

AMENDMENT NO. 8
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 July 1, 2014, 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 and revise Appendix S.
- 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 amended 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.
- IX. The Authority hereby amends the contract under Amendment No. 8 to revise Article 6, Compensation to revise Appendix S as attached; and revise Article 7, Term of Agreement to exercise the four year option and extend the period of performance from January 1, 2015 to December 31, 2018, as approved at the February 14, 2014 Authority Board Meeting.

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

- I. Article 6, Compensation, Appendix S, is supplemented by Attachment 1, to reflect fixed unit rates for period July 1, 2014 through December 31, 2014.
- II. Article 7, Term of Agreement, shall be deleted in its entirety and replaced with the following:

7. TERM OF AGREEMENT


The term of this Agreement shall be for ten years from January 1, 2009 to December 31, 2018.

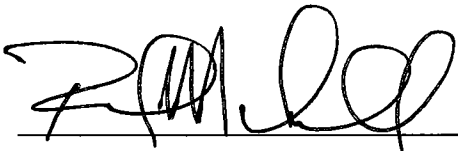
8. As hereby amended, the Contract remains in full force and effect.

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

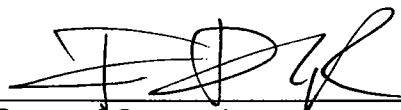
VEOLIA TRANSPORTATION
MAINTENANCE AND
INFRASTRUCTURE, INC.

By: 
Michael P. DePallo
Chief Executive Officer

By: 

APPROVED AS TO FORM:

DON DEL RIO


General Counsel

**AMENDMENT NO. 8
 CONTRACT NO. MS214-09 - APPENDIX S - JULY 1, 2014 TO DECEMBER 31, 2014
 FULLY BURDENED LABOR RATES FOR EXEMPT AND COVERED POSITIONS**

MS214-09 - July 1 - December 31, 2014 - Exempt Positions		
POSITION TITLE	FULLY BURDENED LABOR RATE (FBLC)	FBLC HOURLY
Maintenance Contract Manager	\$315,071	\$157.54
Asst Maintenance Contract Manager	\$270,061	\$135.03
Material Management Supervisor	\$191,293	\$95.65
Safety Manager	\$202,546	\$101.27
Training Manager	\$258,808	\$129.40
Railroad Bridge Supervisor	\$225,051	\$112.53
Maintenance Track Supervisor	\$247,556	\$123.78
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Office Engineer	\$292,566	\$146.28
Project Engineer	\$162,036	\$81.02
Administrative Office Manager	\$123,396	\$61.70
Administrative Assistant	\$70,512	\$35.26
It Programmer	\$247,556	\$123.78

MS214-09 - July 1 - December 31, 2014 - Covered Positions			
POSITION TITLE	STRAIGHT TIME	FBLC	
		HOURLY	OVERTIME
	DOUBLE TIME		
Bridge Inspector	\$69.68	\$93.79	\$119.44
Bridge Repair Leader	\$61.21	\$78.62	\$99.25
Bridge Repairer/Carpenter	\$53.62	\$69.83	\$87.67
Equipment Operator I	\$57.77	\$75.88	\$95.49
Equipment Operator II	\$57.77	\$75.88	\$95.49
Track Equipment Repairer	\$61.21	\$78.62	\$99.25
Track Equipment Repairer Helper	\$57.77	\$75.88	\$95.61
Track Supervisor	\$69.68	\$93.79	\$119.44
Track Repair Leader	\$61.21	\$78.62	\$99.28
Track Repairer	\$53.62	\$69.83	\$87.67
Track Welder	\$57.00	\$74.75	\$94.13
Track Welder Helper	\$53.62	\$69.83	\$87.67
Track Flagger (Eic)	\$61.21	\$78.62	\$99.25
Material Inventory Control Assistant	\$57.77	\$75.88	\$95.61

