

CONTRACT ORDER

CONTRACT WITH:

WCME JV  
182 2<sup>ND</sup> STREET, SUITE 500  
SAN FRANCISCO, CA 94105

Original  
  
Modification - Increase  
  
- Decrease  
  
Other

	Department: 27 Airport Commission		Controller No.: DPAC16001358
	Department Contact: JULIA KATZ		Tel. No: (650) 821-7721
	PS Contract 1000006322	PS PO 0000054414 & 0000109371 0000300967 & 0000376197 0000668220 & 0000752155	Date 10/31/2023 Page 1 of 1
*	Category Code 95877	Supplier ID 0000008437	Job No. CT 10071.41
	Period Covered: 04/12/2016- 12/31/2025		Amount: \$0.00

FOR THE PURPOSE OF: MODIFICATION NO. 13 FOR CT 10071.41 – PROJECT MANAGEMENT SUPPORT SERVICES FOR TERMINAL 3 WEST PROJECT

TO PROVIDE PROJECT MANAGEMENT SUPPORT SERVICES (PMSS) FOR THE TERMINAL 3 WEST MODERNIZATION AND BOARDING ARE F PASSENGER BOARDING BRIDGE PROJECT IN AN AMOUNT NOT TO EXCEED \$50,000,000.00. MODIFICATION NO. 13, ON SEPTEMBER 12, 2023, CITY AND CONTRACTOR DESIRE TO ADMINISTRATIVELY MODIFY THE AGREEMENT ON THE TERMS AND CONDITIONS SET FORTH HEREIN TO UPDATE STANDARD CONTRACTUAL CLAUSES AND TO ADD A NEW SUB-CONSULTANT (VEREGY) AND ITS LABOR RATES AND APPROVAL OF PSC NO. 40697-14/15 ON MARCH 6, 2023 FROM \$900,000,000 TO \$1,600,000.

PSC NO: 40697-14/15 FOR 04/20/15-12/31/29 FOR \$1,600,000,000  
PSC FORM 2 APPROVED AMOUNT: \$50,000,000; CSC APPROVED 06/27/16

PREVIOUS ENCUMBRANCE:	\$2,658,508.57 (DPAC16001358)
PREVIOUS ENCUMBRANCE:	531,491.51 (0000054414)
PREVIOUS ENCUMBRANCE:	5,246,553.00 (0000109371)
PREVIOUS ENCUMBRANCE:	3,150,000.00 (0000300967)
PREVIOUS ENCUMBRANCE:	5,182,540.82 (0000376197)
PREVIOUS ENCUMBRANCE:	2,128,802.40 (0000668220)
PREVIOUS ENCUMBRANCE:	3,000,000.00 (0000752155)
THIS ENCUMBRANCE:	0.00
TOTAL ENCUMBRANCE	\$21,897,896.30

CONTRACT PERIOD: 04/12/2016 - 12/31/2025

CONTRACT AWARD: \$8,100,000 PER COMMISSION RESOLUTION NO. 16-0053. MODIFICATION NO.1 TO EXTEND CONTRACT TERM FOR ONE YEAR. PER COMMISSION RESOLUTION 17-0064. MODIFICATION NO.3 AND 4 FOR NEW CONTRACT AMOUNT OF \$14,000,000 FOR SERVICES THROUGH APRIL 4, 2019 PER COMMISSION RESOLUTION NO.18-0053. INCREASE CONTRACT AMOUNT BY \$36,000,000 PER COMMISSION RESOLUTION NO. 18-0370. PER RESOLUTION NO. 23-0089, MODIFICATION NO.12, EXTENDING THE TERM OF THE AGREEMENT FOR SERVICES THROUGH DECEMBER 31, 2025.

