

City and County of San Francisco
 Office of Contract Administration
 Purchasing Department
 City Hall, Room 430
 1 Dr. Carlton B. Goodlett Place
 San Francisco, CA 94102-4685



Contract Modification 6

Forms Management

R. R. Donnelley & Sons Company
 Sandra Balestreri
 1646 N. California Blvd, Suite
 510 Walnut Creek, CA 94596
 Sandra.Balestreri@rrd.com

Date: 06-7-13
 Buyer: Hermilo Rodis
 Term Contract: 95603
 Type: Indefinite quantity
 Contract amount: \$2,000,000
 Citywide blanket: BPSF00003915


The history of this contract and its modifications is as follows:

| Modification | Date | Start date | End date | Amount | Other changes |
|-------------------|---------|------------|----------|-------------|---|
| Original contract | 7-11-06 | 8-1-06 | 7-31-09 | indefinite | |
| 1 | 8-26-08 | | | | checks deleted |
| 2 | 1-9-09 | | 12-31-09 | \$2,000,000 | price change |
| 3 | 12-9-09 | 1-1-10 | 12-31-10 | | |
| 4 | | 1-1-11 | 7-31-13 | | 5% price decrease; update to contract |
| 5 | | 1-1-11 | 7-31-13 | \$1,000,000 | Assignment & Assumption to R. R. Donnelley & Sons Company / Revised Company Information |
| 6 | 6-7-13 | 8-1-13 | 7-31-14 | \$2,000,000 | Extend contract/Update Contract terms & conditions |

This modification changes the contract as follows:

- Contract extended through 7/31/2014.
- Changes to contract terms and conditions, as set forth in the attached document.

Approved by the City:


 Jaci Fong, Director of OCA and Purchaser

6/10/2013
 Date

Approved by Contractor:


 Van Crawford, R. R. Donnelley & Sons Company

6-17-13
 Date

Please sign and return one original. The second original is for your records.

50. Reports by Contractor

Each year, no later than February 15; Contractor shall submit a soft copy report of the total services ordered, by month, under this contract during the preceding calendar year (January 1 – December 31). The report must be in a format acceptable to City and must list by department or location the following: (1) all services awarded under this contract; and (2) total quantity and dollar value of each service ordered, including services for which there were no orders. Contractor must also furnish a separate similar report for the total of all services ordered by City which are not part of this Contract. Emailed reports must not be larger than **10MB**.

Contractor shall email reports to:

OCAVendor.Reports@sfgov.org

Any report files larger than **10MB** must be submitted in electronic format on CD-ROM or USB drive and mailed to the address shown below with the term contract number and "Annual Vendor Reporting" clearly marked on the envelope/packaging.

Contractor shall mail the reports to:

OCA Vendor Reporting
Re: Term Contract No. 95603
City and County of San Francisco
Office of Contract Administration – Purchasing
City Hall, Room 430
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4685

City and County of San Francisco
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 Purchasing Department
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Contract Modification 5

Forms management

R. R. Donnelley & Sons Company
 Sandra Balestreri
 1646 N. California Blvd, Suite
 510 Walnut Creek, CA 94596
 Sandra.Balestreri@rrd.com

Date: 08-10-12
 Buyer: Nishil Bali
 Term Contract: 95603
 Type: Indefinite quantity
 Contract amount: \$1,000,000
 Citywide blanket: BPSF00003915


The history of this contract and its modifications is as follows:

| Modification | Date | Start date | End date | Amount | Other changes |
|-------------------|---------|------------|----------|-------------|---|
| Original contract | 7-11-06 | 8-1-06 | 7-31-09 | indefinite | |
| 1 | 8-26-08 | | | | checks deleted |
| 2 | 1-9-09 | | 12-31-09 | \$2,000,000 | price change |
| 3 | 12-9-09 | 1-1-10 | 12-31-10 | | |
| 4 | | 1-1-11 | 7-31-13 | | 5% price decrease; update to contract |
| 5 | | 1-1-11 | 7-31-13 | \$1,000,000 | Assignment & Assumption to R. R. Donnelley & Sons Company / Revised Company Information |

This modification changes the contract as follows:

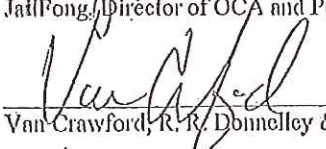
- o Pursuant to the Assignment and Assumption document dated August 1, 2012, the contract is assigned to R. R. Donnelley & Sons Company (Vendor# 21330). See revised company information.
- o The definition of "Contractor" in the Agreement shall hereafter mean R. R. Donnelley & Sons Company.
- o Changes to contract terms and conditions, as set forth in the attached document.

