CITY AND COUNTY OF SAN FRANCISC	0	Original			Department: 27 Airport Commiss	sion	Controller 1 DPAC1400	
CONTRACT ORDER		Modification - 2	Increase	*	Department Contact REUBEN HALILI	:	Tel. No: (650) 821-7	/803
CONTRACT WITH:		-	Decrease		Dept./Div./Sec.	Fund Group/Fd.	/ Date: 09/21 Page <u>1</u>	
<u>T1 PARTNERS, A JOINT VENTU</u> TRANSPORTATION GROUP, IN		S Others		*	Comm./Svc. Codes 7250-40	Vendor No. 89785-01	Job No: CT 9185.9	
GROUP, LLC. AND EPC CONSUL	LTANTS, INC.			L	Period Covered: FROM 07/08/2013	TO 07/07/2016	Amount: \$0.00	
50 FREMONT STREET, SUITE 150 SAN FRANCISCO, CA 94105	<u>0</u>							
FOR THE PURPOSE OF: MODIFICATION N TO PERFORM TERMINAL 1/BOARDING ARE			MENT	Insu	rance Required	Parsons Transportation	The Allen Group	EPC Consultants
SUPPORT SERVICES. MODIFICATION NO. 5				Wor	ker's Comp.	\$1M-1/1/16	\$1M-9/1/16	\$1M-5/5/16
AMOUNT TO \$19,760,757, EXTENDS THE CO APPENDIX A.2 AND B.5 INTO THE AGREEM		LY 7, 2016 AND INCORI	PORATES		p. Gen. Liab.	\$1.5M-1/1/16	\$1M-9/8/16	\$1M-5/5/16
					omobile	\$1M-1/1/16	\$1M-9/8/16	\$1M-5/5/16
PREVIOUS ENCUMBRANCE THIS ENCUMBRANCE	\$12,068,976.80 0.00			Prof	essional Liability	\$1.5M-1/1/16	\$2M-2/1/16	\$5M-5/5/16
TOTAL CERTIFIED CONTRACT AMOUNT	CLAR NUCLEAR & NATIO			Exce	ess Liability	\$5M-1/1/16	*\$4M-9/8/16	\$8M-5/5/16
<b>BSC NO:</b> 4048 12/12 \$40 MILLION				Exce	ess Prof. Liability	N/A	\$3M-2/1/16	N/A
PSC NO: 4048-12/13 - \$40 MILLION PSC FORM 2 - \$12,260,757.00 BOARD OF SUPERVISOR APPROVAL NO. 187-13 MAIL INVOICE TO: REUBEN HALILI								
CONTRACT PERIOD: 07/08/2013 - 07/07/2016 WITH THE OPTION OF ADDITIONAL ONE-YEAR EXTENSIONS FOR A TOTAL TERM OF TEN (10) YEARSSan Francisco Airport Commission P.O. Box 8097								
CONTRACT AWARD: \$32 MILLIION OVER THE NEXT 10 YEARS; \$4,453,178.00 FOR THE FIRST YEAR OF SERVICE PER COMMISION RESOLUTION NO. 13-0087; \$7,807,579.00 FOR YEAR 2 SERVICES PER COMMISSION RESOLUTION NO. 14-0067 AND \$7,500,000.00 FOR YEAR 3 SERVICES PER COMMISSION RESOLUTION NO. 15-0142.								
/		RECOMMENDE	) AND APPI	ROVE	D			
JOHN L. MARTIN Airport Director			erials, Supplies & Services r Real Property Leases & Rents Director of Property		Certification Date SEP 2 2 2015			
By:								
	Document Amount Index Code Sub-Obj		ect Grant Code			Project		
Number Sfx.						Pr	oject	Detail
	\$0.00							
		· · · · · · · · · · · · · · · · · · ·						<u></u>

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

## Fifth Modification

THIS MODIFICATION (this "Modification") is made as of July 7, 2015, 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, the Commission adopted Resolution Number 13-0087 on April 16, 2013 awarding the Agreement for the period of one (1) year from the Notice to Proceed date with the option for nine (9) additional one (1)-year extensions for a total term of ten (10) years; 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 amount and extending the Agreement for an additional year; and

WHEREAS, the Fourth Modification incorporated administrative changes, including changes to labor and overhead rate's and revision of the scope of services; and

WHEREAS, on July 7, 2015, by Resolution Number 15-0142, the Commission approved this Fifth Modification; 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

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

2. Term of the Agreement. The term of this Agreement has been extended for one additional year of services through July 7, 2016.

