

Exhibit A

SECOND AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT NUMBER F000983 WITH MV TRANSPORTATION, INC.

This Second Amendment to Agreement number F000983, dated July 30, 2015 ("Agreement") is made as of this _____ day of _____, 2018, by and between the City of Santa Rosa, a municipal corporation ("City"), and MV Transportation, Inc., a California Corporation ("Contractor").

RECITALS

- A. City and Contractor entered into the Agreement for Contractor to provide ADA Paratransit Service for Santa Rosa and deviated fixed route service for Oakmont.
- B. City and Contractor now desire to amend the Agreement to extend services, change Exhibit C rates for Year Four and Year Five, provide for sharing the cost of Contractor's increased contribution to employee healthcare premiums over a specific threshold of employee participation, and suspend a specific Liquidated Damages provision as detailed in Exhibit A.7.

AMENDMENT

NOW, THEREFORE, the parties agree to amend the Agreement as follows:

1. Section 1. Scope of Services

Effective July 1, 2018 and continuing through June 30, 2019, Subsection VI.7.g.i of Exhibit A, pertaining to liquidated damages for failure to provide a full complement of drivers, is waived by City. This waiver shall automatically end on June 30, 2019 without further action by the parties.

2. Section 2. Compensation

Section 2(c) is amended to increase the compensation payable to Contractor under the Agreement by \$2,718,051 to read as follows:

"Notwithstanding any other provision in this Agreement to the contrary, the total maximum compensation to be paid for the satisfactory accomplishment and completion of all tasks set forth above shall in no event exceed the sum of \$6,606,151 over the five-year period of the Agreement. The City's Chief Financial Officer is authorized to pay all proper claims from Charge Number 320805 or 120202."

Effective July 1, 2018, Exhibit C is replaced by Exhibit C-1 to this Amendment.

3. Section 12. Time of Performance

The last sentence of Section 12 is amended to read as follows:

“Contractor shall complete all the required services and tasks and complete and tender all deliverables to the reasonable satisfaction of the City, not later than June 30, 2020.”

All other terms of the Agreement shall remain in full force and effect.

Executed as of the day and year first above stated.

CONTRACTOR:

CITY OF SANTA ROSA
a Municipal Corporation

Name of Firm: MV Transportation, Inc

TYPE OF BUSINESS ENTITY (*check one*):

By: _____

_____ Individual/Sole Proprietor

Print Name: Jason Nutt

_____ Partnership

Title: Director, Transportation and Public Works Department

X Corporation

_____ Limited Liability Company

APPROVED AS TO FORM:

_____ Other (please specify: _____)

Signatures of Authorized Persons:

By: _____

Office of the City Attorney

Print Name: _____

ATTEST:

Title: _____

By: _____

City Clerk

Print Name: _____

Title: _____

City of Santa Rosa Business Tax Cert. No.

SANTA ROSA PARATRANSIT

COST PROPOSAL WORKSHEET - ADA PARATRANSIT Exhibit C - 1

YEAR ONE

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 37,758.86 per month	x	12	months	\$ 453,106.33
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 33.054 per hour	x	19,500	hours	\$ 644,558.36
	SUBTOTAL FOR YEAR ONE				\$ 1,097,664.69

YEAR TWO

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 37,807.78 per month	x	12	months	\$ 453,693.36
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 34.055 per hour	x	20,000	hours	\$ 681,099.55
	SUBTOTAL FOR YEAR TWO				\$ 1,134,792.91

YEAR THREE

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 39,083.59 per month	x	12	months	\$ 469,003.07
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 35.628 per hour	x	20,500	hours	\$ 730,365.85
	SUBTOTAL FOR YEAR THREE				\$ 1,199,368.92

YEAR FOUR

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 39,969.24 per month	x	12	months	\$ 479,630.87
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 42.522 per hour	x	21,000	hours	\$ 892,953.40
	SUBTOTAL FOR YEAR FOUR				\$ 1,372,584.27

YEAR FIVE

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 40,997.43 per month	x	12	months	\$ 491,969.13
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 44.477 per hour	x	21,500	hours	\$ 956,258.90
	SUBTOTAL FOR YEAR FIVE				\$ 1,448,228.03

