ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

First Amended Agreement No. C0027
Program Management Services

CHANGE ORDER NO. 65

Modifies the First Amended Agreement No. C0027 (hereinafter “the Agreement”) to increase the maximum compensation as approved by the ACTA Governing Board on June 14, 2018 for the ACTA Support Work Order (ASA CWO).

CONSULTANT: Alameda Corridor Engineering Team (ACET)

SUMMARY

The Agreement duration is changed: 365 Calendar Days

The Agreement value is increased by $1,924,026 to a total Agreement value of $211,466,880 for the ASA CWO.

CHANGE

1. This change order extends the Agreement through June 30, 2019, and authorizes ACET to continue to provide services consistent with the budget set forth in this Change Order No. 65 and the statements set forth in ACTA Board Authorization of June 14, 2018.

The ACET contract total value of all CWO’s is $245,008,875 excluding compensation for the R10 Oil Release. See attached document titled “Summary of Contract Values” as of June 7, 2018.

2. In ARTICLE 5, COMPENSATION, Paragraph 5.1, is revised to provide “Cost-Plus-Fixed-Fee through June 30, 2019”, is as follows:

<table>
<thead>
<tr>
<th>(No R10) ASA CWO through CO 64</th>
<th>(No R10) FY ’19 CO 65</th>
<th>(No R10) Total ASA CWO (Base)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reimbursable Costs not-to-exceed</td>
<td>$191,166,128</td>
<td>$1,759,400</td>
</tr>
<tr>
<td>Plus Fixed Fee (calculated in accordance with Paragraph 5.2.3, Fixed Fee) of</td>
<td>$18,376,726</td>
<td>$164,626</td>
</tr>
<tr>
<td>For a Total Estimated Cost of</td>
<td>$209,542,854</td>
<td>$1,924,026</td>
</tr>
</tbody>
</table>
3. In Paragraph 5.2.3, Fixed-Fee Subparagraph (b) is revised to read, “This Fixed-Fee shall not exceed $18,541,353 as specified hereinafore in 5.1 until June 30, 2019.”

4. Except as provided herein, all terms and conditions of the Agreement remain unchanged. The terms and conditions of this ASA CWO Change Order to the Agreement constitute full accord and satisfaction for all costs and period of performance related to the Change described or referenced herein.

IN WITNESS WHEREOF, the Parties hereto have executed this Change Order No. 65 to the Agreement on the date next to their signatures.

AUTHORITY:

ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

By: ________________________________
Signature: ___________________________
Date: ______________________________

ATTEST

Signature: ___________________________
By: ________________________________
Date: ______________________________

APPROVED AS TO FORM:

Michael N. Feuer, City of Los Angeles City Attorney

By: ________________________________
Date: ______________________________

Deputy City Attorney

CONSULTANT:

ALAMEDA CORRIDOR ENGINEERING TEAM, a Joint Venture

AECOM TECHNICAL SERVICES, INC.

By: ________________________________
Signature: ___________________________
Date: ______________________________

ATTEST

Signature: ___________________________
By: ________________________________
Date: ______________________________

MOFFATT & NICHOL, INC.

By: ________________________________
Signature: ___________________________
Date: ______________________________

ATTEST

Signature: ___________________________
By: ________________________________
Date: ______________________________
IN WITNESS WHEREOF, the Parties hereto have executed this Change Order No. 65 to the Agreement on the date next to their signatures.

CONSULTANT:
JENKINS/GALES & MARTINEZ, INC.

By: __________________________
Signature: _____________________
Date: _________________________

ATTEST

Signature: _____________________
By: __________________________
Date: _________________________

TELACU CONSTRUCTION MANAGEMENT, INC.

By: __________________________
Signature: _____________________
Date: _________________________

ATTEST

Signature: _____________________
By: __________________________
Date: _________________________