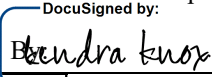
Insurance Required	PGH WONG	CPM	MCK	ECS
Worker's Comp.	\$1M-12/18/23	\$1M-12/31/23	\$1M-07/29/24	\$1M-02/04/24
Comp. Gen. Liab.	\$1M-12/18/23	\$1M-12/31/23	\$2M-07/29/24	\$2M-02/04/24
Automobile	\$1M-12/18/23	\$2M-12/31/23	\$1M-07/29/24	\$1M-02/04/24
Excess/Umbrella	\$10M-12/18/23	\$10M-12/31/23	\$1M-07/29/24	N/A
Professional Liab.	\$10M-12/18/23	\$10M-12/31/23	\$2M-07/29/24	\$2M-02/04/24

Mail Invoice to:

JULIA KATZ – PLANNING, 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:	
DocuSigned by: 								
LN	NUMBER	AMOUNT	ACCOUNT	FUND	DEPT	AUTHORITY	PROJECT	ACTIVITY

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

**Modification No. 13**

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

This Modification is made this 12th day of September, 2023, in the City and County of San Francisco, State of California, by and between: WCME JV, 182 2<sup>nd</sup> 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 sub-consultant Urban Fabrick, Inc. with Stok, LLC 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 two new sub-consultants (AMC Consulting Engineers, Inc. and PSC Associates, Inc.), 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 through Modification No. 11; and

S. On April 4, 2023, by Resolution 23-0089, the Commission approved Modification No. 12 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

T. City and Contractor desire to administratively modify the Agreement on the terms and conditions set forth herein to update standard contractual clauses and to add a new sub-consultant (Veregy) and its labor rates; 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 the City agree as follows:

**1. Section 1.1, Agreement** is replaced as follows:

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, Modification No. 11 dated March 6, 2023, and Modification No. 12 dated April 4, 2023, including all attached appendices, and all applicable city ordinances and “Mandatory City Requirements” which are specifically incorporated by reference into the Agreement.

**2. Section 4.2 Qualified Personnel** is replaced in its entirety with the following:

**4.2 Qualified Personnel.** Contractor shall use only competent personnel under the supervision of, and in the employment of, Contractor (or Contractor’s authorized subcontractors) to perform the Services. Contractor will comply with City’s reasonable requests regarding assignment and/or removal of personnel, but all personnel, including those assigned at City’s request, must be supervised by Contractor. Contractor shall commit adequate resources to allow timely completion within the project schedule specified in this Agreement.

**3. Section 11.14 Labor Peace/Card Check Rule** is replaced in its entirety as follows:

**11.14 Labor Peace/Card Check Rule.** Without limiting the generality of other provisions in this Agreement requiring Contractor to comply with all Airport Rules and Regulations, for all Covered Contracts, Contractor shall comply with the Airport’s Labor Peace/Card Check Rule, a revised version of which was adopted as Rule 12.1 on February 7, 2023 by Airport Commission Resolution No. 23-0018 (as amended the “Labor Peace/Card Check Rule”). To comply with the Labor Peace/Card Check Rule, each Covered Employer shall comply with the Labor Peace/Card Check Rule, Section C, Covered Employer Duties, Items 1-13. If the Airport determines that Contractor violated the Labor Peace/Card Check Rule, the Airport shall have the option to terminate this Agreement, in addition to exercising all other remedies available to the Airport. Capitalized terms not defined in this provision are defined in the Labor Peace/Card Check Rule.

**4. Appendix B, Calculation of Charges, 3. Labor Rates and Fee, 3.5 Direct Labor Rates** is hereby replaced in its entirety as follows:

**3.5 Direct Labor Rates**

Effective September 12, 2023, the approved direct labor rates are as follows:

CLASSIFICATION	RANGE OF RATES	
	LOW	HIGH
Administrative Assistant - FSH	\$20.00	\$42.00
Airfield and Aircraft Systems Manager	\$75.00	\$107.00
Airline Coordinator	\$50.00	\$89.00
Assistant Resident Engineer	\$55.00	\$89.00
Baggage Handling Manager	\$70.00	\$107.00
<b><i>Commissioning Manager</i></b>	<b><i>\$71.00</i></b>	<b><i>\$95.00</i></b>
<b><i>Commissioning Engineer</i></b>	<b><i>\$41.00</i></b>	<b><i>\$78.00</i></b>

