Decision _____

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Application of Leap Transit, Inc. for Authority to Operate as a Passenger Stage Corporation Between Points in San Francisco, California and to Establish a Zone of Rate Freedom.	Application 14-06-015 (Filed June13, 2014)

DECISION GRANTING CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO LEAP TRANSIT, INC. TO OPERATE AS A PASSENGER STAGE CORPORATION AND TO ESTABLISH A ZONE OF RATE FREEDOM

Summary

This decision grants to Leap Transit, Inc. a Certificate of Public Convenience and Necessity to operate as a Passenger Stage Corporation between points in San Francisco and San Mateo Counties pursuant to Rule 3.3(a) of the Commission's Rules of Practice and Procedure and Pub. Util. Code §§ 1031, et seq., and to establish a Zone of Rate Freedom pursuant to Pub. Util. Code § 454.2.

This proceeding is closed.

1. Background

1.1. The Original Application

On June 13, 2014, Leap Transit, Inc. (Leap) filed an application for authority to operate as a Passenger Stage Corporation (PSC) between points in San Francisco, and to establish a Zone of Rate Freedom (ZORF). Leap proposes

to operate a new multi-passenger transportation service utilizing technology that will enhance operational efficiency through the elimination of dwelling time, and will enhance consumer convenience by allowing customers to pay by way of a software application and to use a global positioning system (GPS) to locate vehicles. Leap proposes to transport passengers who have downloaded Leap's Apple iOS or Android-compatible mobile smartphone application, established an account with Leap, and provided a credit or debit card to facilitate payment.

1.2. The Protest

The San Francisco Municipal Transportation Agency (SFMTA) protested the application on the grounds that Leap was intending to operate solely within San Francisco and was ineligible to receive a certificate of public convenience and necessity (CPCN) to operate as a PSC. The SFMTA cited both Pub. Util. Code § 226, which exempts operations that operate 98% of the time within a city's limits from obtaining a CPCN to operate as a PSC, as well as Decision (D.) 12-11-002[1] which, inter alia, discussed § 226.[2]

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[1] *Decision Denying Protests of Open Top Sightseeing San Francisco and Granting Certificates of Public Convenience and Necessity to Operate as Passenger Stage Corporations and Establishing Zones of Rate Freedom for San Francisco Deluxe Sightseeing, LLC, Citysightseeing Corporation, and SF Navigatour, Inc.*

[2] Pub. Util. Code § 226 states:

> (a)"Passenger stage corporation" includes every corporation or person engaged as a common carrier, for compensation, in the ownership, control, operation, or management of any passenger stage over any public highway in this state between fixed termini or over a regular route except those, 98 percent or more of whose operations as measured by total route mileage operated, which are exclusively within the limits of a single city or city and county, or whose operations consist solely in the transportation of bona fide pupils attending an institution of learning between their homes and that institution.

1.3. The Prehearing Conference (PHC)

A PHC was held on October 17, 2014. Daniel Rockey, Esq., and Kyle Kirchhoff (cofounder and Chief Executive Officer) appeared on behalf of Leap. Mariam Morley, Esq., appeared on behalf of the SFMTA.

During the PHC, the assigned Administrative Law Judge informed Leap that in light of Leap's expressed intent to only operate in San Francisco, the SFMTA had a valid objection because Pub. Util. Code § 226, as interpreted by D.12-11-002, precluded the Commission from granting a PSC permit and that its application in its current form would be denied and dismissed.[3] Leap was encouraged to speak to the SFMTA to determine if there was a way to resolve the objections to the application.[4] Leap was given until November 30, 2014, to decide if it would file an amended application that addressed the issues the SFMTA raised in its protest.

1.4. The Amended Application

On November 26, 2014, Leap filed its amended application for a CPCN to establish and operate a private transit service for the transportation of passengers on routes between points within San Francisco to points within San Francisco, and for routes between points within San Francisco to points within Marin and San Mateo Counties.[5] Leap's proposed initial fare for this service is a flat $6 per passenger per trip to or from all points within San Francisco, and $9 per passenger per trip for routes extending to or from Marin and San Mateo counties. Leap also seeks approval for a ZORF pursuant to Pub. Util. Code § 454.2 to

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[3] Reporter's Transcript, at 18-20.

[4] *Id.* at 31-32.

[5] Amended application at 2.

permit it to adjust fares to $5 above or $2 below the proposed fare without further approval being required from the Commission.[6]

The SFMTA did not protest the amended application.

1.5. Stipulation Between SFMTA and Leap

The SFMTA and Leap executed a Stipulation on December 23, 2014 wherein the parties agreed that SFMTA would withdraw its protest based on Leap's agreement to (1) not use city bus stops ("Red Zones") for passenger loading and unloading in the absence of future regulatory authorization from SFMTA; and (2) not operate on the restricted streets designated in the San Francisco Transportation Code. The signatories also requested that language to this effect be included in the ordering paragraphs of this decision. A copy of this stipulation is attached as Attachment B to this decision.

We note that this stipulation contains text requiring the Commission to incorporate certain conditions into this decision. We treat these requirements as requests since agreements between the parties cannot bind the Commission

1.6. The City of Sausalito's Motion for Party Status

On December 24, 2014, the City of Sausalito sought an extension of time to file a protest. That extension request was granted. Additional extensions were

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[6] Pub. Util. Code § 454.2 states:

> Notwithstanding Section 454, the commission may establish a "zone of rate freedom" for any passenger stage transportation service which is operating in competition with other passenger transportation service from any means of transportation, if the competition together with the authorized zone of rate freedom will result in reasonable rates and charges for the passenger stage transportation service. An adjustment in rates or charges within a zone of rate freedom established by the commission is hereby deemed just and reasonable. The commission may, upon protest or on its own motion, suspend any adjustment in rates or charges under this section and institute proceedings under its rules of practice and procedure.

granted to January 28, 2015. On January 29, 2015, Leap and Sausalito entered into a Joint Stipulation wherein (1) Leap has agreed to abandon the proposed route between points in San Francisco and points in Sausalito; (2) Leap has agreed to abandon all routes in Marin County; and (3) Sausalito does not oppose granting Leap's amended application. The signatories request that this language be included in this decision's ordering paragraphs. A copy of the stipulation is attached as Attachment B to this decision.

1.7. Golden Gate Bridge, Highway and Transportation District and San Mateo County Transit District's Motion for Party Status

On February 17, 2015, Golden Gate Bridge, Highway and Transportation District (District), and San Mateo County Transit District (SamTrans) filed a motion for party status. This was done to facilitate the stipulation that was executed by the District, SamTrans, and Leap that SamTrans and the District would be parties of record, and that the parties have resolve their concerns regarding the amended application discussed below. The motion was granted on February 23, 2015.

