

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

Second Amendment

THIS AMENDMENT (this "Amendment") is made as of **May 29, 2014** 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, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to extend the term of the agreement, increase the contract amount, and modify specific terms of the agreement; and

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

WHEREAS, the Commission approved the First Amendment pursuant to Resolution Number 13-0005 on January 15, 2013 to increase the contract by 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 one-year option to Contractor with an amended not-to-exceed amount of \$14,636,814; and

WHEREAS, the Commission approved the Second Amendment pursuant to Resolution Number 14-0028 on February 18, 2014 to increase the not-to-exceed amount to \$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 10, 2014, approved the second one-year option to Contractor with an amended not-to-exceed amount of \$16,938,693; 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

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, 2015.

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., 19th 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 \$4,395,369 for the period from July 1, 2014 through June 30, 2015 for a new total not to exceed amount of \$16,938,693.

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@flysf.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.


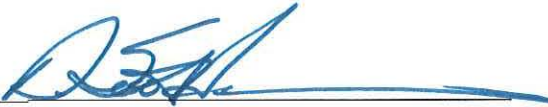


6. Appendix B. Calculation of Charges is hereby amended to increase the total compensation payable by an amount not to exceed **\$4,395,369** for the Fiscal Year 2014-2015 commencing July 1, 2014 for a new total compensation payable in an amount not to exceed **\$16,938,693** and to add the attached Supplemental Calculation of Charges for the one-year option period:

Appendix B-1/Annual Cost Proposal Summary – FY 14-15 Supplement
Appendix B-2/ Management Fee & Other Direct Cost Schedule Summary – FY 14-15 Supplement
Appendix B-3/ Hourly Salary Ranges Summary – FY 14-15 Supplement
Appendix B-4/ Cost Proposal Summary – Shared Ride Van Curb Coordination – FY 14-15 Supplement

7. Effective Date. Each of the modifications set forth in Section 2 shall be effective on and after **July 1, 2014**.

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 D. Scott Harrison Printed Name |
| Attest: By:  Jean Caramatti, Secretary Airport Commission | Vice President Title FSP PPM Management, LLC Company Name |
| Resolution No: <u>14-0028</u> | <u>80706</u> City Vendor Number |
| Adopted on: <u>February 18, 2014</u> | <u>465 California St. Suite 473</u> Address |
| Approved as to Form: Dennis J. Herrera City Attorney | <u>San Francisco, CA 94104</u> City, State, ZIP |
| By:  Constance Menefee Deputy City Attorney | <u>415 434 4400</u> Telephone Number <u>27-3597718</u> Federal Employer ID Number |

**APPENDIX B-1
Calculation of Charges
FY 14-15 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 14-15 Supplement are the following:

Appendix B-1/Annual Cost Proposal Summary – FY 14-15 Supplement

Appendix B-2/ Management Fee & Other Direct Cost Schedule Summary – FY 14-15 Supplement

Appendix B-3/ Hourly Salary Ranges Summary – FY 14-15 Supplement

Appendix B-4/ Cost Proposal Summary – Shared Ride Van Curb Coordination – FY 14-15 Supplement

APPENDIX B-1/Annual Cost Proposal Summary-FY 14-15 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, 2014 to June 30, 2015

