

CITY AND COUNTY OF SAN FRANCISCO

CONTRACT ORDER

CONTRACT WITH:

**T1 PARTNERS, A JOINT VENTURE OF PARSONS
TRANSPORTATION GROUP, INC., THE ALLEN
GROUP, LLC. AND EPC CONSULTANTS, INC.**

50 FREMONT STREET, SUITE 1500
SAN FRANCISCO, CA 94105

Original

Modification - Increase

- Decrease

Date Change Only

Department: 27 Airport Commission		Controller No.: DPAC14000161
*	Department Contact: REUBEN HALILI	Tel. No: (650) 821-7803
	Dept./Div./Sec.	Fund Group/Fd/ Date: 07/18/2014 Page <u>1</u> of <u>1</u>
*	Comm./Svc. Codes 7250-40	Vendor No. 89785-01 Job No: CT 9185.9
Period Covered: 07/08/2013 – 07/07/2015		Amount: \$1,333,178.00

FOR THE PURPOSE OF: MODIFICTAION NO. 03 FOR SFIA CONTRACT NO. 9185.9
TO PERFORM TERMINAL 1/BOARDING AREA B REDEVELOPMENT PROGRAM MANAGEMENT SUPPORT SERVICES IN AN ESTIMATED AMOUNT OF \$32 MILLION OVER THE NEXT TEN YEARS, SUBJECT TO APPROVAL BY THE SAN FRANCISCO BOARD OF SUPERVISORS. THIS MODIFICATION IS TO INCREASE THE COMPENSATION BY THE NOT-TO-EXCEED AMOUNT OF \$7,807,579 FOR A NOT TO EXCCED CONTRACT AMOUNT OF \$12,260,757, TO EXTEND THE TERM OF AGREEMENT FOR YEAR 2 SERVICES THROUGH 07/07/2015 AND TO MODIFY THE BILLING RATE AS SHOWN ON APPENDIX B.3. OF THE AMENDMENT.

PREVIOUS ENCUMBRANCE	\$3,835,291.80
THIS ENCUMBRANCE	<u>1,333,178.00</u> (COAC14001465)
TOTAL CERTIFIED CONTRACT AMOUNT	\$5,168,469.80

PSC NO: 4048-12/13 - \$40 MILLION
PSC FORM 2 - \$7,760,757
BOARD OF SUPERVISOR APPROVAL NO. 187-13

CONTRACT PERIOD: 07/08/2013 – 07/07/2015 WITH THE OPTION OF ADDITIONAL ONE-YEAR EXTENSIONS FOR A TOTAL TERM OF TEN (10) YEARS

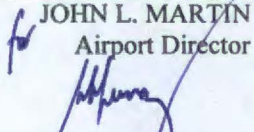
CONTRACT AWARD: \$32 MILLIION OVER THE NEXT 10 YEARS AND \$4,453,178.00 FOR THE FIRST YEAR OF SERVICE PER COMMISSION RESOLUTION NO. 13-0087
\$7,807,579.00 FOR YEAR 2 SERVICES PER COMMISSION RESOLUTION NO. 14-0067

Insurance Required	Parsons Transportation	The Allen Group	EPC Consultants
Worker's Comp.	\$1M-1/1/15	\$1M-9/1/14	\$1M-5/5/15
Comp. Gen. Liab.	\$1.5M-1/1/15	\$1M-9/8/14	\$1M-5/5/15
Automobile	\$1M-1/1/15	\$1M-9/8/14	\$1M-5/5/15
Professional Liability	\$1.5M-1/1/15	\$2M-2/1/15	\$5M-5/5/15
Excess Liability	\$5M-1/1/15	\$4M – 9/8/14	\$8M-5/5/15
Excess Prof. Liability	N/A	\$3M-2/1/15	N/A

MAIL INVOICE TO: REUBEN HALILI

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

RECOMMENDED AND APPROVED

By:  JOHN L. MARTIN Airport Director	Chief Administrative Officer, Board of Supervisor	Materials, Supplies & Services Purchaser Real Property Leases & Rents Director of Property	Certification Date JUL 21 2014
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Ln	Document		Amount	Index Code	Sub-Object	Grant Code	Project	
	Number	Sfx.					Project	Detail
		03	\$1,333,178.00	AIR9185XC4A	02708		CAC057	3D2B43

