

RENEWAL AGREEMENT THREE

This **RENEWAL AGREEMENT THREE** is made as of July 1, 2018, by **COMPASS GROUP USA, INC.**, by and through its Chartwells Division ("Chartwells"), and the **LA CANADA UNIFIED SCHOOL DISTRICT** (the "School Food Authority" or "SFA") (individually, the "Party" and collectively, the "Parties").

WHEREAS, the SFA and Chartwells are parties to a certain food service agreement, dated June 11th, 2015, as amended by Renewal Agreement One dated March 15, 2016 and Renewal Agreement Two dated July 1, 2017 (collectively, the "Agreement"), pursuant to which Chartwells manages the Client's food service operation and facilities; and

NOW, THEREFORE, in consideration of the promises herein contained and for other good and valuable consideration, the Parties hereto agree as follows:

1. Section II, General Terms and Conditions. All references to 2 CFR 225 and 230 and 7 CFR 3016 and 3019 shall be removed and replaced with 2 CFR 200, as applicable.
2. Section II (A) General Terms and Conditions, is hereby amended by deleting the first sentence and replacing it with the following:

"The term of this Agreement shall be for one (1) year beginning on July 1, 2018 and continuing until June 30th, 2019 ("Term") unless terminated by either party as hereinafter provided. The Parties may by mutual agreement renew this Agreement for up to one (1) successive one (1) year renewal periods."
3. Section II (Q) General Terms and Conditions. The word "Sanctions" is hereby deleted and replaced with "Penalties"
4. Section II (W) General Terms and Conditions. The following new Sub-section is inserted:

W. Small and Minority Businesses - Prime Contractors and Subcontractors

The non-Federal entity must take all necessary affirmative steps to assure that minority businesses, women's business enterprises, and labor surplus area firms are used when possible. Affirmative steps must include: (1) Placing qualified small and minority businesses and women's business enterprises on solicitation lists; (2) Assuring that small and minority businesses, and women's business enterprises are solicited whenever they are potential sources; (3) Dividing total requirements, when economically feasible, into smaller tasks or quantities to permit maximum participation by small and minority businesses, and women's business enterprises; (4) Establishing delivery schedules, where the requirement permits, which encourage participation by small and minority businesses, and women's business enterprises; (5) Using the services and assistance, as appropriate, of such organizations as the Small Business Administration and the Minority Business Development Agency of the Department of Commerce; and (6) Requiring the prime contractor, if subcontracts are to be let, to take the affirmative steps listed in paragraphs (1) through (6) of this section. (2 CFR, Part 200.321[a][b][1-6])

5. Section IV A(2) Food Service Program is hereby deleted and replaced with the following:

2. The SFA participates in meal programs that require the use the nonprofit food service funds, to the maximum extent practicable, to buy domestic commodities or products for Program meals. A 'domestic commodity or product' is defined as one that is either produced in the U.S. or is processed in the U.S. substantially (51% or more by weight or volume) using agricultural commodities that are produced in the U.S. as provided in 7 CFR 210.21(d) and 220.16[dj).

6. Section IV (A)(3) Food Service Program is hereby deleted and replaced with the following:

3. The FSMC will provide documentation justifying their use of exceptions to the Buy American provision. The FSMC will document why a non-domestic food is being substituted for domestic foods. The documentation is intended to indicate if the alternative food is due to the cost of domestic is significantly higher than non-domestic foods and/or the domestic foods is not produce or manufactured in sufficient and reasonable available quantities of a satisfactory quantity.

7. Section IV (B)(5) Food Service Program is deleted and replace with the following:

5. The SFA shall retain responsibility for providing substitutions in lunches and afterschool snacks for students who are considered to have a disability under 7 CFR 15b.3 and whose disability restricts their diet. Substitutions must be made on a case by case basis only when supported by a written statement of the need for substitution(s) that includes recommended alternate foods, unless otherwise exempted by FNS. Such statement must be signed by a licensed physician. (7 CFR 210.10(m)).

8. Section IV (B)(16) Food Service Program. The following is inserted under new Sub-section (B)(16):

16. Meals are prepared by the FSMC on-site.

9. Section IX (A) Monitoring and Compliance is hereby deleted and replaced with the following:

A. The SFA shall monitor the food service operation through periodic on-site visits in order to develop recommendations for improvement of the food service program per 7 CFR, Section 210.16(a)(3).

