



METROLINK.

SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY
900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90017

metrolinktrains.com

AMENDMENT NO. 17
TO CONTRACT NO. MS214-09
BETWEEN
SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY
AND TRANSDEV RAIL, INC.
FOR TRACK, STRUCTURES AND RIGHT-OF-WAY MAINTENANCE SERVICES

This Contract Amendment, effective June 14, 2019, is entered into by and between the SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY (hereinafter "Authority") and Transdev Rail, Inc. (hereinafter "Contractor").

R E C I T A L S

WHEREAS:

- I. Authority and Contractor entered into an agreement for track, structures and right-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 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. Effective July 1, 2014, the Authority amended the contract under Amendment No. 8 to revise Article 6, Compensation to revise Appendix S; 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.
- X. Effective September 1, 2014, the Authority amended the contract under Amendment No. 9 to revise Article 6, Compensation to revise Appendix S; and revise Article 5, Annual Budget to revise due dates for services plans and annual budgets.
- XI. Effective June 30, 2015, the Authority amended the contract under Amendment No.10 to revise Article 6, Compensation to revise Appendix S; and to increase FY 2015/16 contract funding authority for a total not-to-exceed amount of \$20,016,952.08 as approved at the June 12, 2015 Authority Board meeting.
- XII. Effective February 26, 2016, the Authority amended the contract under Amendment No.11 to revise Article 6, Payment and Invoicing, to increase annual contract authorization by \$1,350,000 for a not-to-exceed contract authorization of \$21,366,952.08 as approved at the February 26, 2016 Authority Board meeting for work to be performed during July 1, 2015 through June 30, 2016 as funded in the FY2015/16 Operating and Capital Budget.

- XIII. Effective July 1, 2016, the authority amended the contract under Amendment No.12 to revise Article 2, Scope of Service, Paragraph 2.2.10.C, Purchasing Decisions, Article 6, Compensation, revise Appendix S; Article 11.2 update Contractor's key staff; and to increase FY2016/17 contract funding authority for a total not-to-exceed amount of \$18,202,129 as approved at the June 10, 2016 Authority Board meeting.
- XIV. Effective March 24, 2017, the Authority amended the contract under Amendment No.13 to revise Article 6, Compensation to increase annual contract authorization by \$2,000,000 for a not-to-exceed contract authorization of \$20,202,129 as approved at the March 24, 2017 Authority Board meeting for work to be performed during July 2016 through June 30, 2017 as funded in the FY 2016/17 Operating Capital Budgets.
- XV. Effective July 1, 2017, the Authority amended the contract under Amendment No.14 to revise Article 6, Compensation to revise Appendix S; Article 11.2 update Contractor's key staff; and to increase FY 2017/18 contract funding authority for a total not-to-exceed amount of \$20,848,448 as approved at the June 9, 2017 Authority Board meeting.
- XVI. Effective May 17, 2018, the Authority amended the contract under Amendment No. 15 to increase FY 2017/18 contract funding authority by \$250,000 for a total not-to-exceed amount of \$21,098,448.
- XVII. Effective July 13, 2018, the Authority amended the contract under Amendment No. 16 to revise Article 3.9; revise Article 5.1 through 5.3; revise Article 6.1 to reflect FY2018/19 contract funding authority for a total amount of not-to-exceed \$19,906,343 as approved at the June 8, 2018 Authority Board meeting, for work performed during the period July 2018 through June 30, 2019; revise Article 7 to extend the contract term and incorporate a one-year option; revised Appendix Q – Schedule of Reporting Requirements; and to revise Appendix S – Year 11 Rate Sheet.
- XVIII. The Authority now desires to amend the contract under Amendment No. 17 to change the Contractor's company name from Veolia Transportation Maintenance and Infrastructure, Inc, to Transdev Rail, Inc.; revise Appendix S - Year 12 rate sheet, Attachment 1; and to increase FY 2019/20 contract funding authority for a total not-to-exceed amount of \$20,797,623 as approved at the June 14, 2019 Authority Board Meeting.