Equipment Line No.	EQUIPMENT DESCRIPTION	% of Rate if Equipment Rental Prices with Service									
		A	B	C	D	E	F	G	H	I	J
		3.00%	Hours	Hour Rate / Day	Day Rate note 2	Weeks	Week Rate Note 3	Months	Month Rate	Service Hours	Hour Service
Contract Year 6 (July 1, 2014 - December 31, 2014)											
	WET Light Duty Trucks With Service & Fuel Included										
1	Chevy Tahoe or equivalent	3.00%	200	\$26.63	45	\$177.56	14	6	\$2,536.59		
2	Chevy Trailblazer or equivalent	3.00%	200	\$13.38	45	\$142.51	14	6	\$2,035.86		
3	Ford F-150 pickup truck (1/2 ton) or equivalent	3.00%	200	\$25.20	45	\$168.01	14	6	\$2,400.14		
4	Chevy Ext. Cab 4 WD or equivalent	3.00%	200	\$25.92	45	\$172.79	14	6	\$2,468.37		
5	Chevy Ext. Cab 2 WD or equivalent	3.00%	200	\$25.92	45	\$172.79	14	6	\$2,468.37		
6	Ford F-250 pickup truck (3/4 ton) or equivalent with Hy-Rail	3.00%	200	\$35.09	45	\$233.93	14	6	\$3,341.88		
7	Chevrolet 2500 Crew Cab Hi-Rail or equivalent	3.00%	200	\$35.09	45	\$233.93	14	6	\$3,341.88		
8	Chevrolet 3500 pickup truck 6 passenger cab or equivalent	3.00%	200	\$50.03	45	\$200.19	14	6	\$2,859.85		
Heavy Duty Trucks and Equipment With Service											
9	5-Yard Swivel Dump Truck with Hy-Rail	3.00%	200	\$68.05	45	\$453.65	14	6	\$6,480.66	480	\$22.46
10	High Side 5 Cubic Yard Dump Trucks with trailer connections with bottom hinge tailgate.	3.00%	200	\$38.46	45	\$256.41	14	6	\$3,662.98	1200	\$12.75
11	Service Truck w/Tanks Reels (a Kenworth equivalent)	3.00%	200	\$65.93	45	\$439.56	14	6	\$6,279.40	2040	\$19.71
12	Hy-Rail Water Truck, 2000 Gal. Cap	3.00%	200	\$42.69	45	\$284.59	14	6	\$4,065.51	720	\$19.90
13	Welding van with lift gate and welder	3.00%	200	\$36.35	45	\$242.32	14	6	\$3,461.72	2040	\$14.31
14	Pettibone 441D w/ Hi-Rail (speedswing) or equivalent	3.00%	200	\$67.19	45	\$447.94	14	6	\$6,399.19	1440	\$34.87
15	26,000 Lbs. Hyd. Hi Rail Crew Cab w/ Crane	3.00%	200	\$82.77	45	\$551.83	14	6	\$7,883.22	2040	\$19.30
16	54,000 Lbs. Hyd. Hi Rail Crew Cab w/ Crane	3.00%	200	\$101.86	45	\$679.06	14	6	\$9,700.87	2040	\$21.27
17	Boom Truck w/ Lift Basket	3.00%	200	\$86.30	45	\$575.33	14	6	\$8,218.96	1440	\$32.23
18	Prentice Loader or equivalent	3.00%	200	\$102.27	45	\$681.82	14	6	\$9,740.32	360	\$30.26
19	Ziemen Type Tilt Trailer for Tractor or equivalent	3.00%	200	\$6.93	45	\$46.19	14	6	\$659.92	780	\$4.06
20	Pettibone Reachlift with 10,000 lb Capacity or equivalent	3.00%	200	\$41.53	45	\$276.89	14	6	\$3,955.50	780	\$16.95
21	Multiple Tamper, Jackson 6700 or equivalent	3.00%	200	\$225.19	45	\$1,501.26	14	6	\$21,446.57	1440	\$75.24
22	Ballast Regulator, Kershaw M70 or equivalent	3.00%	200	\$95.10	45	\$633.98	14	6	\$9,056.83	1440	\$40.57
23	Dynamic Track Stabilizer	3.00%	200	\$349.96	45	\$2,333.04	14	6	\$33,329.13	1020	\$75.64
24	Pandrol Jackson 3000 Track tamper or equivalent	3.00%	200	\$105.66	45	\$704.42	14	6	\$10,063.14	1020	\$24.89
25	Trackmobile 4250TM car mover or equivalent	3.00%	200	\$92.77	45	\$618.48	14	6	\$8,835.44	720	\$30.14
26	Skid Steer Type equipped with 4/7 Bucket.	3.00%	200	\$62.15	45	\$414.35	14	6	\$5,919.25	1020	\$11.27
27	Mower Deck with the ability to attach Backhoe	3.00%	200	\$10.36	45	\$69.06	14	6	\$986.54	360	\$16.47
28	Post Hole Digger with Attachments	3.00%	200	\$0.94	45	\$2.25	14	6	\$32.20	360	\$4.64
29	Rubber Tired End Ldr. (equivalent to a CAT 966)	3.00%	200	\$123.88	45	\$825.90	14	6	\$11,798.51	1020	\$22.76
30	Rubber Tired End Ldr. (equivalent to a CAT 988)	3.00%	200	\$160.98	45	\$1,073.20	14	6	\$15,331.40	720	\$48.76
31	Backhoe AWD (equivalent to a CAT 916B)	3.00%	200	\$44.38	45	\$295.86	14	6	\$4,226.52	1020	\$13.52
32	Trackhoe (equivalent to a CAT 245)	3.00%	200	\$172.18	45	\$1,147.86	14	6	\$16,397.93	720	\$73.29
33	2000 CAT D6XL, OROPS, Topcon Ripper	3.00%	200	\$51.92	45	\$346.13	14	6	\$4,944.71	360	\$30.29
34	Telexid Dual Rail Heater with Track Vibrator	3.00%	200	\$84.53	45	\$563.54	14	6	\$8,050.51	1440	\$55.65
35	Set of rail carts for 1660FL CWR Sigs.	3.00%	200	\$122.64	45	\$817.58	14	6	\$11,679.69	480	\$16.69
36	McGregor 300 Gallon Fire Fighter	3.00%	200	\$10.6	45	\$7.04	14	6	\$100.63	360	\$7.54
37	Walk behind Spike puller	3.00%	200	\$15.40	45	\$102.65	14	6	\$1,410.61	360	\$12.75
38	Manually Propelled Tie Adzers	3.00%	200	\$8.65	45	\$57.67	14	6	\$823.90	360	\$7.94
39	Spike Puller (self propelled) Nordco Grabber	3.00%	200	\$57.06	45	\$380.39	14	6	\$5,434.10	360	\$21.16
40	Adzer (self propelled / Ride on)	3.00%	200	\$75.23	45	\$501.55	14	6	\$7,164.96	360	\$23.30
41	Anchor applicator (self propelled)	3.00%	200	\$79.00	45	\$526.66	14	6	\$7,523.69	360	\$36.86
42	Ballast cribber (Kershaw 16-3)	3.00%	200	\$41.99	45	\$279.96	14	6	\$3,999.50	360	\$53.62
43	Tie Borer (equivalent to a Geismar)	3.00%	200	\$7.00	45	\$46.66	14	6	\$666.58	360	\$12.75
44	Bolt Machine	3.00%	200	\$48.99	45	\$326.63	14	6	\$4,666.08	360	\$12.75
45	Double Wide Trailer with furniture	3.00%						12	\$2,453.23	2	