Approved by the City:


 Jill Fong, Director of OCA and Purchaser

8/10/12
 Date

Approved by Contractor:


 Van Crawford, R. R. Donnelley & Sons Company

8-13-12
 Date

"Getting paid for goods and/or services from the City" section is hereby added as follows:

Getting paid for goods and/or services from the City:

1. Beginning January 2012, all City vendors receiving new contracts, contract renewals, or contract extensions must sign up to receive electronic payments through Paymode-X, the City's third party service that provides Automated Clearing House (ACH) payments.
2. Electronic payments are processed every business day and are safe and secure.
3. To sign up for electronic payments, visit www.sfgov.org/ach.
4. The following information is required to sign up:
 - a. The enroller must be their company's authorized financial representative.
 - b. The company's legal name, main telephone number and all physical and remittance addresses used by the company
 - c. The company's U.S. federal employer identification number (EIN) or Social Security number (if they are a sole proprietor)
 - d. The company's bank account information, including routing and account numbers

If you have questions, please email: ACH.Support@sfgov.org

Bid and Contract Condition 29 has been revised and is hereby replaced in its entirety to read as follows:

29. Submitting False Claims; Monetary Penalties. Pursuant to San Francisco Administrative Code §21.35, any contractor, subcontractor or consultant who submits a false claim shall be liable to the City for the statutory penalties set forth in that section. The text of Section 21.35, along with the entire San Francisco Administrative Code is available on the web at [http://www.amlegal.com/nxt/gateway.dll/California/administrative/administrativecode?f=templates\\$fn=default.htm\\$3.0\\$vid=amlegal:sanfrancisco_ca\\$sync=1](http://www.amlegal.com/nxt/gateway.dll/California/administrative/administrativecode?f=templates$fn=default.htm$3.0$vid=amlegal:sanfrancisco_ca$sync=1). A contractor, subcontractor or consultant will be deemed to have submitted a false claim to the City if the contractor, subcontractor or consultant: (a) knowingly presents or causes to be presented to an officer or employee of the City a false claim or request for payment or approval; (b) knowingly makes, uses, or causes to be made or used a false record or statement to get a false claim paid or approved by the City; (c) conspires to defraud the City by getting a false claim allowed or paid by the City; (d) knowingly makes, uses, or causes to be made or used a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the City; or (e) is a beneficiary of an inadvertent submission of a false claim to the City, subsequently discovers the falsity of the claim, and fails to disclose the false claim to the City within a reasonable time after discovery of the false claim.

AWARD
Forms Management
For the Term July 16, 2012* through July 31, 2013

COMPANY INFORMATION

WARNING

Do not use any term contracts to purchase goods and/or services when using Federal, State or Special Funds. Term contracts may contain provisions that conflict with Federal or State provisions.

City departments must contact their assigned City Attorney for Applicable provisions, procedures and relevant fund requirements.

Name of Company: R. R. Donnelley & Sons Company
Address: 1646 N. California Blvd, Suite 510
City, State, Zip: Walnut Creek, CA 94596
Contact: Sandra Balestreri
Telephone Number: 925-951-1323
Fax Number: 925-951-1355
24-Hour Emergency Number: (415) 342-8097
Toll-Free Number:
E-mail: sandra.balestreri@rrd.com
Payment Terms: N30
Vendor Number: 21330/ 01
Warehouse Location: 9801 West Goshen Ave., Visalia, CA 93291
Will-Call Hours: Monday to Friday (8:00 a.m. to 5:00 p.m.)
CBPO Number: BPSF00003915

* Blanket will begin Aug 1, 2012 in conjunction with Assignment and Assumptions