

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

**Third Modification**

THIS AMENDMENT (this "Amendment") is made as of **April 1, 2015** in San Francisco, California, by and between **FSP PPM Management, LLC** ("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 10-0228 on July 6, 2010 which authorized the award of said Agreement for the period of January 1, 2011 through June 30, 2013, for a not-to-exceed amount of \$10,450,000, with three (3) one-year options to renew at the sole and absolute discretion of the Commission; and

WHEREAS, pursuant to San Francisco Charter Section 9.118, the Board of Supervisors by its Resolution No. 548-10, adopted November 16, 2010 for the amount of \$10,450,000, approved the contract to Contractor; and

WHEREAS, the Commission adopted the First Amendment pursuant to Resolution Number 13-0005 on January 15, 2013 to increase the contract by \$4,617,000 for a not-to-exceed amount of \$15,067,000, and exercise the first one-year option; and

WHEREAS, pursuant to San Francisco Charter Section 9.118, the Board of Supervisors by its Resolution No.175-13, adopted June 4, 2013, approved the first of three one-year option to Contractor with an increase to the contract of the reduced request of \$4,557,975 for an amended not-to-exceed amount of \$14,636,814; and

WHEREAS, the Commission adopted the Second Amendment pursuant to Resolution Number 14-0028 on February 18, 2014 to increase the contract by \$4,794,000 for a not-to-exceed amount of \$19,861,000, and exercise the second one-year option; and

WHEREAS, pursuant to San Francisco Charter Section 9.118, the Board of Supervisors by its Resolution No.193-14, adopted June 19, 2014, approved the second of three one-year option to Contractor with an increase to the contract of \$4,794,000 for an amended not-to-exceed amount of \$16,938,693; and

WHEREAS, the Commission adopted the Third Modification pursuant to Resolution Number 15-0054 on March 3, 2015 to increase the contract by \$1,039,000 for a not-to-exceed amount of \$20,900,000, and exercise the third and final one-year option; and

WHEREAS, pursuant to San Francisco Charter Section 9.118, the Board of Supervisors by its Resolution No. \_\_\_\_\_, adopted \_\_\_\_\_, 2015, approved the third one-year option to Contractor with an increase to the contract of \$4,800,000 for an amended not-to-exceed amount of \$20,900,000; and

WHEREAS, the final compensation amount reflects funding adjustments authorized in previous modifications; and

WHEREAS, approval for this Amendment was obtained when the Civil Service Commission approved Contract number 4100-09/10 on March 15, 2010; and

WHEREAS, the Commission desires to modify the Agreement for administrative changes required by recently enacted San Francisco contracting ordinances; and

NOW, THEREFORE, Contractor and the City agree as follows:

**1. Definitions.** The following definitions shall apply to this Amendment:

**a. Agreement.** The term "Agreement" shall mean the Agreement dated October 1, 2010 between Contractor and City, as amended by the:

First Amendment	dated April 1, 2013
Second Amendment	dated May 29, 2014

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

**2. Section 3. Term of the Agreement** is hereby amended to extend the term of the contract for an additional year for a new ending date of **June 30, 2016**.

**3. Section 6.1(c). Compensation – Invoicing and Payments** of the Agreement is hereby replaced in its entirety to read as follows:

Payments shall be made by City to Contractor at the following address:

ABM Parking Services  
1150 S. Olive St., 19<sup>th</sup> Floor  
Los Angeles, CA 90015  
ATTN: Bertha Ibarra

**4. Section 6.6. Compensation** – The compensation is hereby amended to increase the total compensation payable by an amount not to exceed **three million nine hundred and sixty one thousand three hundred and seven dollars (\$3,961,307)** for the period from July 1, 2015 through June 30, 2016 for a new total not to exceed amount of **twenty million nine hundred thousand dollars (\$20,900,000)**.

