ATTACHMENT 1

AMENDMENT NO. 1 TO

COOPERATIVE AGREEMENT NO. C-3-0209

BETWEEN

THE CITY OF COSTA MESA

AND

ORANGE COUNTY TRANSPORTATION AUTHORITY

THIS AMENDMENT NO. 1 is made and entered into this ____ day of _____, 2004, by and between the Orange County Transportation Authority ("AUTHORITY") and the City of Costa Mesa ("CITY").

WITNESSETH:

WHEREAS, by Agreement No. C-3-0209 dated June 16, 2003, AUTHORITY and CITY entered into a cooperative agreement for CITY and AUTHORITY to cooperate to the end that the CenterLine Light Rail System planning, engineering, and environmental activities are undertaken and completed in ways that meet the mutual; objectives and goals of the parties; and

WHEREAS, the AUTHORITY desires, and CITY has agreed, to define the term of this Agreement and allowable overhead billing percentage at no increase in the reimbursable not to exceed amount and;

WHEREAS, the AUTHORITY desires, and CITY has agreed, to amend the funding amounts for Public Involvement On-Call Consultant Services;

NOW, THEREFORE, it is mutually understood and agreed by AUTHORITY and CITY that Agreement No. C-3-0209 is hereby amended in the following particulars only:

1. Amend ARTICLE 3. AUTHORITY FUNDING FOR PE/FEIS WORK BY CITY, paragraph 3.2.4, pages 7 and 8 of 13, to add the words "Allowable overhead shall be as defined for Local Agency Forces as identified in the Measure M Combined Transportation Funding Program Manual, Chapter 13, Overhead, at an allowable rate not to exceed 30% of payroll and fringe benefits."

AMENDMENT NO. 1 TO
AGREEMENT NO. C-3-0209

2. Amend ARTICLE 4. PUBLIC INVOLVEMENT ON-CALL CONSULTING SERVICES, paragraph 4.4 Funding for Public Involvement On-Call Consulting Services, page 9 of 13 to make the following changes:

a. To delete in its entirety sub-paragraph 4.4.2 and replace with the following:

4.4.2 The AUTHORITY will fund services up to a maximum amount of $60,000 for AUTHORITY's fiscal year 2003/2004. Such monies shall be used to pay for consultant services.

b. To add a new sub-paragraph 4.4.3 as follows:

4.4.3 The AUTHORITY will fund services up to a maximum amount of $30,000 for fiscal year 2004/2005 as allocated by the fiscal year 2004/2005 budget.

3. Amend ARTICLE 5. MISCELLANEOUS PROVISIONS, paragraph 5.3 Notices, pages 10 and 11 of 13 to delete Charles Guess as AUTHORITY's CenterLine Program Manager and replace with Paul Taylor, Executive Director Planning, Development and Communications, 714-560-4531.

4. Add ARTICLE 6. TERM OF THE AGREEMENT, as follows:

6.0 TERM OF THE AGREEMENT

This Agreement shall be effective July 1, 2002 through December 31, 2004, unless earlier terminated or extended as provided in this Agreement.

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The balance of said Agreement remains unchanged.

This Amendment No. 1 shall be made effective upon execution by both parties.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to Agreement No. C-3-0209 to be executed on the effective date above written.

ORANGE COUNTY TRANSPORTATION AUTHORITY

By_____
Arthur T. Leahy
Chief Executive Officer

APPROVED AS TO FORM:

By_____
Kennard R. Smart, Jr.
General Counsel

APPROVED:

By_____
Paul C. Taylor, P.E.
Executive Director Planning,
Development and Communications

CITY OF COSTA MESA

By _____
Gary Monahan
Mayor

By _____
Allan Roeder
City Manager

APPROVED AS TO FORM:

By_____
Thomas Wood
Acting City Attorney

ATTEST:

By_____
Julie Folcik
Deputy City Clerk

AMcClenahan
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