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

Modification No. 11

Contract No. 10072.41
Project Management Support Services for
the Courtyard 3 Connector Project

This Modification is made this 1st day of March 2024 in the City and County of San Francisco, State of California, by and between PGH Wong & Partners JV (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 Project Management Support Services for the Courtyard 3 Connector Project at the San Francisco International Airport (the "Airport" or "SFO"); and

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

C. On December 19, 2017, by Resolution No. 17-0321, the Commission awarded this Agreement to the Contractor for an amount not to exceed $3,250,000 for the first year of services; and

D. On September 1, 2018, City and Contractor administratively modified the Agreement to update the Contractor's overhead rates through Modification No. 1; and

E. On February 19, 2019, by Resolution No. 19-0030, the Commission approved Modification No. 2, increasing the contract amount by $5,000,000 for a new total contract amount not to exceed $8,250,000 and extending the term of the Agreement through March 12, 2020; and

F. On August 1, 2019, City and Contractor administratively modified the Agreement to update standard contractual clauses and update the direct labor rates through Modification No. 3; and

G. On November 5, 2019, by Resolution No. 19-0273, the Commission approved Modification No. 4, increasing the contract amount by $9,000,000 for a new total contract amount not to exceed $17,250,000, extending the term of the Agreement for services through June 30, 2022, and directing the Commission Secretary to seek Board of Supervisors approval of Modification No. 4; and

H. After the Commission adopted Resolution No. 19-0273, the Contractor informed the Airport that joint venture member CFWright Consulting, LLC had resigned from the joint venture, and therefore, Staff neither executed nor sought Board of Supervisors approval of Modification No. 4; and

I. On February 18, 2020, by Resolution No. 20-0028, the Commission approved a revised Modification No. 4, dated March 1, 2020, increasing the contract amount by $1,500,000 for a new total contract amount not to exceed $9,750,000, extending the term of the Agreement for services through June 30, 2022, and recognizing CFWright Consulting, LLC's complete withdrawal as a member of the joint

venture that is the Contractor for this Agreement. Standard contractual clauses were also updated through Modification No. 4; and

J. On February 18, 2020, by Resolution No. 20-0029, the Commission approved Modification No. 5, increasing the contract amount by $7,500,000 for a new total contract amount not to exceed $17,250,000 and directing the Commission Secretary to seek Board of Supervisors approval of Modification No. 5; and

K. On June 23, 2020, by Resolution No. 279-20, the Board of Supervisors approved Modification No. 5 under San Francisco Charter Section 9.118(b); and

L. On July 1, 2020, City and Contractor administratively modified the Agreement to amend Appendix B, Calculation of Charges, and to update standard contractual clauses through Modification No. 6; and

M. On April 5, 2022, by Resolution No. 22-0055, the Commission approved Modification No. 7, extending the term of the Agreement for services through December 31, 2023, with no change to the contract amount and adding a subcontractor firm (Stok LLC) to the list of approved subcontractors. Standard contractual clauses were also updated through Modification No. 7; and

N. On November 21, 2022, the City and Contractor administratively modified the Agreement to add a new classification and its respective rates, and subcontractor Helton Ventures LLC was added to the list of approved subcontractors through Modification No. 8; and

O. On December 6, 2022, by Resolution No. 22-0182, the Commission approved Modification No. 9, increasing the contract amount by $10,600,000 for a new total not-to-exceed amount of $27,850,000, extending the term of the Agreement for services through January 25, 2025, and directing the Commission Secretary to seek Board of Supervisors' approval of Modification No. 9; and

P. On February 7, 2023, by Resolution No. 045-23, the Board of Supervisors approved Modification No. 9 under San Francisco Charter Section 9.118(b), authorizing an increase to the contract amount by an amended amount of $7,750,000 for a new total not-to-exceed amount of $25,000,000; and

Q. On June 1, 2023, the City and Contractor administratively modified the Agreement to amend Appendix B, Calculation of Charges, to increase the direct labor rates and add a new subcontractor (M2P Consulting); and

R. City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to increase the contract amount, extend the term of the Agreement, and direct the Commission Secretary to seek Board of Supervisors approval; and

S. On January 16, 2024, by Resolution No. 24-0005, the Commission approved this Modification No. 11, increasing the contract amount by $20,400,000 for a new total not-to-exceed amount of $45,400,000, extending the term of the Agreement for services through January 25, 2027, and directing the Commission Secretary to seek Board of Supervisors approval of Modification No. 11; and

T. On _____, by Resolution No._____, the Board of Supervisors approved this Modification No. 11 under San Francisco Charter Section 9.118(b), authorizing an increase to the contract amount of $20,400,000 for a new total not-to-exceed amount of $45,400,000, and extending the term of the Agreement for services through January 25, 2027; and

U. Approval for this Agreement was obtained when the Civil Service Commission approved Modification No. 2 to PSC No. 47501-16/17 on May 1, 2023; and

V. 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. **Section 1.1 Agreement** is hereby replaced in its entirety with the following:

1.1 "Agreement" means the contract document dated December 19, 2017, Modification No. 1 dated September 1, 2018, Modification No. 2 dated February 19, 2019, Modification No. 3 dated August 1, 2019, Modification No. 4 dated March 1, 2020, Modification No. 5 dated July 3, 2020, Modification No. 6 dated July 1, 2020, Modification No. 7 dated April 5, 2022, Modification No. 8 dated November 21, 2022, Modification No. 9 dated March 1, 2023, and Modification No. 10, dated June 1, 2023, including all attached appendices, and all applicable city ordinances and "Mandatory City Requirements" which are specifically incorporated by reference into the Agreement.

2. **Article 2. Term of the Agreement** is hereby amended to extend the term of the Agreement to a new ending date of January 25, 2027.

3. **Article 3. Financial Matters, 3.3. Compensation, Section 3.3.1 Calculation of Charges** is hereby amended to increase the total compensation payable by Twenty Million Four Hundred Thousand Dollars **($20,400,000)** for a new total not-to-exceed amount of Forty-Five Million Four Hundred Thousand Dollars **($45,400,000).**

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 date first referenced above.

CITY AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO By: _____ Ivar C. Satero, Airport Director Attest: By _____ Kantrice Ogletree, Secretary Airport Commission Resolution No: 24-0005 Adopted on: January 16, 2024 Approved as to Form: David Chiu City Attorney By: _____ Daniel A. Edington, Deputy City Attorney	**CONTRACTOR** _____ Authorized Signature Cliff Wong, President, PGH Wong Engineering, Inc. _____ Authorized Signature Ernesto A. Avila, President Avila and Associates Consulting Engineers, Inc. PGH Wong & Partners JV 182 2nd Street, Suite 500 San Francisco, California 94105 (415) 566-0800 City Supplier ID: 0000029434 Federal Employer ID Number: 82-3487026