5. **Section 26. Notices to the Parties** is hereby replaced in its entirety to read as follows:

**26. Notices to the Parties.** Unless otherwise indicated elsewhere in this Agreement, all written communications sent by the parties may be by U.S. mail, or by e-mail, and shall be addressed as follows:

To City: Daniel J. Pino,  
Senior Transportation Planner  
Landside Operations.  
SFIA  
PO Box 8097  
San Francisco, CA 94128-8097,  
E-Mail: Daniel.Pino@flysfo.com,  
Fax: (650) 821-6508

To Contractor: D. Scott Hutchison  
Vice President, ABM  
FSP PPM Management, LLC.  
45 East Broadway  
Salt Lake City, UT 84111  
Email: SHutchison@abm.com  
Fax: (866) 349-0516

And

Sam Tadesse  
FSP PPM Management, LLC  
465 California Street, Suite 473  
San Francisco, CA 94104  
Email: stadesse@pacificparkonline.com  
Fax: (415) 434-4455

Any notice of default must be sent by registered mail.

6. **Appendix B. Calculation of Charges** is hereby amended to increase the total compensation payable by an amount not to exceed **\$4,800,000** for the Fiscal Year 2015-2016 commencing July 1, 2015 for a new total compensation payable in an amount not to exceed **\$20,900,000** and to add the attached Supplemental Calculation of Charges for the one-year option period:

**Appendix B-1/Annual Cost Proposal Summary – FY 15-16 Supplement**

**Appendix B-2/ Management Fee & Other Direct Cost Schedule Summary – FY 15-16 Supplement**


**Appendix B-3/ Hourly Salary Ranges Summary – FY 15-16 Supplement**

**Appendix B-4/ Cost Proposal Summary – Shared Ride Van Curb Coordination – FY 15-16 Supplement**

7. **Effective Date.** Each of the modifications set forth in Section 2 shall be effective on and after **July 1, 2015.**

8. **Legal Effect.** Except as expressly modified by this Amendment, 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 Amendment 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
Attest:	<u>D Scott Hironaka</u> Printed Name <u>Vice President</u> Title
By _____ Jean Caramatti, Secretary Airport Commission	<u>FSP PPM Management, LLC</u> Company Name
Resolution No: <u>15-0054</u>	<u>80706</u> City Vendor Number
Adopted on: <u>March 3, 2015</u>	<u>465 CALIFORNIA ST. SUITE 473</u> Address
Approved as to Form:	<u>SAN FRANCISCO, CA 94104</u> City, State, ZIP
Dennis J. Herrera City Attorney	<u>415-434-4400</u> Telephone Number
By _____ Constance Menefee Deputy City Attorney	<u>27-359 7718</u> Federal Employer ID Number

**APPENDIX B-1  
Calculation of Charges  
FY 15-16 Supplement**

Contractor shall be paid an amount not to exceed that stated in the attached Annual Cost Proposal submitted by Contractor and approved by Director for the first year of this Agreement. Any changes to the Annual Cost Proposal require the written approval of Director or his designee.

Included as follows in Appendix B-1 – FY 15-16 Supplement are the following:

- Appendix B-1/Annual Cost Proposal Summary – FY 15-16 Supplement**
- Appendix B-2/ Management Fee & Other Direct Cost Schedule Summary – FY 15-16 Supplement**
- Appendix B-3/ Hourly Salary Ranges Summary – FY 15-16 Supplement**
- Appendix B-4/ Cost Proposal Summary – Shared Ride Van Curb Coordination – FY 15-16 Supplement**

# Appendix B-1/Annual Cost Proposal Summary - FY 15-16 Supplement



Annual Cost Proposal Summary- Total Airport Funded Program (T1, T2, T3 and ITB Operations) SEPARATE ZONES AT T1 & T3  
 CURBSIDE MANAGEMENT PROGRAM-July 1, 2015 to June 30, 2016