Leap, District, and SamTrans executed a Joint Stipulation on January 21, 2015 in order to expedite the adoption of this decision wherein it was agreed that (1) Leap's services shall not conflict or otherwise interfere with the services of the District or SamTrans in terms of scheduled pick-up and drop-off times, bus stops, and/or with any other operational matter pertaining to the services provided by either the District or SamTrans; (2) Leap agrees to provide the District or SamTrans with thirty days written notice of any changes Leap proposes to make to its schedules concurrent with the notice Leap provides to the Commission in accordance with General Order 158; (3) Leap will forego and cease implementation of any scheduled changes if it receives written notice from

either the District or SamTrans that any aspect of such proposed changes will interfere with either the District's or SamTrans's transit operations; and (4) if either the District or SamTrans proposes to alter the District's or SamTrans's routes, the District or SamTrans shall notify Leap in writing of any such proposes changes so that Leap may notify the Commission, the District, and or SamTrans of changes to Leap's schedules made necessary by the notice from either the District or SamTrans. The signatories request that this language be included in this decision's ordering paragraphs. A copy of the stipulation is attached as Attachment C to this decision.

We note that both stipulations contain text requiring the Commission to incorporate certain conditions into this discussion. We treat these requirements as requests since agreements between the parties cannot bind the Commission.

2. Discussion

The Commission regulates PSCs under Pub. Util. Code § 1031 et seq. and the Commission's Rules of Practice and Procedure. PSCs are public utilities under the law.[7] Leap's amended application should be granted because it satisfies the operative regulatory requirements for the issuance of a CPCN.

2.1. Leap meets the Requirements of Rule 3.3(a) of the Commission's Rules of Practice and Procedure (Rules)

The requirements for receiving a CPCN to operate as a PSC are set forth in Rule 3.3(a). Leap meets each of these requirements.

[7] "Public utility" is defined in Pub. Util. Code § 216(a) and includes every "common carrier," and the definition of common carrier includes every PSC. (Pub. Util. Code § 211(c).)

2.1.1. The Geographic Scope of the Proposed Operation (Rule 3.3(a)(4))

In view of the Stipulation, the geographic scope of the proposed operation is within San Francisco, and routes between points within San Francisco, to points within San Mateo County.

2.1.2. A Map or Sketch of the Route and Points to be Served (Rule 3.3(a)(5))

The amended application showing the proposed routes is attached thereto as Exhibit B.

2.1.3. A Statement of the Rates or Fares Proposed (Rule 3.3(a)(6)) and the ZORF

In the amended application, Leap proposes that the initial fare for this service is a flat $6 per passenger per trip to or from all points within San Francisco, and $9 per passenger per trip for routes extending to or from San Mateo County. Leap also seeks approval for a ZORF pursuant to Pub. Util. Code § 454.2 to permit it to adjust fares to $5 above or $2 below the proposed fare without further approval being required from the Commission, in light of the level and nature of the competition it faces from transportation network companies, MUNI, taxis, and limousine service.[8] As such, it is necessary to discuss the circumstances for granting a ZORF.

As public utilities, PSCs are required to charge rates that are just and reasonable. (Pub. Util. Code § 451.) As common carriers, PSCs file tariff schedules with the Commission containing their rates, fares, and charges for transportation between points in the state. (Pub. Util. Code § 486, et seq.) They

[8] Amended application at 2-3.

may not, as to rates, charges, services, or facilities, grant any preference or advantage to any person or subject any person to prejudice or disadvantage. (Pub. Util. Code § 453.) Rates may be changed only upon approval of the Commission. (Pub. Util. Code § 454.) The Commission may establish a ZORF that allows a PSC operating in competition with other passenger transportation services to adjust its fares within an authorized range without further approval of the Commission.

Similar ZORF requests have been granted by this Commission.[9] In fact, the competition rationale that Leap posits is similar to rationales that the Commission has approved in the past. For example, in R.09-12-001, the Commission stated:

> Most applicants for a PSC certificate include a request to establish a ZORF in their application. The carriers commonly will operate in competition with other PSCs, charter-party carriers, taxicabs, and private automobiles, and oftentimes public transit. Such a highly competitive environment should result in the carrier pricing its services at a reasonable level. Therefore, we generally grant the request for a ZORF.[10]

Leap's request for a ZORF should be granted as it meets the criteria this Commission considers.

2.1.4. A Statement Indicating the Frequency of the Proposed Service (Rule 3.3(a)(7))

Leap's amended application states that the proposed service would operate between the designated time periods during commuting hours as

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[9] *See* D.12-11-002 at 6.

[10] Order Instituting Rulemaking to Examine Whether the Current Procedures for Processing Applications to Obtain or Transfer a Passenger Stage Corporation Certificate, to Acquire or Control a Passenger Stage Corporation, and to Establish a Zone of Rate Freedom Should be Revised, at 11.

indicated in Exhibit B attached thereto. Registered users will be able to track the location of Leap's vehicles and progress along the route in real time.

2.1.5. The Kind and Approximate Number of Units of Equipment to be Employed (Rule 3.3(a)(8))

Leap plans to operate as a Transportation Charter Party, with TransMetro, Ic. (PUC Carrier ID# PSG0026354) serving as the operating carrier. In Exhibit C to the amended application, Leap has attached the Passenger Carrier Equipment Statement wherein the vehicles that will be leased to TransMetro are identified by license plate and vehicle identification number. The agreement for transportation services executed by Leap and TransMetro is attached to the amended application as Exhibit D.

2.1.6. Statement of Financial Ability (Rule 3.3(a)(9))

Leap has attached, as Exhibit E, its statement of financial ability which shows its assets far exceed its liabilities. In addition, on February 17, 2015, Leap provided additional financial information from California Bank Trust showing a balance in excess of $1.4 million.[11]

2.1.7. Operation Required by Public Convenience and Necessity (Rule 3.3(a)(10))

Leap proposes to provide transportation to approximately 850 individuals per day on its initial proposed route and its service differs substantially from existing transportation services provided by the SFMTA in that it will provide

[11] As a point of clarification, the additional financial information identified the account holder as JKD Route Services, LLC (JKD), which has the same address as Leap. Counsel for Leap explained on February 23, 2015 via e mail that JKD is Leap's predecessor company, which was merged into a new corporation, Leap. Counsel for Leap provided a copy of the certificate of merger from February 2013, that shows Leap as the surviving company.

amenities not enjoyed by SFMTA customers, such as "custom-designed seating, high speed wifi, and refrigerated beverages and light snacks available for purchase. In addition, the proposed service would employ advances in technology to enhance efficiency and improve the overall customer experience."[12] Riders will be empowered to track the location of vehicles and their progress along routes in real time using the GPS functionality built into Leap' smartphone application.