COST PROPOSAL DETAIL - ADA Paratransit
Exhibit C - 1

	YEAR ONE	YEAR TWO	YEAR THREE	YEAR FOUR	YEAR FIVE
ESTIMATED ANNUAL SERVICE HOURS	19,500	20,000	20,500	21,000	21,500
Fixed Costs					
Management Wages	\$ 93,816.00	\$ 95,693.00	\$ 97,606.00	\$ 99,559.00	\$ 101,551.00
Management Benefits	\$ 12,298.48	\$ 12,866.01	\$ 13,700.34	\$ 14,319.67	\$ 14,964.13
Dispatcher/Scheduler/Clerical Wages	\$ 96,331.96	\$ 98,493.16	\$ 100,691.28	\$ 102,927.81	\$ 105,204.32
Dispatcher/Scheduler/Clerical Benefits	\$ 14,482.36	\$ 15,301.24	\$ 16,440.70	\$ 17,383.02	\$ 18,358.73
Performance Bond	\$ 2,027.31	\$ 2,032.16	\$ 2,036.77	\$ 2,041.18	\$ 2,045.42
Other Equipment				\$ -	\$ -
Office Supplies	\$ 5,400.12	\$ 5,576.42	\$ 5,763.72	\$ 5,951.24	\$ 6,149.96
Materials and Supplies				\$ -	\$ -
Other Equipment (list)				\$ -	\$ -
Trapeze ASP Server Lic.	\$ 27,408.00	\$ 28,236.00	\$ 29,088.00	\$ 29,964.00	\$ 30,864.00
Telephone System	\$ 2,004.00	\$ 2,004.00	\$ 2,004.00	\$ 2,004.00	\$ 2,007.90
Shop Tools	\$ 5,860.12	\$ 4,643.07	\$ 4,419.83	\$ 2,388.15	\$ 744.72
Office Equipment	\$ 967.02	\$ 969.34	\$ 979.25	\$ -	\$ -
Facility Costs	\$ 38,816.73	\$ 40,073.26	\$ 41,363.03	\$ 42,697.04	\$ 44,066.49
Telephone/Radio Expenses	\$ 13,712.17	\$ 14,612.69	\$ 15,085.18	\$ 15,569.13	\$ 16,076.50
Interest	\$ 3,965.88	\$ 3,808.38	\$ 3,705.12	\$ 3,595.54	\$ 3,510.74
Insurance	\$ 40,679.22	\$ 42,423.78	\$ 44,233.34	\$ 46,077.68	\$ 47,987.97
One-time Start-up Costs				\$ -	\$ -
Management Fee and Profit	\$ 95,336.96	\$ 86,960.85	\$ 91,886.52	\$ 95,153.41	\$ 98,437.26
Subtotal (Fixed Costs)	\$ 453,106.33	\$ 453,693.36	\$ 469,003.07	\$ 479,630.86	\$ 491,969.13
Variable Costs					
Paratransit Operator Wages	\$ 408,879.65	\$ 432,994.17	\$ 464,276.50	\$523,803.32	\$ 566,120.33
Paratransit Operator Benefits	\$ 114,548.22	\$ 123,027.07	\$ 134,002.21	\$205,432.23	\$ 219,924.21
Vehicle Maintenance Costs	\$ 33,766.59	\$ 34,885.63	\$ 39,257.44	\$ 42,437.15	\$ 45,231.53
Vehicle Equipment and Parts	\$ -	\$ -	\$ -	\$ -	\$ -
Vehicle Fuel and Lubricants	\$ -	\$ -	\$ -	\$ -	\$ -
Recruitment and Training Costs	\$ 8,208.83	\$ 8,756.72	\$ 9,039.46	\$ 9,378.12	\$ 9,983.17
Physicals	\$ 1,463.28	\$ 1,595.37	\$ 1,652.88	\$ 1,710.47	\$ 1,857.68
Uniforms	\$ 1,118.23	\$ 1,245.26	\$ 1,286.28	\$ 1,327.35	\$ 1,466.23
Other Materials and Supplies (specify)			\$ -	\$ -	\$ -
Other Variable Expenses (specify)			\$ -	\$ -	\$ -
Maintenance Wages	\$ 65,212.47	\$ 66,675.62	\$ 68,163.04	\$92,045.27	\$ 94,202.66
Maintenance Benefits	\$ 11,361.08	\$ 11,919.72	\$ 12,688.03	\$ 16,819.49	\$ 17,473.09
Subtotal (Variable Expenses)	\$ 644,558.36	\$ 681,099.55	\$ 730,365.85	\$ 892,953.40	\$ 956,258.90
Total Costs (Fixed + Variable Costs)	\$ 1,097,664.69	\$ 1,134,792.91	\$ 1,199,368.92	\$ 1,372,584.26	\$ 1,448,228.03

