CITY AND COUNT	ID COUNTY OF SAN FRANCISCO Original			Department: 27 Airport Commission		Controller No.: 0000132968 (PS)				
CONTRACT ORDER Modification -			Modification - Inc	rease		Department Contact: SUZANNE CULIN		Tel. No: (650) 821-7893		
CONTRACT WITH: - Decrease					PS CONTRACT ID : 1000006149		Date: 10/22/2018 Page _1_ of _1_			
•	A JOINT VENTURE		Admin Updates OUP.	*	Category C		plier No. 0010036	Job No: CT 9185.9		
LLC. AND EPC CONSULTANTS, INC.						Period Covered:		Amount:		
CA EDEMONIT OTDEET GLUTTE 1500						FROM 07/08/2013 TO 07/07/2019		\$0.00		
	REET, SUITE 1500									
SAN FRANCISCO), CA 94105									
-	E OF: MODIFICATION N				Insurance R		Parsons ransportation	The Allen Group	EPC Consultants	
	PERFORM TERMINAL 1/BOARDING AREA B REDEVELOPMENT PROGRAM MANAGEMENT SUPPORT RVICES FOR A NOT-TO-EXCEED CONTRACT AMOUNT OF \$30,650,000. MODIFICATION NO. 11 DMINISTRATIVELY UPDATES THE OVERHEAD RATES.				Worker's C	omp.	\$1M-1/1/19	\$1M-9/1/19	\$1M-5/5/19	
					Comp. Gen	. Liab.	\$2M-1/1/19	\$1M-9/1/19	\$1M-5/5/19	
PSC NO: 4048-12/13	- \$40 MILLION				Automobile	9 9	\$1M-1/1/19	\$1M-9/1/19	\$1M-5/5/19	
PSC FORM 2 - \$27,9		87-13			Professiona Liability	1 9	\$5M-1/1/19	\$5M-2/1/19	\$5M-5/5/19	
DDEVIOUS EXICUME	DD ANCE	\$22,410,200,27	(DDAC14000161)		Excess Liab	oility S	\$5M-1/1/19	\$4M-9/1/19	\$9M-5/5/19	
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						MAIL INVOICE TO: SUZANNE CULIN				
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 COMMISION RESOLUTION NO. 13-0087; \$7,807,579.00						San Francisco Airport Commission P.O. Box 8097 San Francisco, CA 94128				
FOR YEAR 2 SERVIC \$7,500,000.00 FOR YI \$3,967,000.00 FOR YI \$4,533,243.00 FOR YI	EAR 3 SERVICES PER CO EAR 4 SERVICES PER CO EAR 5 SERVICES PER CO EAR 6 SERVICES PER CO	ESOLUTION NO. 14- MMISSION RESOLU MMISSION RESOLU MMISSION RESOLU	-0067; JTION NO. 15-0142, AND JTION NO. 16-0174. JTION NO. 17-0124	., 41,001,0171						
7			RECOMMENDED A	ND APPRO	VED					
Airport Director			Chief Administrative Officer, Board of Supervisor P		Materials, Supplies & S Purchaser Real Property Lea Director of Proper		ses & Rents		Certification Date OCT 2 3 2018	
By: Ln. No.	Number	Amount	Account	Fund	Dept	Authority		Project	Activity	
	The same of the sa	V-10-10-10-10-10-10-10-10-10-10-10-10-10-	CONTRACTOR OF THE CONTRACTOR O							

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

Modification No. 11 Contract No. 9185.9 Program Management Support Services for Terminal 1/Boarding Area B Redevelopment

THIS MODIFICATION (this "Modification") is made as of August 1, 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, on June 5, 2018, by Resolution No. 18-0163, the Commission approved the Tenth Modification to the Agreement, increasing the contract amount by \$2,389,000, for a not-to-exceed total contract amount of \$30,650,000, and extending the term of the contract through July 7, 2019. The Tenth Modification also incorporated administrative changes, including amending Supplemental Appendix B.5, Calculation of Charges to adjust the overhead and labor rates; and

WHEREAS, City and Contractor desire to administratively modify the Agreement through this Eleventh Modification on the terms and conditions set forth herein to amend Supplemental Appendix B.5, Calculation of Charges, to adjust the 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 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
Tenth Modification, dated June 5, 2018

- **b.** Other Terms. Terms used and not defined in this Modification shall have the meanings assigned to such terms in the Agreement.
- 2. 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	FAR Compliant Field Office Overhead		
Parsons Transportation Group, Inc.	121.10% 100	86.60%		
The Allen Group	125.43%	105.04%		
EPC Consultants	115.68%	105.39%		
AE3 Partners	148.51%	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		
First Circle Design	160%	135%		

- 3. Effective Date. Each of the changes set forth herein shall be effective on and after the date of this Modification.
- 4. 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.