We find Leap's arguments and supporting documentation persuasive and agree that its amended application should be granted as it meets the requirements of Rule 3.3(a).

2.2. Leap Meets the Requirements of Pub. Util. Code § 1032

Pub. Util. Code § 1032(b) sets forth the following requirements that must be satisfied in order to obtain a PSC certificate.

(b) (1) Before a certificate is issued or transferred, the Commission shall require the applicant to establish reasonable fitness and financial responsibility to initiate and conduct, or continue to conduct, the proposed or existing transportation services. The Commission shall not issue or transfer a certificate unless the applicant meets all of the following requirements:

(A) The applicant is financially and organizationally capable of conducting an operation that complies with the rules and regulations of the Department of the California Highway Patrol governing highway safety.

(B) The applicant is committed to observing the hours of service regulations of state and federal law, where applicable, for all persons, whether

[12] Amended application at 4.

employees or subcarriers, operating vehicles in transportation for compensation under the certificate.

(C) The applicant has a preventive maintenance program in effect for its vehicles used in transportation for compensation that conforms to regulations of the Department of the California Highway Patrol, as described in Title 13 of the California Code of Regulations.

(D) The applicant participates in a program to regularly check the driving records of all persons, whether employees or subcarriers, operating vehicles used in transportation for compensation requiring a class B driver's license under the certificate.

(E) The applicant has a safety education and training program in effect for all employees or subcarriers operating vehicles used in transportation for compensation.

(F) The applicant agrees to maintain its vehicles used in transportation for compensation in safe operating condition and in compliance with applicable laws and regulations relative to motor vehicle safety.

(G) The applicant has filed with the Commission a certificate of workers' compensation insurance coverage or statement required by Section 460.7.

(H) The applicant has provided the Commission an address of an office or terminal where documents supporting the factual matters specified in the showings required by this subdivision may be inspected by the Commission and the Department of the California Highway Patrol.

(2) With respect to subparagraphs (B) and (F) of paragraph (1), the Commission may base its findings on a certification by the Commission that an applicant has filed with it a sworn declaration of ability to comply and intent to comply.

Here, Leap intends to contract with TransMetro to provide the PSC services. Leap has asserted, and this decision confirms, that TransMetro is an active PSC bearing Carrier ID# PSG0026354, and is in compliance with Pub. Util. Code § 1032's requirements. Additionally, even though Leap plans to offer PSC services through an app or online platform, Leap is not seeking any exemptions from or adjustments to the current PSC requirements.[13] As such, when TransMetro contracts to provide PSC services with Leap, TransMetro must continue to comply with Pub. Util. Code § 1032.

2.3. California Environmental Quality Act (CEQA) Analysis

CEQA requires the Commission to act as the designated lead agency to assess the potential environmental impact of a project in order that adverse effects are avoided, alternatives are investigated, and environmental quality is restored or enhanced to the fullest extent possible. Assuming for the moment that Leap's request would constitute "a project," as the TransMetro busses that Leap would deploy are already in operation, no additional environmental impact analysis is required. Leap's operations will reduce the number of single or double occupancy vehicles during peak commute hours, resulting in reductions in traffic congestion and greenhouse gas emissions.

2.4. Safety Considerations

In order to be authorized to commence operations as a PSC, the applicant must comply with the following requirements in order to protect public safety: Proof of insurance pursuant to General Order Series 101, compliance with the

[13] Reporter's Transcript a 15-16.

controlled substance and alcohol testing program pursuant to Pub. Util. Code § 1032.1 and General Order Series 158, and enrollment in the pull notice system as required by Vehicle Code § 1808.1. As stated, supra, the company that Leap will contract with, TransMetro, is already a licensed PSC and has met the foregoing requirements. Since Leap will not seek an exemption from or an adjustment to these requirements, the safety considerations have been satisfied.

3. Categorization and Need for Hearing

In Resolution ALJ 176-3338, dated June 26, 2014, the Commission preliminarily categorized this application as ratesetting, and preliminarily determined that hearings were not necessary. Even though there was an initial protest, the amended application has resolved the concerns that formed the basis of the protest, and no further protests have been filed. Given this status, public hearing is not necessary, and it is not necessary to alter the preliminary determinations made in Resolution ALJ 176-3338.

4. Waiver of Comment Period

The parties have agreed to waive the comment period provided that the terms of the respective joint stipulations are included in the Ordering Paragraphs. As these terms have been included in the Ordering Paragraphs, the comment period is waived in accordance with Rule 14.6.

5. Assignment of Proceeding

Michael Picker is the assigned Commissioner and Robert M. Mason III is the assigned ALJ in this proceeding.

Findings of Fact

1. The amended application requests authority to operate as a PSC to transport passengers on routes between points within San Francisco to points

within San Francisco, and for routes between points within San Francisco to points within San Mateo County.

2. On December 23, 2014, Leap and SFMTA executed a Stipulation wherein the parties agreed that SFMTA would withdraw its protest to Leap's application based on Leap's agreement (1) not to use city bus stops ("Red Zones") for passenger loading and unloading in the absence of future regulatory authorization from SFMTA; and (2) not operate on the restricted streets designated in the San Francisco Transportation Code. The signatories request that this language be included in the ordering paragraphs of this decision. A copy of this stipulation is attached as Attachment B to this decision

3. On January 29, 2015, Leap and Sausalito entered into a Joint Stipulation wherein it was agreed that (1) Leap has agreed to abandon the proposed route between points in San Francisco and points in Sausalito; (2) Leap has agreed to abandon all routes in Marin County; and (3) Sausalito does not oppose granting Leap's amended application. The signatories request that this language be included in this decision's ordering paragraphs. A copy of the stipulation is attached as Attachment C to this decision

4. Leap, District, and SamTrans executed a Joint Stipulation on January 21, 2015 in order to expedite the adoption of this decision wherein it was agreed that (1) Leap's services shall not conflict or otherwise interfere with the services of the District or SamTrans in terms of scheduled pick-up and drop-off times, bus stops, and/or with any other operational matter pertaining to the services provided by either the District or SamTrans; (2) Leap agrees to provide the District or SamTrans with thirty days written notice of any changes Leap proposes to make to its schedules concurrent with the notice Leap provides to the Commission in accordance with General Order 158; (3) Leap will forego and

cease implementation of any scheduled changes if it receives written notice from either the District or SamTrans that any aspect of such proposed changes will interfere with either the District's or SamTrans's transit operations; and (4) if either the District or SamTrans proposes to alter the District's or SamTrans's routes, the District or SamTrans shall notify Leap in writing of any such proposed changes so that Leap may notify the Commission, the District, and or SamTrans of changes to Leap's schedules made necessary by the notice from either the District or SamTrans. The signatories request that this language be included in this decision's ordering paragraphs. A copy of the stipulation is attached as Attachment D to this decision.

