C45-206

Fourth Amendment to "City and County of San Francisco Department of Technology (DT) and Corporation for Education Network Initiatives in California (CENIC) Fiber Optic Network Installation, Occupancy, and Maintenance Agreement In Support of UCSF Networking" ("DT/CENIC Agreement for UCSF")

FOURTH AMENDMENT TO FIBER OPTIC NETWORK AGREEMENT

THIS AMENDMENT (this "Amendment") is made as of November 15, 2013 in San Francisco, California, by and between the Corporation for Education Network Initiatives in California ("CENIC" or "Lessee"), and the City and County of San Francisco, a municipal corporation ("City" or "Lessor"), acting by and through its Department of Technology.

The purpose of this Fourth Amendment to the DT/CENIC Agreement for UCSF is to install a dark fiber link between UCSF's Data Center at 654 Minnesota and the UCSF Mission Bay Hospital . This Amendment will describe the added scope and the additional charges, both initial and ongoing associated with this increased scope. The roles and responsibilities for the work described in this amendment will differ in some cases from those described in the Agreement. In cases where the description of the roles and responsibilities differ from the original arrangement described in Exhibits 1-8, the provisions of this Exhibit 9 prevail. In cases where there is no conflict, the original provisions continue to apply.

RECITALS

WHEREAS, Lessor and Lessee have entered into the Agreement (as defined below); and WHEREAS, Lessor and Lessee desire to modify the Agreement on the terms and conditions set forth herein to connect an additional UCSF location to the CENIC fiber system provided by the City;

NOW, THEREFORE, Lessee and the Lessor agree as follows:

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

a. Agreement. The term "Agreement" shall mean the Agreement dated May 25, 2011, as amended by the First amendment on July 17, 2012, the Second amendment on December 17, 2012, and the Third Amendment on May 7, 2013.

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

2. Modifications to the Agreement. The Agreement is hereby modified as follows:

Exhibit 9 –UCSF Mission Bay Fiber Link. "Exhibit 9 - UCSF Mission Bay Hospital," is hereby added to the agreement.

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

4. 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, Lessee and Lessor have executed this Amendment as of the date first referenced above.

LESSOR

Recommended by:

Marc Touitou
Chief Information Officer
City and County of San Francisco

LESSEE

Corporation for Education Network Initiatives in California

Louis Fox
President & CEO

Approved as to Form:

Dennis J. Herrera
City Attorney

By: Margarita Gutierrez
Deputy City Attorney

Exhibit 9 - Fiber Network: UCSF Mission Bay Hospital

A. SCOPE OF WORK

This project will create a new fiber link between 654 Minnesota St., San Francisco, California and UCSF's Mission Bay Hospital, San Francisco, California.

DT will install forty-eight (48) strands of dark single mode fiber between the demarcation points.

The fiber link is intended solely for the use of UCSF. Neither CENIC nor UCSF may resell any of the strands of this fiber or use of this fiber to a third party.

The fiber will meet the specifications described in Exhibit 1.

As provided for in Section 3.1(C), CENIC is responsible for getting permission from UCSF for work on UCSF property.

DT may hire an independent third party to test the fiber according to the procedure described in Exhibit 2. If DT uses an independent third party, DT will notify CENIC of its selection for CENIC's approval, such approval will not be unreasonably withheld and the selection will be deemed approved if CENIC does not object within 5 business days of being notified by DT. If retesting is necessary pursuant to the provisions of Exhibit 2, DT will propose to CENIC the minimum required scope and CENIC will have 2 business days to review and approve the scope of retesting.

DT will install 3 new fiber termination panels (FTP), AFL LL-4808 or equivalent, no more than 2 rack units in height each. One FTP will be installed at the Mission Bay MPOE and two FTPs will be installed in the same customer rack at 654 Minnesota. One of the 654 Minnesota FTPs will be for terminating 48 strands of fiber being installed under Exhibit 9, the other will be for re-terminating the 12 strands previously installed in a wall mounted Light Interface Unit (LIU). The FTP re-terminating 12 strands will replace the existing LIU. The FTPs will each have sufficient ports to support the total number of fibers in the newly installed, 48 strand cable.