SANTA ROSA PARATRANSIT

COST PROPOSAL WORKSHEET - OAKMONT
Exhibit C - 1

YEAR ONE

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 2,449.23 per month	x	12	months	\$ 29,390.77
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 35.424 per hour	x	1,900	hours	\$ 67,305.60
	SUBTOTAL FOR YEAR ONE				\$ 96,696.37

YEAR TWO

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 2,391.73 per month	x	12	months	\$ 28,700.70
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 36,486.000 per hour	x	1,900	hours	\$ 69,323.72
	SUBTOTAL FOR YEAR TWO				\$ 98,024.42

YEAR THREE

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 2,415.32 per month	x	12	months	\$ 28,983.83
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 38.168 per hour	x	1,900	hours	\$ 72,518.60
	SUBTOTAL FOR YEAR THREE				\$ 101,502.43

YEAR FOUR

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 2,404.20 per month	x	12	months	\$ 28,850.36
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 45.370 per hour	x	1,900	hours	\$ 86,203.00
	SUBTOTAL FOR YEAR FOUR				\$ 115,053.36

YEAR FIVE

a.	<u>MONTHLY ADMINISTRATIVE COSTS (FIXED COSTS)</u>				
	\$ 2,407.16 per month	x	12	months	\$ 28,885.94
b.	<u>VARIABLE COSTS*</u> OPERATIONS				
	\$ 47.000 per hour	x	1,900	hours	\$ 89,300.00
	SUBTOTAL FOR YEAR FIVE				\$ 118,185.94

SANTA ROSA PARATRANSIT

COST PROPOSAL DETAIL - Oakmont
Exhibit C - 1

	YEAR ONE	YEAR TWO	YEAR THREE	YEAR FOUR	YEAR FIVE
ESTIMATED ANNUAL SERVICE HOURS	1,900	1,900	1,900	1,900	1,900
Fixed Costs					
Management Wages	\$ -	\$ -	\$ -	\$ -	\$ -
Management Benefits	\$ -	\$ -	\$ -	\$ -	\$ -
Dispatcher/Scheduler/Clerical Wages	\$ 10,059.04	\$ 10,024.84	\$ 9,997.72	\$ 9,975.19	\$ 9,956.68
Dispatcher/Scheduler/Clerical Benefits	\$ 1,512.26	\$ 1,557.39	\$ 1,632.41	\$ 1,684.67	\$ 1,737.50
Performance Bond	\$ 211.69	\$ 206.84	\$ 202.23	\$ 197.82	\$ 193.58
Other Equipment	\$ -	\$ -	\$ -	\$ -	\$ -
Office Supplies	\$ 563.88	\$ 567.58	\$ 572.28	\$ 576.76	\$ 582.04
Materials and Supplies	\$ -	\$ -	\$ -	\$ -	\$ -
Other Equipment (list)	\$ -	\$ -	\$ -	\$ -	\$ -
Trapeze ASP Server Lic.	\$ -	\$ -	\$ -	\$ -	\$ -
Telephone System	\$ -	\$ -	\$ -	\$ -	\$ -
Shop Tools	\$ 611.92	\$ 472.58	\$ 438.85	\$ 231.45	\$ 70.48
Office Equipment	\$ 100.98	\$ 98.66	\$ 97.23	\$ -	\$ -
Facility Costs	\$ 4,053.27	\$ 4,078.74	\$ 4,106.97	\$ 4,137.96	\$ 4,170.51
Telephone/Radio Expenses	\$ 1,431.83	\$ 1,487.31	\$ 1,497.82	\$ 1,508.87	\$ 1,521.50
Interest	\$ 414.12	\$ 387.62	\$ 367.88	\$ 348.46	\$ 332.26
Insurance	\$ 4,247.75	\$ 4,317.98	\$ 4,391.96	\$ 4,465.59	\$ 4,541.65
One-time Start-up Costs	\$ -	\$ -	\$ -	\$ -	\$ -
Management Fee and Profit	\$ 6,184.04	\$ 5,501.15	\$ 5,678.48	\$ 5,723.59	\$ 5,779.74
Subtotal (Fixed Costs)	\$ 29,390.77	\$ 28,700.70	\$ 28,983.83	\$ 28,850.36	\$ 28,885.94
Variable Costs					
Paratransit Operator Wages	\$ 42,695.46	\$ 44,071.04	\$ 46,098.38	\$ 54,805.71	\$ 56,572.79
Paratransit Operator Benefits	\$ 11,961.19	\$ 12,521.95	\$ 13,305.18	\$ 16,580.16	\$ 17,256.42
Vehicle Maintenance Costs	\$ 3,525.93	\$ 3,550.73	\$ 3,897.90	\$ 4,112.77	\$ 4,280.78
Vehicle Equipment and Parts	\$ -	\$ -	\$ -	\$ -	\$ -
Vehicle Fuel and Lubricants	\$ -	\$ -	\$ -	\$ -	\$ -
Recruitment and Training Costs	\$ 857.17	\$ 891.28	\$ 897.54	\$ 908.88	\$ 944.82
Physicals	\$ 152.80	\$ 162.38	\$ 164.12	\$ 165.77	\$ 175.81
Uniforms	\$ 116.77	\$ 126.74	\$ 127.72	\$ 128.64	\$ 138.77
Other Materials and Supplies (specify)	\$ -	\$ -	\$ -	\$ -	\$ -
Other Variable Expenses (specify)	\$ -	\$ -	\$ -	\$ -	\$ -
Maintenance Wages	\$ 6,809.53	\$ 6,786.38	\$ 6,767.96	\$ 7,979.70	\$ 8,373.39
Maintenance Benefits	\$ 1,186.33	\$ 1,213.21	\$ 1,259.80	\$ 1,521.37	\$ 1,557.22
Subtotal (Variable Expenses)	\$ 67,305.17	\$ 69,323.72	\$ 72,518.60	\$ 86,203.00	\$ 89,300.00
Total Costs (Fixed + Variable Costs)	\$ 96,695.94	\$ 98,024.42	\$ 101,502.43	\$ 115,053.36	\$ 118,185.94