5. Public convenience and necessity requires the proposed service.

6. Leap proposes that the initial fare for this service is a flat $6 per passenger per trip to or from all points within San Francisco, and $9 per passenger per trip for routes extending to or from San Mateo County. Leap also seeks approval for a ZORF pursuant to Pub. Util. Code § 454.2 to permit it to adjust fares to $5 above or $2 below the proposed fare without further approval being required from the Commission.

7. Leap intends to operate as a Prime Carrier, with TransMetro (PUC Carrier ID# PSG0026354) serving as the operating carrier. TransMetro is a licensed passenger stage corporation.

8. Applicant will compete with other PSCs, taxicabs, charter limousines and sedans, public transit, and private automobiles in their operations.

9. The City of Sausalito, Golden Gate Bridge, Highway and Transportation District, and San Mateo County Transit District are parties to this proceeding, but have not filed protests to the amended applications in light of the stipulations that have been executed and attached hereto as Exhibits B and C.

10. A public hearing is not necessary.

Conclusions of Law

1. Public convenience and necessity has been demonstrated and the application should be granted.

2. The request for a ZORF should be granted because the ZORF is fair and reasonable.

3. No additional California Environmental Quality Act review is required for this decision.

4. Before Applicant changes any fares under the ZORF authorized below, Applicant should be required to give this Commission at least ten days' notice. The tariff should show the high and low ends of the ZORF and the then currently effective fare between each pair of service points.

5. Because the matter is uncontested, the decision should be effective on the date it is signed.

6. The terms of the Stipulation between Leap and the SFMTA are adopted.

7. The terms of the Stipulation between Leap and the City of Sausalito are adopted.

8. The terms of the Stipulation between Leap and District, and SamTrans are adopted.

O R D E R

IT IS ORDERED that:

1. A Certificate of Public Convenience and Necessity is granted to Leap Transit, Inc., authorizing it to operate as a Passenger Stage Corporation (PSC), as defined in Pub. Util. Code § 226, to transport passengers on routes between

points within San Francisco to points within San Francisco, and for routes between points within San Francisco to points within San Mateo County.

2. Leap Transit, Inc., shall not operate in Marin County.

3. Leap Transit, Inc.'s services shall not conflict or otherwise interfere with the services of the Golden Gate Bridge, Highway and Transportation District (District) or San Mateo County Transit District (SamTrans) in terms of scheduled pick-up and drop-off times, bus stops, and/or with any other operational matter pertaining to the services provided by either the District or SamTrans.

4. Leap Transit, Inc. (Leap) shall provide the Golden Gate Bridge, Highway and Transportation District or San Mateo County Transit District with thirty days written notice of any changes Leap proposes to make to its schedules concurrent with the notice Leap provides to the Commission in accordance with General Order 158.

5. Leap Transit, Inc. shall forego and cease implementation of any scheduled changes if it receives written notice from either the Golden Gate Bridge, Highway and Transportation District (District) or San Mateo County Transit District (SamTrans) that any aspect of such proposed changes will interfere with either the District's or SamTrans's transit operations.

6. If either the Golden Gate Bridge, Highway and Transportation District (District) or San Mateo County Transit District (SamTrans) proposes to alter the District's or SamTrans's routes, the District or SamTrans shall notify Leap Transit, Inc. (Leap) in writing of any such proposes changes so that Leap may notify the Commission, the District, and or SamTrans of changes to Leap's schedules made necessary by the notice from either the District or SamTrans.

7. Unless otherwise authorized by the City and County of San Francisco through its Municipal Transportation Agency, Leap Transit, Inc. will not use any

of the City's Muni bus stops ("Red Zones") for passenger loading or unloading, and will not operate on the restricted streets designated in Sections 501 or 503 of the San Francisco Transportation Code in the course of providing service.

8. Leap Transit, Inc., will operate as a Prime Carrier, with TransMetro serving as the operating carrier. TransMetro is a licensed passenger stage corporation (PUC Carrier ID# PSG0026354). This operating authority is also memorialized in Appendix PSC_____, attached hereto as Attachment A.

9. Leap Transit, Inc., shall:

   a. File a written acceptance of this certificate within 30 days after this decision is effective.

   b. Establish the authorized service and file tariffs and timetables within 120 days after this decision is effective.

   c. File tariffs on or after the effective date of this decision. The tariff shall become effective ten days or more after the effective date of this decision, provided that the Commission and the public are given not less than ten days' notice.

   d. Comply with Commission General Orders Series 101 and 158, and the California Highway Patrol (CHP) safety rules.

   e. Comply with the Commission's controlled substance and alcohol testing certification program pursuant to Pub. Util. Code § 1032.1 and Commission General Order Series 158.

   f. Remit to the Commission the Transportation Reimbursement Fee required by Pub. Util. Code § 423 when notified by mail to do so. Failure to comply with this filing will result in suspension and/or revocation of authority.

   g. Comply with Pub. Util. Code §§ 460.7 and 1043, relating to the Workers' Compensation laws of this state.

   h Enroll all drivers in the Pull Notice System as required by Vehicle Code § 1808.1.

10. Leap Transit, Inc., is authorized under Pub. Util. Code § 454.2 to establish a Zone of Rate Freedom of $5 above or $2 below the proposed fare without further approval being required from the Commission.

11. Leap Transit, Inc. shall file a Zone of Rate Freedom (ZORF) tariff with the Commission and the public in accordance with the application at least ten days before the effective date of the tariff. The ZORF shall expire unless exercised within 120 days after the effective date of this decision.

12. Leap Transit, Inc., may make changes within the Zone of Rate Freedom by filing amended tariffs on not less than ten days' notice to the Commission and to the public. The tariff shall include the authorized maximum and minimum fares and the fare to be charged between each pair of service points.

