

**AMENDMENT NO. 1  
TO THE  
PROFESSIONAL SERVICES AGREEMENT  
PART TWO  
CONSTRUCTION MANAGER-AGENT SERVICES FOR  
CAPITOL COMPLEX PROJECTS  
BETWEEN  
THE TEXAS FACILITIES COMMISSION  
AND  
BALFOUR BEATTY CONSTRUCTION, LLC**

**This Amendment No. 1** to the Professional Services Agreement Part Two Construction Manager-Agent Services for Capitol Complex Project agreement (hereinafter referred to as “Amendment No. 1”) is entered into by and between the Texas Facilities Commission, a state agency located at 1711 San Jacinto Boulevard, Austin, Texas 78701 (hereinafter referred to as “TFC”), as Owner (as defined below and in *2015 Uniform General Conditions*, Section 1.28) and Balfour Beatty Construction, LLC located at 3100 McKinnon, Seventh Floor, Dallas, Texas 75201 (hereinafter referred to as “Construction Manager-Agent” or “CMA”), to amend the original Professional Services Agreement Part Two Construction Manager-Agent Services for Capitol Complex Project Agreement dated March 29, 2017, (hereinafter referred to as the “Agreement”) pursuant Tex. Gov’t Code Ann. §§2166.2525 and §2267.151 (West 2016), to be effective as of the Effective Date (as defined below).

**RECITALS**

WHEREAS, on March 29, 2017, the Parties entered into that one certain *Professional Services Agreement Part 2 Construction Manager-Agent Services for the Capitol Complex Project By and Between the Texas Facilities Commission and Balfour Beatty Construction, LLC*, (hereinafter referred to as the “Agreement”); and

WHEREAS, in keeping with Agreement Sections 1.1.32, Fixed Limit of Cost, 2.2.4, TFC Approvals, and 11.29, Entire Agreement and Modification, the Parties desire to amend the Agreement to provide for reallocation of certain Construction Manager-Agent Fees as more particularly described below;

NOW THEREFORE, the Parties hereby agree as follows:

1. Unless clearly provided otherwise herein, all terms and phrases in initial caps herein shall have the same meaning as the terms and phrases with initial caps in the Agreement.
2. The Parties agree to modify ARTICLE IV – CONSIDERATION; PAYMENT CONDITIONS, Section 4.1.1, Construction Manager Agent Fees, reducing TFC controlled contingency and reimbursable expenses, increasing the lump sum fee for services, and replacing CMA’s Fee Schedule and Staffing Plan, “Exhibit F,” with CMA’s Revised Fee Schedule and Staffing Plan, “Exhibit F-1.” Therefore, Section 4.1.1, Construction Manager Agent Fees, is hereby deleted in its entirety and replaced with Section 4.1.1, Construction Manager-Agent Fees, as follows:

TFC Contract No. 17-042-000  
Balfour Beatty Construction LLC  
RFQ No. 303-6-01255  
Project No. 16-018-8001

“4.1.1. Construction Manager-Agent Fees. In exchange for the timely delivery of the Professional Services as specified by this Agreement, CMA shall be paid a fee in an amount of Nineteen Million Seven Hundred Ninety-Five Thousand Nine Hundred Twenty and No/100 Dollars (\$19,795,920.00), which includes a lump sum fee for services of Eighteen Million Five Hundred Twenty-Five Thousand Four Hundred Sixty-Seven and No/100 Dollars, (\$18,525,467.00), reimbursable expenses not to exceed the amount of Two Hundred Twenty-Five Thousand and No/100 Dollars (\$225,000.00), and TFC controlled contingency not to exceed the amount of One Million Forty-Five Thousand Four Hundred Fifty-Three and No/100 Dollars (\$1,045,453.00). Payment shall be in accordance with CMA’s Revised Fee Schedule and Staffing Plan, “Exhibit F-1,” and based on forty-nine (49) months of service.”

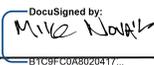
3. The Parties further agree to modify the Agreement so that all references therein to “CMA’s Fee Schedule and Staffing Plan, ‘Exhibit F,’” are replaced with, “CMA’s Revised Fee Schedule and Staffing Plan, ‘Exhibit F-1,’” attached hereto and incorporated herein for all purposes.

4. All other terms and conditions of the Agreement not expressly amended herein shall remain in full force and effect.

5. This Amendment No. 1 shall be effective as of the latest Date of Execution set forth below the signatures of the Parties’ duly authorized officers.

**TEXAS FACILITIES COMMISSION**

**BALFOUR BEATTY CONSTRUCTION, LLC**

By:  \_\_\_\_\_  
DocuSigned by: Mike Novak  
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By:  \_\_\_\_\_  
DocuSigned by: Louis Saksen, Project Executive  
327C309E50E74CA...

Mike Novak

Louis Saksen

Executive Director

Project Executive

Date of Execution: 02/20/2019 | 6:38 PM CST

Date of Execution: 02/20/2019 | 6:24 PM CST

G.C. 