SANTA ROSA DRIVER/DISPATCHER WAGE SCALE 2018**Exhibit C - 1**

	Drivers Year 4	Drivers Year 5	Dispatchers
Training	12.00	\$12.00	N/A
Start	\$17.45	\$18.50	\$19.25
1 year	\$17.97	\$19.06	\$19.83
2 year	\$18.51	\$19.63	\$20.42
3 year	\$19.07	\$20.22	\$21.03
4 year	\$19.64	\$20.82	\$21.67
5 year	\$20.23	\$21.45	\$22.32
6 year	\$20.84	\$22.09	\$22.99
7 year	\$21.46	\$22.75	\$23.68
8 year	\$22.11	\$23.44	\$24.39
9 year	\$22.77	\$24.14	\$25.12
10 year	\$23.45	\$24.86	\$25.87

SANTA ROSA MAINTENANCE WAGE SCALE 2018

	Maintenance Year 4	Maintenance Year 5	
START	\$26.00	\$28.00	
1 year	\$26.78	\$28.78	
2 year	\$27.58	\$29.58	
3 year	\$28.41	\$30.41	
4 year	\$29.26	\$31.26	
5 year	\$30.14	\$32.14	
6 year	\$31.05	\$33.05	
7 year	\$31.98	\$33.98	
8 year	\$32.94	\$34.94	
9 year	\$33.92	\$35.92	
10 year	\$34.94	\$36.94	



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Exhibit C-1
Health Care Benefit Package amendment

As stated in the Amendment to the contract the City and MV will share equally in the incremental cost of increasing Consultant's share of healthcare premiums for MV Transportation staff assigned to the Santa Rosa paratransit and Oakmont services if over 50% of the MV Transportation staff elect to participate in the healthcare benefit.

MV will increase healthcare benefit contributions from 40% (about \$265.12 per month per employee) to 75% (about \$497.10 per employee per month) of the overall premium (about \$662.80 per employee per month) for all Drivers, Maintenance and dispatch staff assigned to the Santa Rosa Paratransit and Oakmont Services.

The total MV employer contribution to the employee health care will be \$497.10 per enrolled employee per month. MV anticipates a minimum of 50% enrollment of our 18 employees, if enrollment exceeds 50%, the additional incremental cost will be split equally by the City of Santa Rosa and MV Transportation.

This means that the maximum additional cost to the City of Santa Rosa would be calculated by multiplying the 9 employees (over 50% enrollment) by half of the cost of the health care contribution ($\$497.10/2 = \248.55 per employee per month). Thus, the maximum annual cost to the City would be \$26,843.40 (9 employees*12 months*\$248.55).

MV TRANSPORTATION, INC.

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