13. Leap Transit, Inc., shall post notices explaining fare changes at all locations (online and on printed material) where their fares are posted. The notices shall be the same font type and font size as those used for the fares. Such notices shall be posted at least ten days before the effective date of the fare changes and shall remain posted for at least 30 days.

14. Leap Transit, Inc. (Applicant), is authorized to begin operations on the date that the Commission's Safety and Enforcement Division mails a notice to Applicant that its evidence of insurance has been filed with the Commission and that the California Highway Patrol has approved the use of Applicant's vehicles for service.

15. The Certificate of Public Convenience and Necessity to operate as Passenger Stage Corporation-_____, granted herein, expires unless exercised within 120 days after the effective date of this decision.

16. The Application is granted as set forth above.

17. Application 14-06-015 is closed.

This order is effective today.

Dated _____, at San Francisco, California.

ATTACHMENT A

Appendix PSC-_____ LEAP TRANSIT, INC Original Title Page
a California Corporation

CERTIFICATE

OF

PUBLIC CONVENIENCE AND NECESSITY

AS A PASSENGER STAGE CORPORATION

PSC-_____

Showing passenger stage operative rights, restrictions, limitations, exceptions, and privileges.

All changes and amendments as authorized by the Public Utilities Commission of the State of California will be made as revised pages or added original pages.

I N D E X

Page

SECTION I. GENERAL AUTHORIZATIONS, RESTRICTIONS, LIMITATIONS, AND SPECIFICATIONS 2

SECTION II. SERVICE AREA 3

SECTION III. ROUTE DESCRIPTIONS 3

SECTION I. GENERAL AUTHORIZATIONS, RESTRICTIONS,

LIMITATIONS, AND SPECIFICATIONS.

LEAP TRANSIT, INC., a California Corporation, by the certificate of public convenience and necessity granted by the decision noted in the foot of the margin, are authorized to transport passengers and their baggage on an "on-call" basis between the points described in Section II, over the routes described in Section III, subject, however, to the authority of this Commission to change or modify this authority at any time and subject to the following provisions:

A. When a route description is given in one direction, it applies to operation in either direction unless otherwise indicated.

B. The term "on-call," as used, refers to service which is authorized to be rendered dependent on the demands of passengers. The tariffs shall show the conditions under which each authorized on-call service will be provided, and shall include the description of the boundary of each fare zone, except when a single fare is charged to all points within a single incorporated city.

C. No passengers shall be transported except those having a point of origin or destination as described in Section IIB.

D. This certificate does not authorize the holder to conduct any operation on the property of any airport unless such operation is authorized by the airport authority involved.

SECTION II. SERVICE AREA.

A. Points in the counties of San Francisco and San Mateo Counties.

SECTION III. ROUTE DESCRIPTIONS

Commencing from any point described in Section IIA, then over the most convenient streets and highways to any point described in Section IIA.

(End of Attachment A)

ATTACHMENT B

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, California and to establish a Zone of Rate Freedom.	Application No. A.14-06-015

STIPULATION BETWEEN LEAP TRANSIT, INC. AND THE CITY AND COUNTY OF SAN FRANCISCO

THIS STIPULATION is entered into by applicant Leap Transit, Inc. ("Leap") and the City and County of San Francisco ("City"), acting by and through its Municipal Transportation Agency ("SFMTA") in connection with Leap's Application No. A.14-06-015, dated June 13, 2014, as amended on November 28, 2014 to operate as a scheduled Passenger Stage Corporation ("PSC") and to establish a Zone of Rate Freedom for its services, and in connection with the Protest to the Application filed with the CPUC by the City, dated July 25, 2014 and Leap's Reply, dated August 4, 2014.

Leap and the City (collectively, the "Parties") hereby stipulate as follows:

1. Subsequent to the filing of the Application and the Protest, representatives of Leap and the City discussed the concerns expressed by the City in the Protest.

2. As a result of these discussions, the City agrees to withdraw its protest and does not oppose the granting of the Application on the conditions, hereby agreed to by Leap, that:

(a) Leap will not use any of the City's Muni bus stops ("Red Zones") for passenger loading or unloading except and unless the City at some future

time implements a regulatory program that authorizes Leap to use designated Red Zones for this purpose;

(b) Leap will not operate on the restricted streets designated in Sections 501 and 503 of the San Francisco Transportation Code.

3. The Parties agree that the conditions to the granting of the Application described in paragraph 2 above should be incorporated into any decision of the CPUC granting the Application. The Parties further agree to recommend to appropriate staff of the CPUC, and by executing this stipulation they do so recommend, that such conditions be incorporated into any decision of the CPUC granting the application. By way of example only, the Parties agree that the following language is appropriate to be included as part of an ordering paragraph of a CPUC decision granting the Application:

> Applicant and the City and County of San Francisco have agreed to conditions to Applicant's operating authority, which we believe to be in the public interest and which we adopt, that unless otherwise authorized by the City through its Municipal Transportation Agency: (1) Applicant will not use any of the City's Muni bus stops ("Red Zones") for passenger loading or unloading; and (2) Applicant will not operate on the restricted streets designated in Sections 501 or 503 of the San Francisco Transportation Code in the course of providing service.

4. The Parties further agree that an original and/or a copy of this Stipulation shall be forwarded to appropriate staff of the CPUC.

5. The Parties agree that this Stipulation may be executed by counterparts, each of which shall be deemed an original and all of which together shall be

considered one and the same agreement. Signed counterparts may be delivered by telephone facsimile or by PDF delivered by email.

6. Each of the persons executing this Stipulation represents and warrants that he is duly authorized to execute this stipulation on behalf of the party for which he signs.

Executed this 23rd day of December, 2014 by:

LEAP TRANSIT, INC.

By _____

DANIEL T. ROCKEY
Bryan Cave LLP
560 Mission Street, 25th Floor
San Francsico, CA 94105

Attorneys for Applicant Leap Transit, Inc.

CITY AND COUNTY OF SAN FRANCISCO
DENNIS J. HERRERA
City Attorney
ROBERT S. MAERZ
SFMTA General Counsel
DAVID A. GREENBURG
Deputy City Attorney

By: _____

DAVID A. GREENBURG
Deputy City Attorney
Office of the City Attorney
1390 Market Street, 7th Floor
San Francisco, CA 94102

Attorneys for the City and County of San Francisco

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Application of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, California and to establish a Zone of Rate Freedom	Application No. A.14-06-015

CERTIFICATE OF SERVICE

I hereby certify that I have served the within STIPULATION BETWEEN LEAP TRANSIT, INC. AND THE CITY AND COUNTY OF SAN FRANCISCO on the named public transit operators and notice of said filing, a copy of which is attached hereto, by electronic mail and mailing a copy via first-class mail to the addresses on the official Service List.