10. Section IX (D) Monitoring and Compliance. The following new sub-section "D" is inserted:

D. As prescribed by the SFA, and in accordance with the Buy American Provisions of 7 CFR Part 210.21(d), Chartwells shall purchase, to the maximum extent practicable, domestic commodities that are produced and processed in the United States and will substantially purchase agricultural commodities that are produced in the United States. "Substantially" means that over fifty-one percent (51%) of the final processed products consist of agricultural commodities that were grown domestically." If the percentage is less than 51% then the Respondent will notify the SFA of the non-domesticity of the process end product.

11. Section XI Certifications. All references to citation "7 CFR, parts 3016, and/or 3019" and "7 CFR, section 3017.510" is hereby deleted and replaced with "2 CFR, Sections 180 and 417"

12. Section XI (H) Certifications. The following is inserted under new subsection (H).

Per Appendix II to 2 CFR, Part 200 the following provisions must be included (as applicable):

Equal Employment Opportunity Clause per Executive Order 11246 (for contracts in excess of \$10,000).

Rights to Inventions Made Under a Contract or Agreement.

13. Exhibit A. Section II (B), Description of FSMC Responsibilities. The following new bullet point is inserted:

- Adhere to the menu planning meal patterns as required in 7 CFR, Sections 210.10 and 220.8.

IN WITNESS WHEREOF, the parties hereto have caused this Renewal Agreement to be signed by their duly authorized officers, all done the day and year first above written.

La Canada Unified School District

Compass Group USA, Inc.,
by and through its Chartwells division

By: Mark E Evans

By: B. Oakley

Name: Mark E Evans

Name: Belinda Oakley

Its: Asst. Supt. of Bus. and Admin Services

Its: CEO, Chartwells K-12

Date: 6/6/18

Date: 5/10/18

Debarment, Suspension, and Other Responsibility Matters

As required by Executive Order 12549, Debarment and Suspension, and implemented at 7 *CFR* Section 3017.510, for prospective participants in primary covered transactions, as defined at 7 *CFR* Section 3017.200:

- A. The contractor certifies that it and its principals:
- (a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
 - (b) Have not within a three-year period preceding this application been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state, or local) transaction or contract under a public transaction; violation of federal or state antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - (c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state, or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification; and
 - (d) Have not within a three-year period preceding this application had one or more public transactions (federal, state, or local) terminated for cause or default.
- B. Where the applicant is unable to certify to any of the statements in this certification, he or she shall attach an explanation to this application.

Compass Group USA, Inc., by and through its Chartwells Division

Contractor/Company Name

Award Number, Contract Number, or Project Name

Belinda Oakley, CEO Chartwells K12

Name(s) and Title(s) of Authorized Representatives


Signature(s)

5/10/18

Date

Certificate of Independent Price Determination

Both the SFA and FSMC shall execute this Certificate of Independent Price Determination.

Compass Group USA, Inc., by and through its
Chartwells Division

La Canada Unified School District

Name of FSMC

Name of SFA

- A. By submission of this offer, the offeror (FSMC) certifies and, in the case of a joint offer, each party thereto certifies as to its own organization that in connection with this procurement:
1. The prices in this offer have been arrived at independently—without consultation, communication, or agreement—for the purpose of restricting competition, as to any matter relating to such prices with any other offeror or with any competitor;
 2. Unless otherwise required by law, the prices which have been quoted in this offer have not been knowingly disclosed by the offeror and will not knowingly be disclosed by the offeror prior to opening the case of an advertised procurement, directly or indirectly to any other offeror or to any competitor; and
 3. No attempt has been made or will be made by the offeror to induce any person or firm to submit, or not to submit, an offer for the purpose of restricting competition.
- B. Each person signing this offer on behalf of the offeror certifies that:
1. He or she is the person in the offeror's organization responsible within the organization for the decision as to the prices being offered herein and has not participated, and will not participate, in any action contrary to (A)(1) through (A)(3) above; or
 2. He or she is not the person in the offeror's organization responsible within the organization for the decision as to the prices being offered herein, but that he or she has been authorized in writing to act as agent for the persons responsible for such decision in certifying that such persons have not participated, and will not participate, in any action contrary to (A)(1) through (A)(3) above and as their agent does hereby so certify; and he or she has not participated, and will not participate, in any action contrary to (A)(1) through (A)(3) above.

To the best of my knowledge, this vendor and its affiliates, subsidiaries, officers, directors, and employees are not currently under investigation by any governmental agency and have not in the last three years been convicted or found liable for any act prohibited by state or federal law in any jurisdiction, involving conspiracy or collusion with respect to bidding on any public contract, except as follows (provide detail):


Signature of FSMC's
Authorized Representative

Belinda Oakley
CEO, Chartwells K12
Title

5/10/18
Date

In accepting this offer, the SFA certifies that no representative of the SFA has taken any action that may have jeopardized the independence of the offer referred to above.