3. Section 5. Compensation is hereby amended to increase compensation by the not-to-exceed amount of Seven Million Five Hundred Thousand Dollars (\$7,500,000) for a not-to-exceed contract amount of Nineteen Million Seven Hundred Sixty Thousand Seven Hundred Fifty-Seven Dollars (\$19,760,757) and to modify base labor and overhead rates as shown on the attached Supplemental Appendix B.5, attached to this Fifth Modification.

4. Appendix A, Services to be Provided by Contractor is hereby amended to include Supplemental Appendix A.2, Services to be Provided by Contractor.

5. Appendix B, Calculation of Charges is hereby amended to include Supplemental Appendix B.5, Calculation of Charges.

6. Effective Date. Each of the modifications set forth in Section 1 shall be effective on and after July 7, 2015.

7. 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: John L. Martin, Airport Director Authorized Signature Perfecto M. Solis Senior Vice President – Americas Aviation Division Attest: Managing Partner of T1 Partners, Joint Venture Parsons Transportation Group, Inc. By 1301 W. President George Bush Highway, Suite 350 Jean Caramatti, Secretary Airport Commission Richardson, Texas 75080 469-688-2435 Resolution No: 15-0142 Authorized Signature Adopted on: July 7, 2015 P. A. Kini Approved as to Form: Chief Executive Officer Partner of T1 Partners, Joint Venture Dennis J. Herrera **City Attorney** EPC Consultants, Inc. 655 Davis Street San Francisco, California 94111 415-675-7580 By Heather Wolnick Deputy City Attorney 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

AIR-550 (9-14)

Page 3 of 4

# Attachments:

Supplemental Appendix A.2, Services to be provided by Contractor Supplemental Appendix B.5, Calculation of Charges

# SUPPLEMENTAL APPENDIX A.2 SERVICES TO BE PROVIDED BY CONTRACTOR

This Supplemental Appendix A.2 is attached to, and incorporated by reference in the Agreement between the City and County of San Francisco, acting by and through its Airport Commission (Commission), and **T1 Partners, Joint Venture** (Contractor) to provide Program Management Support Services for the Terminal 1 Redevelopment Program (T1 Program).

No Change

## 1. Description of Services

No Change

## A. KEY PERSONNEL

The Contractor's key personnel shall at a minimum include the following positions:

- 1. No Change
- 2. No Change
- 3. No Change
- 4. Delete Appendix A.1 Paragraph 1(A)(4), Program Stakeholder Engagement Process (SEP) Manager,
- 5. No Change
- 6. No Change
- 7. No Change
- **B. PLANNING PHASE**

No Change

#### C. IMPLEMENTATION PHASE

No Change

## **D. PROGRAM MANAGEMENT CONTROLS**

No Change

# E. PROGRAM SCHEDULING

No Change

Supplemental Appendix A.2 Services to be provided by Contractor

Page 1 of 2

# F. PROGRAM BUDGET AND FUNDING

No Change

# G. PROGRAM STAKEHOLDER ENGAGEMENT PROCESS (SEP) MANAGEMENT - DELETE

# H. CONSTRUCTION COORINATION SERVICES

No Change

## I. CONTRACT ADMINISTRATION

No Change

## J. PROGRAM REPORTING

No Change

# K. DOCUMENT CONTROL SERVICES

No Change

# L. QUALITY ASSURANCE/QUALITY CONTROL (QA/QC)

No Change

## 2. Tasks, Deliverables and Reports

No Change

3. Department Liaison

No Change

# END OF SUPPLEMENTAL APPENDIX A.2

Supplemental Appendix A.2 Services to be provided by Contractor

Page 2 of 2

# SUPPLEMENTAL APPENDIX B.5 CALCULATION OF CHARGES

This Supplemental Appendix B.5 attached to, and incorporated by reference in the Agreement between the City and County of San Francisco, acting by and through its Airport Commission (Commission), and **T1 Partners, Joint Venture** (Contractor) providing for Program Management Support Services for the Terminal 1 Redevelopment Program (T1 Program).

