultants, update the overhead rates, and update the Agreement to maintain consistency with statutory, Code, San Francisco ordinances effecting contracting, and other applicable standard changes to City contracts that occurred since execution of the Agreement through Modification No. 8; and

O. On June 1, 2020, City and Contractor administratively modified the Agreement to update the Notices to Parties provision, delete and replace Appendix B, Calculation of Charges, and updated standard contractual clauses through Modification No. 9; and

P. On November 14, 2022, City and Contractor administratively modified the Agreement to update standard contractual clauses, and to delete and replace Appendix B, Calculations of Charges through Modification 10; and

Q. Effective November 28, 2022, Contractor's joint venture member CPM Associates, Inc., changed its name to Consor PMCM, Inc.; and

R. On March 6, 2023, City and Contractor administratively modified the Agreement to acknowledge the Contractor's joint venture member name change from CPM Associates, Inc. to Consor PMCM, Inc., and to update the Notices to the Parties provision in the Agreement; and

S. City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to extend the term of the Agreement and to remove the options to extend the Agreement term; and

T. On April 4, 2023, by Resolution No. 23-0089, the Commission approved this Modification to the Agreement extending the term of the Agreement for services through December 31, 2025, and removing the options to extend the term of the Agreement; and

U. Approval for this Agreement was obtained when the Civil Service Commission approved PSC No. 40697-14/15 on March 6, 2023; and

V. 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. Article 1. Definitions, Section 1.1 Agreement is hereby replaced in its entirety with the following:

1.1 “Agreement” means the contract document dated February 16, 2016, 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, Modification No. 6 dated November 20, 2018, Modification No. 7 dated March 20, 2019, Modification 8 dated September 16, 2019, Modification No. 9 dated June 1, 2020, Modification No. 10 dated November 14, 2022, and Modification No. 11 dated March 6, 2023, 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, Section 2.1 is hereby amended to extend the term of the Agreement for a new ending date of December 31, 2025.

3. Article 2. Term of the Agreement, Section 2.2 is hereby deleted in its entirety.

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 certification date referenced above.

CITY	CONTRACTOR
<p>AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p> <p>DocuSigned by: <i>Ivar C. Satero</i> 8CFDC3E9426544B...</p> <p>By: Ivar C. Satero, Airport Director</p> <p>Attest:</p> <p>DocuSigned by: <i>Kantrice Ogletree</i> 96B0720884A344D...</p> <p>By: Kantrice Ogletree, Secretary Airport Commission</p> <p>Resolution No: 23-0089</p> <p>Adopted on: April 4, 2023</p> <p>Approved as to Form:</p> <p>David Chiu City Attorney</p> <p>DocuSigned by: <i>Daniel Edington</i> FAC8E38F064948E...</p> <p>By: Daniel A. Edington Deputy City Attorney</p>	<p>DocuSigned by: <i>PETER WONG</i> 4C8F2BF226F6494...</p> <p>Authorized Signature</p> <p>Peter G. H. Wong Chief Executive Officer PGH Wong Engineering, Inc.</p> <p>DocuSigned by: <i>Ismael Puga da</i> BFAB854EB73F4A5...</p> <p>Authorized Signature</p> <p>Ismael G. Puga da Senior Vice President Conzor PMCM, Inc.</p> <p>DocuSigned by: <i>Brendan McDevitt</i> 0102E77BED9E47E...</p> <p>Authorized Signature</p> <p>Brendan P. McDevitt President MCK Americas Inc.</p> <p>DocuSigned by: <i>Patrick J. Collins</i> 669F217DC6EA436...</p> <p>Authorized Signature</p> <p>Patrick J. Collins Chief Executive Officer/Chief Financial Officer Environmental & Construction Solutions, Inc.</p> <p>WCME JV 182 2nd Street, Suite 500 San Francisco, California 94105</p> <p>City Supplier Number: 0000008437</p> <p>Federal Employer ID Number: 810714202</p>