

Original

CONTRACT ORDER

Modification - Increase

CONTRACT WITH:

- Decrease

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

Others

50 FREMONT STREET, SUITE 1500
SAN FRANCISCO, CA 94105

Department: 27 Airport Commission		Controller No.: DPAC14000161 (FAMIS) 0000052365 (PS) 0000132968 (PS)
*	Department Contact: SUZANNE CULIN	Tel. No: (650) 821-7893
PS CONTRACT ID : 1000006149		Date: 08/16/2018 Page <u>1</u> of <u>1</u>
Category Codes 96156	Supplier No. 0000010036	Job No: CT 9185.9
Period Covered: FROM 07/08/2013 TO 07/07/2019		Amount: \$0.00

FOR THE PURPOSE OF: MODIFICATION No. 10 SFIA CONTRACT NO. 9185.9

TO PERFORM TERMINAL 1/BOARDING AREA B REDEVELOPMENT PROGRAM MANAGEMENT SUPPORT SERVICES. MODIFICATION NO. 10 INCREASES THE COMPENSATION BY \$2,389,000 FOR A NOT-TO-EXCEED CONTRACT AMOUNT OF \$30,650,000 AND EXTENDS THE CONTRACT TERM THROUGH 07/07/2019.

PREVIOUS ENCUMBRANCE	\$22,419,309.27	(DPAC14000161)
PREVIOUS ENCUMBRANCE	1,308,447.73	(PS-0000052365)
PREVIOUS ENCUMBRANCE	3,540,000.00	(PS-0000132968)
THIS ENCUMBRANCE	0.00	(PS-0000132968)
TOTAL CERTIFIED CONTRACT AMOUNT	\$27,267,757.00	

PSC NO: 4048-12/13 - \$40 MILLION
PSC FORM 2 - \$27,994,000
BOARD OF SUPERVISOR APPROVAL NO. 187-13

CONTRACT PERIOD: 07/08/2013 – 07/07/2019 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.
\$4,533,243.00 FOR YEAR 5 SERVICES PER COMMISSION RESOLUTION NO. 17-0124
\$2,389,000.00 FOR YEAR 6 SERVICES PER COMMISSION RESOLUTION NO. 18-0163

Insurance Required	Parsons Transportation	The Allen Group	EPC Consultants
Worker's Comp.	\$1M-1/1/19	\$1M-9/1/18	\$1M-5/5/19
Comp. Gen. Liab.	\$2M-1/1/19	\$1M-9/8/18	\$1M-5/5/19
Automobile	\$1M-1/1/19	\$1M-9/8/18	\$1M-5/5/19
Professional Liability	\$5M-1/1/19	\$5M-2/1/19	\$5M-5/5/19
Excess Liability	\$5M-1/1/19	\$4M-9/8/18	\$9M-5/5/19

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 AUG 16 2018
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Ln. No.	Document		Amount	Chartfield				
	Number	Sfx.		Account	Fund	Dept	Authority	Project

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

**Modification No. 10
Contract No. 9185.9
Program Management Support Services for
Terminal 1/Boarding Area B Redevelopment**

THIS MODIFICATION (this "Modification") is made as of **June 5, 2018**, 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 in the amount of \$4,453,178 for the first year of services; 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 Amendment to the Agreement, increasing the contract not-to-exceed amount to \$12,260,757, and extending the Agreement through 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 not-to-exceed amount to \$19,760,757, extending the Agreement through July 7, 2016. The Fifth Modification also incorporated 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, increasing the contract not-to-exceed amount to \$23,727,757, and extending the Agreement through July 7, 2017. The Sixth Modification, as drafted only increased the not-to-exceed amount to \$23,460,757, updated standard contractual clauses, and modified the base labor and overhead rates; and

WHEREAS, the Seventh Modification incorporated administrative changes, including changes to labor and overhead rates and revision of the scope of services. The Seventh Modification also added the remaining \$267,000 to the contract, approved by the Commission Resolution Number 16-0174; and

WHEREAS, on June 6, 2017 by Resolution No. 17-0124, the Commission approved the Eighth Modification to the Agreement, increasing the contract amount by \$4,533,243, for a not-to-exceed total contract amount of \$28,261,000 and to extend the term of the contract through July 7, 2018. The Eighth Modification also incorporated administrative changes, including changes to labor and overhead rates; and

