

**AMENDMENT NO. 2 TO AGREEMENT BETWEEN
THE CITY AND COUNTY OF SAN FRANCISCO
AND VEOLIA TRANSPORTATION SERVICES INC.**

THIS AMENDMENT NO. 2 TO AGREEMENT is made and entered into this 1st day of June, 2011, between the City and County of San Francisco, a municipal corporation ("City"), acting through its San Francisco Municipal Transportation Agency ("SFMTA"), and Veolia Transportation Services, Inc. ("Contractor").

RECITALS

A. On April 1, 2010, the City entered into an agreement with Contractor to provide paratransit broker services to administer the City's Paratransit Program ("Agreement"), for a term beginning April 1, 2010 and ending March 30, 2015, with an option to extend the Agreement for an additional five years.

B. On April 1, 2010, the parties executed Amendment No. 1 to Agreement, in which the Contractor agreed to participate in the SFMTA's deficit reduction program by reducing specified Administrative Expenses under the Agreement by three percent. The Amendment also included various federally required clauses that were inadvertently omitted from the Agreement.

C. The parties wish to further amend the Agreement to provide for the City to lease Contractor one accessible hybrid van ("hybrid van") for use in the Paratransit Program, to be used to test the hybrid technology in San Francisco's operating environment. The hybrid van will expand the City-owned fleet to 61 accessible vans.

D. Contractor intends to sublease the hybrid van to a company participating in the Paratransit Program in accordance with the lease provisions of the Agreement. Since the hybrid van is to be used as a test of the technology in the San Francisco operating environment and the hybrid vehicle is more expensive than a comparable non-hybrid vehicle, the full cost of the vehicle is not expected to be recouped under this Agreement.

IT IS MUTUALLY AGREED that all other terms and conditions of Agreement shall remain in full force and effect and that Agreement is amended to read as follows:

1. A new Section 63.1.3(2011 Hybrid Purchase) is added to Agreement to read as follows:

63.1.3. 2011 Hybrid Purchase. Through the Caltrans-approved CalAct/Morongo Basin Transit Authority (MBTA) Purchasing Cooperative, City purchased from El Dorado Bus Sales, Inc., one (1) modified Type II paratransit hybrid van ("hybrid van"), at a cost of \$133,439. The hybrid van is 23' in length, including bumpers.

2. Table 1 (Subleases of City-Owned Vehicles) of Agreement is amended to read as follows:

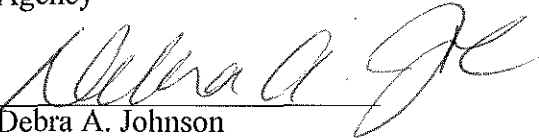
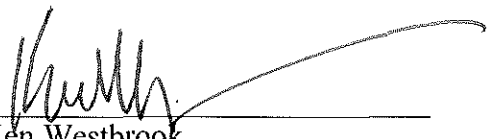
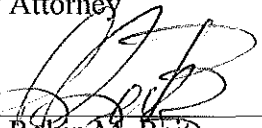
Table 1: Subleases of City-Owned Vehicles

Vehicle Year	# of Vehicles	Manufacturer	Vehicle Type	Sublease Term
2006	20	El Dorado	Type II van	September 2006 - September 2011
2008	6	El Dorado	Type II van	August 2008 - August 2013
2008	5	El Dorado	Minivan	October 2008 - November 2012
2008	14	Bus West	Type II van	December 2008 - December 2013
2008	10	Bus West	Type II van	March 2009 - February 2014
2008	5	Bus West	Type III van	March 2009 - February 2014
2011	1	El Dorado	Type II hybrid van	July 2011 – July 2016

3. *A new subsection (c) (2011 Hybrid Van Purchase) is added to Section 63.6.1 of Agreement to read as follows:*

(c) **2011 Hybrid Van Purchase.** Lease payments shall be determined by negotiations with the selected hybrid van service provider, but in no event shall the monthly lease payments for the hybrid van for the term of the Lease be less than \$1,000.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 2 on the day first mentioned above.

<p>CITY</p> <p>San Francisco Municipal Transportation Agency</p>  <p>Debra A. Johnson Acting Executive Director/CEO</p>	<p>CONTRACTOR</p>  <p>Ken Westbrook President & COO Veolia Transportation Services, Inc. 720 E. Butterfield Road, Suite 300 Lombard, IL 60148-5601</p> <p>City vendor number: 81173</p>
<p>Approved as to Form:</p> <p>Dennis J. Herrera City Attorney</p> <p>By:  Robin M. Reitzes Deputy City Attorney</p>	