

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

**Modification No. 14
Contract No. 9185.9
Program Management Support Services for
Terminal 1/Boarding Area B Redevelopment**

THIS MODIFICATION (this “Modification”) is made effective as of **May 1, 2020**, in San Francisco, California, by and between **T1 Partners, Joint Venture**, a joint venture between The Allen Group, LLC, and EPC Consultants, Inc. (“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 for the San Francisco International Airport (the “Airport” or “SFO”) (as defined below); and

WHEREAS, the Commission is authorized to enter into all contracts which relate to matters under its jurisdiction; and

WHEREAS, on April 16, 2013, by Resolution Number 13-0087, the Commission awarded this Agreement to the Contractor in the amount of \$4,453,178 for the first year of services; and

WHEREAS, On June 11, 2013, by Resolution No. 187-13, the Board of Supervisors approved the Agreement under San Francisco Charter Section 9.118(b) in an amount not to exceed \$32,000,000; and

WHEREAS, Modification Nos. 1 and 2 incorporated administrative changes, including new labor and overhead rates and new subconsultants; and

WHEREAS, on April 22, 2014, by Resolution Number 14-0067, the Commission approved Modification No. 3 to the Agreement, increasing the contract not-to-exceed amount to \$12,260,757, and extending the Agreement through July 7, 2015; and

WHEREAS, Modification No. 4 incorporated administrative changes, including changes to labor and overhead rates and revision of the scope of services; and

WHEREAS, on July 7, 2015, by Resolution Number 15-0142, the Commission approved Modification No. 5 to the Agreement, increasing the contract not-to-exceed amount to \$19,760,757, and extending the Agreement through July 7, 2016. Modification No. 5 also incorporated administrative changes, including changes to labor and overhead rates and revision of the scope of services; and

WHEREAS, on June 1, 2016, by Resolution Number 16-0174, the Commission approved Modification No. 6 to the Agreement, increasing the contract not-to-exceed amount to \$23,727,757, and extending the Agreement through July 7, 2017. Modification No. 6, as drafted and executed only increased the not-to-exceed amount to \$23,460,757, updated standard contractual clauses, and modified the base labor and overhead rates; and

WHEREAS, Modification No. 7 incorporated administrative changes, including changes to labor and overhead rates and revision of the scope of services. Modification No. 7 also added the remaining \$267,000 to the contract, approved by the Commission through Resolution Number 16-0174 on June 1, 2016; and

WHEREAS, on June 6, 2017, by Resolution No. 17-0124, the Commission approved Modification No. 8 to the Agreement, increasing the contract amount by \$4,533,243, for a new not-to-exceed total contract amount of \$28,261,000 and extending the term of the contract through July 7, 2018. Modification No. 8 also incorporated administrative changes, including changes to labor and overhead rates; and

WHEREAS, Modification No. 9 incorporated administrative changes, adjusting the overhead and labor rates and updating standard contractual clauses; and

WHEREAS, on June 5, 2018, by Resolution No. 18-0163, the Commission approved Modification No. 10 to the Agreement, which increased the contract amount by \$2,389,000, for a not-to-exceed total contract amount of \$30,650,000 and extended the term of the contract through July 7, 2019. Modification No. 10 also incorporated administrative changes, including amending Supplemental Appendix B.5, Calculation of Charges to adjust the overhead and labor rates; and

WHEREAS, Modification No. 11 incorporated administrative changes adjusting the overhead rates; and

WHEREAS, on June 4, 2019, by Resolution No. 19-0143, the Commission approved Modification No. 12, which increased the contract amount by \$1,350,000, for a new not-to-exceed total contract amount of \$32,000,000, and extended the term of the contract through July 7, 2020; and

WHEREAS, Modification No. 13 administratively recognized Parsons Transportation Group, Inc.'s complete withdrawal as a member of the joint venture that is the Contractor in the Agreement; and

WHEREAS, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to extend the performance period and increase the contract amount; and

WHEREAS, on February 4, 2020, by Resolution No. 20-0017, the Commission approved this Modification No. 14 increasing the contract amount by \$6,000,000, for a new not-to-exceed total contract amount of \$38,000,000, extending the term of the contract through July 7, 2023, and directed the Commission to seek Board of Supervisor's approval of Modification No.14; and

WHEREAS, on _____, by Resolution No. _____, the Board of Supervisors approved this Modification No. 14 to the Agreement under San Francisco Charter Section 9.118; and

WHEREAS, approval for this Agreement 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 Modification:

a. Agreement. The term "Agreement" shall mean the Agreement dated April 16, 2013 between Contractor and City, as amended by the:

Modification No. 1, effective date August 26, 2013
Modification No. 2, effective date February 21, 2014
Modification No. 3, effective date July 8, 2014

Modification No. 4, effective date February 18, 2015
Modification No. 5, effective date July 7, 2015
Modification No. 6, effective date June 1, 2016
Modification No. 7, effective date July 7, 2016
Modification No. 8, effective date June 6, 2017
Modification No. 9, effective date October 1, 2017
Modification No. 10, effective date June 5, 2018
Modification No. 11, effective date August 1, 2018
Modification No. 12, effective date June 4, 2019; and
Modification No. 13, effective date January 1, 2020.

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. The term of this Agreement has been extended for services from July 2, 2016 through July 7, 2023.

3. Section 5. Compensation is amended to increase compensation by Six Million Dollars **(\$6,000,000)** for a new not-to-exceed contract amount of Thirty-Eight Million Dollars **(\$38,000,000)**.

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 referenced above.

CITY	CONTRACTOR
AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	
By: _____ Ivar C. Satero, Airport Director	_____ Authorized Signature
Attest:	P.A. Kini Chief Executive Officer Partner of T1 Partners, Joint Venture
By _____ C. Corina Monzón, Secretary Airport Commission	EPC Consultants, Inc. 235 Pine Street, Suite 1800 San Francisco, California 94104 415-675-7580
Resolution No: 20- 0017	_____ Authorized Signature
Adopted on: February 4, 2020	Schatzie Jefferson President Partner of T1 Partners, Joint Venture
Approved as to Form:	The Allen Group, LLC 50 Osgood Place, #320 San Francisco, California 94133 415-538-1830
Dennis J. Herrera City Attorney	Supplier ID: 0000010036
By _____ Daniel A. Edington Deputy City Attorney	Federal Employer ID Number: 38-3896477