

AMENDMENT NO. 1 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 28, 2009 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. The Authority hereby amends the contract under Amendment No. 1 to incorporate contract funding authority for FY 09-10 as approved at the June 26, 2009 Authority Board meeting and revise Appendix S, Pricing Forms.

NOW, THEREFORE, Authority and Contractor hereby:

1. Amend Article 6, Payment and Invoicing, Paragraph 6.2, to read as follows:

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, 2009 through June 30, 2010 is \$17,772,596, and is funded in the FY 2009/10 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.

III. 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:



David R. Solow
Chief Executive Officer

By:



Paul Marshall
Vice President

APPROVED AS TO FORM:

County Counsel, County of Los Angeles



Deputy