

**FIRST AMENDMENT TO AGREEMENT NO. C0885 BETWEEN
THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY
AND RAILWORKS TRACK SERVICES, INC.**

THIS FIRST AMENDMENT to Agreement No. C0885 is made and entered into by the **Alameda Corridor Transportation Authority ("ACTA")**, and **RailWorks Track Services, Inc. ("Contractor")**.

WHEREAS, Agreement No. C0885 between ACTA and Contractor was entered into commencing May 1, 2019 ("Agreement"); and

WHEREAS, pursuant to such Agreement, Contractor provides required maintenance services for the Rail Corridor and Non-Rail Components; and

WHEREAS, the parties now desire to amend the Agreement to change the signal, communications and AEI Reader maintenance payment arrangement from the Approved AAR Unit Signal Costs basis to a time and materials basis, and to revise the invoice language to accurately reflect the funding source for AEI Reader maintenance costs as consistent with the Approved Maintenance Plan.

NOW, THEREFORE, in consideration of the premises and the terms, covenants and conditions hereinafter provided, IT IS MUTUALLY AGREED AS FOLLOWS:

1. The definition and use of the term "Approved AAR Total Signal Costs" in the Agreement is hereby removed in its entirety.
2. The definition and use of the term "Approved AAR Unit Signal Costs" in the Agreement is hereby removed in its entirety.
3. Section 5.6.1, subsection (c), of the Agreement is hereby amended and restated in its entirety as follows:

"5.6.1

(c) A description of the Services and Direct Costs for signal, communications and AEI Reader maintenance work performed in the prior calendar month as provided in Section 5.6.3;"

4. Section 5.6.1, subsection (d), of the Agreement is hereby amended and restated in its entirety as follows

"5.6.1

(d) One invoice containing each of the following four categories of Services and Direct Costs contained in the Approved Maintenance Budget, as may be amended pursuant to Section 5.2.1; (i) M&O Charges (funded from Railroad sources), (ii) Capital Improvements Charges (funded from the

**Amendment No. 1
Agreement No. C0885
RAILWORKS TRACK SERVICES, INC.**

Reserve Account), (iii) Non-Rail Maintenance Charges (funded from the Reserve Account), and (iv) ACTA AEI Reader maintenance charges (funded from Railroad sources and ACTA Administration sources); and”

5. Section 5.6.3 of the Agreement is hereby amended and restated in its entirety as follows:

“5.6.3 Signal, Communications and AEI Reader Maintenance Costs. The signal, communications and AEI Reader maintenance costs shall be set forth in the Approved Maintenance Plan and shall constitute the basis for paying Contractor for signal, communications and AEI Reader maintenance work performed during each Contract Year. Contractor shall include in each monthly Maintenance Invoice the Services and Direct Costs for signal, communications and AEI Reader maintenance work as set forth in the Approved Maintenance Plan.”

6. Except as amended in this First Amendment herein, all remaining terms and conditions of Agreement No. C0885, remain in full force and effect.
7. Capitalized terms not otherwise defined herein shall have the meaning assigned thereto in Agreement No. C0885.
8. Upon execution of this amendment by ACTA’s Interim Chief Executive Officer, this amendment shall be deemed effective January 1, 2020.

/////

/////

/////

Amendment No. 1
Agreement No. C0885
RAILWORKS TRACK SERVICES, INC.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Agreement No. C0885 as provided below:

ALAMEDA CORRIDOR
TRANSPORTATION AUTHORITY

Date _____ By _____

Title _____

ATTEST

Date _____ By _____

Title _____

RAILWORKS TRACK SERVICES, INC.

Date 2/27/2020 By *Rick McIntosh*

RICK MCINTOSH Contract Manager
(Print/Type Name & Title)

ATTEST

Date 2/27/2020 By *Julia*

Title Office Manager

APPROVED AS TO FORM

Charles Parkin, City of Long Beach City Attorney

By: _____
Deputy City Attorney

Date: _____