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AMENDMENT NO. 7

TO CONTRACT NO. MS214-09

BETWEEN

SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY

AND VEOLIA TRANSPORTATION MAINTENANCE AND INFRASTRUCTURE, INC.

FOR TRACK, STRUCTURES AND RIGHT-OF-WAY MAINTENANCE SERVICES

This Contract Amendment, effective April 12, 2013, is entered into by and between the SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY (hereinafter "Authority") and Veolia Transportation Maintenance and Infrastructure (hereinafter "Contractor").

RECITALS

WHEREAS:

- I. Authority and Contractor entered into an agreement for track, structures and right-of-of way maintenance services on October 16, 2008.
- II. Effective July 28, 2009, the Authority amended the contract under Amendment No. 1 to revise Article 6, Payment and Invoicing, to increase contract authority in an amount not-to-exceed \$17,772,596 for work to be performed during July 1, 2009 through June 30, 2010 as funded in the FY 2009/10 Operating and Capital Budgets.
- III. Effective December 16, 2009, the Authority amended the contract under Amendment No. 2 to revise Article 6, Payment and Invoicing, Paragraph 6.1, Compensation, to increase contract authority for FY 2009/10 in an amount not-to-exceed \$5,556,014 as approved by the Board at the December 2009 meeting.
- IV. Effective July 1, 2010, the Authority amended the contract under Amendment No. 3 to increase the FY 2010/11 contract funding authority by \$18,423,149 as approved at the June 25, 2010 Authority Board meeting.
- V. Effective July 1, 2011, the Authority amended the contract under Amendment No. 4 to revise Article 2.0, Scope of Services, Section 2.2.1 Inspections, Paragraph 2.2.1A., Virtual Inspections, to reduce the number of weekly inspections without increase in contract authority.

- VI. Effective January 1, 2011, the Authority amended the Contract under Amendment No. 5, to delete the Material Management scope of services and related positions and requirements of the Contract and to otherwise amend the Contract.

- VII. Effective July 1, 2011, the Authority amended the contract under Amendment No. 6 to increase the FY 2011/12 contract funding authority by **\$18,151,992** as approved at the June 10, 2011 Authority Board meeting.

- VIII. Effective April 12, 2013, The Authority hereby amends the contract under Amendment No. 7 to revise Article 6, Payment and Invoicing, to increase annual contract authorization by **\$4,300,000** for a not-to-exceed contract authorization of **\$20,485,710** as approved at the April 12, 2013 Authority Board meeting for work to be performed during July 1, 2012 through June 30, 2013 as funded in the FY2012/13 Operating and Capital Budgets.

NOW, THEREFORE, Authority and Contractor hereby amend the Contract as follows:

- I. Article 6, Payment and Invoicing, Paragraph 6.1, Compensation, shall be deleted in its entirety and replaced with the following:

6. PAYMENT AND INVOICING

6.1 COMPENSATION

6.1.1 Authority's maximum annual payment obligation under this Agreement shall be the amount stated in the annual Approved Budget based on the rates established in Contractor's pricing schedules for the FBLC and Direct Costs, using actual and fixed unit rates, as set forth in detail at Appendix S, attached hereto.


6.1.2. Contract authorization will be established by Authority as part of the Fiscal Year annual budget approval process. Contract authorization for work to be performed during July 1, 2012 through June 30, 2013 is **\$20,485,710**, and is funded in the FY2012/13 Operating and Capital Budgets. Recollectable work is funded by third parties. Funding for succeeding Fiscal Years will be established in accordance with Article 5 of this Agreement.

- II. As hereby amended, the Contract remains in full force and effect.

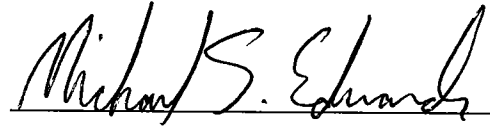
IN WITNESS WHEREOF, the parties hereto have caused this Contract Amendment to be executed as of the day first above written.

SOUTHERN CALIFORNIA
REGIONAL RAIL AUTHORITY

VEOLIA TRANSPORTATION
MAINTENANCE AND
INFRASTRUCTURE, INC.

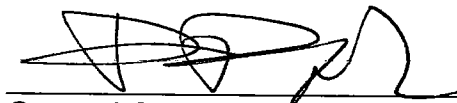
By: 

Michael P. DePallo
Chief Executive Officer

By: 

APPROVED AS TO FORM:

DON DEL RIO



General Counsel