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

I. Effective March 15, 2019, Contractor's company name changed from Veolia Transportation Maintenance and Infrastructure, Inc. to Transdev Rail, Inc.

II. Article 6.1.2 is revised as follows:

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, 2019 through June 30, 2020 is \$20,797,623 and is funded in the FY 2019/20 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. Appendix S is revised to add Year 11 rate sheet.

IV. 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.

TRANSDEV RAIL, INC.

SOUTHERN CALIFORNIA
REGIONAL RAIL AUTHORITY

By: _____

By: _____
Stephanie N. Wiggins
Chief Executive Officer

APPROVED AS TO FORM:

DON O. DEL RIO
General Counsel

ATTACHMENTS:

- Attachment 1: Appendix S – Year 12 Rate Sheet
- California Secretary of State – Certificate of Amendment

3095063
Amended Statement
By Foreign Corporation

FILED *aw*
Secretary of State
State of California

lu JAN 01 2019 *WJ*

TRANSDEV RAIL, INC.

[Name of Corporation]

a corporation organized and existing under the laws of Delaware
[State or Place of Incorporation]

and which is presently qualified for the transaction of intrastate business in the State of California, makes the following statement:

That the name of the corporation has been changed to that hereinabove set forth and that the name relinquished at the time of such change was _____

VEOLIA TRANSPORTATION MAINTENANCE AND INFRASTRUCTURE, INC.

Larry R. Steffes

[Signature of Corporate Officer]

Larry R. Steffes, Secretary

[Typed Name and Title of Officer Signing]

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VEOLIA TRANSPORTATION
MAINTENANCE AND INFRASTRUCTURE, INC.", FILED A CERTIFICATE OF
AMENDMENT, CHANGING ITS NAME TO "TRANSDEV RAIL, INC." ON THE
TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2018, AT 9:10 O'CLOCK P.M.



4531990 8320
SR# 20188416965

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204196559
Date: 12-28-18

**VEOLIA
MS 214-09
CALCULATION FOR YEAR 12 RATES**

1 CPI index for Los Angeles-Riverside Orange county for the month of Jan 2019

2.90%

See attached copies

VTMI proposed Fringe, G&A, Overhead and Profit for year 10 from Summary page of Appedix S.

There are no Fringe, G&A, Overhead and Profit for year 12; VTMI use Index Factor for year 10 to Calculate the rates for year 12

	PRICE YEAR 2018
	Index Factor Year 9 to Year 10
Fringe	48.86%
G&A	13.62%
OH	10.09%
Profit	17.16%

2 Direct Labor Rates from year 11 for Non exempt and Exempt employee.

	Year 11 Direct labor rates(RE)	Year 11 Direct labor rates(OT)	Year 11 Direct labor rates(DT)
Railroad Bridge Inspector	\$39.52	\$58.11	\$76.70
Railroad Bridge Repair Leader	\$33.38	\$47.00	\$61.87
Railroad Bridge Repairer / Carpenter	\$27.80	\$40.66	\$53.54
RR Equipment Operator I	\$30.83	\$45.07	\$59.32
RR Equipment Operator II	\$30.83	\$45.07	\$59.32
RR Track Equipment Repairer	\$33.38	\$47.00	\$61.87
RR Track Equipment Repairer Helper	\$30.83	\$45.07	\$59.32
Railroad Track Supervisor	\$39.52	\$58.11	\$76.70
Railroad Track Repair Leader	\$33.38	\$47.00	\$61.87
Railroad Track Repairer	\$27.80	\$40.66	\$53.54
Railroad Track Welder	\$30.26	\$44.26	\$58.24
Railroad Track Welder-Helper	\$27.80	\$40.66	\$53.54
Railroad EIC (Track Flagger)	\$33.38	\$47.00	\$61.87
Material Inventory Control Assistant	\$30.83	\$45.07	\$59.32

	Year 11 Direct labor rates
Maintenance Contract Manager	\$89.46
Asst. Maintenance Contract Mngr.	\$76.68
Material Management Supervisor	\$54.32
Safety Manager	\$57.51
Training Manager for Contractor	\$73.48
Railroad Bridge Supervisor	\$63.91
Maintenance track supervisor	\$70.30
Office Engineer	\$83.07
Project Engineer	\$46.01
Administrative Office Manager	\$44.74
Administrative Assistant	\$25.56
IT programmer	\$70.30

