



**AMENDMENT NO. 2
TO
CONTRACT NO. E741D-15
BETWEEN
SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY
AND
RAILPROS, INC.
FOR
PROJECT MANAGEMENT, CONSTRUCTION MANAGEMENT AND STAFF
ASSISTANCE SERVICES**

This Contract Amendment, effective May 11, 2018, is entered into by and between the Southern California Regional Rail Authority ("Authority") and RAILPROS, INC. ("Consultant").

RECITALS

WHEREAS:

Authority and Consultant have entered into an Agreement for Project Management, Construction Management and Staff Assistance Services on October 15, 2015.

The Authority amended the contract under Amendment No. 1 to revise Exhibit 1, Negotiated Billing Rates, to incorporate new billing for Douglas Engineering, Inc.

The Authority now desires to amend Article 2, Period of Performance, to extend the term through October 14, 2020 and Article 4, Paragraph 2 Compensation and Manner to Payment to increase the not-to-exceed contract funding authorization amount to \$15 million.

NOW, THEREFORE, Authority and Consultant agree to amend the Agreement as follows:

- I. Article 2, Period of Performance, is deleted in its entirety and replaced with the following:

2. PERIOD OF PERFORMANCE

The period of performance shall be from October 15, 2015 to October 14, 2020. The specific period of performance for each CTO will be identified in each CTO.

The Term shall be extended beyond the current Term solely for the purpose of completing in-process work awarded prior to expiration.

- II. Article 4, Paragraph 2, Compensation and Manner of Payment, is deleted in its entirety and replaced with the following:


Authority's maximum cumulative payment obligation under this Agreement shall not exceed the cumulative total of approved CTOs and approved revisions to CTOs, including all amounts payable to Consultant for all costs and fees, overhead and G&A rates, allowable other direct costs, subcontracts, indirect costs including but not limited to leases, materials, taxes, and insurance. In no event shall Authority's maximum cumulative payment obligation under this Agreement exceed \$15,000,000.00.

The parties have caused this Amendment to be executed as of the day and year written above.

RAILPROS, INC.

SOUTHERN CALIFORNIA REGIONAL
RAIL AUTHORITY

By:


Name *Tom Crowell*
Title *Sr Vice President.*

4/25/10

By:


Arthur T. Leahy
Chief Executive Officer

APPROVED AS TO FORM:

By:


Don O. Del Rio
General Counsel