## A. GENERAL

1

No Change

## **B. METHOD OF PAYMENT**

No Change

# C. DIRECT SALARY RATE AND DIRECT SALARY RATE ADJUSTMENT

No Change

# **D. BILLING RATES**

 Billing rates and overhead rates shall be used for reimbursement of the cost portion of this Agreement. Billing rates shall be the sum of approved hourly base rates as set forth in paragraph G below plus indirect cost. Indirect cost rates for each team member shall be as follows:
 \*The below represents a revision to overhead rates, all other rates remain unchanged:

COMPANY	FAR Compliant Home Office Overhead	FAR Compliant Field Office Overhead
Parsons Transportation Group, Inc.	122.26%	97.43%
The Allen Group		115.52%
Chaves and Associates	N/A	157.28%
Swanson Rink	150%	N/A
TRANSSOLUTIONS	150%	N/A

## 2. No Change

3. No Change

#### E. FEE

No Change

# F. OTHER DIRECT COST

No Change

**G.** The approved Direct Base Labor Rates are as follows (all classifications not listed below remain unchanged):

# POSITION

KEY POSITIONS		
Deputy Program Manager		\$89 to \$100
Program Construction Coordinator		\$67 to \$93
Program Controls Manager		\$67 to \$79
Program Planner		\$72 to \$111
Program Special/Security Systems	Manager	\$67 to \$79
Program Sustainability Manager	munuger	\$67 to \$79
riogram Sustamaonity manager		ψ07 10 ψ72
SUPPORT POSITIONS		
Office Engineer/Administration		\$20 to \$45
BIM/CADD/Graphics Drafter		\$26 to \$42
Document Control Specialist		\$29 to \$49
Estimator		\$46 to \$62
Field Engineer & Inspector		\$31 to \$58
Project Controls Engineer		\$46 to \$58
QA/QC Manager		\$56 to \$69
Scheduler		\$46 to \$65
QRT Leader(s)		\$51 to \$63
Design Manager		\$72 to \$84
Safety Manager		\$67 to \$79
FUTTERMAN CONSULTING	INC.	
Senior Technical Advisor		\$263 (fully burdened rate)
FIDATO		
FIDATO Aviation Planning/Liaison		\$147 (fully burdened rate)
Aviation Planning/Liaison		\$147 (fully burdened rate)
	are fully burdened	\$147 (fully burdened rate)
Aviation Planning/Liaison DPR CONSULTING – <u>All rates</u>	are fully burdened	· · ·
Aviation Planning/Liaison DPR CONSULTING – <u>All rates</u> Project Executive	are fully burdened	\$275
Aviation Planning/Liaison <b>DPR CONSULTING</b> – <u>All rates</u> Project Executive Senior Project Manager	are fully burdened	\$275 \$250
Aviation Planning/Liaison <b>DPR CONSULTING – <u>All rates</u></b> Project Executive Senior Project Manager Project Manager	are fully burdened	\$275 \$250 \$225
Aviation Planning/Liaison <b>DPR CONSULTING</b> – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator	are fully burdened	\$275 \$250 \$225 \$110
Aviation Planning/Liaison <b>DPR CONSULTING</b> – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant	are fully burdened	\$275 \$250 \$225 \$110 \$100
Aviation Planning/Liaison <b>DPR CONSULTING – <u>All rates</u></b> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2	are fully burdened	\$275 \$250 \$225 \$110 \$100 \$90