Page 1 of 2

| 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 | \$30.00 | \$31.50 | = \$ 226,935.00 | |
| 2. Taxi Supervisors | 8,467 | x | \$22.97 | \$23.66 | = \$ 197,404.29 | |
| 3. Limo/ Van Supervisors | 8,467 | x | \$20.75 | \$21.58 | = \$ 179,204.06 | |
| 4. Taxi Dispatchers | 64,098 | x | \$19.80 | \$20.39 | = \$ 1,288,169.47 | |
| 5. Van Coordinator | 0 | x | \$16.23 | \$16.88 | = \$ - | |
| 6. Limo Monitor | 2,496 | x | \$16.23 | \$16.88 | = \$ 41,320.28 | |
| 7. Smartcard Administrative Asst. | 5,069 | x | \$21.00 | \$21.00 | = \$ 106,449.00 | |
| 8. Cashier Supervisor (30 Day Max.) | 524 | x | \$26.43 | \$26.43 | = \$ 13,849.32 | |
| 9. Taxi Cashiers (30 Day Max.) | 2,160 | x | \$22.95 | \$22.95 | = \$ 49,572.00 | |
| 10. Assistant General Manager | 2,084 | x | \$33.65 | \$33.65 | = \$ 70,126.60 | |
| | | | | | Subtotal | \$ 2,173,030.02 |
| Fringe Benefits | | | | | | |
| <u>Payroll Taxes</u> | | | | | | |
| | | | | | \$ 190,901.12 | |
| | | | | | \$ 23,862.64 | |
| | | | | | \$ 167,038.48 | |
| Health Insurance | | | | | \$ 377,865.00 | |
| Disability Insurance | | | | | \$ - | |
| Life/Accident Insurance | | | | | \$ 7,440.00 | |
| Compensated Leave | | | | | \$ 213,234.00 | |
| Pension | | | | | \$ 132,927.00 | |
| | | | | | Subtotal | \$ 1,113,268.24 |
| Premiums- Airport Funded Program Only | | | | | | |
| Other Direct Costs | | | | Subtotal | \$ | 389,464.50 |
| Management Fee | | | | Subtotal | \$ | 719,605.77 |
| | | | | Total Airport Funded Proposal | \$ | 4,395,368.53 |

^ Contract must be renewed.

~ New Union contract starts January 1, 2014

APPENDIX B-2/Management Fee & Other Direct Cost Schedule Summary-FY 14-15 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, 2014 to June 30, 2015

Page 1 of 2

Salaries- Curbside Management Program On-Site Management Staff

| | \$ | | Period Fee Componets |
|-------------------|-----------|------------------|-------------------------|
| 1 General Manager | \$ | 95,000.00 | |
| 2 | \$ | - | |
| 3 | \$ | - | |
| 4 | \$ | - | |
| Subtotal | \$ | 95,000.00 | |

Fringe Benefits- Curbside Management Program On-Site Management Staff

Payroll Taxes

| | | | |
|-------------------------|-----------|------------------|--|
| FICA | \$ | 7,267.50 | |
| FUTA | \$ | 760.00 | |
| SUI | \$ | 5,890.00 | |
| Health Insurance | \$ | 5,483.88 | |
| Disability Insurance | \$ | - | |
| Life/Accident Insurance | \$ | 330.00 | |
| Compensated Leave | \$ | - | |
| Pension | \$ | 2,850.00 | |
| Subtotal | \$ | 22,581.38 | |

Required Insurance

| | | | |
|---|-----------|-------------------|--|
| Workers Compensation - Airport Funded | \$ | 122,543.40 | |
| Workers Compensation - Van Coordinators | \$ | 75,763.80 | |
| Commercial General Liability* (includes Van Budget Costs) | \$ | 13,030.50 | |
| Business Auto Liability* (includes Van Budget Costs) | \$ | 8,832.60 | |
| Subtotal | \$ | 220,170.30 | |

Overhead & Profit ^

| | | | |
|-----------------------------------|----|------------|--|
| Overhead & Profit- Van Operations | \$ | 141,043.22 | |
| Overhead & Profit- Airport Funded | \$ | 240,810.87 | |

| | | | |
|--|----|------------|--|
| | \$ | 719,605.77 | |
|--|----|------------|--|

^ Profit reduced to 6% per the contract

**APPENDIX B-2/Management Fee & Other Direct Cost Schedule Summary - FY 14-15 Supplement
(T1, T2, T3 and ITB Operations) SEPARATE ZONES AT T1 & T3
CURBSIDE MANAGEMENT PROGRAM-July 1, 2014 to June 30, 2015**

