

CITY AND COUNTY OF SAN FRANCISCO

CONTRACT ORDER

CONTRACT WITH:

WCME JV**182 2ND STREET, SUITE 500****SAN FRANCISCO, CA 94105**

Original

Modification - Increase

- Decrease

Date Change

	Department: 27 Airport Commission	Controller No.: DPAC16001358
*	Department Contact: CLAUDIA LUQUIN	Tel. No: (650) 821-7721
	PS Contract 1000006322	PS PO 0000054414 & 0000109371
*	Category Code 95877	Supplier ID 0000008437
	Period Covered: 04/12/2016- 10/04/2023	Job No. CT 10071.41
		Amount: \$0.00

FOR THE PURPOSE OF: MODIFICATION NO. 6 FOR CT 10071.41 – PROJECT MANAGEMENT SUPPORT SERVICES FOR TERMINAL 3 WEST PROJECT

TO PROVIDE PROJECT MANAGEMENT SUPPORT SERVICES (PMSS) FOR THE TERMINAL 3 WEST MODERINIZATION AND BOARDING ARE F PASSENGER BOARDING BRIDGE PROJECT. THIS MODIFICATION NO. 06 INCREASE THE CONTRACT AMOUNT BY \$36,000,000 NOT TO EXCEED \$50,000,000.00 AND TO EXTEND THE TERM OF AGREEMENT FOR THER SERVICES THROUGH OCTOBER 4, 2023.

PSC NO: 40697-14/15 FOR 04/20/15-02/01/23 FOR \$900,000,000
PSC FORM 2 APPROVED AMOUNT: \$14,000,000; CSC APPROVED 04/20/15

PREVIOUS ENCUMBRANCE: \$2,658,508.57 (DPAC16001358)
PREVIOUS ENCUMBRANCE: 531,491.51 (0000054414)
PREVIOUS ENCUMBRANCE: 5,246,553.00 (0000109371)
THIS ENCUMBRANCE: 0.00 (0000109371)
TOTAL ENCUMBRANCE \$8,436,553.08

CONTRACT PERIOD: EXPIRE ON 10/04/2023

CONTRACT AWARD: \$8,100,000 PER COMMISSION RESOLUTION NO. 16-0053.
MODIFICATION NO.1 TO EXTEND CONTRACT TERM FOR ONE YEAR PER COMMISSION RESOLUTION 17-0064. MODIFICATION NO.3 AND 4 FOR NEW CONTRACT AMOUNT OF \$14,000,000 FOR SERVICES THROUGH APRIL 4, 2019 PER COMMISSION RESOLUTION NO.18-0053. \$36,000,000 PER COMMISSION RESOLUTION NO. 18-0370.

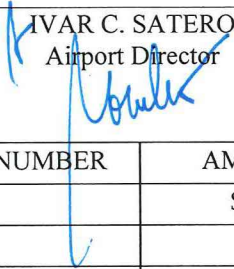
Insurance Required	PGH WONG	CPM	MCK	ECS
Worker's Comp.	\$1M- 09/01/19	\$1M- 07/01/19	\$1M- 07/29/19	\$1M- 02/04/20
Comp. Gen. Liab.	\$1M- 12/18/19	\$1M- 07/01/19	\$2M- 07/29/19	\$2M- 02/04/20
Automobile	\$1M- 09/30/19	\$1M- 07/01/19	\$1M- 07/29/19	\$1M- 02/04/20
Excess/Umbrella	\$10M- 12/18/19	\$5M- 07/01/19	\$1M- 07/29/19	N/A
Professional Liab.	\$10M- 12/15/19	\$1M- 07/01/19	\$2M- 07/29/19	\$2M- 02/04/20

Mail Invoice to:

CLAUDIA LUQUIN – PLANNING, DESIGN & CONSTRUCTION

San Francisco Airport Commission
P.O. Box 8097
San Francisco, CA 94128

RECOMMENDED AND APPROVED

By:  IVAR C. SATERO Airport Director			Chief Administrative Officer, Board of Supervisor		Materials, Supplies & Services Purchaser Real Property Leases & Rents Director of Property		Certification Date: MAR 14 2019	
LN	NUMBER	AMOUNT	ACCOUNT	FUND	DEPT	AUTHORITY	PROJECT	ACTIVITY
		\$0.00						

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

Modification No. 6

**Contract No. 10071.41
Project Management Support Services for
The Terminal 3 West Modernization Project**

THIS MODIFICATION (this "Modification") is made as of November 20, 2018, in San Francisco, California, by and between **WCME JV** ("Contractor"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its Airport Commission, hereinafter referred to as "**Commission.**"

RECITALS

- A. City and Contractor have entered into the Agreement (as defined below); and
- B. On February 16, 2016, by Resolution No. 16-0053, the Commission awarded this Agreement to the Contractor for an amount not-to-exceed \$8,100,000 for the first year of services; and
- C. On March 21, 2017, by Resolution No. 17-0064, the Commission approved Modification No. 1 to extend the term of the Agreement and make other administrative changes; and
- D. On October 1, 2017, City and Contractor administratively modified the Agreement to update the labor rates through Modification No. 2; and
- E. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 3 to increase the contract amount and extend the term of the Agreement. Labor rates were also updated through Modification No. 3; and
- F. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 4 to increase the contract amount and extend the term of the Agreement; and
- G. On July 19, 2018, by Resolution 284-18, the Board of Supervisors approved Modification No. 4 to this Agreement; and
- H. On August 1, 2018, City and Contractor administratively modified the Agreement to replace a sub-consultant through Modification No. 5; and
- I. City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to increase the contract amount, extend the term of the Agreement, and update a standard contractual clause; and
- J. On November 20, 2018, by Resolution No. 18-0370, the Commission approved this Modification No. 6 to increase the contract amount by \$36,000,000 for a new total not-to-exceed contract amount of \$50,000,000 and to extend the term of the Agreement for services through October 4, 2023; and
- K. On February 12, 2019, by Resolution No. 73-19, the Board of Supervisors approved this Modification under San Francisco Charter Section 9.118; and

