

AMENDMENT NO. 3 TO SERVICE AGREEMENT

This Amendment No. 3 to the Service Agreement (“Amendment No. 3”), is made and entered into by and between the Trustees of the Oklahoma City Airport Trust (“Trust”), and Upward Transitions, Inc., (“Upward Transitions”),

WITNESSETH:

WHEREAS, the Trust leases, operates, and maintains certain real estate for the benefit of The City of Oklahoma City (“City”), known as Will Rogers World Airport (“Airport”), located in Oklahoma and Cleveland Counties; and

WHEREAS, the Trust and Upward Transitions entered into a Service Agreement, as subsequently amended by Amendment Nos. 1, and 2 (“Original Agreement”), to operate a volunteer program that provides general information and emergency assistance services to the travelers and visitors at the Airport; and

WHEREAS, Upward Transitions has been operating as a non-profit social services agency for the past forty-nine years and has been successful in maintaining a Volunteer Coordinator position for the past thirty-four years, with funding assistance from the Trust; and

WHEREAS, Upward Transitions has submitted its Annual Budget for Fiscal Year 2024 and it was reviewed by Staff; and

WHEREAS, the parties desire to approve this amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties agree as follows:

1. This Amendment No. 3 is effective July 1, 2023 (“Effective Date”).
2. The parties agree that Articles 14. General Civil Rights Provisions, 15. Civil Rights – Title VI Assurance, and 16. Title VI Clauses for the Transfer of or Construction/Use/Access to Real Property Acquired or Improved Under the Airport Improvement Program of the Original Agreement are hereby deleted in their entirety and replaced with the following:

“ARTICLE 14. GENERAL CIVIL RIGHTS PROVISIONS

In all its activities within the scope of its airport program, Upward Transitions agree to comply with pertinent statutes, Executive Orders and such rules as identified in Title VI List of Pertinent Nondiscrimination Acts and Authorities to ensure that no person shall, on the grounds of race, creed, color, national origin, (including limited English proficiency), sex (including sexual orientation and gender identity), age, or disability be excluded from participating in any activity conducted with or benefiting from Federal assistance. This provision is in addition to that required of Title VI of the Civil Rights Act of 1964.

If Upward Transitions transfer their obligation to another, the transferee is obligated in the same manner as Upward Transitions. The above provision obligates Upward Transitions for the period during which the property is owned, used or possessed by Upward Transitions and the Trust remains obligated to the Federal Aviation Administration.

ARTICLE 15. CIVIL RIGHTS TITLE VI ASSURANCE

15.01 Title VI Clauses for Compliance with Nondiscrimination Requirements

During the performance of this Agreement, Upward Transitions, for itself, its assignee, and successor in interest agrees as follows:

A. Compliance with Regulations

Upward Transitions (hereinafter includes consultants) will comply with the Title VI List of Pertinent Nondiscrimination Acts and Authorities, as they may be amended from time to time, which are herein incorporated by reference and made a part of this Agreement.

B. Nondiscrimination

Upward Transitions, with regard to the work performed by it during the Agreement, will not discriminate on the grounds of race, color, national origin (including limited English proficiency), creed, sex (including sexual orientation and gender identity), age, or disability in the selection and retention of sublessees, including procurements of materials and leases of equipment. Upward Transitions will not participate directly or indirectly in the discrimination prohibited by the [Title VI] Nondiscrimination Acts and Authorities, including employment practices when the Agreement covers any activity, project, or program set forth in Appendix B of 49 CFR Part 21.

C. Solicitations for Subcontracts, including Procurements of Materials and Equipment

In all solicitations, either by competitive bidding or negotiation made by Upward Transitions for work to be performed under a subcontract, including procurements of materials, or leases of equipment, each potential subcontractor or supplier will be notified by Upward Transitions of the Upward Transitions' obligations under this Agreement and the [Title VI] Nondiscrimination Acts and Authorities on the grounds of race, color, or national origin.

D. Information and Reports

Upward Transitions will provide all information and reports required by the Acts, the Regulations, and the directives issued pursuant thereto and will permit access to its books, records, accounts, other sources of information, and its facilities as may be determined by the Trust or the Federal Aviation Administration to be pertinent to ascertain compliance with such [Title VI] Nondiscrimination Acts and Authorities and instructions. Where any information required of Upward Transitions is in the exclusive possession of another who fails or refuses to furnish the information, Upward Transitions

will so certify to the Trust or the Federal Aviation Administration, as appropriate, and will set forth what efforts it has made to obtain the information.