3 Labor Rates Calculation for year 12

	Year 11 Direct labor rates(RED)	CPI 2.90%	year 12 Direct labor rates(RED)	Fringe 48.86%	Direct labor plus Fringe	G&A 13.62%	OH 10.09%	Profit 17.16%	FBLC RE Rates
Railroad Bridge Inspector	\$39.52	\$1.15	\$40.67	\$19.87	\$60.54	\$8.24	\$6.11	\$10.39	\$85.28
Railroad Bridge Repair Leader	\$33.38	\$0.97	\$34.35	\$16.78	\$51.13	\$6.96	\$5.16	\$8.78	\$72.03
Railroad Bridge Repairer / Carpenter	\$27.80	\$0.81	\$28.61	\$13.98	\$42.58	\$5.80	\$4.30	\$7.31	\$59.99
RR Equipment Operator I	\$30.83	\$0.89	\$31.72	\$15.50	\$47.22	\$6.43	\$4.77	\$8.10	\$66.53
RR Equipment Operator II	\$30.83	\$0.89	\$31.72	\$15.50	\$47.22	\$6.43	\$4.77	\$8.10	\$66.53
RR Track Equipment Repairer	\$33.38	\$0.97	\$34.35	\$16.78	\$51.13	\$6.96	\$5.16	\$8.78	\$72.03
RR Track Equipment Repairer Helper	\$30.83	\$0.89	\$31.72	\$15.50	\$47.22	\$6.43	\$4.77	\$8.10	\$66.53
Railroad Track Supervisor	\$39.52	\$1.15	\$40.67	\$19.87	\$60.54	\$8.24	\$6.11	\$10.39	\$85.28
Railroad Track Repair Leader	\$33.38	\$0.97	\$34.35	\$16.78	\$51.13	\$6.96	\$5.16	\$8.78	\$72.03
Railroad Track Repairer	\$27.80	\$0.81	\$28.61	\$13.98	\$42.58	\$5.80	\$4.30	\$7.31	\$59.99
Railroad Track Welder	\$30.26	\$0.88	\$31.14	\$15.21	\$46.35	\$6.31	\$4.68	\$7.95	\$65.30
Railroad Track Welder-Helper	\$27.80	\$0.81	\$28.61	\$13.98	\$42.58	\$5.80	\$4.30	\$7.31	\$59.99
Railroad EIC (Track Flagger)	\$33.38	\$0.97	\$34.35	\$16.78	\$51.13	\$6.96	\$5.16	\$8.78	\$72.03
Material Inventory Control Assistant	\$30.83	\$0.89	\$31.72	\$15.50	\$47.22	\$6.43	\$4.77	\$8.10	\$66.53

