

CONTRACT ORDER

CONTRACT WITH:

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

50 FREMONT STREET, SUITE 1500
SAN FRANCISCO, CA 94105

Original

Modification - Increase

- Decrease

Others

Department: 27 Airport Commission		Controller No.: DPAC14000161
*	Department Contact: SUZANNE CULIN	Tel. No: (650) 821-7893
Dept./Div./Sec.	Fund Group/Fd/	Date: 12/16/2016 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

FOR THE PURPOSE OF: MODIFICATION NO.7 FOR SFIA CONTRACT NO. 9185.9

TO PERFORM TERMINAL 1/BOARDING AREA B REDEVELOPMENT PROGRAM MANAGEMENT SUPPORT SERVICES FOR A NOT-TO-EXCEED CONTRACT AMOUNT OF \$23,460,757. THIS MODIFICATION IS HERELY AMENDED TO INCREASE COMPENSATION BY \$267,000 FOR TOTAL NOT-TO-EXCEED CONTRACT AMOUNT OF \$23,727,757.00

PREVIOUS ENCUMBRANCE	\$20,568,860.16
THIS ENCUMBRANCE	0.00 (COAC17000525)
TOTAL CERTIFIED CONTRACT AMOUNT	\$20,568,860.16

PSC NO: 4048-12/13 - \$40 MILLION
PSC FORM 2 - \$23,460,757.00
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

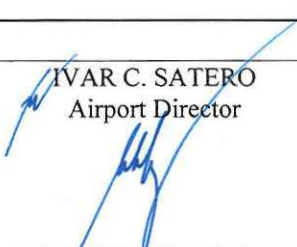
CONTRACT AWARD: \$32 MILLION OVER THE NEXT 10 YEARS;
\$4,453,178.00 FOR THE FIRST YEAR OF SERVICE PER COMMISSION RESOLUTION NO. 13-0087;
\$7,807,579.00 FOR YEAR 2 SERVICES PER COMMISSION RESOLUTION NO. 14-0067;
\$7,500,000.00 FOR YEAR 3 SERVICES PER COMMISSION RESOLUTION NO. 15-0142, AND
\$3,967,000.00 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-9/1/17	\$1M-5/5/17
Comp. Gen. Liab.	\$1.5M-1/1/17	\$1M-9/8/17	\$1M-5/5/17
Automobile	\$1M-1/1/17	\$1M-9/8/17	\$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 – 9/8/17	\$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:  IVAR C. SATERO Airport Director	Chief Administrative Officer, Board of Supervisor		Materials, Supplies & Services Purchaser Real Property Leases & Rents Director of Property		Certification Date DEC 20 2016

Ln	Document		Amount	Index Code	Sub-Object	Grant Code	Project	
	Number	Sfx.					Project	Detail
							CAC057	3D2B43

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

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

THIS MODIFICATION (this "Modification") is made as of **July 7, 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 in the amount of \$4,453,178 for the first year of services with the option for nine (9) additional one (1)-year extensions for a total term of ten (10) years, with a total 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 Modification to the Agreement, increasing the contract amount by \$7,807,579 for a new not-to-exceed amount of \$12,260,757, and extending the Agreement for an additional year for a new end date of July 7, 2015; 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 by \$7,500,000 for a new not-to-exceed amount of \$19,760,757, extending the Agreement for an additional year for a new end date of July 7, 2016, and incorporating administrative changes, including changes to labor and overhead rates and revision of the scope of services; and

WHEREAS, on June 1, 2016, by Resolution Number 16-0174, the Commission approved the Sixth Modification to the Agreement, to increase the contract amount by \$3,967,000 for a new not-to-exceed amount of \$23,727,757, extend the Agreement for an additional year for a new end date of July 7, 2017, update standard contractual clauses, and modify the base labor and overhead rates; and