Executed on December 23, 2014, in San Francisco, California.

Elisa Anderson

SERVICE LIST

LEAP TRANSIT, INC. – A1406015

DAVID A. GREENBURG
CITY AND COUNTY OF SAN FRANCISCO
OFFICE OF CITY ATTORNEY
1390 MARKET STREET, 7th FL
SAN FRANCISCO, CA 94102-4682
FOR: SAN FRANCISCO MUNICIPAL
TRANSPORTATION AGENCY (SFMTA)

DANIEL ROCKEY
BRYAN CAVE LLP
560 MISSION STREET
SAN FRANCISCO, CA 94105
FOR: LEAP TRANSIT, INC.

(End of Attachment B)

ATTACHMENT C

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

Mary Anne Wagner
City of Sausalito
420 Litho Street
Sausalito, CA 94965
Telephone: (415)289-4103
Facsimile: (415)289-4167
E-mail: mwagner@ci.sausalito.ca.us

City Attorney for Respondent
City of Sausalito

Daniel T. Rockey
Bryan Cave LLP
560 Mission Street
San Francisco, CA 94105
Telephone: (415) 268-1986
Facsimile: (415) 430-4386
E-mail: daniel.rockey@bryancave.com

Attorneys for Applicant
Leap Transit, Inc.

Dated: January 29, 2015

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

TO THE COMMISSIONERS AND STAFF OF THE CALIFORNIA PUBLIC UTILITIES COMMISSION:

PLEASE TAKE NOTICE THAT, Applicant Leap Transit, Inc. ("Leap") and Respondent, City of Sausalito, respectively, by and through their counsel, have mutually agreed to and hereby submit the Joint Stipulation, attached hereto as Exhibit A, which should be made part of the record with regard to Application A. 14-06-015 for and to implement the purposes expressed therein as part of any formal action to approve same.

Dated: January 29, 2015

City of Sausalito

By: Mary Anne Wagner
City Attorney
City of Sausalito

BRYAN CAVE LLP

By: _____
Daniel T. Rockey, Esq.
Attorneys for Applicant
Leap Transit, Inc.

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

EXHIBIT A
TO NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

Mary Anne Wagner
City of Sausalito
420 Litho Street
Sausalito, CA 94965
Telephone: (415)289-4103
Facsimile: (415)289-4167
E-mail: mwagner@ci.sausalito.ca.us

City Attorney for Respondent
City of Sausalito

Daniel T. Rockey
Bryan Cave LLP
560 Mission Street
San Francisco, CA 94105
Telephone: (415) 268-1986
Facsimile: (415) 430-4386
E-mail: daniel.rockey@bryancave.com

Attorneys for Applicant
Leap Transit, Inc.

Dated: January 29, 2015

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

EXHIBIT A
TO NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

JOINT STIPULATION

Application No. 14-06-015

THIS JOINT STIPULATION, is entered into by Leap Transit, Inc. ("Leap") and the City of Sausalito ("Sausalito") (collectively, the "Parties") in connection with Leap's Application No. 14-06-015, filed June 13, 2014, as amended on November 26, 2014, (collectively, the "Application"), to the California Public Utilities Commission ("CPUC") for authority to operate as a Passenger Stage Corporation ("PSC") and to establish a Zone of Rate Freedom for its services, between points in the City and County of San Francisco, Marin County and San Mateo County:

The Parties hereby stipulate as follows:

1. On or around December 23, 2014, the City of Sausalito requested and received an extension of time to respond to the Application to January 15, 2015. Thereafter, Applicant and Sausalito conferred concerning operational issues related to Applicant's proposed PSC services, particularly with respect to a proposed service points within the City of Sausalito identified in the Application. Applicant and Sausalito subsequently agreed to further extensions to January 30, 2015 which were granted via email by the Honorable Administrative Law Judge, Robert Mason, on January 15, 2015 and January 28, 2015. To date, Sausalito has not entered a formal Response or Protest under PUC Rule 2.6. Instead, the Parties agree that as part of this Stipulation that Sausalito has a sufficient and direct interest to be and shall be deemed to be a Respondent for purposes of the docket in No. A.14-06-015 without need for the filing of a formal response.

2. As a result of the communications referenced in Paragraph 1 above, the Parties stipulate and agree that Applicant will abandon the proposed route between points in San Francisco and points in Sausalito , and that Applicant has voluntarily decided to abandon all routes in Marin County, all other proposed routes (which do not

include Marin County) will remain unchanged. Subject to such stipulation, the concerns of Sausalito expressed to Applicant have been satisfied and Sausalito does not oppose the granting of the Application, as modified by this Stipulation. The parties further stipulate that if Applicant subsequently seeks approval to operate a route or service point within the City of Sausalito it shall notify Sausalito concurrently with notice Leap provides to the CPUC in accordance with CPUC General Order 158.

3. The Parties agree that the conditions to the granting of the Application, as described in Paragraph 2 above, shall be incorporated into any decision of the CPUC granting any part or all of the Application. The Parties further agree to recommend to appropriate staff of the CPUC, and by executing this stipulation they do so recommend, that the Application be granted and that such condition be incorporated into the decision of the CPUC granting the Application. The Parties herein agree that the following language is appropriate to be included in and as part of an ordering paragraph to any CPUC decision granting the Application as follows:

> By this Stipulation and Order of the PUC approving same as a part of and a condition to any authority issued to Applicant in this proceeding, and recognizing that the City of Sausalito ("Sausalito") is deemed and shall be a formal party of record as a Respondent under PUC Rule 2.6, for all purposes, including enforcement of the terms of these conditions; and,
>
> It is further stipulated that Applicant and Sausalito have mutually agreed that Applicant shall not, as part of its current Application, seek approval of the route, as proposed in the Application, between points in San Francisco and points in Sausalito and that Applicant has elected to abandon the proposed route that includes any points in Marin County. Applicant and Sausalito further stipulate that should Applicant subsequently seek approval to operate a route or service point(s) within the City of Sausalito it shall notify Sausalito concurrently with notice Applicant provides to the CPUC in accordance with CPUC General Order 158. The Parties further agree that an original and/or a copy of this Joint Stipulation shall be forwarded to Administrative Law Judge Robert Mason and to appropriate staff of the CPUC.

4. Each of the persons executing this Joint Stipulation represents and warrants that he or she is duly authorized to execute this Joint Stipulation on behalf of the party for which he or she signs.

