

CONTRACT ORDER

CONTRACT WITH:

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

Original

Modification - Increase

- Decrease

Other

	Department: 27 Airport Commission		Controller No.: DPAC16001358
	Department Contact: JULIA KATZ		Tel. No: (650) 821-7721
	PS Contract 1000006322	PS PO 0000054414 & 0000109371 0000300967 & 0000376197 0000668220	Date: 03/15/2023 Page 1 of 1
*	Category Code 95877	Supplier ID 0000008437	Job No. CT 10071.41
	Period Covered: 04/12/2016- 10/04/2023		Amount: \$0.00

FOR THE PURPOSE OF: MODIFICATION NO. 11 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 MODERNIZATION AND BOARDING ARE F PASSENGER BOARDING BRIDGE PROJECT IN AN AMOUNT NOT TO EXCEED \$50,000,000.00. MODIFICATION NO. 11 ADMINISTRATIVELY MODIFIES THE AGREEMENT ON THE TERMS AND CONDITIONS SET FORTH HEREIN TO ACKNOWLEDGE THE CONTRACTOR’S JOINT VENTURE MEMBER NAME CHANGE FROM CPM ASSOCIATES INC. TO CONSOR PMCM, INC, AND UPDATE THE NOTICES TO THE PARTIES PROVISION IN THE AGREEMENT.

PSC NO: 40697-14/15 FOR 04/20/15-02/01/23 FOR \$900,000,000
PSC FORM 2 APPROVED AMOUNT: \$50,000,000; CSC APPROVED 06/27/16

PREVIOUS ENCUMBRANCE:	\$2,658,508.57 (DPAC16001358)
PREVIOUS ENCUMBRANCE:	531,491.51 (0000054414)
PREVIOUS ENCUMBRANCE:	5,246,553.00 (0000109371)
PREVIOUS ENCUMBRANCE:	3,150,000.00 (0000300967)
PREVIOUS ENCUMBRANCE:	5,182,540.82 (0000376197)
PREVIOUS ENCUMBRANCE:	1,428,802.40 (0000668220)
THIS ENCUMBRANCE:	0.00 (0000668220)
TOTAL ENCUMBRANCE	\$18,197,896.30

CONTRACT PERIOD: 04/12/2016 - 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-12/18/23	\$1M-12/31/23	\$1M-07/29/23	\$1M-02/04/24
Comp. Gen. Liab.	\$1M-12/18/23	\$1M-12/31/23	\$2M-07/29/23	\$2M-02/04/24
Automobile	\$1M-12/18/23	\$1M-12/31/23	\$1M-07/29/23	\$1M-02/04/24
Excess/Umbrella	\$10M-12/18/23	\$9M-12/31/23	\$1M-07/29/23	N/A
Professional Liab.	\$10M-12/18/23	\$5M-12/31/23	\$2M-07/29/23	\$2M-02/04/24

Mail Invoice to:

JULIA KATZ – PLANNING, DESIGN & CONSTRUCTION

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

RECOMMENDED AND APPROVED

DS kk By: 		IVAR C. SATERO Airport Director DocuSigned by:		Chief Administrative Officer, Board of Supervisor		Materials, Supplies & Services Purchaser Real Property Leases & Rents Director of Property		Certification Date: 3/15/2023	
LN	NUM	UNIT	ACCOUNT	FUND	DEPT	AUTHORITY	PROJECT	ACTIVITY	
	0000668220	\$0.00	527990	19421	109722	19698	10004203	0007	

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

Modification No. 11

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

This Modification is made this 6th day of March 2023, in the City and County of San Francisco, State of California, by and between: **WCME JV**, 182 2nd Street, Suite 500, San Francisco, CA 94105 (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

A. City and Contractor have entered into the Agreement for the San Francisco International Airport (the “Airport” or “SFO”) (as defined below); and

B. The Commission is authorized to enter into all contracts which relate to matters under its jurisdiction; and

C. 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

D. On March 21, 2017, by Resolution No. 17-0064, the Commission approved Modification No. 1 extending the term of the Agreement through April 3, 2018. Other administrative changes were also incorporated through Modification No. 1; and

E. On October 1, 2017, City and Contractor administratively modified the Agreement to update the Contractor’s labor rates through Modification No. 2; and

F. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 3 increasing the contract amount by \$1,890,000 for a new total contract amount not to exceed \$9,990,000 and extending the term of the Agreement through August 30, 2018. Standard contractual clauses and labor rates were also updated through Modification No. 3; and

G. On March 6, 2018, by Resolution No. 18-0053, the Commission approved Modification No. 4 increasing the contract amount by \$4,010,000 for a new total contract amount not to exceed \$14,000,000 and extending the term of the Agreement through April 4, 2019; and

H. On July 31, 2018, by Resolution 284-18, the Board of Supervisors approved Modification No. 4 to this Agreement under San Francisco Charter Section 9.118; and

I. On August 1, 2018, City and Contractor administratively modified the Agreement to replace a sub-consultant through Modification No. 5; and

J. On November 20, 2018, by Resolution No. 18-0370, the Commission approved Modification No. 6 increasing the contract amount by \$36,000,000 for a new total contract amount not to exceed \$50,000,000

and extending the term of the Agreement through October 4, 2023. A standard contractual clause was also updated through Modification No. 6; and