WHEREAS, City and Contractor desire to administratively modify the Agreement through this Seventh Modification on the terms and conditions set forth herein to increase the contract amount to the full value authorized by the Commission through approval of the Sixth Modification and to incorporate changes to Supplemental Appendix A.2, Services to be Provided by Contractor and amend Supplemental Appendix B.5, Calculation of Charges, to update labor and overhead rates; 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 Modification, dated July 8, 2014
- Fourth Modification, dated February 18, 2015
- Fifth Modification, dated July 7, 2015
- Sixth Modification, dated June 1, 2016

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

2. Section 5. Compensation is hereby amended to increase compensation by Two Hundred Sixty-Seven Thousand (\$267,000) for a not-to-exceed contract amount of Twenty-Three Million Seven Hundred Twenty-Seven Thousand Seven Hundred Fifty-Seven Dollars (\$23,727,757).

3. Supplemental Appendix A.2 Services to be provided by Contractor is hereby amended to add the following language before the first sentence of Section 1, 'Description of Services', in the Supplemental Appendix A.2, 'Services to be provided by Contractor':

The scope of services to be provided by Contractor may include any or all of the services described below. The specific services to be performed by Contractor will be performed at the discretion of the Airport.

4. Supplemental Appendix B.5 Calculation of Charges, is hereby amended as follows:

1. The overhead rates contained in **Paragraph D.1 Billing Rates of Supplemental Appendix B.5, Calculation of Charges**, are deleted in their entirety and replaced with the following:

COMPANY	FAR Compliant Home Office Overhead	FAR Compliant Field Office Overhead
Parsons Transportation Group, Inc.	125.47%	102.47%
The Allen Group	123.08%	101.06%
EPC Consultants	121.46%	100.27%

AE3 Partners	149.51%	124.91%
Chaves and Associates	145%	145%
M Lee Corporation	136.5%	117.2%
Robin Chiang and Company	125%	115%
Saylor Consulting Group	125%	115%
Molly Duggan Associates	NA	115% (not FAR)
La Costa Consulting Group	125%	115%
Futterman Consulting, Inc. (sole proprietor)	125% (not FAR)	N/A
Faithful + Gould	125%	N/A
Swanson Rink	150%	N/A
TRANSSOLUTIONS	150%	N/A

2. Paragraph G is deleted in its entirety and replaced with the following:

G. The approved Direct Base Labor Rates are as follows:

3D/4D Graphics	\$47.52 - \$54.72
Administrative Assistant	\$61.98 (fully burdened rate)
Administrative Assistant/Clerk	\$15.50 - \$21.69
Aircraft Systems	\$52.68 - \$71.28
Analyst	\$72.31 - \$79.54 (fully burdened rate)
Associate	\$82.64 - \$87.81 (fully burdened rate)
Asst. Project Manager	\$57.85 - \$70.24
Aviation Planning/Liaison	\$144.62 - \$151.85 (fully burdened rate)
BIM/CADD/Graphics Drafter	\$26.86 - \$43.39
BP Consultant	\$52.68 - \$69.21
Branding	\$89.87 - \$107.43
Business Process Analyst	\$69.21 - \$81.61
CAD Operator	\$24.79 - \$30.99
Chief Estimator	\$77.48 - \$81.61
Chief Scheduler	\$77.48 - \$81.61
Clerical	\$20.66 - \$39.25
Communication Strategies	\$89.87 - \$107.43
Construction Coordinator (Area Coordination)	\$69.21 - \$86.77
Contracts Coordinator	\$45.45 - \$53.72
Contracts Manager	\$47.52 - \$58.88
Cost Control Specialist	\$57.85 - \$86.77
Deputy Program Manager	\$91.94 - \$103.30
Design Manager	\$74.38 - \$90.00
Designer and Project Coordinator	\$170.45 (fully burdened rate)
Digital and Print Media Development	\$42.35 - \$59.91
Director	\$133.26 (fully burdened rate)
Director of Information Systems	\$54.75 - \$59.91
Document Control Clerk	\$20.66 - \$38.22






