

CONTRACT ORDER

CONTRACT WITH:

WCME JV  
182 2<sup>ND</sup> STREET, SUITE 500  
SAN FRANCISCO, CA 94105

Original  
  
Modification - Increase  
  
- Decrease  
  
Other

	Department: 27 Airport Commission		Controller No.: DPAC16001358
	Department Contact: Derrick Homer		Tel. No: (650) 821-7721
	PS Contract 1000006322	PS PO 0000054414 & 0000109371 0000300967 & 0000376197 0000668220 & 0000752155 0000818589 & 0000883507	Date 02/28/2025 Page 1 of 1
*	Category Code 95877	Supplier ID 0000008437	Job No. CT 10071.41
	Period Covered: 04/12/2016- 12/31/2025		Amount: 0

FOR THE PURPOSE OF: MODIFICATION NO. 14 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. 14, ON NOVEMBER 5, 2024, TO REPLACE SECTION 12 QUALIFIED PERSONNEL IN ITS ENTIRETY, TO REPLACE APPENDIX B CALCULATION OF CHARGES DIRECT LABOR RATES IN ITS ENTIRETY, ADD APPENDIX C SAN FRANCISCO LABOR AND EMPLOYMENT CODE UPDATE.

PSC NO: 40697-14/15 FOR 04/20/15-12/31/29 FOR \$1,600,000,000  
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: 2,128,802.40 (0000668220)  
PREVIOUS ENCUMBRANCE: 5,500,000.00 (0000752155)  
PREVIOUS ENCUMBRANCE: 6,063,000.00 (0000818589)  
PREVIOUS ENCUMBRANCE: 1,000,000.00 (0000883507)  
PREVIOUS ENCUMBRANCE: 2,530,291.00 (0000883507)  
**THIS ENCUMBRANCE: 0.00**

TOTAL ENCUMBRANCE \$33,991,187.30

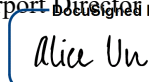
CONTRACT PERIOD: 04/12/2016 - 12/31/2025

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. INCREASE CONTRACT AMOUNT BY \$36,000,000 PER COMMISSION RESOLUTION NO. 18-0370. PER RESOLUTION NO. 23-0089, MODIFICATION NO.12, EXTENDING THE TERM OF THE AGREEMENT FOR SERVICES THROUGH DECEMBER 31, 2025.

Insurance Required	PGH WONG	CPM	MCK	ECS
Worker's Comp.	\$1M-08/01/25	\$1M-12/31/25	\$1M-07/29/25	\$1M-02/04/26
Comp. Gen. Liab.	\$1M-08/01/25	\$1M-12/31/25	\$2M-07/29/25	\$2M-02/04/26
Automobile	\$1M-08/01/25	\$2M-12/31/25	\$1M-07/29/25	\$2M-02/04/26
Excess/Umbrella	\$10M-08/01/25	\$5M-12/31/25	\$1M-07/29/25	N/A
Professional Liab.	\$10M-12/18/25	\$10M-12/31/25	\$2M-07/29/25	\$2M-02/04/26

Mail Invoice to:  
  
Derrick Homer – PLANNING, DESIGN & CONSTRUCTION  
  
San Francisco Airport Commission  
P.O. Box 8097  
San Francisco, CA 94128

RECOMMENDED AND APPROVED

MIKE NAKORNKHET Airport Director By:  8803EBD4205246F...			Chief Administrative Officer, Board of Supervisor		Materials, Supplies & Services Purchaser Real Property Leases & Rents Director of Property		Certification Date: 2/28/2025	
LN	NUMBER	AMOUNT	ACCOUNT	FUND	DEPT	AUTHORITY	PROJECT	ACTIVITY

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

**Modification No. 14**

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

This Modification is made this 5<sup>th</sup> day of November 2024, in the City and County of San Francisco, State of California, by and between WCME JV, 182 2<sup>nd</sup> 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”) for Project Management Support Services for the Terminal 3 West Modernization Project; 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 sub-consultant Urban Fabrick, Inc. with Stok, LLC 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 two new sub-consultants (AMC Consulting Engineers, Inc. and PSC Associates, Inc.), 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, and to delete and replace Appendix B, Calculations of Charges through Modification No. 10; and

