

CONTRACT EXTENSION (#1)

☐ CHECK HERE IF ADDITIONAL PAGES ARE ATTACHED

Pages

Renewal (Extension Number)

2

Agreement Number (Base year)

Fund 13-2019-20 1

1. This Extension Agreement is entered into between the School Food Authority and Contractor named below:

SCHOOL FOOD AUTHORITY'S NAME

Wisebum Unified School District

FOOD SERVICE MANAGEMENT COMPANY'S NAME

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

2. Base year contract term: Effective date: **July 1, 2019** Expiration date: **June 30, 2020**
Extension year: Effective date: **July 1, 2021** Expiration date: **June 30, 2022**
3. The maximum dollar amount of this contract is equal to the fixed cost per meal multiplied by the number of meals:
\$675,369.45 (maximum dollar amount)

4. Page 8, Section II(B), Contract Cost Adjustment, is amended to add the following:

"Notwithstanding the foregoing, the fixed cost per meal rate is based on existing conditions as of the date the parties execute this contract extension. In the event of any Federal, State, or Local minimum wage increase during the term of this contract, or during any renewal thereof, the fixed cost per meal rate shall be adjusted to reflect additional labor costs incurred by the FSMC."

5. Addendum, Section 6, Guarantee Break-Even. This Section is deleted in its entirety and replaced with the following:

Guaranteed Return. The FSMC guarantees a return of \$10,000.00 to the SFA for the 2021-2022 school year from the food service program (exclusive of cost of equipment repairs, maintenance, replacements, and smallwares). If the annual operating statement shows a profit less than \$10,000.00, the FSMC will reduce its fee by the difference between the actual and the guaranteed amount, but in no event shall the reimbursement obligation exceed \$10,000.00. The Guaranteed Return and the FSMC's reimbursement obligation are based on the following conditions and assumptions. The Guaranteed Return to the SFA shall be reduced to account for increased cost or loss of revenue by FSMC if the following conditions are not met during the school year:

CONDITIONS:

- The continuing accuracy of information provided by the SFA in the RFP, including value of USDA foods; cash and/or reimbursement levels from State and Federal sponsors; the number of students eligible for free and reduced price meals; and selling price of menu pattern meals and a la carte prices.
- Student enrollment of at least 2,190 and annual serving days for such students of at least 180.
- No changes in legislation or regulation (e.g., minimum wages, fringe and benefits, taxes, unionization, etc.) that would impact cost of FSMC to provide the services.
- No strikes, work stoppages or school closings, and all make-up days due to inclement weather shall have at least equal sales revenue as a normal day of operation.
- Service hours, service requirements, type and number of facilities selling food and/or beverages on SFA premises remain constant throughout the school year. SFA shall limit the expansion of competitive food sales.
- SFA direct expenses will not exceed \$0.00, labor costs will not exceed \$0.00, equipment maintenance and repair costs will not exceed \$0.00, and annual POS system service and maintenance fees will not exceed \$0.00.
- Any capital commitments are utilized as proposed.
- There will be no bad debts, including losses from uncollectible accounts.
- All students will attend classes in-person on school grounds for the 2021-2022. No virtual learning.


6. The parties mutually agree to this extension as follows. All actions noted below are by this reference made a part of the Agreement and incorporated herein: **(Note: This section is used to indicate the current cost per meal. Please include your cost per meal table.)**

Cost Per Meal

Note: Prices must **not** include values of USDA Foods, and must include all meal programs.

LINE ITEM	UNIT*	RATE	TOTAL
Breakfast	90,000	\$2.132	\$191,866.32
Lunch	225,000	\$2.132	\$479,665.80
Non-reimbursable Meals	1,800	\$2.132	\$3,837.33
Total	316,800	\$2.132	\$675,369.45

Units provided by SFA

FOOD SERVICE MANAGEMENT COMPANY	
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) Compass Group USA, Inc., by and through its Chartwells Division	
BY (Authorized Signature) 	DATE SIGNED (Do not type)
PRINTED NAME AND TITLE OF PERSON SIGNING	
ADDRESS 2 International Drive, Rye Brook, NY 10573	
SCHOOL FOOD AUTHORITY	
SCHOOL FOOD AUTHORITY NAME Wiseburn Unified School District	
BY (Authorized Signature) 	DATE SIGNED (Do not type) 4-20-2021
PRINTED NAME AND TITLE OF PERSON SIGNING Dave Wilson, Chief Business Official	
ADDRESS 201 N. Douglas St., El Segundo, CA 90245-4637	

INSTRUCTIONS FOR USE:

1. Enter renewal number (also known as extension number). The contract can only be extended four times. Indicate the extension by entering 1 for year 1 of the extension from the base year or 2, 3 or 4.
2. Enter agreement number. Every agreement (contract) should have a number assigned to identify that contract. If there is not an agreement number, identify the contract by the year of the contract also known as base year.
3. Item 1: Enter the contractor's and the school food authority's name.
4. Item 2: Enter the base year terms and the current extension terms. The term is the effective and expiration dates
5. Item 3: Enter the maximum dollar amount.
6. Item 4: Indicate **the current cost per meal**. Include the cost per meal table.
7. The contractor's and school food authority's authorized signer should be identified, and signatures provided.

**Attachment I: Certifications Regarding Lobbying, Debarment, Suspension, and
Other Responsibility Matters**

CERTIFICATION REGARDING LOBBYING

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 any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment or modification of any 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 contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure of Lobbying Activities," in accordance with its instructions.
- (3) The undersigned shall require that the language of this certification be included in the award documents of all sub-awards at all tiers (including subcontracts, sub-grants, and contracts under grants, loans, and cooperative agreements) and that all sub-recipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, United States Code. 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.

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

Street address: 2 International Drive

City, State, Zip: Rye Brook, NY 10573

CERTIFIED BY: (Type or Print)

TITLE: Peter Weber, CFO, Chartwells K12

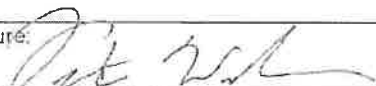

(Signature)

3/15/2021
(Date)

NOT APPLICABLE

Disclosure Of Lobbying Activities and Instructions

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1 Approved by
(See next page for public burden disclosure) OMB

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 <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 <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: Peter Weber	
		Title: CFO, Chartwells K12	
FEDERAL USE ONLY:		Telephone No: (914) 935-5300	Date: 3/15/2021
<div style="text-align: right;">Authorized for Local Reproduction Standard Form (SF—LLL (Rev. 7-97)</div>			

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. 0348-0045. 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 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 (0348-0045), Washington, DC 20503.

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.

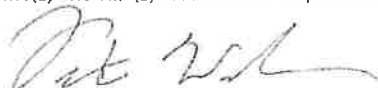
Compass Group USA, Inc., by and through its Chartwells Division

Contractor/Company Name

Award Number, Contract Number, or Project Name

Peter Weber, CFO, Chartwells K12

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


Signature(s)

3/15/2021

Date