

**AMENDMENT NO. 6 TO AGREEMENT BETWEEN
THE CITY AND COUNTY OF SAN FRANCISCO
AND TRANSDEV SERVICES, INC.**

THIS AMENDMENT NO. 6 TO AGREEMENT is made and entered into this 24 day of February, 2016, between the City and County of San Francisco, a municipal corporation (City), acting through its San Francisco Municipal Transportation Agency (SFMTA), and Transdev 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 June 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. On June 1, 2011, the parties executed Amendment No. 2, which amended the Agreement to provide for the City to lease to 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.

D. On May 31, 2012, the parties executed Amendment No. 3, which amended the Agreement to provide for the City to lease to Contractor 26 additional accessible vans for use in the SF Access Program, to remove from the contract a subcontractor that had gone out of business, and to revise the incentive/disincentive plan to make it more reasonably attainable, while remaining consistent with SFMTA's expectations and encouraging the delivery of excellent service.

E. On August 29, 2014, the parties executed Amendment No. 4, which amended the Agreement to provide for the City to lease 35 additional accessible vans for use in the SF Access Program, corrected an error in the amount of the management fee for the Contractor, and recognized the name change of the Contractor from Veolia Transportation Services, Inc. to Transdev Services, Inc. In addition, the Contractor agreed to assume the expanded transportation responsibilities previously performed by the Contractor's former subcontractor, MV Transportation, through the duration of this Agreement.

F. On June 12, 2015, the parties executed Amendment No. 5, which amended the Agreement to extend the Agreement for one year in order for the SFMTA to complete a process for the competitive solicitation and award of a new paratransit brokerage contract without interruption to the paratransit program.

G. The parties now wish to amend the Agreement to increase the amount of the contract by \$6,844,063 to \$125,443,773 in order to cover the Contractor's expenses through the remainder of the term of the contract.

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. Section 5 of Agreement (Term of the Agreement) is amended to read as follows:

5.1. Amount of Contract. Compensation under this Agreement shall be based on a costs plus fixed fee structure, in accordance with the annual approved budgets, as described above. In no event shall the amount of this Agreement exceed One Hundred Twenty-Five Million, Four Hundred Forty-Three Thousand, Seven Hundred Seventy-Three Dollars (\$125,443,773), including the Management Fee, for the entire term of the Agreement. Further breakdown of Administrative Expenses and Management Fees associated with this Agreement is listed in Appendix B.

2. Effective Date. Each of the modifications set forth in Section 2 shall be effective on and after the date of this Amendment.

3. 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, the parties hereto have executed this Amendment No. 6 on the day first mentioned above.

<p>CITY</p> <p>San Francisco Municipal Transportation Agency</p> <p></p> <p>Edward D. Reiskin Director of Transportation</p>	<p>CONTRACTOR</p> <p>Transdev Services, Inc.</p> <p></p> <p>Jan Horstmann EVP & CFO</p>
<p>Approved as to Form:</p> <p>Dennis J. Herrera City Attorney</p> <p>By: </p> <p>Robin M. Reitzes Deputy City Attorney</p>	<p>Transdev Services, Inc. 720 E. Butterfield Road, Suite 300 Lombard, IL 60148-5601</p> <p>City vendor number: 81173</p>
<p>Authorized by:</p> <p>Municipal Transportation Agency Board of Directors</p> <p>Resolution No: <u>16-004</u></p> <p>Adopted: <u>1/5/2016</u></p> <p>Attest: </p> <p>Roberta Boomer, Secretary</p> <p>Board of Supervisors</p> <p>Resolution No: <u>65-16</u></p> <p>Adopted: <u>2/23/2016</u></p> <p>Attest: </p> <p>Clerk of the Board</p>	

AMENDED IN COMMITTEE

2/10/16

FILE NO. 160068

RESOLUTION NO. 65-16

1 [Paratransit Broker Agreement Amendment - Transdev Services, Inc. - Not to Exceed
2 \$125,443,773]

3 **Resolution approving Amendment No. 6 to the Paratransit Broker Agreement with**
4 **Transdev Services, Inc., to continue providing paratransit broker services to administer**
5 **the City's Paratransit Program, and increase the amount of the contract by \$6,844,063,**
6 **to a total amount not to exceed \$125,443,773 for the term of April 1, 2010, through June**
7 **30, 2016.**

8
9 WHEREAS, After approval by the San Francisco Municipal Transportation Agency
10 (SFMTA) Board of Directors (Resolution No. 09-201, passed December 1, 2009) and the
11 Board of Supervisors (Resolution No. 32-10, adopted January 26, 2010), the City entered into
12 an agreement (Agreement) with Veolia Transportation Inc. (now known as Transdev Services
13 Inc.) (Contractor) to provide paratransit broker services to administer the City's Paratransit
14 Program, in an amount not to exceed \$118,599,710, and for a term beginning April 1, 2010,
15 and ending June 30, 2015, with an option to extend the Agreement for an additional five
16 years; and

