

CITY AND COUNTY OF SAN FRANCISCO
Municipal Transportation Agency
1 South Van Ness Avenue, 7th Floor
San Francisco, California 94103-5417

Third Amendment

THIS AMENDMENT (this "Amendment") is dated for convenience as of the 1st day of January, 2009, in San Francisco, California, by and between ACS State and Local Solutions ("Contractor"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its Municipal Transportation Agency (the "Agency").

RECITALS

WHEREAS, City and Contractor have entered into the Agreement (as defined below); and

WHEREAS, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein;

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 December 19, 2005, between Contractor and City, as amended by the First Amendment dated December 1, 2007 and Second Amendment dated December 4, 2008.

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:

a. Section 2. Section 2 "Term of the Agreement" currently reads as follows:

Subject to Section 1 (Certification of Funds), the term of this Agreement shall be from December 30, 2005 to January 31, 2009.

The term of this Agreement may be extended up to an additional twenty-three (23) months upon the option of the City and mutual agreement of the parties both as to the period for any such extension, and the terms and conditions upon which such extension shall be based. The City reserves the right to extend this Agreement after completion of the five-year term of the contract.

Such section is hereby amended in its entirety to read as follows:

2. Term of the Agreement

Subject to Section 1 (Certification of Funds), the term of this Agreement shall be from December 30, 2005 to December 30, 2009.

The term of this Agreement may be extended up to an additional one (1) year upon the option of the City and mutual agreement of the parties both as to the period for any such extension, and the terms and

conditions upon which such extension shall be based. The City reserves the right to extend this Agreement after completion of the five-year term of the contract.

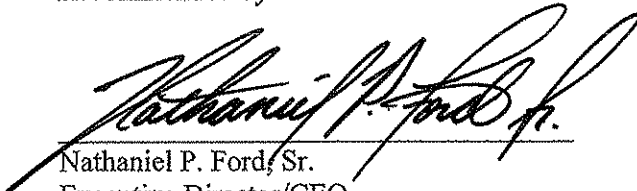
3. Effective Date. Each of the modifications set forth in Section 2 shall be effective on and after January 31, 2009.

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, Contractor and City have executed this Amendment as of the date first referenced above.

CITY

Recommended by:

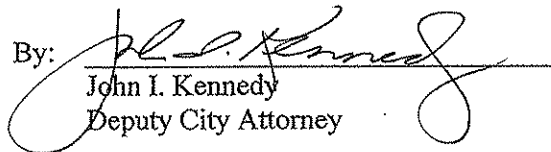


Nathaniel P. Ford, Sr.
Executive Director/CEO
Municipal Transportation Agency

Approved as to Form:

Dennis J. Herrera
City Attorney

By:



John I. Kennedy
Deputy City Attorney

Approved:

Municipal Transportation Agency
Board of Directors
Resolution No. 09-013

Adopted: 1/6/2009

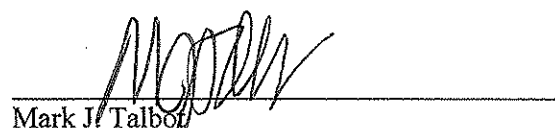
Attest:



Roberta Boomer
Secretary
MTA Board of Directors

CONTRACTOR

ACS State and Local Solutions



Mark J. Talbot
Vice President
ACS State and Local Solutions
1800 M Street, NW
Washington, DC 20036

City vendor number: 68769