WHEREAS, the Ninth Modification incorporated administrative changes, adjusting the overhead and labor rates and updating standard contractual clauses; and

WHEREAS, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to extend the performance period and increase the contract amount, and amend Supplemental Appendix B.5, Calculation of Charges to adjust the overhead and labor rates; and

WHEREAS, on June 5, 2018 by Resolution No. 18-0163, the Commission approved this Modification to the Contractor to increase the contract amount by \$2,389,000, for a not-to-exceed total contract amount of \$30,650,000 and to extend the term of the contract by one year to run through July 7, 2019; 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 Agreement; 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

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 Amendment, dated July 8, 2014
Fourth Modification, dated February 18, 2015
Fifth Modification, dated July 7, 2015
Sixth Modification, dated June 1, 2016
Seventh Modification, dated July 7, 2016
Eighth Modification, dated June 6, 2017
Ninth Modification, dated October 1, 2017

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. The term of this Agreement has been extended for one (1) additional year of services to run through July 7, 2019.

3. Section 5. Compensation is hereby amended to increase compensation by the not-to-exceed amount of \$2,389,000 for a not-to-exceed contract amount of \$30,650,000.

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

1. 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 - \$58.35
Administrative Assistant	\$66.09 (fully burdened rate)
Administrative Assistant/Clerk	\$15.50 - \$23.13
Aircraft Systems	\$52.68 - \$76.01
Analyst	\$72.31 - \$84.82 (fully burdened rate)
Associate	\$82.64 - \$93.63 (fully burdened rate)
Asst. Project Manager	\$57.85 - \$74.90
Aviation Planning/Liaison	\$144.62 - \$161.93 (fully burdened rate)
BIM/CADD/Graphics Drafter	\$26.86 - \$46.26
BP Consultant	\$52.68 - \$73.80
Branding	\$89.87 - \$114.56
Business Process Analyst	\$69.21 - \$87.09
CAD Operator	\$24.79 - \$33.04
Chief Estimator	\$77.48 - \$87.03
Chief Scheduler	\$77.48 - \$87.03
Clerical	\$20.66 - \$41.86
Communication Strategies	\$89.87 - \$114.56
Construction Coordinator (Area Coordination)	\$69.21 - \$92.53
Contracts Coordinator	\$45.45 - \$57.29
Contracts Manager	\$47.52 - \$62.79
Cost Control Specialist	\$57.85 - \$92.53
Deputy Program Manager	\$91.94 - \$110.16
Design Manager	\$74.38 - \$95.98
Designer and Project Coordinator	\$181.77 (fully burdened rate)
Digital and Print Media Development	\$42.35 - \$63.89
Director	\$142.11 (fully burdened rate)
Director of Information Systems	\$54.75 - \$63.89
Document Control Clerk	\$20.66 - \$40.75
Document Control Manager	\$29.96 - \$55.08
Document Control Specialist	\$29.96 - \$53.98
Engineer 1	\$28.92 - \$35.25
Engineer 2	\$36.16 - \$41.86
Engineer 3	\$39.25 - \$45.16
ePM Solutions Architect	\$63.01 - \$84.82
Estimator	\$47.52 - \$68.30
Field Engineer & Inspector	\$32.02 - \$63.89
Lead Design	\$192.78 (fully burdened rate)
Lead Electrical Engineer	\$47.52 - \$82.62