Document Control Manager	\$29.96 - \$51.65
Document Control Specialist	\$29.96 - \$50.62
Engineer 1	\$28.92 - \$33.06
Engineer 2	\$36.16 - \$39.25
Engineer 3	\$39.25 - \$42.35
ePM Solutions Architect	\$63.01 - \$79.54
Estimator	\$47.52 - \$64.05
Field Engineer & Inspector	\$32.02 - \$59.91
Lead Design	\$180.78 (fully burdened rate)
Lead Estimator	\$77.48 - \$81.61
Lead Scheduler	\$77.48 - \$81.61
Manager-Modeler and Market Planner	\$74.38 - \$86.77
Managing Associate	\$116.73 - \$130.16 (fully burdened rate)
Managing Director	\$89.87 - \$102.27
Managing Principal	\$225.19 (fully burdened rate)
MEP Engineer	\$47.52 - \$71.28
MIS/IT/Systems Manager/Systems	\$69.21 - \$81.61
Office Engineer/Administration	\$20.66 - \$46.49
Permit Coordinator	\$29.96 - \$51.65
Program Construction Coordinator	\$69.21 - \$96.07
Program Controls Manager	\$220 (fully burdened rate)
Program Management Advisor	\$121.89 - \$135.32
Program Management Advisor	\$252.05 (fully burdened rate)
Program Planner	\$74.38 - \$114.66
Program Safety Auditor	\$52.68 - \$71.28
Program Special/Security Systems Manager	\$69.21 - \$81.61
Program Support Planner	\$61.98 - \$70.24
Program Support Sustainability	\$56.82 - \$64.05
Program Sustainability Manager	\$69.21 - \$81.61
Project Assistant	\$26.86 - \$37.19
Project Controls Engineer	\$47.52 - \$59.91
Project Controls Manager	\$69.21 - \$79.54
Project Director Administration	\$59.91 - \$78.51
Project Director Technical	\$59.91 - \$78.51
Project Director	\$74.38 - \$89.87
Project Manager	\$37.19 - \$84.71
Project Manager/Principal	\$206.60 (fully burdened rate)
QA/QC Manager	\$57.85 - \$71.28
QRT Leader(s)	\$52.68 - \$65.08
Safety Manager	\$69.21 - \$81.61
Scheduler	\$47.52 - \$67.15
Senior Analyst – Data, Schedules and Analysis	\$47.52 - \$59.91
Senior Associate	\$90.90 - \$109.50 (fully burdened rate)

Senior Civil Estimator	\$63.01 - \$71.28
Senior Electrical Estimator	\$69.21 - \$77.48
Senior Estimator	\$61.98 - \$71.28
Senior Mechanical Estimator	\$69.21 - \$77.48
Senior MEP Estimator	\$69.21 - \$77.48
Senior Office Engineer	\$53.72 - \$65.08
Senior Scheduler	\$57.85 - \$81.61
Senior Technical Advisor	\$271.68 (fully burdened rate)
Site Infrastructure Utilities Coordinator	\$57.85 - \$79.54
Structural/Seismic Engineer	\$47.52 - \$77.48
Sustainable Design Coordinator	\$36.16 - \$41.32
Technical Assistant	\$22.73 - \$25.83
Technical Lead	\$52.68 - \$69.21
Technical Specialist	\$47.52 - \$69.21
Technology Planning	\$52.68 - \$81.61
Tenant Coordinator	\$92.97 - \$105.37
Terminal Space Planner	\$52.68 - \$71.28
Vice President	\$150.82- \$213.83 (fully burdened rate)
Website Development	\$47.52 - \$54.75

5. Effective Date. Each of the changes set forth herein 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
AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	
By:  Ivar E. Satero, Airport Director	Authorized Signature Perfecto M. Solis Senior Vice President – Americas Aviation Division Managing Partner of T1 Partners, Joint Venture
Approved as to Form: Dennis J. Herrera City Attorney	Parsons Transportation Group, Inc. 1301 W. President George Bush Highway, Suite 350 Richardson Texas 75080 469-688-2435
By:  Heather Wolnick Deputy City Attorney	 Authorized Signature P.A. Kini Chief Executive Officer Partner of T1 Partners, Joint Venture
	EPC Consultants, Inc. 655 Davis Street San Francisco, California 94111 415-675-7580
	 Authorized Signature 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