K. On February 12, 2019, by Resolution No. 73-19, the Board of Supervisors approved Modification No. 6 to this Agreement under San Francisco Charter Section 9.118; and

L. On January 1, 2019, Contractor's joint venture member, Cooper Pugeda Management, Inc., assigned its membership in the Contractor to CPM Associates, Inc.; and

M. On March 20, 2019, City and Contractor administratively modified the Agreement to acknowledge the assignment from Cooper Pugeda Management, Inc. to CPM Associates, Inc. and to update the overhead rates through Modification No. 7; and

N. On September 16, 2019, City and Contractor administratively modified the Agreement to add new sub-consultants, update the overhead rates, and update the Agreement to maintain consistency with statutory, Code, San Francisco ordinances effecting contracting, and other applicable standard changes to City contracts that occurred since execution of the Agreement through Modification No. 8; and

O. On June 1, 2020, City and Contractor administratively modified the Agreement to update the Notices to Parties provision, delete and replace Appendix B, Calculation of Charges, and updated standard contractual clauses through Modification No. 9; and

P. On November 14, 2022, City and Contractor administratively modified the Agreement to update standard contractual clauses, delete and replace Appendix B, Calculations of Charges through Modification 10; and

Q. Effective November 28, 2022, Contractor's joint venture member CPM Associates, Inc., changed its name to Consor PMCM, Inc.; and

R. City and Contractor desire to administratively modify the Agreement on the terms and conditions set forth herein to acknowledge the Contractor's joint venture member name change from CPM Associates, Inc. to Consor PMCM, Inc., and to update the Notices to the Parties provision in the Agreement; and

S. Approval for this Agreement was obtained when the Civil Service Commission approved PSC No. 40697-14/15 on March 6, 2023; and

T. The Contractor represents and warrants that it is qualified to perform the services required by City under this Agreement.

Now, THEREFORE, Contractor and City agree as follows:

1. Article 1. Definitions, Section 1.1 Agreement is replaced in its entirety as follows:

1.1 "Agreement" means the contract document dated February 16, 2016, 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, Modification No. 5 dated August 1, 2018, Modification No. 6 dated November 20, 2018, Modification No. 7 dated March 20, 2019, Modification 8 dated September 16, 2019, Modification No. 9 dated June 1, 2020, Modification No. 10 dated November 14, 2022, including all attached appendices, and all applicable City ordinances and "Mandatory City Requirements" which are specifically incorporated by reference into the Agreement.

2. **Joint Venture Member Name Change.** The Airport hereby acknowledges that joint venture member CPM Associates, Inc. changed its name to Consor PMCM, Inc., effective November 28, 2022.

3. **Section 11.1 Notices to the Parties** is replaced in its entirety as follows:

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

To City:

By U.S. Mail:

Derrick Homer
Airport Project Manager
San Francisco International Airport
P.O. Box 8097
San Francisco, California 94128
E-mail: Derrick.Homer@flysfso.com

By Personal Delivery
Or Express Mail:

Derrick Homer
Airport Project Manager
Design and Construction
San Francisco International Airport
674 West Field Road
San Francisco, California 94128

To Contractor:

Kristi Hogan
Project Manager
PGH Wong Engineering, Inc.
182 2nd Street, Suite 500
San Francisco, California 94105
E-mail: KHogan@pghwong.com

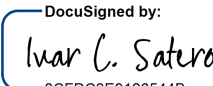
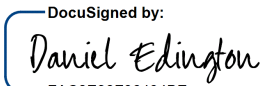
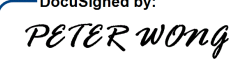

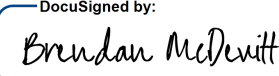
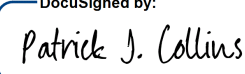
Any notice of default must be sent by registered mail delivered by an overnight delivery service or courier. Either Party may change the address to which notice is to be sent by giving written notice thereof to the other Party. If e-mail notification is used, the sender must specify a receipt notice.

11.1.1 The Parties consent to the use of Digital Signatures, affixed using the City's DocuSign platform, to execute this Agreement and all subsequent modifications.

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 certification date referenced above.

<p>CITY AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p> <p>By:  DocuSigned by: 8CFDC3E9426544B... Ivar C. Satero, Airport Director</p> <p>Approved as to Form:</p> <p>David Chiu City Attorney</p> <p>By:  DocuSigned by: FAC8E30F96494DE... Daniel A. Edington Deputy City Attorney</p>	<p>CONTRACTOR</p> <p> DocuSigned by: 4C0F2BF220E0494... Authorized Signature</p> <p>Peter G. H. Wong Chief Executive Officer PGH Wong Engineering, Inc.</p> <p> DocuSigned by: BFAB854EB73F4A6... Authorized Signature</p> <p>Ismael G. Puga Senior Vice President Conzor PMCM, Inc.</p> <p> DocuSigned by: 0402F77BED9F47E... Authorized Signature</p> <p>Brendan P. McDevitt President MCK Americas Inc.</p> <p> DocuSigned by: 660F217DC6FA436... Authorized Signature</p> <p>Patrick J. Collins Chief Executive Officer/Chief Financial Officer Environmental & Construction Solutions, Inc.</p> <p>WCME JV 182 2nd Street, Suite 500 San Francisco, California 94105</p> <p>City Supplier Number: 0000008437</p> <p>Federal Employer ID Number: 810714202</p>
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