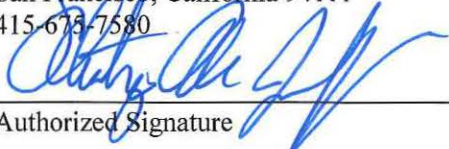
Lead Estimator	\$77.48 - \$87.03
Lead Scheduler	\$77.48 - \$87.03
Manager-Modeler and Market Planner	\$74.38 - \$92.53
Managing Associate	\$116.73 - \$138.79 (fully burdened rate)
Managing Director	\$89.87 - \$109.06
Managing Principal	\$240.14(fully burdened rate)
MEP Engineer	\$47.52 - \$76.01
MIS/IT/Systems Manager/Systems	\$69.21 - \$87.03
Office Engineer/Administration	\$20.66 - \$49.58
Permit Coordinator	\$29.96 - \$55.08
Principal Designer	\$69.21 - \$77.40
Program Construction Coordinator	\$69.21 - \$102.45
Program Controls Manager	\$234.60 (fully burdened rate)
Program Management Advisor	\$121.89 - \$144.31
Program Management Advisor	\$268.77 (fully burdened rate)
Program Planner	\$74.38 - \$122.27
Program Safety Auditor	\$52.68 - \$76.01
Program Special/Security Systems Manager	\$69.21 - \$87.03
Program Support Planner	\$61.98 - \$74.90
Program Support Sustainability	\$56.82 - \$68.30
Program Sustainability Manager	\$69.21 - \$87.03
Project Assistant	\$26.86 - \$39.66
Project Controls Engineer	\$47.52 - \$63.89
Project Controls Manager	\$69.21 - \$84.82
Project Director Administration	\$59.91 - \$83.71
Project Director Technical	\$59.91 - \$83.71
Project Director	\$74.38 - \$95.83
Project Manager	\$37.19 - \$90.33
Project Manager/Principal	\$220.31 (fully burdened rate)
Project/ Senior Designer	\$35.00 - \$71.21
QA/QC Manager	\$57.85 - \$76.01
QRT Leader(s)	\$52.68 - \$69.40
Safety Manager	\$69.21 - \$87.03
Scheduler	\$47.52 - \$71.61
Senior Administrative Assistant	\$22.00 - \$39.21
Senior Analyst – Data, Schedules and Analysis	\$47.52 - \$63.89
Senior Associate	\$90.90 - \$116.77 (fully burdened rate)
Senior Civil Estimator	\$63.01 - \$76.01

Senior Electrical Estimator	\$69.21 - \$82.62
Senior Estimator	\$61.98 - \$76.01
Senior Mechanical Estimator	\$69.21 - \$82.62
Senior MEP Estimator	\$69.21 - \$82.62
Senior Office Engineer	\$53.72 - \$69.40
Senior Scheduler	\$57.85 - \$87.03
Senior Technical Advisor	\$289.71 (fully burdened rate)
Site Infrastructure Utilities Coordinator	\$57.85 - \$84.82
Structural/Seismic Engineer	\$47.52 - \$82.62
Sustainable Design Coordinator	\$36.16 - \$44.07
Technical Assistant	\$22.73 - \$27.54
Technical Lead	\$52.68 - \$73.80
Technical Specialist	\$47.52 - \$73.80
Technology Planning	\$52.68 - \$87.03
Tenant Coordinator	\$92.97 - \$112.36
Terminal Space Planner	\$52.68 - \$76.01
Vice President	\$150.82 - \$228.02 (fully burdened rate)
Website Development	\$47.52 - \$58.57

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.

<p>CITY AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO</p> <p>By:  Ivar C. Satero, Airport Director</p> <p>Attest:</p> <p>By:  Corina Monzon, Secretary Airport Commission</p> <p>Resolution No: 18-0163</p> <p>Adopted on: June 5, 2018</p>	<p>CONTRACTOR</p> <p> Authorized Signature</p> <p>Perfecto M. Solis Senior Vice President – Americas Aviation Division Managing Partner of T1 Partners, Joint Venture</p> <p>Parsons Transportation Group, Inc. 1301 W. President George Bush Highway, Suite 350 Richardson Texas 75080 469-688-2435</p> <p> Authorized Signature</p> <p>P.A. Kini Chief Executive Officer Partner of T1 Partners, Joint Venture</p>
<p>Approved as to Form:</p> <p>Dennis J. Herrera City Attorney</p> <p>By:  Randy Parent Deputy City Attorney</p>	<p>EPC Consultants, Inc. 655 Davis Street San Francisco, California 94111 415-673-7580</p> <p> Authorized Signature</p> <p>Schatzie Jefferson President Partner of T1 Partners, Joint Venture</p>
	<p>The Allen Group, LLC 188 Embarcadero, Suite 460 San Francisco, California 94105 415-538-1830</p> <p>Supplier ID: 0000010036</p> <p>Federal Employer ID Number: 38-3896477</p>