

CITY AND COUNTY OF SAN FRANCISCO

Original

CONTRACT ORDER

Modification - Increase

CONTRACT WITH:

- Decrease

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

Others

50 FREMONT STREET, SUITE 1500
SAN FRANCISCO, CA 94105

| | | |
|---|--|---|
| | Department: 27 Airport Commission | Controller No.: DPAC14000161 |
| * | Department Contact: SUZANNE CULIN | Tel. No: (650) 821-7893 |
| | Dept./Div./Sec. | Fund Group/Fd/ Date: 08/08/2016 Page <u>1</u> of <u>1</u> |
| * | Comm./Svc. Codes 7250-40 | Vendor No. 89785-01 Job No: CT 9185.9 |
| | Period Covered: FROM 07/08/2013 TO 07/07/2017 | Amount: \$0.00 |

FOR THE PURPOSE OF: MODIFICATION NO. 06 FOR SFIA CONTRACT NO. 9185.9

TO PERFORM TERMINAL 1/BOARDING AREA B REDEVELOPMENT PROGRAM MANAGEMENT SUPPORT SERVICES. MODIFICATION NO. 06 MODIFIES THE AGREEMENT ON THE TERMS AND CONDITIONS, INCREASES COMPENSATION BY THE NOT-TO-EXCEED AMOUNT OF \$3,700,000 FOR A NOT-TO-EXCEED CONTRACT AMOUNT OF \$23,460,757 AND EXTENDS THE AGREEMENT FOR 1 ADDITIONAL YEAR OF SERVICES THROUGH 07/07/2017.

| | |
|---------------------------------|----------------------------|
| PREVIOUS ENCUMBRANCE | \$18,598,860.16 |
| THIS ENCUMBRANCE | 0.00 (COAC17000141) |
| TOTAL CERTIFIED CONTRACT AMOUNT | \$18,598,860.16 |

PSC NO: 4048-12/13 - \$40 MILLION
PSC FORM 2 - \$19,760,757.00
BOARD OF SUPERVISOR APPROVAL NO. 187-13

CONTRACT PERIOD: 07/08/2013 – 07/07/2017 WITH THE OPTION OF ADDITIONAL ONE-YEAR EXTENSIONS FOR A TOTAL TERM OF TEN (10) YEARS


CONTRACT AWARD: \$32 MILLION OVER THE NEXT 10 YEARS;
\$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;
\$7,500,000.00 FOR YEAR 3 SERVICES PER COMMISSION RESOLUTION NO. 15-0142, AND
\$3,967,000.00 FOR YEAR 4 SERVICES PER COMMISSION RESOLUTION NO. 16-0174.

| Insurance Required | Parsons Transportation | The Allen Group | EPC Consultants |
|------------------------|---------------------------|--------------------|--------------------|
| Worker's Comp. | \$1M-1/1/17 | \$1M-9/1/16 | \$1M-5/5/17 |
| Comp. Gen. Liab. | \$1.5M-1/1/17 | \$1M-9/8/16 | \$1M-5/5/17 |
| Automobile | \$1M-1/1/17 | \$1M-9/8/16 | \$1M-5/5/17 |
| Professional Liability | \$1.5M-1/1/17 | \$2M-2/1/17 | \$5M-5/5/17 |
| Excess Liability | \$5M-1/1/17 | \$4M – 9/8/16 | \$9M-5/5/17 |
| Excess Prof. Liability | N/A | \$3M-2/1/17 | N/A |

MAIL INVOICE TO: SUZANNE CULIN

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 AUG 11 2016 | | |
|---|----------|--|--------|--|------------|--|---------|--------|
| Ln | Document | | Amount | Index Code | Sub-Object | Grant Code | Project | |
| | Number | Sfx. | | | | | Project | Detail |
| | | | \$0.00 | | | | | |

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

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

THIS MODIFICATION (this "Modification") is made as of **June 1, 2016**, 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, on April 16, 2013, by Resolution Number 13-0087, the Commission awarded this Agreement to the Contractor for the period of one (1) year from the Notice to Proceed date with the option for nine (9) additional one (1)-year extensions for a total term of ten (10) years, with an amount not-to-exceed \$32,000,000; and

WHEREAS, the First and Second Amendments 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 the Third Amendment to the Agreement, increasing the contract amount and extending the Agreement for an additional year; and

WHEREAS, the Fourth Modification 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 the Fifth Modification to the Agreement, increasing the contract amount, extending the Agreement for an additional year, and incorporating administrative changes, including changes to labor and overhead rates and revision of the scope of services; and

WHEREAS, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to extend the performance period, increase the contract amount, update standard contractual clauses, and modify the base labor and overhead rates; and

WHEREAS, on June 1, 2016, by Resolution Number 16-0174 the Commission approved this Sixth Modification to increase the contract amount by \$3,700,000, for a new not-to-exceed of \$23,460,757, and extend the term through July 7, 2017; 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

WHEREAS, the Commission desires to modify the Agreement for administrative changes required by recently enacted San Francisco contracting ordinances; 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:

First Amendment, dated August 26, 2013
Second Amendment, dated February 21, 2014
Third Amendment, dated July 8, 2014
Fourth Amendment, dated February 18, 2015
Fifth Amendment, dated July 7, 2015

b. **Other Terms.** Terms used and not defined in this Modification 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 one (1) additional year of services through July 7, 2017.