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

Third Amendment

THIS AMENDMENT (this "Amendment") is made as of **July 8, 2014**, 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, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to incorporate Year 2 services through July 7, 2015 and to adjust base labor and overhead rates as shown on Appendix B.3; 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-year extensions for a total term of ten (10) years; and

WHEREAS, Modification Nos. 1 and 2 were for administrative changes; and

WHEREAS, the Commission authorized this Modification 3 pursuant to Resolution Number 14-0067 on April 22, 2014; 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 Amendment:

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**

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

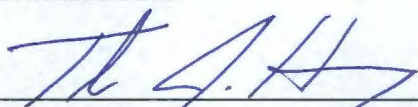


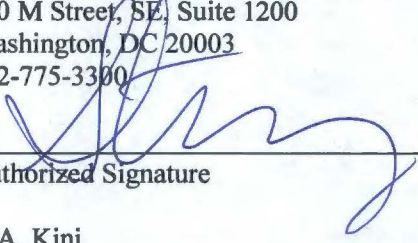


2. Term of the Agreement. The term of this Agreement has been extended for Year 2 services through July 7, 2015.

3. Section 5. Compensation is hereby amended to increase compensation by the not-to-exceed amount of Seven Million Eight Hundred Seven Thousand Five Hundred Seventy-Nine Dollars (\$7,807,579) for a not-to-exceed contract amount of Twelve Million Two Hundred Sixty Thousand Seven Hundred Fifty-Seven Dollars (\$12,260,757) and to modify base labor and overhead rates as shown on the attached Appendix B.3 attached to this third amendment.

4. Effective Date. Each of the modifications set forth in Section 1 shall be effective on and after **July 8, 2014**.

5. Legal Effect. Except as expressly modified by this Amendment, 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 Amendment 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 Thomas J. Haag Vice President Managing Partner of T1 Partners, Joint Venture
Attest: By:  Jean Caramatti, Secretary Airport Commission	Parsons Transportation Group, Inc. 100 M Street, SE, Suite 1200 Washington, DC 20003 202-775-3300  Authorized Signature P. A. Kini Chief Executive Officer Partner of T1 Partners, Joint Venture
Resolution No: 14-0067 Adopted on: April 22, 2014	EPC Consultants, Inc. 655 Davis Street San Francisco, California 94111 415-675-7580  Authorized Signature
Approved as to Form: Dennis J. Herrera City Attorney	Schatzie Jefferson President Partner of T1 Partners, Joint Venture
By:  Heather Wolnick Deputy City Attorney	The Allen Group, LLC 188 Embarcadero, Suite 460 San Francisco, California 94105 415-538-1830 89785 City Vendor Number 38-3896477 Federal Employer ID Number

Attachments:
Appendix B.3, Calculation of Charges

**APPENDIX B.3
CALCULATION OF CHARGES**

This Appendix B.3 attached to, and incorporated by reference in the Agreement made on **July 8, 2014** 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 Changes

B. METHOD OF PAYMENT

No Changes

C. DIRECT SALARY RATE AND DIRECT SALARY RATE ADJUSTMENT

No Changes

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:

COMPANY	FAR Compliant Home Office Overhead	FAR Compliant Field Office Overhead
Parsons Transportation Group, Inc.	141%	114.2%
The Allen Group	125.17%	108.963%
EPC Consultants	121.46%	116.13%
AE3 Partners	125%	115%
Chaves and Associates	125.17%	125.17%
M Lee Corporation	125%	115%
Robin Chiang and Company	125%	115%
Saylor Consulting Group	125%	115%
Molly Duggan Associates	NA	115% (not FAR)
La Costa Consulting Group	125%	115%
Futterman Consulting, Inc. (sole proprietor)	125% (not FAR)	115% (not FAR)
Faithful + Gould	125%	N/A
Swanson Rink	125%	N/A