	Year 11 Direct labor rates(OT)	CPI 2.90%	year 12 Direct labor rates(OT)	Fringe 48.86%	Direct labor plus Fringe	G&A 13.62%	OH 10.09%	Profit 17.16%	FBLC OT Rates
Railroad Bridge Inspector	\$58.11	\$1.69	\$59.80	\$29.22	\$89.01	\$12.12	\$8.98	\$15.28	\$125.39
Railroad Bridge Repair Leader	\$47.00	\$1.36	\$48.36	\$23.63	\$71.99	\$9.80	\$7.27	\$12.36	\$101.42
Railroad Bridge Repairer / Carpenter	\$40.66	\$1.18	\$41.84	\$20.44	\$62.28	\$8.48	\$6.29	\$10.69	\$87.74
RR Equipment Operator I	\$45.07	\$1.31	\$46.38	\$22.66	\$69.04	\$9.40	\$6.97	\$11.85	\$97.25
RR Equipment Operator II	\$45.07	\$1.31	\$46.38	\$22.66	\$69.04	\$9.40	\$6.97	\$11.85	\$97.25
RR Track Equipment Repairer	\$47.00	\$1.36	\$48.36	\$23.63	\$71.99	\$9.80	\$7.27	\$12.36	\$101.42
RR Track Equipment Repairer Helper	\$45.07	\$1.31	\$46.38	\$22.66	\$69.04	\$9.40	\$6.97	\$11.85	\$97.25
Railroad Track Supervisor	\$58.11	\$1.69	\$59.80	\$29.22	\$89.01	\$12.12	\$8.98	\$15.28	\$125.39
Railroad Track Repair Leader	\$47.00	\$1.36	\$48.36	\$23.63	\$71.99	\$9.80	\$7.27	\$12.36	\$101.42
Railroad Track Repairer	\$40.66	\$1.18	\$41.84	\$20.44	\$62.28	\$8.48	\$6.29	\$10.69	\$87.74
Railroad Track Welder	\$44.26	\$1.28	\$45.54	\$22.25	\$67.80	\$9.23	\$6.84	\$11.64	\$95.51
Railroad Track Welder-Helper	\$40.66	\$1.18	\$41.84	\$20.44	\$62.28	\$8.48	\$6.29	\$10.69	\$87.74
Railroad EIC (Track Flagger)	\$47.00	\$1.36	\$48.36	\$23.63	\$71.99	\$9.80	\$7.27	\$12.36	\$101.42
Material Inventory Control Assistant	\$45.07	\$1.31	\$46.38	\$22.66	\$69.04	\$9.40	\$6.97	\$11.85	\$97.25

	Year 11 Direct labor rates(DT)	CPI 2.90%	year 12 Direct labor rates(DT)	Fringe 48.86%	Direct labor plus Fringe	G&A 13.62%	OH 10.09%	Profit 17.16%	FBLC DT Rates
Railroad Bridge Inspector	\$76.70	\$2.22	\$78.92	\$38.56	\$117.49	\$16.00	\$11.86	\$20.16	\$165.50
Railroad Bridge Repair Leader	\$61.87	\$1.79	\$63.66	\$31.11	\$94.77	\$12.90	\$9.56	\$16.26	\$133.50
Railroad Bridge Repairer / Carpenter	\$53.54	\$1.55	\$55.09	\$26.92	\$82.01	\$11.17	\$8.28	\$14.07	\$115.53
RR Equipment Operator I	\$59.32	\$1.72	\$61.04	\$29.82	\$90.86	\$12.37	\$9.17	\$15.59	\$128.00
RR Equipment Operator II	\$59.32	\$1.72	\$61.04	\$29.82	\$90.86	\$12.37	\$9.17	\$15.59	\$128.00
RR Track Equipment Repairer	\$61.87	\$1.79	\$63.66	\$31.11	\$94.77	\$12.90	\$9.56	\$16.26	\$133.50
RR Track Equipment Repairer Helper	\$59.32	\$1.72	\$61.04	\$29.82	\$90.86	\$12.37	\$9.17	\$15.59	\$128.00
Railroad Track Supervisor	\$76.70	\$2.22	\$78.92	\$38.56	\$117.49	\$16.00	\$11.86	\$20.16	\$165.50
Railroad Track Repair Leader	\$61.87	\$1.79	\$63.66	\$31.11	\$94.77	\$12.90	\$9.56	\$16.26	\$133.50
Railroad Track Repairer	\$53.54	\$1.55	\$55.09	\$26.92	\$82.01	\$11.17	\$8.28	\$14.07	\$115.53
Railroad Track Welder	\$58.24	\$1.69	\$59.93	\$29.28	\$89.21	\$12.15	\$9.00	\$15.31	\$125.67
Railroad Track Welder-Helper	\$53.54	\$1.55	\$55.09	\$26.92	\$82.01	\$11.17	\$8.28	\$14.07	\$115.53
Railroad EIC (Track Flagger)	\$61.87	\$1.79	\$63.66	\$31.11	\$94.77	\$12.90	\$9.56	\$16.26	\$133.50
Material Inventory Control Assistant	\$59.32	\$1.72	\$61.04	\$29.82	\$90.86	\$12.37	\$9.17	\$15.59	\$128.00
	Year 11 Direct labor rates(RED)	CPI 2.90%	year 12 Direct labor rates(RED)	Fringe 48.86%	Direct labor plus Fringe	G&A 13.62%	OH 10.09%	Profit 17.16%	FBLC RE Rates
Maintenance Contract Manager	\$89.46	\$2.59	\$92.06	\$44.98	\$137.04	\$18.66	\$13.83	\$23.52	\$193.04
Asst. Maintenance Contract Mngr.	\$76.68	\$2.22	\$78.90	\$38.55	\$117.45	\$15.99	\$11.85	\$20.16	\$165.45
Material Management Supervisor	\$54.32	\$1.58	\$55.89	\$27.31	\$83.20	\$11.33	\$8.40	\$14.28	\$117.21
Safety Manager	\$57.51	\$1.67	\$59.18	\$28.92	\$88.10	\$12.00	\$8.89	\$15.12	\$124.10