3. **Section 5. Compensation** is hereby amended to increase compensation by the not-to-exceed amount of Three Million Seven Hundred Thousand Dollars (\$3,700,000) for a not-to-exceed contract amount of Twenty- Three Million Four Hundred Sixty Thousand Seven Hundred Fifty-Seven Dollars (\$23,460,757).

4. **Section 25. Notices to the Parties** is hereby replaced in its entirety with a **New Section 25. Notices to the Parties** to read as follows:

25. **Notices to the Parties.** Unless otherwise indicated elsewhere in this Agreement, all written communications sent by the parties may be by U.S. mail, e-mail or by fax, and shall be addressed as follows:

To City: Suzanne Culin
Airport Program Manager
San Francisco International Airport
Design & Construction
P.O. Box 8097
San Francisco, California 94128
Email: suzanne.culin@flysfo.com
FAX: 650-821-7799

To Contractor: Perfecto M. Solis, PE
Senior Vice-President – Americas
Aviation Division
Parsons Transportation Group Inc.
1301 W. President George Bush Highway, Suite 350

Richardson, Texas 75080
Email: perfecto.solis@parsons.com
Telephone: 469-688-2435
FAX: 972-244-6077

P. A. Kini
Chief Executive Officer
EPC Consultants, Inc.
655 Davis Street
San Francisco, California 94111
Email: Pkini@epcconsultants.com
FAX: 415-675-7586

Schatzie Jefferson
President
The Allen Group, LLC
594 Howard Street, Suite 301
San Francisco, California 94105
Email: schatzie@the-allen-group.com
FAX: 425-538-1837

Any notice of default must be sent by registered mail.

5. **New Section 58. Graffiti Removal** is hereby replaced in its entirety with a **New Section 58. Sugar-Sweetened Beverage Prohibition** to read as follows:

58. Sugar-Sweetened Beverage Prohibition. Contractor agrees that it will not sell, provide, or otherwise distribute Sugar-Sweetened Beverages, as defined by San Francisco Administrative Code Chapter 101, as part of its performance of this Agreement.

6. **Appendix B.5 Calculation of Charges**, is hereby amended to delete and replace the Approved Direct Base Labor Rates with the following:

G. The Approved Direct Base Labor Rates is as follows:

| | |
|--------------------------------|--------------------------------------|
| 3D/4D Graphics | \$46 to \$53 |
| Administrative Assistant | \$60 (fully burdened rate) |
| Administrative Assistant/Clerk | \$15 to \$21 |
| Aircraft Systems | \$51 to \$69 |
| Analyst | \$70 to \$77 (fully burdened rate) |
| Associate | \$80 to \$85 (fully burdened rate) |
| Asst. Project Manager | \$56 to \$68 |
| Aviation Planning/Liaison | \$140 to \$147 (fully burdened rate) |
| BIM/CADD/Graphics Drafter | \$26 to \$42 |
| BP Consultant | \$51 to \$67 |
| Branding | \$87 to \$104 |
| Business Process Analyst | \$67 to \$79 |
| CAD Operator | \$24 to \$30 |