Direct Labor Costs	Projected Period Hours		Hourly Rates		Period Costs	Total Period Costs
			July - Dec ^	Jan. - June ~		
<u>Program Staff - Classification</u>						
1. Curbside Managers	7,380	x	\$30.50	\$32.03	= \$ 230,717.25	
2. Taxi Supervisors	8,467	x	\$23.66	\$24.37	= \$ 203,334.16	
3. Limo/Van Supervisors	8,467	x	\$21.58	\$22.44	= \$ 186,372.22	
4. Taxi Dispatchers	66,288	x	\$20.39	\$21.00	= \$ 1,371,878.23	
5. Van Coordinator	0	x	\$16.88	\$17.56	= \$ -	
6. TNC Monitor	10,192		\$16.88	\$17.56	= \$ 175,506.24	
7. Limo Monitor	2,496	x	\$16.88	\$17.56	= \$ 42,975.13	
8. Smartcard Administrative Asst.	5,069	x	\$22.00	\$22.00	= \$ 111,518.00	
9. Cashier Supervisor (30 Day Max.)	524	x	\$26.43	\$26.43	= \$ 13,849.32	
10. Taxi Cashiers (30 Day Max.)	2,160	x	\$22.95	\$22.95	= \$ 49,572.00	
11. Assistant General Manager	2,084	x	\$34.32	\$34.32	= \$ 71,522.88	
						Subtotal \$ 2,457,245.42
<u>Fringe Benefits</u>						
<u>Payroll Taxes</u>						
FICA					\$ 216,348.36	
FUTA					\$ 27,043.55	
SUI					\$ 189,304.82	
Health Insurance					\$ 361,800.00	
Disability Insurance					\$ -	
Life/Accident Insurance					\$ 7,440.00	
Compensated Leave					\$ 247,109.08	
Pension					\$ 172,525.00	
						Subtotal \$ 1,221,570.80
<u>Premiums- Airport Funded Program Only</u>						
Other Direct Costs				Subtotal	\$ 273,887.00	
Management Fee				Subtotal	\$ 847,297.01	
				<b>Total Airport Funded Proposal</b>	<b>\$ 4,800,000.24</b>	

^ Contract must be renewed.  
 ~ New Union contract starts

## Appendix B-2/Management Fee & Other Direct Cost Schedule Summary - FY 15-16 Supplement

Management Fee & Other Direct Cost Schedule Summary - Total Airport Funded Program (T1, T2, T3 and ITB Operations) SEPARATE ZONES AT T1 & T3  
CURBSIDE MANAGEMENT PROGRAM-July 1, 2015 to June 30, 2016



**Salaries- Curbside Management Program On-Site Management Staff**

	\$		Period Fee Componets
1 General Manager	95,000.00		
2	-		
3	-		
4	-		
<b>Subtotal</b>		<b>\$ 95,000.00</b>	

**Fringe Benefits- Curbside Management Program On-Site Management Staff**

Payroll Taxes

FICA	\$ 7,267.50		
FUTA	\$ 760.00		
SUI	\$ 5,890.00		
Health Insurance	\$ 6,000.00		
Disability Insurance	\$ -		
Life/Accident Insurance	\$ 330.00		
Compensated Leave	\$ -		
Pension	\$ 2,850.00		
<b>Subtotal</b>		<b>\$ 23,097.50</b>	

Required Insurance

Workers Compensation - Airport Funded	\$ 177,538.11		
Workers Compensation - Van Coordinators	\$ 116,451.48		
Commercial General Liability* (includes Van Budget Costs)	\$ 13,030.50		
Business Auto Liability* (includes Van Budget Costs)	\$ 8,832.60		
<b>Subtotal</b>		<b>\$ 315,852.69</b>	

**Overhead & Profit ^**

Overhead & Profit- Van Operations	\$ 150,147.62		
Overhead & Profit- Airport Funded	\$ 263,199.20		

<b>TOTAL Calculated ANNUAL MANAGEMENT FEE</b>		<b>\$ 847,297.01</b>	
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^ Profit reduced to 6% per the contract



Appendix B-2/Management Fee & Other Direct Cost Schedule Summary - FY 15-16 Supplement