Aviation Planning/Liaison <b>DPR CONSULTING</b> – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant	<u>are fully burdened</u>	\$275 \$250 \$225 \$110 \$100
Aviation Planning/Liaison <b>DPR CONSULTING – <u>All rates</u></b> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2		\$275 \$250 \$225 \$110 \$100 \$90 \$75
Aviation Planning/Liaison <b>DPR CONSULTING – <u>All rates</u></b> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 1	Part Time Rate	\$275 \$250 \$225 \$110 \$100 \$90 \$75 Full Time Rate
Aviation Planning/Liaison <b>DPR CONSULTING – <u>All rates</u></b> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 1 Subject Matter Expert 8	<b>Part Time Rate</b> \$325	\$275 \$250 \$225 \$110 \$100 \$90 \$75 <b>Full Time Rate</b> \$315
Aviation Planning/Liaison <b>DPR CONSULTING – <u>All rates</u></b> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 1 Subject Matter Expert 8 Subject Matter Expert 7	Part Time Rate \$325 \$300	\$275 \$250 \$225 \$110 \$100 \$90 \$75 <b>Full Time Rate</b> \$315 \$290
Aviation Planning/Liaison DPR CONSULTING – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 1 Subject Matter Expert 8 Subject Matter Expert 7 Subject Matter Expert 6	<b>Part Time Rate</b> \$325 \$300 \$275	\$275 \$250 \$225 \$110 \$100 \$90 \$75 <b>Full Time Rate</b> \$315 \$290 \$265
Aviation Planning/Liaison DPR CONSULTING – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 1 Subject Matter Expert 8 Subject Matter Expert 7 Subject Matter Expert 6 Subject Matter Expert 5	<b>Part Time Rate</b> \$325 \$300 \$275 \$250	\$275 \$250 \$225 \$110 \$100 \$90 \$75 <b>Full Time Rate</b> \$315 \$290 \$265 \$240
Aviation Planning/Liaison DPR CONSULTING – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 2 Project Intern 1 Subject Matter Expert 8 Subject Matter Expert 7 Subject Matter Expert 6 Subject Matter Expert 5 Subject Matter Expert 4	<b>Part Time Rate</b> \$325 \$300 \$275 \$250 \$225	\$275 \$250 \$225 \$110 \$100 \$90 \$75 <b>Full Time Rate</b> \$315 \$290 \$265 \$240 \$205
Aviation Planning/Liaison DPR CONSULTING – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 1 Subject Matter Expert 8 Subject Matter Expert 7 Subject Matter Expert 6 Subject Matter Expert 5 Subject Matter Expert 4 Subject Matter Expert 3	<b>Part Time Rate</b> \$325 \$300 \$275 \$250 \$225 \$200	\$275 \$250 \$225 \$110 \$100 \$90 \$75 <b>Full Time Rate</b> \$315 \$290 \$265 \$240 \$205 \$190
Aviation Planning/Liaison DPR CONSULTING – <u>All rates</u> Project Executive Senior Project Manager Project Manager Field Office Coordinator Project Accountant Project Intern 2 Project Intern 2 Project Intern 1 Subject Matter Expert 8 Subject Matter Expert 7 Subject Matter Expert 6 Subject Matter Expert 5 Subject Matter Expert 4	<b>Part Time Rate</b> \$325 \$300 \$275 \$250 \$225	\$275 \$250 \$225 \$110 \$100 \$90 \$75 <b>Full Time Rate</b> \$315 \$290 \$265 \$240 \$205