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

R. On March 6, 2023, City and Contractor administratively modified the Agreement 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 through Modification No. 11; and

S. On April 4, 2023, by Resolution 23-0089, the Commission approved Modification No. 12 to the Agreement extending the term of the Agreement for services through December 31, 2025, and removing the options to extend the term of the Agreement; and

T. On September 12, 2023, City and Contractor administratively modified the Agreement to update standard contractual clauses and to add a new sub-consultant (Veregy) and its labor rates through Modification No. 13; and

U. City and Contractor desire to administratively modify the Agreement on the terms and conditions set forth herein to update standard contractual clauses and to update Appendix B, Calculation of Charges with new classifications and updated range of rates; and

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

W. 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. **Section 1.1 Agreement** is replaced 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, Modification No. 11 dated March 6, 2023, Modification No. 12 dated April 4, 2023, and Modification No. 13 dated September 12, 2023, including all attached appendices, and all applicable city ordinances and “Mandatory City Requirements” which are specifically incorporated by reference into the Agreement.

2. **Section 4.2 Personnel** is replaced in its entirety with the following:

4.2 **Qualified Personnel.** Contractor represents and warrants that it is qualified to perform the Services required by City, and that all Services will be performed by competent personnel with the degree of skill and care required by current and sound professional procedures and practices. 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 sufficient resources for timely completion within the project schedule.

3. **Appendix B, Calculation of Charges, 3. Labor Rates and Fee, 3.5 Direct Labor Rates,** is replaced in its entirety with the following:

3.5 Direct Labor Rates

Effective November 5, 2024, the approved direct labor rates are as follows:

CLASSIFICATION	RANGE OF RATES	
	LOW	HIGH
Administrative Assistant - FSH	\$20.00	\$46.00
Airfield and Aircraft Systems Manager	\$75.00	\$107.00
Airline Coordinator	\$50.00	\$89.00
Assistant Resident Engineer	\$60.00	\$97.00
Baggage Handling Manager	\$76.00	\$107.00
Commissioning Manager	\$71.00	\$95.00
Commissioning Engineer	\$41.00	\$78.00
Commissioning Team Leader	\$71.00	\$95.00
Commissioning Coordinator	\$30.00	\$54.00
Concessions Coordinator I	\$50.00	\$89.00
Concessions Coordinator II	\$50.00	\$95.00
Constructability Reviewer	\$70.00	\$113.00
Construction Manager I	\$82.00	\$117.00

<i>Construction Manager II</i>	\$85.00	\$125.00
Cost Estimator	\$55.00	\$117.00
Deputy Design Manager I	\$55.00	\$97.00
Deputy Design Manager II	\$65.00	\$104.00
Design Manager	\$65.00	\$123.00
<i>Document Control Manager I</i>	\$30.00	\$54.00
<i>Document Control Manager II</i>	\$45.00	\$65.00
Environmental Technical Support	\$60.00	\$95.00
Field Engineer I	\$49.00	\$85.00
Field Engineer II	\$59.00	\$92.00
Geotechnical Technical Support	\$60.00	\$95.00
Intern	\$22.00	\$39.00
Lab / Material Testing Technician	\$60.00	\$95.00
MEP Manager	\$82.00	\$117.00
Office Engineer I	\$35.00	\$66.00
Office Engineer II	\$45.00	\$78.00
Office Engineer III	\$55.00	\$89.00
Program Manager	\$98.00	\$143.00
Project Controls Engineer I	\$55.00	\$97.00
Project Controls Engineer II	\$65.00	\$104.00
Project Controls Manager	\$75.00	\$131.00
<i>Project Manager I</i>	\$80.00	\$113.00
<i>Project Manager II</i>	\$95.00	\$125.00
Project Manager Lead	\$98.00	\$135.00
QA Inspector	\$50.00	\$101.00
QA/QC/Code Compliance/Safety Manager	\$55.00	\$107.00
<i>Resident Engineer I</i>	\$65.00	\$91.00
<i>Resident Engineer II</i>	\$75.00	\$101.00
<i>Resident Engineer III</i>	\$85.00	\$111.00
Scheduler	\$60.00	\$95.00
Senior Cost Engineer	\$55.00	\$97.00
Senior Cost Estimator	\$65.00	\$117.00
Senior Inspector	\$60.00	\$113.00
Senior Scheduler	\$70.00	\$113.00
SEP Manager	\$50.00	\$101.00
Signage and Phasing Coordinator	\$50.00	\$89.00
Special Inspector	\$55.00	\$110.00
Special Inspector (OSHPD)	\$50.00	\$113.00
Special Systems Manager	\$76.00	\$117.00
Special Systems Support	\$50.00	\$89.00
Subject Matter Expert	\$85.00	\$132.00
Sustainability Manager	\$60.00	\$95.00
Technical Advisor	\$50.00	\$113.00