5. In the event that the CPUC should elect not to accept the Stipulation as set forth herein, Applicant agrees that this proceeding shall then be assigned to hearing before ALJ Robert Mason, whereupon Sausalito shall be deemed to be and is thereafter designated as a Protestant to the Application under PUC Rule 2.6.

Executed this 29th day of January, 2015.

LEAP TRANSIT, INC.

By _____
Daniel T. Rockey
Its Attorneys

THE CITY OF SAUSALITO

By _____
Mary Anne Wagner
City Attorney, City of Sausalito

EXHIBIT A
To City of Sausalito's Notice of Joint Stipulation By and Between the Parties to Application No. 14-06-015

(End of Attachment C)

ATTACHMENT D

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

William D. Taylor, Esq.
HANSON BRIDGETT LLP
500 Capitol Mall, Suite 1500
San Francisco, CA 95814
Telephone: (916) 551-2939
Facsimile: (916) 551-3391
E-mail: wtaylor@hansonbridgett.com

Attorneys for Respondents
Golden Gate Bridge, Highway and Transportation District and San Mateo County Transit District

Daniel T. Rockey
Bryan Cave LLP
560 Mission Street
San Francisco, CA 94105
Telephone: (415) 268-1986
Facsimile: (415) 430-4386
E-mail: daniel.rockey@bryancave.com

Attorneys for Applicant
Leap Transit, Inc.

Dated: January 21, 2015

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

TO THE COMMISSIONERS AND STAFF OF THE CALIFORNIA PUBLIC UTILITIES COMMISSION:

PLEASE TAKE NOTICE THAT, Applicant Leap Transit, Inc. ("Leap") and Respondents, Golden Gate Bridge, Highway and Transportation District ("District") and The San Mateo County Transit District ("SamTrans"), respectively, by and through their counsel, have mutually agreed to and hereby submit the Joint Stipulation, attached hereto as Exhibit A, which should be made part of the record with regard to Application A. 14-06-015 for and to implement the purposes expressed therein as part of any formal action to approve same.

Dated: January 21, 2015

HANSON BRIDGETT LLP

By: /s/
William D. Taylor, Esq.
Attorneys for Respondent
Golden Gate Bridge, Highway and Transportation District and San Mateo County Transit District

BRYAN CAVE LLP

By: /s/
Daniel T. Rockey, Esq.
Attorneys for Applicant
Leap Transit, Inc.

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

EXHIBIT A
TO NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

William D. Taylor, Esq.
HANSON BRIDGETT LLP
500 Capitol Mall, Suite 1500
San Francisco, CA 95814
Telephone: (916) 551-2939
Facsimile: (916) 551-3391
E-mail: wtaylor@hansonbridgett.com

Attorneys for Respondents
Golden Gate Bridge, Highway and Transportation District and San Mateo County Transit District

Daniel T. Rockey
Bryan Cave LLP
560 Mission Street
San Francisco, CA 94105
Telephone: (415) 268-1986
Facsimile: (415) 430-4386
E-mail: daniel.rockey@bryancave.com

Attorneys for Applicant
Leap Transit, Inc.

Dated: January 21, 2015

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo Counties, California and to establish a Zone of Rate Freedom	A. 14-06-015

EXHIBIT A
TO NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015

JOINT STIPULATION

Application No. 14-06-015

THIS JOINT STIPULATION, is entered into by Leap Transit, Inc. ("Leap"), The Golden Gate Bridge, Highway and Transportation District ("District"), and the San Mateo County Transit District ("SamTrans") in connection with Leap's Application No. 14-06-015, filed June 13, 2014, as amended on November 26, 2014, (collectively, the "Application"), to the California Public Utilities Commission ("CPUC") for authority to operate as a scheduled Passenger Stage Corporation ("PSC") and to establish a Zone of Rate Freedom for its services, between points in the City and County of San Francisco, Marin County and San Mateo County, as follows:

Leap, District, and SamTrans (Collectively, the "Parties") hereby stipulate as follows:

1. Subsequent to the filing of the Application, representatives of Leap, the District and SamTrans held meetings or other communications to discuss operational issues related to Leap's proposed PSC services, particularly with respect to Marin and San Mateo Counties, as service points, identified in the Amended Application. To date, District and SamTrans, respectively, have not entered a formal Response or Protest under PUC Rule 2.6. Instead, the parties agree that as part of this Stipulation that District and SamTrans have a sufficient and direct interest to be and shall be deemed to be Respondents for purposes of the docket in No. A.14-06-015.

2. As a result of the meetings referenced in Paragraph 1 above, and/or by virtue of other communications between the parties for their own particular purposes, the concerns of District and SamTrans expressed to Leap have been satisfied and District and SamTrans do not oppose the granting of the Application on the condition as hereby agreed to by Leap that with respect to any pick-up and drop-off locations now used or to be utilized by either the District or SamTrans for their own transit services and purposes in either Marin County

(District) or San Mateo County (SamTrans), Leap's services shall not and will not conflict or otherwise interfere in any manner with the services of the District or SamTrans in terms of scheduled pick-up and drop-off times, bus stops, and/or with any other operational matter pertaining to the services provided by either the District or SamTrans. In order for Leap to comply with this condition, Leap agrees to notify the District or Sam Trans, as the case may be, of any changes Leap proposes to make to its schedules concurrent with notice Leap provides to the CPUC in accordance with CPUC General Order 158 to enable the District or SamTrans to determine whether this proposed schedule change causes or creates a potential for any conflict or otherwise will interfere with the services the District or SamTrans. In such event, after thirty-(30) days' written notice by Leap to the District or SamTrans, Leap agrees to forego implementation of any such schedule or operational change in its services. In circumstances in which the District or SamTrans proposes to alter District or SamTrans schedules, the District or SamTrans, as the case may be, agree to notify Leap of any such changes so that Leap, if necessary, may appropriately notify the Commission, as well as the District or SamTrans, of changes to Leap schedules made necessary by such notice.

