

**AMENDMENT NUMBER FIVE TO  
PROFESSIONAL SERVICES AGREEMENT  
WITH  
KEOLIS TRANSIT SERVICES, LLC**

THIS AMENDMENT NUMBER FIVE (“Amendment”) is made and entered into April 13, 2017 (“Effective Date”), by and between the CITY OF COSTA MESA, a municipal corporation (“City”), and KEOLIS TRANSIT SERVICES, LLC, a Delaware limited liability company registered to do business in California (“Consultant”).

WHEREAS, City and Western Transit Systems entered into an agreement on October 1, 2011 for Western Transit Systems to provide drivers that will transport seniors in senior transportation vehicles for three (3) years, through September 30, 2014 (“Agreement”); and

WHEREAS, on October 1, 2014, City and Western Transit Systems extended the Agreement through September 30, 2016; and

WHEREAS, Consultant acquired Western Transit Systems and all rights, title, and interest in the Agreement, and City agreed to the assignment; and

WHEREAS, on February 21, 2015, City and Consultant amended the Agreement to include senior medical transportation and to increase Consultant’s compensation accordingly; and

WHEREAS, on October 1, 2016, City and Consultant extended the term of the Agreement through December 31, 2016; and

WHEREAS, on December 31, 2016, City and Consultant extended the term of the Agreement through June 30, 2017; and

WHEREAS, City and Consultant now desire to increase Consultant’s maximum compensation.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Consultant’s maximum compensation shall be increased by Forty-Three Thousand Dollars (\$43,000.00). Consultant shall be paid as set forth in Exhibit “A,” attached hereto and incorporated herein by this reference.
2. All terms not defined herein shall have the same meaning and use as set forth in the Agreement.
3. All other terms, conditions, and provisions of the Agreement, as amended, shall remain in full force and effect.

[Signatures on following page.]

**EXHIBIT A**  
**FEE SCHEDULE**

## COSTA MESA SENIOR CENTER - PROJECTION

	(Per rate sheet in Contract)
<b>10/1/2016 - 6/30/2017</b>	
<b>ADMINISTRATIVE COSTS</b>	
1. Management/Admin Wages	\$ 2,912.00
2. Benefits	\$ 932.00
3. Worker's Compensation	\$ 2,201.00
4. Liability Insurance	\$ 4,878.00
5. Other	
<b>OPERATING COSTS</b>	
6. Supervisor Wages	
7. Driver Wages	\$ 27,514.00
8. Dispatcher Wages	\$ 7,033.00
9. Benefits	\$ 11,204.00
10. Uniforms	\$ 428.00
11. Training	\$ 342.00
12. Licenses	\$ 1,000.00
13. Other - Depreciation	\$ 17,844.00
<b>MAINTENANCE COSTS</b>	
14. Mechanic Wages	\$ 3,252.00
15. Benefits	\$ 1,055.00
16. Training	
17. Parts/Supplies/Tires	\$ 1,075.00
18. Shop Materials	
19. Shop Maintenance	
20. Towing	\$ 100.00
21. Other	
<b>OTHER EXPENSES</b>	
22. Start-up Costs	
23. City and Other Fees or Taxes	
24. Capital Costs - Specify	
25. Service Fuel	\$ 11,832.00
26. Other Fuel - Dead Head fuel for Driver	\$ 3,106.00
27. Utilities	\$ 1,632.00
28. Overhead	\$ 2,720.00
29. Profit	\$ 5,650.00
<b>30. Total Costs (Sum of Numbers 1-29)</b>	<b>\$ 106,710.00</b>
31. Vehicles Service Hours (estimated)	\$ 2,295.00
<b>32. Hourly Rate (#30 divided by #31)</b>	<b>\$ 46.50</b>
<b>Daily Rate</b>	<b>\$ 418.47</b>

Note: Program funded by HOAG Hospital

<b>ADMINISTRATIVE COSTS</b>	<b>Period (10/1/14 - 9/30/15)</b>	<b>Period (10/1/15 - 9/30/16)</b>	<b>Period (10/1/16 - 6/30/17)</b>
1. Management/Admin Wages	\$ 2,912.00	\$ 2,985.00	\$ 2,985.00
2. Fringe Benefits	\$ 932.00	\$ 969.00	\$ 969.00
3. Worker's Compensation	\$ 2,417.00	\$ 2,514.00	\$ 2,514.00
4. Liability Insurance	\$ 9,756.00	\$ 9,756.00	\$ 9,756.00
5. Other (use Additional Sheets)			
6. Supervisor Wages	\$ 1,000.00	\$ 1,025.00	\$ 1,025.00
7. Driver Wages	\$ 30,218.00	\$ 30,973.00	\$ 30,973.00
8. Dispatcher Wages	\$ 11,456.00	\$ 11,742.00	\$ 11,742.00
9 Fringe Benefits	\$ 12,760.00	\$ 13,270.00	\$ 13,270.00
10. Uniforms	\$ 428.00	\$ 439.00	\$ 439.00
11. Training	\$ 342.00	\$ 351.00	\$ 351.00
12. Licenses			
13. Other (use Additional Sheets)			
<b>MAINTENANCE COSTS</b>			
14. Mechanic Wages			
15. Mechanic Fringes			
16. Training			
17. Parts/Supplies/Tires			
18. Shop Materials			
19. Building/Shop Maintenance			
20. Towing			
21. Other (use Additional Sheets)			
<b>OTHER EXPENSES</b>			
22. Start-up Costs			
23. City and Other Fees or Taxes			
24. Capital Costs - Specify			
25. Other costs - Fuel	\$ 6,800.00	\$ 7,140.00	\$ 7,140.00
26. Utilities	\$ 1,632.00	\$ 1,632.00	\$ 1,632.00
27. Overhead	\$ 2,720.00	\$ 2,788.00	\$ 2,788.00
28. Profit	\$ 4,635.00	\$ 4,726.00	\$ 4,726.00
<b>29. Total Costs (Sum of Numbers 1 through 28)</b>	<b>\$ 88,008.00</b>	<b>\$ 90,310.00</b>	<b>\$ 90,310.00</b>
30. Vehicles Service Hours (estimated)	\$ 2,295.00	\$ 2,295.00	\$ 2,295.00
<b>31. Hourly Rate (#29 divided by #30)</b>	<b>\$ 38.35</b>	<b>\$ 39.35</b>	<b>\$ 39.35</b>

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by and through their respective authorized officers, as of the date first above written.

CITY OF COSTA MESA

James J. Lefebvre  
City Manager Acting CM

Date: 5/4/17

CONSULTANT

Joseph Cardoso  
Signature  
Name and Title CFO

Date: 5-8-17

ATTEST:

Brenda Green  
City Clerk



APPROVED AS TO FORM:

[Signature]  
City Attorney

Date: 5/4/17

APPROVED AS TO INSURANCE:

[Signature]  
Risk Management

Date: 5/4/17

DEPARTMENTAL APPROVAL

*for Juston Montez*  
\_\_\_\_\_  
Senior Center Program Administrator

Date: 5/4/17

APPROVED AS TO PURCHASING:

*Stephen Demivent*  
\_\_\_\_\_  
Interim Finance Director

Date: 5.4.17