Tenant Space Coordinator I	\$55.00	\$97.00
Tenant Space Coordinator II	\$55.00	\$104.00
TSA OTA Technical Review	\$70.00	\$113.00

4. **Appendix C, San Francisco Labor and Employment Code Update**, is hereby added to the Agreement as follows:

### Appendix C

#### San Francisco Labor and Employment Code Update\*

\*A number of the City's contracting provisions have been redesignated in a new Labor and Employment Code, which is operative as of January 4, 2024. The redesignation did not change the substance or meaning of the provisions; it has simply changed where the provisions can be found and how they are referred to.

#### Cross Reference Table for Citations in AIR-600 Professional Services Agreement

<b>Section of AIR-600 Contract Template</b>	<b><u>Old Location:</u> San Francisco ADMINISTRATIVE CODE</b>	<b><u>New Location:</u> San Francisco LABOR &amp; EMPT CODE</b>	<b>Subject Matter</b>
3.6.1 (Covered Services)	Chapter 21C	Article 102	Miscellaneous Prevailing Wages Requirements
3.6.2 (Wage Rates)	Chapter 21C	Article 102	Miscellaneous Prevailing Wages Requirements
10.4 (Consideration of Salary History)	Chapter 12K	Article 141	Salary History
10.5.1 (Nondiscrimination in Contracts)	Chapter 12B Chapter 12B.2	Article 131 Article 131.2	Nondiscrimination in Contracts
	Chapter 12C Chapter 12C.3	Article 132 Article 132.3	Nondiscrimination in Property Contracts
10.5.2 (Nondiscrimination in the Provision of Employee Benefits)	Chapter 12B.2	Article 131.2	Nondiscrimination in Employee Benefits
10.7 (Minimum Compensation Ordinance)	Chapter 12P	Article 111	Minimum Compensation Ordinance
10.8 (Health Care Accountability Ordinance)	Chapter 12Q Chapter 12Q.3	Article 121 Article 121.3	Health Care Accountability Ordinance
10.14 (Consideration of Criminal History in Hiring and Employment Decisions) 10.14.1 10.14.2	Chapter 12T	Article 142	Consideration of Criminal History in Hiring and Employment Decisions

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, the parties hereto have executed this Modification on the day first mentioned above.

CITY	CONTRACTOR
<p>AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p>	
<p>DocuSigned by: <i>Mike Nakornkhet</i> By: _____ Mike Nakornkhet, Airport Director</p>	<p>Signed by: <i>Peter G. H. Wong</i> _____ Authorized Signature</p> <p>Peter G. H. Wong, Chief Executive Officer PGH Wong Engineering, Inc.</p> <p>Signed by: <i>Ismael Puga</i> _____ Authorized Signature</p> <p>Ismael G. Puga, Senior Vice President Conсор PMCM, Inc.</p> <p>Signed by: <i>Brendan McDevitt</i> _____ Authorized Signature</p> <p>Brendan P. McDevitt, President MCK Americas Inc.</p> <p>Signed by: <i>Patrick J. Collins</i> _____ Authorized Signature</p> <p>Patrick J. Collins, Chief Executive Officer / Chief Financial Officer Environmental &amp; Construction Solutions, Inc.</p> <p>WCME JV 182 2<sup>nd</sup> Street, Suite 500 San Francisco, California 94105</p> <p>City Supplier Number: 0000008437 Federal Employer ID Number: 810714202</p>
<p>Approved as to Form:</p> <p>David Chiu City Attorney</p> <p>DocuSigned by: <i>Daniel Edington</i> By: _____ Daniel A. Edington, Deputy City Attorney</p>	