3. The Parties agree that the conditions to the granting of the Application, as described in Paragraph 2 above, shall be incorporated into any decision of the CPUC granting any part or all of the Application. The Parties further agree to recommend to appropriate staff of the CPUC, and by executing this stipulation they do so recommend, that the Application be granted and that such condition be incorporated into the decision of the CPUC granting the Application. The Parties herein agree that the following language is appropriate to be included in and as part of an ordering paragraph to any CPUC decision granting the Application as follows:

> By this Stipulation and Order of the PUC approving same as a part of and a condition to any authority issued to Leap in this proceeding, and recognizing that The Golden Gate Bridge, Highway and Transportation District ("District") and the San Mateo County Transit District ("SamTrans") are deemed and shall be formal parties of record as Respondents under PUC Rule 2.6, for all purposes, including enforcement of the terms of these conditions; and,
>
> It is further stipulated that Applicant and the District and Applicant and the San Mateo County Transit have mutually agreed to a condition to any operating authority issued to Applicant in Application No. 14-06-015, which the Commission believes to be in the public interest and which the Commission adopts, that requires that at pick-up and drop-off locations to be utilized by both Applicant and the District, or by Applicant and SamTrans, Applicant's services shall not in any manner conflict or otherwise interfere with the current and future transit services of either the District, on the one hand, or the services of SamTrans, on the other, in terms of the scheduled pick-up and drop-off times, bus stops and/or with any other operational matter pertaining to the respective services of the District or the services of SamTrans within the areas served by each public transit agency. To comply with this condition, Applicant shall notify the District or SamTrans, as the case may be, on thirty (30) days' written notice to the pertinent transit agency of any changes Applicant proposes to make to its schedules and/or services in either Marin or San Mateo counties concurrent with the notice it provides to the Commission in accordance with General Order 158. If either the District or SamTrans believe that any aspect of such proposed changes will interfere with their respective transit operations, they shall so notify Applicant in writing and Applicant will forego and cease implementation of any such schedule and/or service change(s) or additions to the schedules provided for in any initial Decision by the CPUC granting authority to Applicant. In circumstance in which the District or SamTrans proposes to alter District or SamTrans schedules, the District or SamTrans, as the case may be, shall notify Applicant in writing of any such proposed changes so that Applicant, if necessary, may appropriately notify the Commission, as well as the District or SamTrans of changes to its schedules

made necessary by any such notice from either the District or SamTrans, as the case may be.

4. The Parties further agree that an original and/or a copy of this Joint Stipulation shall be forwarded to Administrative Law Judge Robert Mason and to appropriate staff of the CPUC.

5. Each of the persons executing this Joint Stipulation represents and warrants that he is duly authorized to execute this Joint Stipulation on behalf of the party for which he signs.

6. In the event that the CPUC should elect not to accept the Stipulation as set forth herein, Applicant agrees that this proceeding shall then be assigned to hearing before ALJ Robert Mason, whereupon District and SamTrans shall be deemed to be and are thereafter designated as Protestants to the Application under PUC Rule 2.6.

Executed this 21st day of January, 2015.

LEAP TRANSIT, INC.

By /s/
Daniel T. Rockey
Its Attorneys

THE GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

By /s/
William D. Taylor
HANSON BRIDGETT LLP
Its Attorneys

THE SAN MATEO COUNTY TRANSIT DISTRICT

By /s/
William D. Taylor
HANSON BRIDGETT LLP
Its Attorneys

EXHIBIT A
To Golden Gate Bridge, Highway and Transportation District and The San Mateo County Transit District's Notice of Joint Stipulation By and Between the Parties to Application No. 14-06-015

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Application, as Amended of Leap Transit, Inc. for authority to operate as a passenger stage corporation between points in San Francisco, Marin and San Mateo, California Counties, and to establish a Zone of Rate Freedom	Application No. A.14-06-015

CERTIFICATE OF SERVICE

I hereby certify that I have served the within NOTICE OF JOINT STIPULATION BY AND BETWEEN THE PARTIES TO APPLICATION NO. 14-06-015, on the named public transit operators and notice of said filing, a copy of which is attached hereto, by electronic mail and mailing a copy via first-class mail to the addresses on the official Service List.

Executed on January 22, 2015, in San Francisco, California.

Elisa Anderson

LEAP TRANSIT, INC. – A1406015

SERVICE LISTS

1. Parties

DAVID A. GREENBURG
CITY AND COUNTY OF SAN FRANCISCO
OFFICE OF THE CITY ATTORNEY
1390 MARKET STREET, 7TH FL
SAN FRANCISCO, CA 94102-4682
FOR: SAN FRANCISCO MUNICIPAL
TRANSPORTATION AGENCY (SFMTA)

DANIEL ROCKEY
BRYAN CAVE LLP
560 MISSION STREET
SAN FRANCISCO, CA 94105
FOR: LEAP TRANSIT, INC.

2. Information Only

JERRY ROBIBNS
INTERIM DIR.
SFMTA - SUSTAINABLE STREETS DIVISION
ONE SOUTH VAN NESS AVENUE, 7TH FL
SAN FRANCISCO, CA 94103
FOR: SAN FRANCISCO MUNICIPAL
TRANSPORTATION AGENCY (SFMTA) -
SUSTAINABLE STREETS DIV.

BENJAMIN L. STOCK
BURKE, WILLIAMS & SORENSEN, LLP
1901 HARRISON STREET, SUITE 900
OAKLAND, CA 94612-3501
FOR: CITY OF SAUSALILTO

MARY ANN WAGNER
CITY ATTORNEY
CITY OF SAUSALITO
420 LITHO STREET
SAUSALITO, CA 94965

3. State Service

VAROUJAN JINBACHIAN
CALIF PUBLIC UTILITIES COMMISSION
RAIL TRANSIT & CROSSINGS BRANCH
320 West 4th Street Suite 500
Los Angeles, CA 90013

DON WISE
CALIF PUBLIC UTILITIES COMMISSION
TRANSPORTATION ENFORCEMENT BRANCH
ROOM EAST
505 VAN NESS AVENUE
SAN FRANCISCO, CA 94102-3214

JOE ILJAS
CALIF PUBLIC UTILITIES COMMISSION
TRANSPORTATION ENFORCEMENT BRANCH
AREA
505 VAN NESS AVENUE
SAN FRANCISCO, CA 94102-3214

LOLA ODUNLAMI
CALIF PUBLIC UTILITIES COMMISSION
ENERGY EFFICIENCY BRANCH
AREA
505 VAN NESS AVENUE
SAN FRANCISCO, CA 94102-3214

ROBERT MASON
CALIF PUBLIC UTILITIES COMMISSION
MGR.
DIVISION OF ADMINISTRATIVE LAW JUDGES
ROOM 5107
505 VAN NESS AVENUE
SAN FRANCISCO, CA 94102-3214

CULLEN SISSKIND
MOTOR CARRIER SAFETY OPERS. PROGRAM

CALIFORNIA HIGHWAY PATROL
COMMERCIAL VEHICLE SECTION
PO BOX 942898
SACRAMENTO, CA 94289-0001

(End of Attachment D)