17 WHEREAS, On April 1, 2010, the parties executed Amendment No. 1 to the
18 Agreement, in which the Contractor agreed to participate in the SFMTA's deficit reduction
19 program by reducing specified administrative expenses under the Agreement by three
20 percent; and

21 WHEREAS, On June 1, 2011, the parties executed Amendment No. 2 to the
22 Agreement, for the City to lease to Contractor one accessible hybrid van for the Paratransit
23 Program, to be used to test the hybrid technology in San Francisco's operating environment;
24 and

1 WHEREAS, On May 31, 2012, the parties executed Amendment No. 3 to the
2 Agreement, for the City to lease to Contractor 26 additional accessible vans for use in the
3 Paratransit Program and to revise Agreement's incentive/disincentive plan; and

4 WHEREAS, On August 29, 2014, the parties executed Amendment No. 4 to the
5 Agreement, to allow the Contractor to take over transportation service provider responsibilities
6 through the duration of the Agreement due to the loss of a service provider, and to lease 35
7 additional accessible vehicles to the Contractor; and

8 WHEREAS, On June 12, 2015, the parties executed Amendment No. 5 to the
9 Agreement, to extend it for one year, through June 30, 2016; and

10 WHEREAS, There is insufficient funding in the Agreement to cover all projected costs
11 of the Broker through the end of the term; and

12 WHEREAS, The proposed Amendment No. 6 to the Agreement would provide an
13 additional \$8,200,000 in contracting authority, which should cover all projected expenses
14 through June 30, 2016; and

15 WHEREAS, The Agreement and subsequent contract amendments, including
16 Amendment No. 6, are on file with the Clerk of the Board of Supervisors in File No. 160068,
17 which is declared to be a part of this resolution as if set forth fully herein; and

18 WHEREAS, On January 5, 2016, the SFMTA Board of Directors passed Resolution
19 No. 16-004, approving Amendment No. 6 to the City's Paratransit Broker Agreement with
20 Transdev Services Inc., increasing the total amount of the contract by \$8,200,000, to a sum
21 not to exceed \$126,799,710; and

22 WHEREAS, The SFMTA determined, and the Board of Supervisors concurs, that the
23 proposed Amendment No. 6 does not constitute a project under the California Environmental
24 Quality Act (CEQA) pursuant to CEQA Guidelines, Section 15060(c), because the actions
25 would not result in a direct physical change in the environment, or a reasonably foreseeable

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indirect physical change in the environment; now, therefore, be it

RESOLVED, That the Board of Supervisors approves Amendment No. 6 to the Paratransit Broker Agreement with Transdev Services Inc., to increase the total amount of the contract by \$6,844,063, to a sum not to exceed \$125,443,773; and, be it

FURTHER RESOLVED, That within 30 days of Amendment No. 6 being fully executed by all parties, the final document shall be provided to the Clerk of the Board for inclusion in the official file.



City and County of San Francisco

Tails

Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 160068

Date Passed: February 23, 2016

Resolution approving Amendment No. 6 to the Paratransit Broker Agreement with Transdev Services, Inc., to continue providing paratransit broker services to administer the City's Paratransit Program, and increase the amount of the contract by \$6,844,063 to a total amount not to exceed \$125,443,773 for the term of April 1, 2010, through June 30, 2016.

February 10, 2016 Budget and Finance Committee - AMENDED


February 10, 2016 Budget and Finance Committee - RECOMMENDED AS AMENDED

February 23, 2016 Board of Supervisors - ADOPTED

Ayes: 11 - Avalos, Breed, Campos, Cohen, Farrell, Kim, Mar, Peskin, Tang, Wiener and Yee

File No. 160068

I hereby certify that the foregoing Resolution was ADOPTED on 2/23/2016 by the Board of Supervisors of the City and County of San Francisco.


Angela Calvillo
Clerk of the Board


Mayor

3/4/16
Date Approved



City and County of San Francisco

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Certified Copy

Resolution

160068 [Paratransit Broker Agreement Amendment - Transdev Services, Inc. - Not to Exceed \$125,443,773]

Sponsor: Campos

Resolution approving Amendment No. 6 to the Paratransit Broker Agreement with Transdev Services, Inc., to continue providing paratransit broker services to administer the City's Paratransit Program, and increase the amount of the contract by \$6,844,063 to a total amount not to exceed \$125,443,773 for the term of April 1, 2010, through June 30, 2016.

2/23/2016 Board of Supervisors - ADOPTED

Ayes: 11 - Avalos, Breed, Campos, Cohen, Farrell, Kim, Mar, Peskin, Tang, Wiener and Yee

3/4/2016 Mayor - APPROVED

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

CLERK'S CERTIFICATE

I do hereby certify that the foregoing Resolution is a full, true, and correct copy of the original thereof on file in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the City and County of San Francisco.

March 31, 2016

Date

Peggy Nevin

for Angela Calvillo
Clerk of the Board