Management Fee & Other Direct Cost Schedule Summary - Total Airport Funded Program  
 (T1, T2, T3 and ITB Operations) SEPARATE ZONES AT T1 & T3  
 CURBSIDE MANAGEMENT PROGRAM-July 1, 2015 to June 30, 2016

**Other Direct Costs- Itemized List**

Airport ID Badges (1)	\$ 1,500.00
Fingerprints	\$ 500.00
Background investigations	\$ 2,500.00
Broadband Internet Connection (1)	\$ 500.00
Business Reply Postage Fees-Customer Feedback Cards	\$ 100.00
Computer Software	\$ 300.00
Fax Line (1)	\$ 400.00
Materials & Supplies (Includes Computer Consumables)	\$ 11,700.00
Name Badges (1)	\$ 500.00
Office Equipment	\$ 1,200.00
Postage (1)	\$ 400.00
Radio Equipment and Service/Maintenance Agreement	\$ 5,100.00
Recruitment (Excluding Management Staff)	\$ 3,300.00
Telephone Equipment & Service (1)	\$ 700.00
Telephone Voice Mail	\$ 1,000.00
Cellular phones (4)	\$ 11,300.00
Ticket/Form Printing (Excluding Letterhead/ Business Cards) (1)	\$ 27,600.00
Uniform Purchase, Rental & Cleaning (Line & Supervisory Staff Only)(1)	\$ 15,500.00
Vehicle Leases	\$ 6,000.00
Vehicle Operating and Maintenance Costs (Except Insurance)	\$ 6,400.00
Service Incentive Program (1)	\$ 750.00
Professional Services for Customer Service Training	\$ 5,000.00
Mystery Shopper Expenses *	\$ 31,637.00
Cubic Contract	\$ 20,000.00
Ventek Contract	\$ 20,000.00
GTMS System	\$ 50,000.00
Other Costs Not Specifically Excluded by the Contract (Itemize Cost in the Backup Documents)	\$ 50,000.00
Other Outside Services (Itemize Costs in the Backup Documents)	\$ -
<b>TOTAL OTHER DIRECT COSTS:</b>	<b>\$ 273,887.00</b>

**Notes:**

(1) Reimbursements are limited. See RFP for additional details.

\* Given the significance of the Mystery Shop Program we have added a line item in the budget.

Appendix B-3/Hourly Salary Ranges Summary - FY 15-16 Supplement



**Labor Rate Per Unit Cost Summary - Total Airport Funded Program + Door-to-Door Van Operator Funded Program T1, T2, T3 and ITB Operations)  
SEPARATE ZONES AT T1 & T3  
CURBSIDE MANAGEMENT PROGRAM-July 1, 2015 to June 30, 2016**

<u>Management Position</u>	<u>Rate (1) (2)</u>		<u>Basis</u>	<u>OT Status</u>	
	July - Dec	Jan. - June			
<u>1. General Manager</u>	<u>\$ 47.04</u>	<u>\$ 47.04</u>	<u>Salary</u>	<u>Exempt</u>	
<u>Staff Position</u>					
1. Curbside Managers	\$ 30.50	\$ 32.03	Salary	Exempt	
2. Taxi Supervisors	\$ 23.66	\$ 24.37	Hourly	Non-Exempt	2%
3. Limo/Van Supervisors	\$ 21.58	\$ 22.44	Hourly	Non-Exempt	4%
4. Taxi Dispatchers	\$ 20.39	\$ 21.00	Hourly	Non-Exempt	2%
5. Van Coordinator	\$ 16.88	\$ 17.56	Hourly	Non-Exempt	3%
6. TNC Monitor	\$ 16.88	\$ 17.56	Hourly	Non-Exempt	2%
7. Limo Monitor	\$ 16.88	\$ 17.56	Hourly	Non-Exempt	3%
8. Smartcard Administrative Asst.	\$ 22.50	\$ 22.50	Hourly	Non-Exempt	2%
9. Cashier Supervisor (30 Day Max.) (5)	\$ 26.13	\$ 26.13	Hourly	Non-Exempt	
10. Taxi Cashiers (30 Day Max.)	\$ 22.68	\$ 22.68	Hourly	Non-Exempt	
11. Assistant General Manager	\$ 34.32	\$ 34.32	Salary	Exempt	2%