E. Sanctions for Noncompliance

In the event of Upward Transitions noncompliance with the nondiscrimination provisions of this Agreement, the Trust will pose such contract sanctions [in accordance with any applicable notice and cure provisions provided for in this Agreement] as it or the Federal Aviation Administration may determine to be appropriate, including, but not limited to:

1. Withholding any payments to Upward Transitions under the Agreement until Upward Transitions comply; and/or
2. Cancelling, terminating, or suspending an Agreement, in whole or in part.

F. Incorporation of Provisions: Upward Transitions will include the provisions of [Paragraph 15.01, subparagraphs] A through F in every subcontract, including procurements of materials and leases of equipment, unless exempt by the Acts, the Regulations, and directives issued pursuant thereto. Upward Transitions will take action with respect to any subcontract or procurement as the Trust or the Federal Aviation Administration may direct as a means of enforcing such provisions including sanctions for noncompliance. Provided, if Upward Transitions becomes involved in, or is threatened with litigation by a subcontractor, or supplier because of such direction, Upward Transitions may request the Trust to enter into any litigation to protect the interests of the Trust. In addition, Upward Transitions may request the United States to enter into the litigation to protect the interests of the United States.

15.02 Title VI List of Pertinent Nondiscrimination Acts and Authorities

During the performance of this Agreement, Upward Transitions, for itself, its assignee, and successor in interest agrees to comply with the following nondiscrimination statutes and authorities including but not limited to:

- Title VI of the Civil Rights Act of 1964 (42 U.S.C. § 2000d *et seq.*, 78 stat. 252), (prohibits discrimination on the basis of race, color, national origin);
- 49 CFR Part 21 (Nondiscrimination in Federally-Assisted Programs of The Department of Transportation—Effectuation of Title VI of The Civil Rights Act of 1964);
- The Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, (42 U.S.C. § 4601), (prohibits unfair treatment of persons displaced or whose property has been acquired because of Federal or Federal-aid programs and projects);
- Section 504 of the Rehabilitation Act of 1973, (29 U.S.C. § 794 *et seq.*), as amended, (prohibits discrimination on the basis of disability); and 49 CFR Part 27 (Nondiscrimination on the Basis of Disability in Programs or Activities Receiving Federal Financial Assistance);

- The Age Discrimination Act of 1975, as amended, (42 U.S.C. § 6101 *et seq.*), (prohibits discrimination on the basis of age);
- Airport and Airway Improvement Act of 1982, (49 U.S.C. § 47123), as amended, (prohibits discrimination based on race, creed, color, national origin, or sex);
- The Civil Rights Restoration Act of 1987, (PL 100-259), (Broadened the scope, coverage, and applicability of Title VI of the Civil Rights Act of 1964, The Age Discrimination Act of 1975 and Section 504 of the Rehabilitation Act of 1973, by expanding the definition of the terms “programs or activities” to include all of the programs or activities of the Federal-aid recipients, sub-recipients and Contractors, whether such programs or activities are Federally funded or not);
- Titles II and III of the Americans with Disabilities Act of 1990 (42 USC § 12101, *et seq.*), which prohibit discrimination on the basis of disability in the operation of public entities, public and private transportation systems, places of public accommodation, and certain testing entities (42 U.S.C. §§ 12131 – 12189) as implemented by Department of Transportation regulations at 49 CFR Parts 37 and 38;
- The Federal Aviation Administration’s Nondiscrimination statute (49 U.S.C. § 47123) (prohibits discrimination on the basis of race, color, national origin, and sex);
- Executive Order 12898, Federal Actions to Address Environmental Justice in Minority Populations and Low-Income Populations (ensures non-discrimination against minority populations by discouraging programs, policies, and activities with disproportionately high and adverse human health or environmental effects on minority and low-income populations);
- Executive Order 13166, Improving Access to Services for Persons with Limited English Proficiency, and resulting agency guidance, national origin discrimination includes discrimination because of limited English proficiency (LEP). To ensure compliance with Title VI, you must take reasonable steps to ensure that LEP persons have meaningful access to your programs (70 Fed. Reg. at 74087 (2005));
- Title IX of the Education Amendments of 1972, as amended, which prohibits you from discriminating because of sex in education programs or activities (20 U.S.C. 1681 *et seq.*).