<b><i>Commissioning Team Leader</i></b>	<b><i>\$71.00</i></b>	<b><i>\$95.00</i></b>
<b><i>Commissioning Coordinator</i></b>	<b><i>\$30.00</i></b>	<b><i>\$54.00</i></b>
Concessions Coordinator I	\$50.00	\$89.00
Concessions Coordinator II	\$50.00	\$95.00
Constructability Reviewer	\$70.00	\$113.00
Construction Manager	\$75.00	\$107.00
Cost Estimator	\$50.00	\$107.00
Deputy Design Manager I	\$50.00	\$89.00
Deputy Design Manager II	\$50.00	\$95.00
Design Manager	\$60.00	\$113.00
Document Control Manager	\$30.00	\$54.00
Environmental Technical Support	\$60.00	\$95.00
Field Engineer I	\$45.00	\$78.00
Field Engineer II	\$45.00	\$84.00
Geotechnical Technical Support	\$60.00	\$95.00
Intern	\$20.00	\$36.00
Lab / Material Testing Technician	\$60.00	\$95.00
MEP Manager	\$75.00	\$107.00
Office Engineer I	\$35.00	\$66.00
Office Engineer II	\$45.00	\$78.00
Office Engineer III	\$55.00	\$89.00
Program Manager	\$90.00	\$131.00
Project Controls Engineer I	\$50.00	\$89.00
Project Controls Engineer II	\$50.00	\$95.00
Project Controls Manager	\$55.00	\$109.00
Project Manager	\$80.00	\$113.00
Project Manager Lead	\$90.00	\$124.00
QA Inspector	\$50.00	\$101.00
QA/QC/Code Compliance/Safety Manager	\$55.00	\$107.00
Resident Engineer	\$65.00	\$101.00
Scheduler	\$60.00	\$95.00
Senior Cost Engineer	\$50.00	\$89.00
Senior Cost Estimator	\$60.00	\$107.00
Senior Inspector	\$60.00	\$113.00
Senior Scheduler	\$70.00	\$113.00
SEP Manager	\$50.00	\$101.00
Signage and Phasing Coordinator	\$50.00	\$89.00
Special Inspector	\$50.00	\$101.00
Special Inspector (OSHDP)	\$50.00	\$113.00
Special Systems Manager	\$70.00	\$107.00
Special Systems Support	\$50.00	\$89.00

Subject Matter Expert	\$85.00	\$132.00
Sustainability Manager	\$60.00	\$95.00
Technical Advisor	\$50.00	\$113.00
Tenant Space Coordinator I	\$50.00	\$89.00
Tenant Space Coordinator II	\$50.00	\$95.00
TSA OTA Technical Review	\$70.00	\$113.00

**5. Appendix B, Calculation of Charges, 3. Labor Rates and Fee, 3.6 Approved Subcontractors** is hereby amended to add Veregy to the list of approved subcontractors.

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

**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, the parties hereto have executed this Agreement on the day first mentioned above.

<p><b>CITY</b> AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p> <p>DocuSigned by: By: <u>Ivar C. Satero</u> 8CFDC3E9126544B... Ivar C. Satero, Airport Director</p> <p>Approved as to Form:</p> <p>David Chiu City Attorney</p> <p>DocuSigned by: By: <u>Daniel A. Edington</u> FAC8E38F96492BE... Daniel A. Edington, Deputy City Attorney</p>	<p><b>CONTRACTOR</b></p> <p>DocuSigned by: <u>PETER WONG</u> 4C8F2BF226E6494... Authorized Signature</p> <p>Peter G. H. Wong, Chief Executive Officer PGH Wong Engineering, Inc.</p> <p>DocuSigned by: <u>Ismael Pugeda</u> E2A296C2E89D48D... Authorized Signature</p> <p>Ismael G. Pugeda, Senior Vice President Conсор PMCM, Inc.</p> <p>DocuSigned by: <u>Brendan McDevitt</u> 0102F77DE09F47E... Authorized Signature</p> <p>Brendan P. McDevitt, President MCK Americas Inc.</p> <p>DocuSigned by: <u>Patrick J. Collins</u> 660F247DC6FA436... Authorized Signature</p> <p>Patrick J. Collins, Chief Executive Officer / Chief Financial Officer Environmental &amp; Construction Solutions, Inc.</p> <p>WCME JV 182 2<sup>nd</sup> Street, Suite 500 San Francisco, California 94105</p> <p>City Supplier Number: 0000008437 Federal Employer ID Number: 810714202</p>
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