

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

Sixth Modification

THIS MODIFICATION (this "Modification") is made as of July 7, 2015, in San Francisco, California, by and between **T3 East, a 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, on June 30, 2011, by Resolution No. 11-0145, the Commission awarded this Agreement to the Contractor; and

WHEREAS, on July 17, 2012, by Resolution No. 12-0164, the Commission approved the First Amendment to this Agreement to increase the contract amount and extend the contract through February 28, 2014; and

WHEREAS, on July 23, 2013, by Resolution No. 13-0158, the Commission approved the Second Amendment to this Agreement to increase the contract amount and extend the contract through August 31, 2013; and

WHEREAS, on November 12, 2013, by Resolution No. 13-0231, the Commission approved the Third Amendment to this Agreement to increase the contract amount and extend the contract through November 11, 2104; and

WHEREAS, on October 21, 2013, by Resolution No. 14-0208, the Commission approved the Fourth Modification to increase the contract amount and extend the contract through November 11, 2015; and

WHEREAS, City and Contractor began negotiation for the Fifth Modification to administratively modify the Agreement to add a new subcontractor, but this Fifth Modification was ultimately cancelled; and

WHEREAS, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to increase the contract amount and extend the contract duration to November 11, 2016; and

WHEREAS, approval for this Agreement was obtained when the Department of Human Resources approved PSC No. 4009-11/12 on October 21, 2014; and

WHEREAS, Commission approved this Sixth Modification pursuant to Resolution Number 15-0144 on July 7, 2015; and

WHEREAS, on _____ by Resolution No. _____, the Board of Supervisors approved the Agreement under San Francisco Charter Section 9.118; 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 August 1, 2011 between Contractor and City, as amended by the:

First Amendment, dated July 17, 2012
Second Amendment, dated July 23, 2013
Third Amendment, dated November 12, 2013
Fourth Modification, dated October 21, 2014
Fifth Modification, dated ~~November 1, 2014~~ **Cancelled**

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 one (1) year with a new end date of **November 11, 2016**.

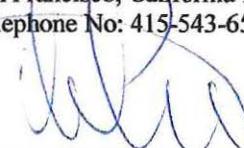
3. Section 5. Compensation is hereby amended to increase the total compensation payable by **One Million Eight Hundred Thousand Dollars (\$1,800,000)** for a new total not-to-exceed amount of **Eleven Million Seven Hundred Ninety-four Thousand Dollars (\$11,794,000)**.

4. Appendix B is hereby amended with **Supplemental Appendix B.6 – Calculation of Charges**

5. Effective Date. Each of the modifications set forth herein shall be effective on and after July 7, 2015.

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 AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	CONTRACTOR
By: <u>John L. Martin</u> , Airport Director	 Authorized Signature
Attest:	Ismael Pugeda President and Managing Partner of T3 East, Joint Venture Cooper Pugeda Management, Inc. 65 McCoppin Street San Francisco, California 94103 Telephone No: 415-543-6515
By <u>Jean Caramatti</u> , Secretary Airport Commission	 Authorized Signature
Resolution No: _____	Andrew Petreas Principal and Managing Partner of T3 East, Joint Venture Environmental & Construction Solutions 290 Division Street, Suite 308 San Francisco, California 94103 Telephone No.: 415-934-8790
Adopted on: _____	93406 City Vendor Number
Approved as to Form:	46-3971009 Federal Employer ID Number
Dennis J. Herrera City Attorney	
By <u>Heather Wolnick</u> Deputy City Attorney	

Attachments:

Supplemental Appendix B.6, Calculation of Charges



SUPPLEMENTAL Appendix B.6 Calculation of Charges

This **Supplemental Appendix B.6** is attached to, and incorporated by reference in the Agreement made on August 1, 2011 between the City and County of San Francisco, acting by and through its Airport Commission (Commission), and **T3 East, a Joint Venture** (Contractor) providing for construction management oversight and construction management services for Terminal 3 Improvements Program.

A. General

1. Replace Paragraph A(1) of Appendix B.5 with the following language:

For the complete and satisfactory performance of the services detailed in Appendix A and Appendix A.1 of this Agreement, the City will pay fees as set forth in Section 5 "Compensation" of the Agreement.

2. No Change
3. No Change

B. Method of Payment

No Change

C. Direct Salary Rate and Direct Salary Rate Adjustment

1. No Change
2. No Change
3. Replace Paragraph C (3) of Appendix B.5 with the following language:

The direct labor rates agreed upon at the effective date of the Agreement amendment shall remain effective until November 2016. At least thirty (30) calendar days prior to the expiration date stated in this paragraph C.3, the Contractor may submit to the Airport Project Manager any request for direct labor rate increases for consideration. The submission of a proposed direct labor rate increase by the Contractor does not constitute an agreement by the Commission that any proposed rate increase will be accepted by the Commission.

D. Billing Rates

1. No Change

2. No Change

E. Fee

No Change

F. Other Direct Cost (ODC)

No Change

G. Approved Maximum Hourly Base Rates

No Change

END OF SUPPLEMENTAL APPENDIX B.6