2. No Changes

3. No Changes

E. FEE

No Changes

F. OTHER DIRECT COST

No Changes

G. The approved Direct Base Labor Rates are as follows:

POSITION	RATE RANGE
KEY POSITIONS	
Deputy Program Manager	\$87 to \$97
Program Baggage System Manager	\$72 to \$82
Program Construction Coordinator	\$67 to \$77
Program Controls Manager	\$67 to \$77
Program Planner	\$72 to \$108
Program QRT Manager	\$72 to \$82
Program Special/Security Systems Manager	\$67 to \$77
Program Sustainability Manager	\$67 to \$77
SUPPORT POSITIONS	
Office Engineer/Administration	\$20 to \$36
BIM/CADD/Graphics Drafter	\$26 to \$41
Document Control Specialist	\$29 to \$46
Estimator	\$46 to \$56
Field Engineer & Inspector	\$31 to \$56
Project Controls Engineer	\$46 to \$56
QA/QC Manager	\$56 to \$67
Scheduler	\$46 to \$56
QRT Leader(s)	\$51 to \$61
Design Manager	\$72 to \$82
Safety Manager	\$67 to \$77
FUTTERMAN CONSULTING INC.	
Senior Technical Advisor	\$256 (fully burdened rate)
FIDATO	
Aviation Planning/Liaison	\$143 (fully burdened rate)
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 \$67
Terminal Space Planner	\$51 to \$67
Aircraft Systems	\$51 to \$67
Structural/Seismic Engineer	\$51 to \$67
MEP Engineer	\$51 to \$67
Program Management Advisor	\$118 to \$128
THE ALLEN GROUP	
Tenant Coordinator	\$90 to \$99

Site Infrastructure Utilities Coordinator	\$56 to \$77
EPC CONSULTANTS	
Program Management Advisor	\$238 (fully burdened rate)
Construction Coordinator (Area Coordination)	\$67 to \$82
Structural/Seismic Engineer	\$46 to \$67
MEP Engineer	\$46 to \$67
Contracts Manager	\$46 to \$56
CHAVES AND ASSOCIATES	
Business Process Analyst	\$67 to \$77
MIS/IT/Systems Manager/Systems	\$67 to \$77
Project Manager	\$51 to \$66
Permit Coordinator	\$29 to \$49
Document Control Manager	\$29 to \$49
Document Control Clerk	\$20 to \$36
Administrative Assistant/Clerk	\$15 to \$20
M LEE CORPORATION	
Senior Office Engineer	\$52 to \$61
Senior Estimator	\$60 to \$67
Lead Estimator	\$75 to \$77
Chief Estimator	\$75 to \$77
Senior Scheduler	\$60 to \$67
Lead Scheduler	\$75 to \$77
Chief Scheduler	\$75 to \$77
Cost Controls Specialist	\$56 to \$82
Contracts Coordinator	\$44 to \$51
ROBIN CHIANG AND COMPANY	
Program Support Planner	\$60 to \$66
Program Support Sustainability	\$55 to \$60
SAYLOR CONSULTING GROUP	
Senior Electrical Estimator	\$67 to \$73
Senior Mechanical Estimator	\$67 to \$73
Senior Civil Estimator	\$61 to \$67
Senior MEP Estimator	\$67 to \$73
Senior Scheduler	\$56 to \$77
MOLLY DUGGAN ASSOCIATES	
Digital and Print Media Development	\$41 to \$56
Website Development	\$46 to \$51
Communication Strategies	\$87 to \$102
Branding	\$87 to \$102
Technology Planning	\$51 to \$77
3D/4D Graphics	\$46 to \$51
LA COSTA CONSULTING GROUP	
Managing Director	\$87 to \$97
Manager-Modeler and Market Planner	\$72 to \$82
Sr. Analyst – Data, Schedules and Analysis	\$46 to \$56
Clerical	\$20 to \$36

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 \$74
Project Director Administration	\$58 to \$74
Director of Information Systems	\$53 to \$56
Sustainable Design Coordinator	\$35 to \$38
Project Manager	\$36 to \$49
Engineer 3	\$38 to \$40
Engineer 2	\$35 to \$37
Engineer 1	\$28 to \$31
Technical Assistant	\$22 to \$24
CAD Operator	\$24 to \$29

END OF APPENDIX B.3