Contractor must obtain Airport Program Manager approval prior to commencing work for the below listed positions and rates.

unr	plemental Appendix B.5			35.9
	Website Development		\$46 to \$53	
	Digital and Print Media Development		\$41 to \$58	
	MOLLY DUGGAN ASSOCIATES			
	Senior Seneuller		$\phi J 0 \ 0 \phi I J$	
	Senior Scheduler		\$56 to \$79	
	Senior CIVII Estimator Senior MEP Estimator		\$67 to \$75	
	Senior Civil Estimator		\$61 to \$69	
	Senior Electrical Estimator Senior Mechanical Estimator		\$67 to \$75 \$67 to \$75	
	SAYLOR CONSULTING GROUP		<u> </u>	
	GLUI OD CONCILLENCE OD OTTO			
	Program Support Sustainability		\$55 to \$62	
	Program Support Planner		\$60 to \$68	χ.
	<b>ROBIN CHIANG AND COMPANY</b>			
	Contracts Coordinator		\$44 to \$52	
1	Cost Controls Specialist		\$56 to \$84	
	Chief Scheduler		\$75 to \$79	
	Lead Scheduler		\$75 to \$79	
	Senior Scheduler		\$60 to \$69	
	Chief Estimator		\$75 to \$79	
	Lead Estimator		\$75 to \$79	
	Senior Estimator		\$60 to \$69	
	Senior Office Engineer		\$52 to \$63	
	M LEE CORPORATION			
	Administrative Assistant/Clerk		\$15 to \$21	
	Document Control Clerk		\$20 to \$37 \$15 to \$21	
	Document Control Manager		\$29 to \$50 \$20 to \$27	
	Permit Coordinator		\$29 to \$50 \$20 to \$50	
	Project Manager		\$51 to \$68 \$20 to \$50	
	MIS/IT/Systems Manager/Systems		\$67 to \$79	
	Business Process Analyst		\$67 to \$79	
	CHAVES AND ASSOCIATES			
	Contracts Manager		\$46 to \$57	
	MEP Engineer		\$46 to \$69	
	Structural/Seismic Engineer		\$46 to \$69	
	Construction Coordinator (Area Coordinator	ation)	\$67 to \$84	
	Program Management Advisor		\$244 (fully burdened rate)	
	EPC CONSULTANTS			
			Ψυστοψ//	
	Site Infrastructure Utilities Coordinator		\$56 to \$77	
	Tenant Coordinator		\$90 to \$102	
	THE ALLEN GROUP			
	Program Management Advisor		\$118 to \$131	
	MEP Engineer		\$51 to \$69	
	Structural/Seismic Engineer		\$51 to \$69	
	Aircraft Systems		\$51 to \$69	
	Terminal Space Planner		\$51 to \$69	
	Program Safety Auditor		\$51 to \$69	
	PARSONS TRANSPORTATION GRO	OUP		
		OUP		

Supplemental Appendix B.5 Calculation of Charges

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Page 3 of 5

Communication Strategies	\$87 to \$104
Branding	\$87 to \$104
Technology Planning	\$51 to \$79
3D/4D Graphics	\$46 to \$53
-	
LA COSTA CONSULTING GROUP	<b>1</b>
Managing Director	\$87 to \$99
Manager-Modeler and Market Planner	\$72 to \$84
Sr. Analyst – Data, Schedules and Analysis	\$46 to \$58
Clerical	\$20 to \$38
FAITHFUL + GOULD	
Project Director	\$72 to \$87
Project Manager	\$61 to \$82
Asst. Project Manager	\$56 to \$68
Project Controls Manager	\$67 to \$77
Project Controls Engineer	\$46 to \$56
Sr. Scheduler	\$60 to \$67
Scheduler	\$46 to \$56
Cost Control Specialist	\$56 to \$82
Project Assistant	\$26 to \$36
ePM Solutions Architect	\$61 to \$77
BP Consultant	\$51 to \$67
Technical Lead	\$51 to \$67
Technical Specialist	\$46 to \$67
reennear Specialist	$\psi$ = 0 to $\psi$ 0 /
SWANSON RINK	
Project Director Technical	\$58 to \$76
Project Director Administration	\$58 to \$76
Director of Information Systems	\$53 to \$58
Sustainable Design Coordinator	\$35 to \$40
Project Manager	\$36 to \$51
Engineer 3	\$38 to \$41
Engineer 2	\$35 to \$38
Engineer 1	\$28 to \$32
Technical Assistant	\$22 to \$25
CAD Operator	\$24 to \$30
YM CONSULTING	
Aviation Planning/Liaison	\$140 (fully burdened rate)
LABOZAN ASSOCIATES (Wayfinding)	
Project Manager/Principal	\$200 (fully burdened rate)
Lead Design	\$175 (fully burdened rate)
Designer and Project Coordinator	\$165 (fully burdened rate)
Administrative Assistant	\$60 (fully burdened rate)
TRANSSOLUTIONS Analyst	\$70 to \$77 (fully burdened rate)
Associate	\$80 to \$85 (fully burdened rate)
Senior Associate	•
Semor Associate	\$88 to \$106 (fully burdened rate)

Supplemental Appendix B.5 Calculation of Charges Page 4 of 5

Managing Associate Director Vice President Managing Principal 113 to \$126 (fully burdened rate)
\$129 (fully burdened rate)
\$146 to \$207 (fully burdened rate)
\$218 (fully burdened rate)

# END OF SUPPLEMENTAL APPENDIX B.5

Supplemental Appendix B.5 Calculation of Charges

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