

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

**Third Modification**

**Contract 10010.41  
Project Management Support Services for  
New Boarding Area B Project**

THIS MODIFICATION (this "Modification") is made as of **July 1, 2016**, in San Francisco, California, by and between **T1 Cubed - 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

- A. City and Contractor have entered into the Agreement (as defined below); and
- B. On January 20, 2015, by Resolution No. 15-0004, the Commission awarded this Agreement to the Contractor for the duration of twelve (12) months with an amount not-to-exceed \$4,300,000; and
- C. On March 31, 2015, by Resolution No. 102-15, the Board of Supervisors approved the Agreement under San Francisco Charter Section 9.118; and
- D. On January 19, 2016, the City and Contractor administratively modified the Agreement to amend Appendix B, Calculation of Charges, and update standard contractual clauses through the First Modification; and
- E. On March 15, 2016, by Resolution No. 16-0078, the Commission approved the Second Modification to the Contractor to increase the contract amount by \$7,500,000, for a not-to-exceed total contract amount \$11,800,000, and extend the term of the contract to May 4, 2017; and
- F. City and Contractor desire to administratively modify the Agreement on the terms and conditions set forth herein to amend Appendix B, Calculation of Charges; and
- G. Approval for this Agreement was obtained when the Civil Service Commission approved PSC No. 47898-13/14 on May 19, 2014; 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 **January 20, 2015** between Contractor and City, as amended by the:

**First Modification,**                      dated **January 19, 2016**, and  
**Second Modification,**              dated **March 15, 2016**.

b. **Other Terms.** Terms used and not defined in this Modification shall have the meanings assigned to such terms in the Agreement.

2. **Appendix B, Calculation of Charges, Section 4.1 and 7** is hereby deleted in its entirety and replaced with the following:

4. **BILLING RATES**

4.1 Billing rates and overhead rates shall be used for reimbursement of the cost portion of this Agreement. Billing rates shall be the sum of approved hourly base rates as set forth in paragraph 7 below plus indirect cost. Indirect cost rates are as follows:

<b>FIRM</b>	<b>HOME OFFICE OVERHEAD RATE</b>	<b>FIELD OFFICE OVERHEAD RATE</b>
Parsons Brinckerhoff	153.10%	111.20%
AGS, Inc.	165%	135%
CAGE, Inc.	181.23%	181.23%
CM Pros	160%	145.10%
Faithful + Gould	129.7%	125%
Joseph Chow & Associates	160%	150%
NBA Engineering, Inc.	169%	167.50%
RES Engineers, Inc.	150%	150%
Dabri, Inc.	126.88%	126.88%
Meridian Surveying Engineering, Inc.	160%	135%
Bay Area Consulting Engineers, Inc.	190%	125%
Yolanda's Construction Administration & Traffic Control, Inc.	137%	125%
BLC Partners	190%	135%
Ambient Energy	229%	209%
Barich, Inc.	96.30%	N/A

7. **THE APPROVED DIRECT BASE LABOR RATES ARE AS FOLLOWS:**



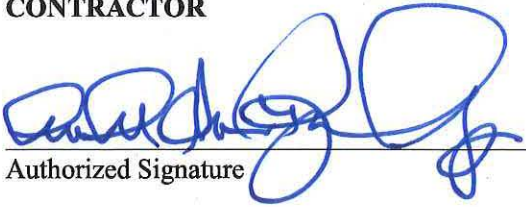

<b>CLASSIFICATION</b>	<b>RANGE OF RATES</b>
Airside Manager	\$70.00 - \$85.00
Arch/Shell Package Manager	\$62.00 - \$75.00
BHS Construction Package Manager	\$65.00 - \$70.00
BHS Site Coordinator	\$30.00 - \$40.00
BIM/GIS/Modeling	\$57.00 - \$75.00
Building Systems Manager	\$75.00 - \$80.00
Commissioning/Energy Engineer	\$35.00 - \$52.00
Commissioning Manager	\$45.00 - \$60.00
Concessions Development	\$60.00 - \$79.00
Concurrent Project Facilitator	\$75.00 - \$90.00
Construction Manager	\$70.00 - \$90.00
Contracts/Change Control	\$60.00 - \$75.00

Conveyance Design Manager	\$80.00 - \$85.00
Cost Estimating	\$60.00 - \$76.88
Demo Package Manager	\$62.50 - \$75.00
Deputy Project Manager	\$60.00 - \$85.00
Design Manager	\$75.00 - \$90.00
Document Controls	\$30.00 - \$50.00
Electrical Engineer	\$55.00 - \$65.00
Inspectors/Res	\$45.00 - \$70.00
Lead Package Manager	\$70.00 - \$85.00
LEED/Enviro.	\$32.00 - \$40.00
Loading Bridge Manager	\$65.00 - \$80.00
Materials Testing	\$60.00 - \$90.00
Mech/Plumbing/Bldg. Sys	\$70.00 - \$80.00
Office Administration	\$30.00 - \$50.00
Office Engineer	\$30.00 - \$55.00
Package Manager	\$62.00 - \$80.00
Project Controls Manager	\$60.00 - \$86.70
Project Manager/Construction Manager	\$90.00 - \$106.00
QA/QC Manager	\$75.00 - \$85.00
Safety Manager	\$70.00 - \$85.00
Scheduling	\$60.00 - \$76.88
Security Special Systems	\$58.00 - \$65.00
Senior Office Engineer	\$55.00 - \$75.00
Special Systems/IT Support	\$58.00 - \$65.00
Stakeholder Engagement Manager	\$65.00 - \$87.13
Surveying	\$40.00 - \$70.00
Sustainability Project Manager	\$60.00 - \$65.00
Utilities Package Manager	\$60.00 - \$75.00

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

**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 date first referenced above.

<p><b>CITY</b> AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p> <p>By:  Ivar C. Satero, Airport Director</p> <p>Approved as to Form: Dennis J. Herrera City Attorney</p> <p>By:  Heather Wolnick Deputy City Attorney</p>	<p><b>CONTRACTOR</b></p> <p> Authorized Signature Arnold Rosenberg Senior Vice President</p> <p> Authorized Signature Bahram Khamenehpour Senior Principal</p> <p>T1 Cubed - a Joint Venture 303 Second Street, Suite 700 San Francisco, California 94107</p> <p>96000 Vendor Number</p> <p>47-2256316 Federal Employer ID Number</p>
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