**NOTES**

- (1) Rate for all hourly and non-exempt positions includes overtime factor and subject to collective bargaining agreements.
- (2) Rate shown is an average and can vary by seniority pursuant to collective bargaining agreements.
- (3) For OT Status, Exempt - No Overtime Paid to Employee and Non-Exempt - Eligible for Paid Overtime.
- (4) There will be new CBAs negotiated by the Contractor effective January 1, 2014 and as such the labor rates may change during the contract term and may be amended with a formal modification of the contract.
- (5) Cashier Supervisor Rate = Taxi Cashier + 15%

Appendix B-4/Cost Proposal Summary - Shared Ride Van Curb Coordination - FY 15-16

Annual Cost Proposal Summary- Shared Ride Van Curb Coordination Program [Non- Airport Funded Program] 4 Terms - SEPARATE ZONES AT T1 & T3 CURBSIDE MANAGEMENT PROGRAM-July 1, 2015 to June 30, 2016



Direct Labor Cost Charged to Door-to-Door Van Operators	Projected Period Hours		Hourly Rates*		Period Costs	Total Period Costs
			July - Dec	Jan. - June		
<u>Program Staff- Classification</u>						
1. Van Coordinator	95,128	x	\$ 16.88	\$ 17.56	\$ 1,638,104.16	Subtotal: \$ 1,638,104.16
 <u>Fringe Benefits</u>						
<u>Payroll Taxes</u>						
FICA					\$ 147,021.95	
FUTA					\$ 18,377.75	
SUI					\$ 128,644.21	
Health Insurance					\$ 281,349.24	
Disability Insurance					\$ -	
Life/Accident Insurance					\$ 4,488.00	
Compensated Leave					\$ 150,705.00	
Pension					\$ 75,540.00	
						Subtotal: \$ 806,126.15
Other Direct Cost Charged to Shared Ride Van Operators (From page 2)						\$ 48,230.00
Management Fee Charged to Shared Ride Van operators, Including Overhead & Profit (Included in Airport-Funded ACP)						\$ -
 <u>Premiums-Non Airport Funded Portion Only</u>						
<u>Required Insurance</u>						
Workers Compensation (Included in Airport-Funded ACP)					\$ -	
Commercial General Liability**					\$ -	
Business Auto Liability**					\$ -	
						Subtotal: \$ -
					Contingency	\$ 10,000.00
					<b>Total Non-Airport Funded Proposal</b>	<b>\$ 2,502,460.31</b>

Appendix B-4/Cost Proposal Summary - Shared Ride Van Curb Coordination - FY 15-16



Annual Cost Proposal Summary- Shared Ride Van Curb Coordination Program [Non- Airport Funded Program]  
 (T1, T2, T3 and ITB Operations) SEPARATE ZONES AT T1 & T3  
 CURBSIDE MANAGEMENT PROGRAM-July 1, 2015 to June 30, 2016

Other Direct Costs- Itemized List

Period Fee  
 Components

New Hire Training	\$	2,756.25
Professional Development and Training	\$	2,756.25
Service Incentive Program	\$	1,323.00
Drug Test, Background Checks and Physicals	\$	4,410.00
SFO ID Badges	\$	1,653.75
Name Badges	\$	330.75
Uniform Purchase/Rental/Cleaning	\$	25,000.00
Radio purchase	\$	10,000.00
	\$	-
	\$	-
	\$	-
TOTAL OTHER DIRECT COSTS [ Charged to Shared Ride Van Operators]:	\$	48,230.00

Notes:

(1) Reimbursements are limited. See Contract for additional details.