Dir. 

D.E.D. 

TFC Contract No. 17-042-000  
Balfour Beatty Construction LLC  
RFQ No. 303-6-01255  
Project No. 16-018-8001

**EXHIBIT F-1**

**CMA's REVISED FEE SCHEDULE AND STAFFING PLAN**

TFC  
 Capital Complex Projects  
 Austin, TX

Staff Chart

POSITION	PROPOSED PERSON	Total Fees	Exhibit "G" Fee Rates - Hourly	Exhibit "G" Monthly Rate	Exhibit "G" Annual Rate	2017											
						1	2	3	4	5	6	7	8	9	10	11	
						FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	
						\$262,075	\$295,253	\$295,253	\$300,985	\$320,366	\$320,366	\$326,098	\$326,098	\$326,098	\$326,098	\$326,098	\$326,098
						\$262,075	\$567,328	\$862,580	\$1,153,565	\$1,473,931	\$1,794,297	\$2,120,395	\$2,446,494	\$2,772,592	\$3,098,690	\$3,424,788	
<b>Preconstruction</b>																	
<b>Procurement</b>																	
<b>Excavation</b>																	
<b>Site Utility</b>																	
<b>CUP</b>																	
<b>1801 Congress Building</b>																	
<b>1601 Congress Building</b>																	
<b>Texas Mall &amp; PG</b>																	
Position	Name	Total Fee	General Superintendent 100% CO Fee	Fee Rate													
Project Executive	Lou Saksen	\$0		\$263.41	\$45,623	\$547,471	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Senior Project Accountant	Meg Drucker	\$0		\$97.63	\$16,910	\$202,914	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Clerical/Admin -	Lesley Pedersen	\$0		\$66.54	\$11,525	\$138,297	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Project Director	Jake Salley	\$0		\$243.74	\$42,216	\$506,589	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
Senior Project Manager	Mike Zanardi	\$0		\$228.54	\$39,583	\$474,998	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
General Superintendent	Tommy Hollingsworth	\$0	\$629,547	\$279.60	\$48,427	\$581,121	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
Safety Manager	Daniel Gonzales	\$0		\$165.48	\$28,661	\$343,934				20%	20%	20%	20%	20%	20%	20%	20%
Scheduler - Consultant	Claire (Encore Group)	\$0		\$187.92	\$32,548	\$390,573	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%	50%
Project Engineer - Procure	Joshua Cheung	\$0		\$141.38	\$24,487	\$293,844	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Cert Payroll Manager	BBC Resource	\$0		\$97.63	\$16,910	\$202,914											
BBC - Estimating Resources - Cost Engineer	Carlton Broman	\$0		\$165.48	\$28,661	\$343,934											
Cost Engineer - Pay Apps/CO's - Consultant	BBC Resource	\$0		\$165.48	\$28,661	\$343,934				40%	40%	40%	40%	40%	40%	40%	40%
Precon Director/ Estimating Lead	Jake Salley	\$0		\$187.92	\$32,548	\$390,573	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Project Manager - Excavation	Tommy Hollingsworth	\$0		\$165.48	\$28,661	\$343,934	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Senior Project Manager - Site Utility	Jennifer Shell (ECM)	\$0		\$187.92	\$32,548	\$390,573	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Senior Project Manager - CUP	Cary Franklin	\$0		\$187.92	\$32,548	\$390,573					20%	20%	20%	20%	20%	20%	20%
Project Manager - MLK Building	Dave Wallace	\$0		\$165.48	\$28,661	\$343,934						20%	20%	20%	20%	20%	20%
Project Manager - Congress Building	Lisa Aguirre	\$0		\$165.48	\$28,661	\$343,934											
Senior Project Manager - Texas Mall & PG	Jennifer Shell	\$0		\$187.92	\$32,548	\$390,573											
BIM Manager & Technology Manager	Lisa Aguirre	\$0		\$179.51	\$31,091	\$373,094	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Operations Director - QC Manager	Brent Blake	\$0		\$228.54	\$39,583	\$474,998					20%	20%	20%	20%	20%	20%	20%
Technical Writing / Publishing	Rana Severs	\$0		\$187.92	\$32,548	\$390,573		20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
HUB Outreach/Coordinator	Bridget Booth	\$0		\$165.48	\$28,661	\$343,934		20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Information Tech - SPM	Jeff Pistor	\$0		\$187.92	\$32,548	\$390,573		20%	20%	20%	20%	0%	0%	0%			
Legal Counsel	Beth Ballew Ray	\$0		\$228.54	\$39,583	\$474,998		20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Business Communications/Relations	Rana Severs	\$0		\$187.92	\$32,548	\$390,573		20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
<b>Owner Contingency TOTALS:</b>							<b>8.1</b>	<b>9.1</b>	<b>9.1</b>	<b>9.3</b>	<b>9.9</b>	<b>9.9</b>	<b>10.1</b>	<b>10.1</b>	<b>10.1</b>	<b>10.1</b>	<b>10.1</b>