ARTICLE 16. TITLE VI CLAUSES FOR THE TRANSFER OF OR CONSTRUCTION/USE/ACCESS TO REAL PROPERTY ACQUIRED OR IMPROVED UNDER THE AIRPORT IMPROVEMENT PROGRAM

- 16.01 Property Acquired or Improved Under Airport Improvement Program
The following clause will be included in deeds, licenses, leases, permits, or similar instruments entered into by the Trust pursuant to the provisions of the Airport Improvement Program grant assurances.

Upward Transitions for itself, its heirs, personal representatives, successors in interest, and assigns, as a part of the consideration hereof, does hereby covenant running with the land and agree that in the event facilities are constructed, maintained, or otherwise operated on the property described in this Agreement for a purpose for which a Federal Aviation Administration activity, facility, or program is extended or for another purpose involving the provision of similar services or benefits, Upward Transitions will maintain and operate such facilities and services in compliance with all requirements imposed by the Nondiscrimination Acts and Regulations listed in the Title VI List of Pertinent Nondiscrimination Acts and Authorities (as may be amended) such that no person on the grounds of race, color, or national origin, will be excluded from participation in, denied the benefits of, or be otherwise subjected to discrimination in the use of said facilities.

16.02 Construction/Use/Access to Property Under Activity, Facility, or Program

The following clause will be included in deeds, licenses, permits, or similar instruments entered into by the Trust pursuant to the provisions of the Airport Improvement Program grant assurances.

Upward Transitions for itself, its heirs, personal representatives, successors in interest, and assigns, as a part of the consideration hereof, does hereby covenant and agree as a covenant running with the land that: (a) no person on the ground of race, color, or national origin, will be excluded from participation in, denied the benefits of, or be otherwise subjected to discrimination in the use of said facilities; (b) that in the construction of any improvements on, over, or under such land, and the furnishing of services thereon, no person on the ground of race, color, or national origin, will be excluded from participation in, denied the benefits of, or otherwise be subjected to discrimination; and (c) that Upward Transitions will use the premises in compliance with all other requirements imposed by or pursuant to the Title VI List of Pertinent Nondiscrimination Acts and Authorities.”

3. Revised Exhibit “A”- Annual Budget of the Original Agreement is hereby deleted in its entirety and replaced with a new Revised Exhibit “A” – Annual Budget, which is attached hereto and made a part hereof.
4. It is understood and agreed by the Trust and Upward Transitions that, except as amended by this Amendment No. 3, all other terms and conditions of the Original Agreement shall remain in full force and effect to the extent they are not in conflict with any provision contained in this Amendment No. 3, and the recitals and provisions of this Amendment No. 3 shall become a part of the Original Agreement as if fully written therein and known hereinafter as the “Agreement.”

IN WITNESS WHEREOF, the parties hereto have set their hands to this Amendment No. 3 to be effective as of the Effective Date stated above.

UPWARD TRANSITIONS, INC.

Periam Pulliam

Signature

CEO
Title

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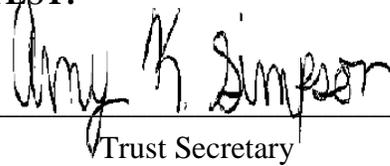
APPROVAL RECOMMENDED:



Director of Airports

APPROVED by the Trust and signed by the Chairman of the Oklahoma City Airport Trust this 27TH day of APRIL, 2023.

ATTEST:



Trust Secretary

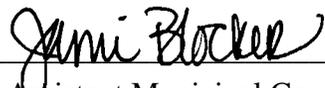


OKLAHOMA CITY AIRPORT TRUST



Chairman

REVIEWED for form and legality.



Assistant Municipal Counselor/
Attorney for the Trust

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**REVISED EXHIBIT A
UPWARD TRANSITIONS, INC.
FY 2024 ANNUAL BUDGET**

