

San Carlos Unified School District No. 20
P.O. Box 207
San Carlos, Arizona 85550
Food Service Management Company Contract Amendment

Page 01 of <1> Pages

1. AGREEMENT NO.: 2009-02-14	2. AMENDMENT NO.: No. 2	3. START DATE: July 1, 2011
5. FOOD SERVICE MANAGEMENT COMPANY NAME & ADDRESS: Southwest Foodservice Excellence LLC 9304 E. Raintree Drive, Suite 110 Scottsdale, Arizona 85260		
6. AUTHORITY FOR AMENDMENT: Special Terms and Condition page 10 section number four (4) A, Contract Option , states the contract must be one year with the option to have four additional one-year extensions. The entire duration of the agreement shall not exceed five (5) years. 210.16(d)		
7. PURPOSE OF AMENDMENT: To extend the contract an additional year and initiate a new pricing schedule.		

8. THE ABOVE REFERENCED AGREEMENT IS HEREBY MODIFIED AS FOLLOWS:

- A.** In accordance with the provisions of the Special Terms and Conditions page 7, 4 A, **Contract Option**, the contract must be one year with the option to have four additional one-year extensions, for the total duration of this Contract, including the exercise of any options under this provision, shall not exceed five (5) years. The **San Carlos Unified School District No. 20** is exercising its option at this time to extend the term of the contract for an additional 12 months. The contract now ends on June 30, 2012.

9. EXCEPT AS PROVIDED FOR HEREIN, ALL TERMS AND CONDITIONS OF THE ORIGINAL CONTRACT/AGREEMENT NOT HERETOFORE CHANGED AND/OR MODIFIED REMAIN UNCHANGED AND IN FULL EFFECT.	
IN WITNESS WHEREOF THE PARTIES HERETO SIGN THEIR NAMES IN AGREEMENT.	
SOUTHWESTT FOODSERVICE EXCELLENCE LLC:	SAN CARLOS UNIFIED SCHOOL DISTRICT NO. 20:
SIGNATURE OF AUTHORIZED INDIVIDUAL:	SIGNATURE:
TYPED NAME: Donald Gala	TYPED NAME: Richard W. Wilde, Ed. D.
TITLE: Member/Manager	TITLE: Superintendent
DATE:	DATE: May 11, 2011



San Carlos Unified School District No. 20

04/02/20/000

School Food Authority Name

CTD Number

Arizona Department of Education

Food Service Management Company (FSMC) Contract Amendment Checklist

This checklist must be completed and submitted to the Arizona Department of Education (ADE), along with the referenced documents, by May 31 for all Food Service Management Company (FSMC) contract amendment approvals. Remember to submit an **UNSIGNED** contract amendment in order to receive ADE approval. Forms will be returned if not accurately completed or if sections are blank. After ADE has approved the amendment, the School Food Authority (SFA) must send a signed copy to ADE within ten days.

Please answer the question and check each box for which information and/or documents have been provided.

1. Contract Amendment Unsigned. ☒ Yes ☐ No
2. Did the Price Increase? ☐ Yes ☒ No
If yes, list the RFP Clause that allows this:

3. Did the Guarantee Change? ☐ Yes ☒ No
If yes, complete the *Schedule of Terms of the FSMC Guarantee* form?

4. Which annual contract amendment is this? ☐ 1st ☒ 2nd ☐ 3rd ☐ 4th of 4 annual amendments.

5. Certifications
Provide the following signed certifications by the FSMC:

- ☒ Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion-Lower Tier Covered Transactions
- ☒ Certification regarding Lobbying, Disclosure of Lobbying Activities and Instructions
- ☒ Certification of Independent Price Determination (The FSMC and SFA must sign form)

6. Were any other changes made to original solicitation documents and where changes have occurred?

☐ Yes

☒ No

If yes, please describe the changes

7. District Employee Contact Information

Provide the following information for the individual employed by the SFA responsible for answering questions and correspondence concerning its food service operation:

Name & Job Title: Gertrude Goode

Executive Secretary

Telephone Number: (928) 475-2315 ext. 2009

Fax Number: (928) 475-2301

Email Address: g.goode@sancarlos.k12.az.us

I certify that the information and documentation provided herein is true and correct to the best of my knowledge and that I am the person authorized to sign herein.