L. Approval for this Agreement was obtained when the Civil Service Commission approved PSC No. 40697-14/15 on June 27, 2016; 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 February 16, 2016 between Contractor and City, as amended by the:

Modification No. 1,	dated March 21, 2017,
Modification No. 2,	dated October 1, 2017,
Modification No. 3,	dated March 6, 2018,
Modification No. 4,	dated March 6, 2018, and
Modification No. 5,	dated August 1, 2018.

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 a new ending date of **October 4, 2023**.

3. **Section 5. Compensation** is hereby amended to increase the total compensation payable by an amount not to exceed **Thirty-Six Million Dollars (\$36,000,000)** for a new total not-to-exceed amount of **Fifty Million Dollars (\$50,000,000)**.





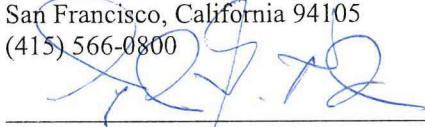
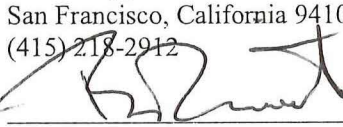
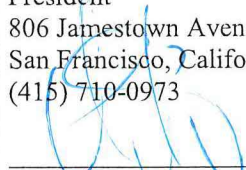
4. **Section 3.3.5 LBE Payment and Utilization Tracking System** is hereby replaced in its entirety with the following:

Section 3.3.5 LBE Payment and Utilization Tracking. Contractor must submit all required payment information using the City's Financial System as required by CMD to enable the City to monitor Contractor's compliance with the LBE subcontracting commitments in this Agreement. Contractor shall pay its LBE subcontractors within three working days after receiving payment from the City, except as otherwise authorized by the LBE Ordinance. The Controller is not authorized to pay invoices submitted by Contractor prior to Contractor's submission of all required CMD payment information. Failure to submit all required payment information to the City's Financial System with each payment request may result in the Controller withholding 20% of the payment due pursuant to that invoice until the required payment information is provided. Following City's payment of an invoice, Contractor has ten calendar days to acknowledge using the City's Financial System that all subcontractors have been paid. Self-Service Training for suppliers is located at this link: <https://sfcitypartner.sfgov.org/Training/TrainingGuide>.

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

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	CONTRACTOR
<p>AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p> <p>By:  Ivar C. Satero, Airport Director</p> <p>Attest:</p> <p>By:  C. Corina Monzon, Secretary Airport Commission</p> <p>Resolution No: 18-0370</p> <p>Adopted on: November 20, 2018</p> <p>Approved as to Form:</p> <p>Dennis J. Herrera City Attorney</p> <p>By:  Heather Wolnick Deputy City Attorney</p>	<p> Authorized Signature</p> <p>Clifford S. M. Wong President PGH Wong Engineering, Inc. 182 2nd Street, Suite 500 San Francisco, California 94105 (415) 566-0800</p> <p> Authorized Signature</p> <p>Ismael G. Puga Cooper Puga Management, Inc. President 65 McCoppin Street San Francisco, California 94103 (415) 218-2912</p> <p> Authorized Signature</p> <p>Brendan P. McDevitt MCK Americas, Inc. President 806 Jamestown Avenue San Francisco, California 94124 (415) 710-0973</p> <p> Authorized Signature</p> <p>Andrew Petreas Environmental & Construction Solutions, Inc. President 290 Division Street, Suite #307 San Francisco, California 94103 (415) 934-8790</p> <p>City Supplier Number: 0000008437</p> <p>Federal Employer ID Number: 810714202</p>

SFO Routing Slip



☐ Time Sensitive

Please Return by

3/14/2019

Subject

CONTRACT MODIFICATION CERTIFICATION

Contract No. 10071.41, PMSS for Terminal 3 West Modernization Project
Modification No. 6

Origination

Date **2/28/2019**
Division **Planning, Design and Construction**
Dept./Sec. **Procurement & Contracts Section**

No.	Name	Action	Initial	Date
1.	Tania Gharechedaghy	Review & Initial	tg	2.28.19
2.	Geoffrey W. Neumayr	Review & Initial	GN	2/28/19
3.	Katarina Sy	Review & Initial	KS	3/1/19
4.	Sung Kim	Signature	SK	3/7/19
5.	Corina Monzón	Signature	CM	3/11/19
6.	Ivar C. Satero	Signature	IS	3/11/19
7.	Katarina Sy	F&P Input	KS	3/13/19
8.	Accounting	Signature		

Comments

Received signed Board of Supervisors Resolution No. 73-19 on 2/28/19

Return to

Name **Katarina Sy** Ext. **1-7839**
Email **katarina.sy@flysfo.com**