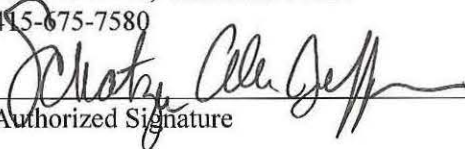
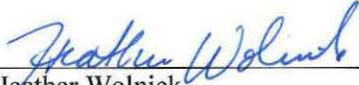
| | |
|--|------------------------------------|
| Chief Estimator | \$75 to \$79 |
| Chief Scheduler | \$75 to \$79 |
| Clerical | \$20 to \$38 |
| Communication Strategies | \$87 to \$104 |
| Construction Coordinator (Area Coordination) | \$67 to \$84 |
| Contracts Coordinator | \$44 to \$52 |
| Contracts Manager | \$46 to \$57 |
| Cost Control Specialist | \$56 to \$84 |
| Deputy Program Manager | \$89 to \$100 |
| Design Manager | \$72 to \$84 |
| Designer and Project Coordinator | \$165 (fully burdened rate) |
| Digital and Print Media Development | \$41 to \$58 |
| Director | \$129 (fully burdened rate) |
| Director of Information Systems | \$53 to \$58 |
| Document Control Clerk | \$20 to \$37 |
| Document Control Manager | \$29 to \$50 |
| Document Control Specialist | \$29 to \$49 |
| Engineer 1 | \$28 to \$32 |
| Engineer 2 | \$35 to \$38 |
| Engineer 3 | \$38 to \$41 |
| ePM Solutions Architect | \$61 to \$77 |
| Estimator | \$46 to \$62 |
| Field Engineer & Inspector | \$31 to \$58 |
| Lead Design | \$175 (fully burdened rate) |
| Lead Estimator | \$75 to \$79 |
| Lead Scheduler | \$75 to \$79 |
| Manager-Modeler and Market Planner | \$72 to \$84 |
| Managing Associate | 113 to \$126 (fully burdened rate) |
| Managing Director | \$87 to \$99 |
| Managing Principal | \$218 (fully burdened rate) |
| MEP Engineer | \$46 to \$69 |
| MIS/IT/Systems Manager/Systems | \$67 to \$79 |
| Office Engineer/Administration | \$20 to \$45 |
| Permit Coordinator | \$29 to \$50 |
| Program Construction Coordinator | \$67 to \$93 |
| Program Controls Manager | \$67 to \$79 |
| Program Management Advisor | \$118 to \$131 |
| Program Management Advisor | \$244 (fully burdened rate) |
| Program Planner | \$72 to \$111 |
| Program Safety Auditor | \$51 to \$69 |
| Program Special/Security Systems Manager | \$67 to \$79 |
| Program Support Planner | \$60 to \$68 |
| Program Support Sustainability | \$55 to \$62 |

| | |
|---|--------------------------------------|
| Program Sustainability Manager | \$67 to \$79 |
| Project Assistant | \$26 to \$36 |
| Project Controls Engineer | \$46 to \$58 |
| Project Controls Manager | \$67 to \$77 |
| Project Director Administration | \$58 to \$76 |
| Project Director Technical | \$58 to \$76 |
| Project Director | \$72 to \$87 |
| Project Manager | \$36 to \$82 |
| Project Manager/Principal | \$200 (fully burdened rate) |
| QA/QC Manager | \$56 to \$69 |
| QRT Leader(s) | \$51 to \$63 |
| Safety Manager | \$67 to \$79 |
| Scheduler | \$46 to \$65 |
| Senior Analyst – Data, Schedules and Analysis | \$46 to \$58 |
| Senior Associate | \$88 to \$106 (fully burdened rate) |
| Senior Civil Estimator | \$61 to \$69 |
| Senior Electrical Estimator | \$67 to \$75 |
| Senior Estimator | \$60 to \$69 |
| Senior Mechanical Estimator | \$67 to \$75 |
| Senior MEP Estimator | \$67 to \$75 |
| Senior Office Engineer | \$52 to \$63 |
| Senior Scheduler | \$56 to \$79 |
| Senior Scheduler | \$60 to \$69 |
| Senior Technical Advisor | \$263 (fully burdened rate) |
| Site Infrastructure Utilities Coordinator | \$56 to \$77 |
| Structural/Seismic Engineer | \$46 to \$75 |
| Sustainable Design Coordinator | \$35 to \$40 |
| Technical Assistant | \$22 to \$25 |
| Technical Lead | \$51 to \$67 |
| Technical Specialist | \$46 to \$67 |
| Technology Planning | \$51 to \$79 |
| Tenant Coordinator | \$90 to \$102 |
| Terminal Space Planner | \$51 to \$69 |
| Vice President | \$146 to \$207 (fully burdened rate) |
| Website Development | \$46 to \$53 |

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

8. **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 | CONTRACTOR |
|---|--|
| AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO |  Authorized Signature |
| By:  John L. Martin, Airport Director | Perfecto M. Solis Senior Vice President – Americas Aviation Division Managing Partner of T1 Partners, Joint Venture |
| Attest: By:  Jean Caramatti, Secretary Airport Commission | Parsons Transportation Group, Inc. 1301 W. President George Bush Highway, Suite 350 Richardson Texas 75080 469-688-2435  Authorized Signature |
| Resolution No: 16-0174 Adopted on: June 1, 2016 | P.A. Kini Chief Executive Officer Partner of T1 Partners, Joint Venture |
| Approved as to Form: Dennis J. Herrera City Attorney | EPC Consultants, Inc. 655 Davis Street San Francisco, California 94111 415-675-7580  Authorized Signature |
| By:  Heather Wolnick Deputy City Attorney | Schatzie Jefferson President Partner of T1 Partners, Joint Venture The Allen Group, LLC 188 Embarcadero, Suite 460 San Francisco, California 94105 415-538-1830 City Vendor Number: 89785 Federal Employer ID Number: 38-3896477 |