By: _____ May 11, 2011 _____ Superintendent
(Signature) (Date) (Position/Title)

Richard W. Wilde, Ed. D.

(Printed name of person signing)

Certificate of Independent Price Determination

Both the School Food Authority (SFA) and the Food Service Management Company (Offeror) shall execute this Certificate of Independent Price Determination.

Southwest Foodservice Excellence LLC

SAN CARLOS USD NO. 20

Name of Food Service Management Company

Name of School Food Authority

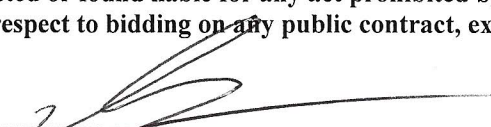
(A) By submission of this Offer, the Offeror certifies and in the case of a joint Offer, each party thereto certifies as to its own organization, that in connection with this procurement:

- (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 in the case of an advertised procurement, or prior to award in the case of a negotiated 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 Food Service Management Company certifies that:

- (1) He or she is the person in the Offerors 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 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 Food Service Management Company, 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:



Signature of Food Service Management
Company's Authorized Representative

Member/Manager

Title

3/23/11

Date

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

Signature of School Food Authority
Authorized Representative

SUPERINTENDENT

Title

05/11/2011

Date

Instructions for Certification

1. By signing and submitting this form, the prospective lower tier participant is providing the certification set out on the reverse side in accordance with these instructions.
2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If It is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.
3. The prospective lower tier participant shall provide Immediate written notice to the person to whom this proposal is submitted if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
4. The terms "covered transaction," "debarred," "suspended," "ineligible," "lower tier covered transaction," "participant," "person," "primary covered transaction," "principal," "proposal," and "voluntarily excluded," as used in this clause, have the meanings set out in the Definitions and Coverage sections of rules implementing Executive Order 12549. You may contact the person to which this proposal is submitted for assistance in obtaining a copy of those regulations.
5. The prospective lower tier participant agrees by submitting this form that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency with which this transaction originated.
6. The prospective lower tier participant further agrees by submitting this form that it will include this clause titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transactions," without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the Nonprocurement List.
8. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
9. Except for transactions authorized under paragraph 5 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

U.S. DEPARTMENT OF AGRICULTURE

Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transactions

This certification is required by the regulations implementing Executive Order 12549, Debarment and Suspension, 7 CFR Part 3017, Section 3017.510, Participants' responsibilities. The regulations were published as Part IV of the January 30, 1989, Federal Register (pages 4722-4733). Copies of the regulations may be obtained by contacting the Department of Agriculture agency with which this transaction originated.

(BEFORE COMPLETING CERTIFICATION, READ INSTRUCTIONS ON REVERSE)

- (1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.
- (2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

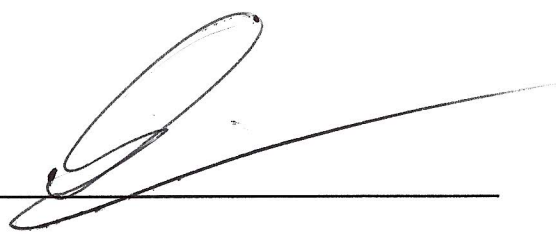
Southwest Foodservice Excellence LLC

Organization Name

PR/A ward Number Project Name

Donald Gala Member/Manager

Name(s) and Title(s) Authorized Representative(s)



Signature(s)

3/23/11

Date

CERTIFICATION REGARDING LOBBYING

Applicable to Grants, Subgrants, Cooperative Agreements, and Contracts Exceeding \$100,000 in Federal Funds.