Page 2 of 2

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) | \$ | 14,514.50 |
| Vehicle Leases | \$ | 6,000.00 |
| Vehicle Operating and Maintenance Costs (Except Insurance) | \$ | 6,400.00 |
| Service Incentive Program (1) | \$ | 750.00 |
| Professional Services | \$ | 5,000.00 |
| Mystery Shopper Exp. | \$ | 21,000.00 |
| Cubic Contract | \$ | 35,000.00 |
| Ventek Contract | \$ | 26,200.00 |
| GTMS System | | |
| Other Costs Not Specifically Excluded by the Contract (Itemize Cost in the Backup Documents) | \$ | 106,000.00 |
| Other Outside Services (Itemize Costs in the Backup Documents) | \$ | - |
| TOTAL OTHER DIRECT COSTS: | \$ | 389,464.50 |

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-4/Annual Cost Proposal Summary- Shared Ride Van Curb Coordination Program FY 14-15 Supplement
[Non- Airport Funded Program] 4 Terms - SEPARATE ZONES AT T1 & T3 CURBSIDE MANAGEMENT PROGRAM-July 1, 2014 to June 30, 2015

Page 1 of 2

| Direct Labor Cost Charged to Door-to-Door Van Operators | Projected Period Hours | | Hourly Rates* | | Period Costs | Total Period Costs |
|---|------------------------|---|-----------------|-----------------|------------------------|---|
| | | | July - Dec | Jan. - June | | |
| Program Staff Classification | | | | | | |
| 1. Van Coordinator | <u>95,128</u> | x | <u>\$ 16.23</u> | <u>\$ 16.88</u> | <u>\$ 1,574,844.04</u> | Subtotal: \$ <u>1,574,844.04</u> |
| Fringe Benefits | | | | | | |
| Payroll Taxes | | | | | | |
| FICA | | | | | <u>\$ 137,525.36</u> | |
| FUTA | | | | | <u>\$ 17,190.67</u> | |
| SUI | | | | | <u>\$ 120,334.69</u> | |
| Health Insurance | | | | | <u>\$ 232,520.04</u> | |
| Disability Insurance | | | | | <u>\$ -</u> | |
| Life/Accident Insurance | | | | | <u>\$ 4,488.00</u> | |
| Compensated Leave | | | | | <u>\$ 144,223.00</u> | |
| Pension | | | | | <u>\$ 61,364.55</u> | |
| | | | | | | Subtotal: \$ <u>717,646.32</u> |
| Other Direct Cost Charged to Shared Ride Van Operators (From page 2) | | | | | | |
| | | | | | | \$ <u>48,230.00</u> |
| Management Fee Charged to Shared Ride Van operators, Including Overhead & Profit (Included in Airport-Funded ACP) | | | | | | |
| | | | | | | \$ <u>-</u> |
| Premiums-Non Airport Funded Portion Only | | | | | | |
| Required Insurance | | | | | | |
| Workers Compensation (Included in Airport-Funded ACP) | | | | | <u>\$ -</u> | |
| Commercial General Liability** | | | | | <u>\$ -</u> | |
| Business Auto Liability** | | | | | <u>\$ -</u> | |
| | | | | | | Subtotal: \$ <u>-</u> |
| | | | | | | Contingency \$ <u>10,000.00</u> |
| | | | | | | Total Non-Airport Funded Proposal \$ <u>2,350,720.36</u> |

**APPENDIX B-4/ Cost Proposal Summary- Shared Ride Van Curb Coordination -FY 14-15 Supplement
(T1, T2, T3 and ITB Operations) SEPARATE ZONES AT T1 & T3
CURBSIDE MANAGEMENT PROGRAM-July 1, 2014 to June 30, 2015**

Page 2 of 2

| <u>Other Direct Costs- Itemized List</u> | 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.