DT will provide details of span installation according to Exhibit 2 under "Fiber Turnover Package".

City will terminate fiber on patch panel using SC connections.

This estimate does not include the cost of electronic equipment to light fiber.

B. LOCATIONS AND SCHEDULE AND PHYSICAL DIVERSITY

1. LOCATIONS

This project will add a new custom built connection between the locations described below.

CENIC/UCSF Network Links			
Site 1	Demarcation Point	Site 2	Demarcation Point
654 Minnesota	FTP in Room 120	UCSF Mission Bay Hospital	FTP in Room B012886

2. SCHEDULE

The project will follow the following schedule. Days are counted from when the Department of Technology receives initial payment for the project.

Activity	Completed by Calendar Days
1. Project Planning Meeting with DT/CENIC/UCSF organized by CENIC	**14**
2. DT Installs and terminates fiber between654 Minnesota to UCSF Mission Bay Hospital FTP	**60**
3. DT provides fiber Characterization and testing results to CENIC	**74**
4. DT provides Fiber Turnover Package to CENIC	**74**
5. CENIC Reviews Test (Characterization) Results, indicates to DT acceptance or required fault resolution	**88**

3. PHYSICAL DIVERSITY

DT will use physically diverse fiber paths for fiber connections between UCSF facilities. Physically Diverse Fiber is defined as fiber which maintains at least 25 feet of horizontal separation from all other DT fiber used by UCSF. For the purpose of determining physical diversity when using aerial fiber, the fiber path is measured at ground level directly underneath the aerial fiber. For the purpose of determining Physical Diversity when using underground fiber, the fiber is measured at ground level directly above the fiber in the underground conduit.

The above requirement and definition notwithstanding, CENIC, UCSF and DT have agreed that Physically Diverse Fiber is not required from the closest DT pullbox outside the UCSF building located at 654 Minnesota Street (on the Indiana Street side) into Room 120 of that building.

C. STATEMENT OF COSTS

The City and County of San Francisco will charge Lessee two types of charges:

(1) a one-time installation charge, and
(2) an ongoing quarterly fee for occupancy and maintenance of the fiber.

1. INSTALLATION CHARGES

The Lessor will charge Lessee Sixty-Two Thousand Dollars ($62,000) for installing 48 strands of fiber between the locations described below. These charges are in addition to the charges described in Article 7.1 and Exhibit 5 in the original agreement.

Installation Charge		
End Site 1	End Site 2	Link Cost
654 Minnesota	UCSF Mission Bay Hospital	$62,000.00

2. ONGOING OCCUPANCY AND MAINTENANCE CHARGES

The additional scope of the network will require additional occupancy and maintenance charges. These charges are described in the table below.

Exhibit	Annual Cost (prior to CPI adjustment)
Exhibit 4 Sites	$32,300.00
Exhibit 7 Sites	$45,840.00
Exhibit 8 Additional Strand Sites	$136,800.00
Exhibit 9 Site	$14,220
New Total Annual Cost	$229,160.00

In the first year, a pro-rated annual amount will be due within 30 days of completion of the network for the portion of the year remaining between the completion date and September 30. In subsequent years, the full amount will be due within 30 business days of September 30. Beginning in September 2014 and each subsequent year the ongoing occupancy and maintenance of the fiber installed pursuant to this Amendment will be adjusted annually by the CPI-U. Each set of sites will be adjusted according to the CPI provision associated with the element.