Submission of this certification is a prerequisite for making or entering into this transaction and is imposed by section 1352, Title 31, U.S. Code. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

The undersigned certifies, to the best of his or her knowledge and belief, that:

- (1) No Federal appropriated funds have been paid or will be paid by or on behalf of the undersigned, to any person 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 the awarding of a Federal contract, the making of a Federal grant, the making of a Federal loan, the entering into a cooperative Agreement, and the extension, continuation, renewal, amendment, or modification of a Federal contract, grant, loan, or cooperative Agreement.
- (2) If any funds other than Federal appropriated funds have been paid or will be paid to any person 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 this Federal grant or cooperative Agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying", in accordance with its instructions.
- (3) The undersigned shall require that the language of this certification be included in the award documents for all covered subawards exceeding \$100,000 in Federal funds at all appropriate tiers and that all sub recipients shall certify and disclose accordingly.

Southwest Foodservice Excellence LLC

9304 E. Raintree Dr. Suite 110 Scottsdale, AZ 85260

Name/Address of Organization

Donald Gala

Member/Manager

Name/Title of submitting Official

3/23/11

Signature

Date

DISCLOSURE OF LOBBYING ACTIVITIES

INSTRUCTIONS FOR COMPLETION OF 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 title 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. Use the SF-LLL-A Continuation Sheet for additional information if the space on the form is inadequate. 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 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 1st tier. Sub awards 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 Department of Transportation, United States Coast Guard.
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., Request for Proposal (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 entity 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. Enter the amount of compensation paid or reasonably expected to be paid by the reporting entity (item 4) to the lobbying entity (item 10). Indicate whether the payment has been made (actual) or will be made (planned). Check all boxes that apply. If this is a material change report, enter the cumulative amount of payment made or planned to be made.
12. Check the appropriate box(es). Check all boxes that apply. If payment is made through an in-kind contribution, specify the nature and value of the in-kind payment.
13. Check the appropriate box(es). Check all boxes that apply. If other, specify nature.
14. Provide a specific and detailed description of the services that the lobbyist has performed, or will be expected to perform, and the date(s) of any services rendered. Include all preparatory and related activity, not just time spent in actual contact with Federal officials. Identify the Federal official(s) or employee(s) contacted or the officer(s), employee(s), or Member(s) of Congress that were contacted.
15. Check whether or not a SF-LLL-A Continuation Sheet(s) is attached.
16. The certifying official shall sign and date the form, print his/her name, title, and telephone number.

Public reporting burden for this collection of information is estimated to average 30 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 the 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, D.C. 20503.

DISCLOSURE OF LOBBYING ACTIVITIES

x Check this box if not applicable

**Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure.)**

1. Type of Federal Action: <input type="checkbox"/> a. contract <input type="checkbox"/> b. grant <input type="checkbox"/> c. cooperative agreement <input type="checkbox"/> d. loan guarantee <input type="checkbox"/> e. loan insurance		2. Status of Federal Action: <input type="checkbox"/> a. bid/offer/application <input type="checkbox"/> b. initial award <input type="checkbox"/> c. post-award		3. Report Type: <input type="checkbox"/> a. initial filing <input type="checkbox"/> 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 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 Entity (if individual, last name, first name, MI): (attach continuation sheet(s) SF-LLL-A, if necessary)			b. Individuals Performing Services (including address) (last name, first name, MI): (attach continuation sheet(s) SF-LLL-A, if necessary)		
11. Amount of Payment (check all that apply): \$ _____ <input type="checkbox"/> actual <input type="checkbox"/> planned			13. Type of Payment (check all that apply): <input type="checkbox"/> a. retainer <input type="checkbox"/> b. one-time fee <input type="checkbox"/> c. commission <input type="checkbox"/> d. contingent fee <input type="checkbox"/> e. deferred <input type="checkbox"/> f. other; specify: _____		
12. Form of Payment (check all that apply): <input type="checkbox"/> a. cash <input type="checkbox"/> b. in-kind; specify: nature _____ value _____					
14. Brief Description of Services Performed or to be Performed and Date(s) of Service, including officer(s), employee(s), of Member(s) contracted, for payment indicated on item 11: (attach Continuation Sheet(s) SF-LLL-A, if necessary) 					
15. Continuation Sheet(s) SF-LLL-A attached: <input type="checkbox"/> Yes <input type="checkbox"/> No					
16. 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: Donald Gala Title: Member/ Manager Telephone No.: 928-699-7376 Date: 3/23/11		
Federal Use Only:					