

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

**Modification No. 18
Contract No. 9185.9
Program Management Support Services for
Terminal 1/Boarding Area B Redevelopment**

This Modification is made effective as of **June 30, 2023**, in the City and County of San Francisco, State of California, by and between **T1 Partners, Joint Venture**, a joint venture between The Allen Group, LLC, and EPC Consultants, Inc. (“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

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 not-to-exceed amount, 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 not-to-exceed 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 not-to-exceed 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 not-to-exceed 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, on February 4, 2020, by Resolution No. 20-0017, the Commission approved Modification No. 14, which increased the contract not-to-exceed amount by \$6,000,000 for a not-to-exceed total contract amount of \$38,000,000, and extended the term of the Agreement through July 7, 2023; and

WHEREAS, on May 19, 2020, by Resolution No. 234-20, the Board of Supervisors approved Modification No. 14 to the Agreement under San Francisco Charter Section 9.118; and

WHEREAS, Modification No. 15 incorporated administrative changes to reduce hourly rates and fees for the remaining term as a result of the COVID-19 pandemic, to delete in its entirety Appendix B.5, Calculation of Charges, and replaced it with Appendix B.6, Calculation of Charges, and updated standard contractual clauses; and

WHEREAS, Modification No. 16 incorporated administrative changes to delete in its entirety Appendix B.6, Calculation of Charges, and replaced it with Appendix B.7, Calculation of Charges, and updated the Agreement to maintain consistency with statutory, Code, San Francisco ordinances affecting contracting, and other applicable standard changes to City contracts that occurred since the execution of the Agreement; and

WHEREAS, Modification No. 17 incorporated administrative changes to delete in its entirety Appendix B.7, Calculation of Charges and replaced it with Appendix B.8, Calculation of Charges, and updated standard contractual clauses; and

WHEREAS, 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 update standard contractual language; and

WHEREAS, on November 15, 2022, by Resolution No. 22-0177, the Commission approved this Modification No. 18, extending the term of the Agreement for services from July 7, 2023 through July 31, 2025, and directed the Commission Secretary to seek Board of Supervisors' approval of Modification No. 18; and

WHEREAS, on _____, by Resolution No. _____, the Board of Supervisors approved this Modification No. 18 to the Agreement under San Francisco Charter Section 9.118(b); and

WHEREAS, approval for this Agreement was obtained when the Civil Service Commission approved Modification No. 1 to PSC #4048 -12/13 on December 8, 2021; and

WHEREAS, 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. **Definitions.** The following definitions shall apply to this Modification:

a. **“Agreement”** means the contract document dated April 16, 2013, Modification No. 1 effective date August 26, 2013, Modification No. 2 effective date February 21, 2014, Modification No. 3 effective date of 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, Modification No. 13 effective date January 1, 2020, Modification No. 14 effective date of June 1, 2020, Modification No. 15 effective date June 1, 2020, Modification No. 16 effective date of July 1, 2021, and Modification No. 17 effective date of June 15, 2022, including all attached appendices, and all applicable City ordinances and “Mandatory City Requirements” which are specifically incorporated by reference into the Agreement.

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 Agreement for services from July 7, 2023, through July 31, 2025.

3. **Section 12 Qualified Personnel** is replaced in its entirety with the following:

12. Personnel

12.1 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.

12.2 Contractor Vaccination Policy.

(a) Contractor acknowledges that it has read the requirements of Airport Operations Bulletin (AOB) 21-11, "Update to Vaccination Requirement for On-Site Personnel" which can be found here: <https://sfconnect.com/airport-operations-bulletins>.

(b) In accordance with AOB 21-11, or any superseding AOB on the same subject, Contractor agrees that:

Where applicable, Contractor shall ensure it complies with the requirements of the AOB and insure all on-site personnel are either fully vaccinated for COVID-19 or obtain from Contractor an exemption based on medical or religious grounds; and

(ii) If Contractor grants an employee an exemption, the Contractor must establish a protocol for COVID-19 testing and reporting, and comply with all other requirements of the AOB.

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 Effective Date referenced above.

CITY AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	CONTRACTOR
By: _____ Ivar C. Satero, Airport Director	_____ Authorized Signature Steve Wang Printed Name President Title
Attest: By _____ Kantrice Ogletree, Secretary Airport Commission	Partner of T1 Partners, Joint Venture Company Name EPC Consultants, Inc. Company Name
Resolution No: 22-0177 Adopted on: <u>November 15, 2022</u> Approved as to Form: David Chiu City Attorney	101A Clay Street, #110 Address San Francisco, California 94111 City, State, ZIP (415) 675-7580 Telephone Number
By _____ Daniel A. Edington Deputy City Attorney	0000010036 City Supplier ID 38-3896477 Federal Employer ID Number _____ Authorized Signature Schatzie Jefferson Printed Name President Title Partner of T1 Partners, Joint Venture Company Name

	<p><u>The Allen Group, LLC</u> Company Name</p> <p><u>50 Osgood Place, #320</u> Address</p> <p><u>San Francisco, California 94133</u> City, State, ZIP</p> <p><u>(415) 538-1830</u> Telephone Number</p>
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