Training Manager for Contractor	\$73.48	\$2.13	\$75.61	\$36.94	\$112.56	\$15.33	\$11.36	\$19.32	\$158.56
Railroad Bridge Supervisor	\$63.91	\$1.85	\$65.76	\$32.13	\$97.90	\$13.33	\$9.88	\$16.80	\$137.91
Maintenance track supervisor	\$70.30	\$2.04	\$72.34	\$35.34	\$107.68	\$14.66	\$10.87	\$18.48	\$151.69
Office Engineer	\$83.07	\$2.41	\$85.48	\$41.77	\$127.25	\$17.33	\$12.84	\$21.84	\$179.26
Project Engineer	\$46.01	\$1.33	\$47.35	\$23.13	\$70.48	\$9.60	\$7.11	\$12.10	\$99.28
Administrative Office Manager	\$44.74	\$1.30	\$46.03	\$22.49	\$68.53		\$6.92		\$75.44
Administrative Assistant	\$25.56	\$0.74	\$26.30	\$12.85	\$39.16		\$3.95		\$43.11
IT programmer	\$70.30	\$2.04	\$72.34	\$35.34	\$107.68	\$14.66	\$10.87	\$18.48	\$151.69

4 **EXEMPT LABOR RATES for Year12** from Jan 1,2020 to ~~Dec 31, 2020~~ June 30th, 2020

	Hourly Rates
Maintenance Contract Manager	\$193.04
Asst. Maintenance Contract Mngr.	\$165.45
Material Management Supervisor	\$117.21
Safety Manager	\$124.10
Training Manager for Contractor	\$158.56
Railroad Bridge Supervisor	\$137.91
Maintenance track supervisor	\$151.69
Office Engineer	\$179.26
Project Engineer	\$99.28
Administrative Office Manager	\$75.44
Administrative Assistant	\$43.11
IT programmer	\$151.69

5 **NON EXEMPT LABOR RATES for Year 12** from Jan 1,2020 to ~~Dec 31, 2020~~ June 30th, 2020

	RE rates	OT Rates	DT rates
Railroad Bridge Inspector	\$85.28	\$125.39	\$165.50
Railroad Bridge Repair Leader	\$72.03	\$101.42	\$133.50
Railroad Bridge Repairer / Carpenter	\$59.99	\$87.74	\$115.53
RR Equipment Operator I	\$66.53	\$97.25	\$128.00
RR Equipment Operator II	\$66.53	\$97.25	\$128.00
RR Track Equipment Repairer	\$72.03	\$101.42	\$133.50
RR Track Equipment Repairer Helper	\$66.53	\$97.25	\$128.00
Railroad Track Supervisor	\$85.28	\$125.39	\$165.50
Railroad Track Repair Leader	\$72.03	\$101.42	\$133.50
Railroad Track Repairer	\$59.99	\$87.74	\$115.53
Railroad Track Welder	\$65.30	\$95.51	\$125.67
Railroad Track Welder-Helper	\$59.99	\$87.74	\$115.53
Railroad EIC (Track Flagger)	\$72.03	\$101.42	\$133.50
Material Inventory Control Assistant	\$66.53	\$97.25	\$128.00