Approved Budget	FY24 Budget	FY23 Budget	\$ Change	% Change
Income				
Airport - City of OKC	76,155	72,714	3,441	4.52%
	76,155	72,714	3,441	4.52%
Expense				
Airport Assistance	750	750	0	0.00%
Salaries and Wages	50,983	48,240	2,743	5.38%
Health Insurance	5,142	5,113	29	0.56%
Disability Insurance	0	225	-225	0.00%
Life Insurance	0	60	-60	0.00%
Dental Insurance	507	433	74	14.60%
Total Employee Benefits	5,649	5,831	-182	-3.22%
Payroll Taxes - Employer	3,863	2,983	880	22.78%
Accounting and Auditing	1,500	1,500	0	0.00%
Payroll Processing Fees	525	525	0	0.00%
Total Professional Fees	2,025	2,025	0	0.00%
Advertising and Promotion	0	0	0	0.00%
Supplies	475	475	0	0.00%
Bank & Credit Card Fees	0	0	0	0.00%
Dues and Subscriptions	110	110	0	0.00%
National Dues	100	100	0	0.00%
Equipment Rental & Maintenance	365	365	0	0.00%
Minor Equipment Purchases	76	76	0	0.00%
Postage and Shipping	75	75	0	0.00%
Printing	75	75	0	0.00%
Total Office Expenses	1,276	1,276	0	0.00%
IT Support	695	695	0	0.00%
Computer Repair & Maint	60	60	0	0.00%
Website	20	20	0	0.00%
Software/Program Subscriptions	727	727	0	0.00%
Total Information Technology	1,502	1,502	0	0.00%
Office Electricity	550	550	0	0.00%
Office Natural Gas	160	160	0	0.00%
City Water	120	120	0	0.00%
Waste Management	150	150	0	0.00%
Telephone	175	175	0	0.00%
Building Maintenance	248	248	0	0.00%
Security	98	98	0	0.00%
Internet	564	564	0	100.00%
Total Occupancy	2,065	2,065	0	0.00%
Mileage	750	750	0	0.00%
Cell Phone	0	0	0	0.00%
Total Employee Reimbursements	750	750	0	0.00%

**REVISED EXHIBIT A
UPWARD TRANSITIONS, INC.
FY 2024 ANNUAL BUDGET**

Approved Budget	FY24 Budget	FY23 Budget	\$ Change	% Change
Meetings	1,700	1,700	0	0.00%
Training	550	550	0	0.00%
Volunteer Appreciation	3,200	3,200	0	0.00%
Total Conferences/Conventions/Meeting	5,450	5,450	0	0.00%
Property and Liability	995	995	0	0.00%
Directors & Officers	268	268	0	0.00%
Workers' Comp	579	579	0	0.00%
Total Insurance	1,842	1,842	0	0.00%
Miscellaneous Expenses	0	0	0	0.00%
Total Expense	76,155	72,714	3,441	4.52%
	-0	0	-0	0.00%



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

07/28/2022

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Financial Risk Solutions 1001 NW 63rd Ste 310 P. O. Box 12120 Oklahoma City OK 73157		CONTACT NAME: Barbara Story PHONE (A/C, No, Ext): (405) 254-5609 E-MAIL ADDRESS: BarbaraS@thefrsgroup.com FAX (A/C, No):	
		INSURER(S) AFFORDING COVERAGE	
		INSURER A: Philadelphia Indemnity Insurance Co	NAIC # 18058
		INSURER B:	
		INSURER C:	
		INSURER D:	
		INSURER E:	
		INSURER F:	
INSURED Upward Transitions Inc. 1134 W. Main Oklahoma City OK 73106			

COVERAGES

CERTIFICATE NUMBER: CL2272815949

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			PHPK2438441	08/22/2022	08/22/2023	EACH OCCURRENCE	\$ 1,000,000
							DAMAGE TO RENTED PREMISES (Ea occurrence)	\$
							MED EXP (Any one person)	\$ 20,000
							PERSONAL & ADV INJURY	\$ 1,000,000
							GENERAL AGGREGATE	\$ 2,000,000
							PRODUCTS - COMP/OP AGG	\$ 2,000,000
							Fire Damage Inc per	\$ 1,000,000
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY			PHPK2438441	08/22/2022	08/22/2023	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
							BODILY INJURY (Per person)	\$
							BODILY INJURY (Per accident)	\$
							PROPERTY DAMAGE (Per accident)	\$
								\$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 10,000			PHUB823834	08/22/2022	08/22/2023	EACH OCCURRENCE	\$ 1,000,000
							AGGREGATE	\$ 1,000,000
								\$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below						PER STATUTE	OTH-ER
							E.L. EACH ACCIDENT	\$
							E.L. DISEASE - EA EMPLOYEE	\$
							E.L. DISEASE - POLICY LIMIT	\$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

The City of Oklahoma City & the Oklahoma City Airport Trust are listed as additional insureds regarding 7100 Terminal Drive, Oklahoma City, OK. General Liability coverage is primary & non contributory as required by written contract. 30 day notice of cancellation applies. This certificate or memorandum of insurance neither affirmatively nor negatively amends, extends, or alters the coverage afforded by above listed policies.

CERTIFICATE HOLDER**CANCELLATION**

The City of Oklahoma City & Department of Airports 7100 Terminal Drive, Box 937 Oklahoma City OK 73159-0936	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
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