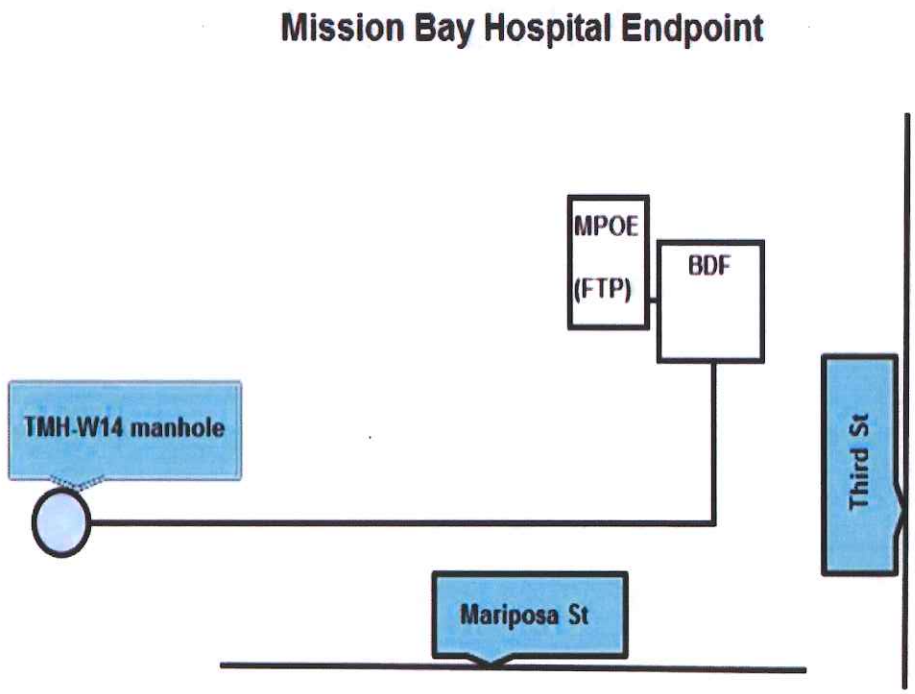
The CPI-U means the Consumer Price Index for all Urban Consumers (base years 1982-84) for the San Francisco-Oakland-San Jose area, published by the United States Department of Labor, Bureau of Labor Statistics (BLS). If the Index is changed so that the base year differs, the Index shall be converted in accordance with the conversion factor published by the (BLS). If the index is discontinued or revised during the term of this agreement, such other government index or computation with which it is replaced shall be used in order to obtain substantially the same result as would be obtained if the index had not been discontinued or revised. For the Exhibit 9 sites, adjustments in CPI-U shall be calculated by comparing the CPI-U most recently published with the CPI-U in effect on December 31, 2013. If the CPI-U has increased, then the sum or amount payable on the calculation date shall be set by multiplying the sum or payment by a fraction, the numerator of which is the CPI-U in effect on December 31, 2012.

CONFIDENTIAL DETAILED ROUTE DESCRIPTION AND MAPS

ROUTE DESCRIPTION

Heading away from 654 Minnesota Street, the new fiber path will exit the closest DT pullbox outside 654 Minnesota Street (on the Indiana Street side) and will continue north on Indiana Street. The existing fiber path (from 654 Minnesota Street to 600 16th Street) exits the same DT pullbox outside 654 Minnesota Street and heads south on Indiana Street. The new fiber path shall reach Physical Diversity from existing fiber within the first 15 feet after exiting the above-referenced DT pullbox and shall maintain Physical Diversity thereafter through the manhole (TMH-W14) outside the Mission Bay Hospital BDF and MPOE. See Figure A.

Figure A



CONFIDENTIAL DETAILED ROUTE DESCRIPTION AND MAPS

Figure B displays the new fiber path from 654 Minnesota Street to Mission Bay Hospital (highlighted in white), the existing fiber path from 654 Minnesota Street to 600 16th Street (highlighted in green), and a third, existing DT fiber path from 654 Minnesota Street to 513 Parnassus Street (highlighted in yellow). This third fiber path exits the building at 654 Minnesota Street from a different room and via a different conduit to a different pullbox on the Minnesota Street side of the building. Note that Figure B does not fully show that latter, existing fiber path, e.g., the 513 Parnassus endpoint is not shown.

Figure B.