Signature of SFA's
Authorized Representative

Asst. Supt. of Bus and
Admin Services
Title

6/6/18
Date

Note: Accepting a Respondent's offer does not constitute award of the contract.


NOT APPLICABLE

Disclosure of Lobbying Activities and Instructions

Approved by
OMB

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352

(See next page for public burden disclosure)

1. Type of Federal Action: a. Contract b. Grant c. Cooperative agreement d. Loan e. Loan guarantee f. Loan insurance		2. Status of Federal Action: a. Bid/Offer/Application b. Initial Award c. Post-Award		3. Report Type: a. Initial filing b. Material change For Material Change Only: Year _____ Quarter _____ Date of last report _____	
4. Name and Address of Reporting Entity: <input type="checkbox"/> Prime <input type="checkbox"/> Subawardee <input type="checkbox"/> Tier, if known Congressional District, if known:				5. If Reporting Entity in No. 4 is Subawardee, Enter Name and Address of Prime: Congressional District, if known:	
6. Federal Department/Agency:				7. Federal Program Name/Description: CFDA Number, if applicable:	
8. Federal Action Number, if known:				9. Award Amount, if known: \$	
10. a. Name and Address of Lobbying Registrant (if individual, last name, first name, MI):				b. Individuals Performing Services (including address if different from No. 10a) (last name, first name, MI)	
11. Information requested through this form is authorized by Title 31 U.S.C. Section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.				Signature: 	
				Print Name: Belinda Oakley	
				Title: CEO, Chartwells K12	
				Telephone No: (914) 935-5300	
FEDERAL USE ONLY:				Date: 5/10/18	
<i>Authorized for Local Reproduction</i> Standard Form (SF—LLL (Rev. 7-97))					

INSTRUCTIONS
Disclosure Of Lobbying Activities (SF-LLL)

This disclosure form shall be completed by the reporting entity, whether subawardee or prime federal recipient, at the initiation or receipt of a covered federal action, or a material change to a previous filing, pursuant to 31 U.S.C. Section 1352. The filing of a form is required for each payment or agreement to make payment to any lobbying entity for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with a covered federal action. Complete all items that apply for both the initial filing and material change report. Refer to the implementing guidance published by the Office of Management and Budget (OMB) for additional information.

1. Identify the type of covered federal action for which lobbying activity is and/or has been secured to influence the outcome of a covered federal action.
2. Identify the status of the covered federal action.
3. Identify the appropriate classification of this report. If this is a follow-up report caused by a material change to the information previously reported, enter the year and quarter in which the change occurred. Enter the date of the last previously submitted report by this reporting entity for this covered federal action.
4. Enter the full name, address, city, state, and zip code of the reporting entity. Include Congressional District, if known. Check the appropriate classification of the reporting entity that designates if it is, or expects to be, a prime or subaward recipient. Identify the tier of the subawardee, e.g., the first subawardee of the prime is the first tier. Subawards include but are not limited to subcontracts, subgrants, and contract awards under grants.
5. If the organization filing the report in item 4 checks "Subawardee," then enter the full name, address, city, state, and zip code of the prime federal recipient. Include Congressional District, if known.
6. Enter the name of the federal agency making the award or loan commitment. Include at least one organizational level below agency name, if known. For example, U.S. Department of Agriculture, Food and Nutrition Service.
7. Enter the federal program name or description for the covered federal action (Item 1). If known, enter the full Catalog of Federal Domestic Assistance (CFDA) number for grants, cooperative agreements, loans, and loan commitments.
8. Enter the most appropriate federal identifying number available for the federal action identified in item 1 (e.g., RFP number; Invitation for Bid (IFB) number; grant announcement number; the contract, grant, or loan award number; the application/proposal control number assigned by the federal agency). Include prefixes, e.g., "RFP-DE-90-001."
9. For a covered federal action where there has been an award or loan commitment by the federal agency, enter the federal amount of the award/loan commitment for the prime entity identified in item 4 or 5.
10. (a) Enter the full name, address, city, state, and zip code of the lobbying registrant under the Lobbying Disclosure Act of 1995 engaged by the reporting entity identified in item 4 to influence the covered federal action.
(b) Enter the full names of the individual(s) performing services, and include full address if different from 10(a). Enter last name, first name, and middle initial (MI).
11. The certifying official shall sign and date the form, print his/her name, title, and phone number.

According to the Paperwork Reduction Act, as amended, no persons are required to respond to a collection of information unless it displays a valid OMB Control Number. The valid OMB control number for this information collection is OMB No. 0348-0046. Public reporting burden for this collection of information is estimated to average 10 minutes per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (0348-0046), Washington, DC 20503.