Amendment No. 3

To

RAIL SHUTTLE BUS SERVICE ADMINISTRATION AGREEMENT BETWEEN PENINSULA CORRIDOR JOINT POWERS BOARD AND THE CITY OF MENLO PARK FOR MARSH ROAD CALTRAIN SHUTTLE

THIS AMENDMENT modifies the Rail Shuttle Bus Service Administration Agreement (Agreement), which was effective November 24, 2014, by and between the Peninsula Corridor Joint Powers Board (“JPB”) and the City of Menlo Park (“Lead Organization”).

The JPB and the Lead Organization entered into the Agreement, whereby the Lead Organization participates in the JPB shuttle bus services program; and

The Agreement was modified by Amendment Number 2, which was effective July 1, 2016; and

The Agreement is set to expire on June 30, 2017

The Parties desire to modify the terms of Amendment 2, in order to update the financial share and maximum contribution amounts, in accordance with the terms and conditions of this Third Amendment.

NOW THEREFORE, IT IS AGREED to amend the Agreement as follows:

1. Section 2 of the Agreement, Lead Organization, is amended by adding the following language as the second paragraph:

   During the twelve (12) month extension of the Agreement, commencing July 1, 2016 and ending June 30, 2017, the Lead Organization shall provide a minimum Twenty-Five percent (25%) financial share excluding contributions from the JPB described under Section 5 of the Agreement as amended.
2. Section 5 of the Agreement, Maximum Contribution: Payment, is amended by adding the following language as the second paragraph:

During the twelve (12) month extension of the Agreement, commencing July 1, 2016 and ending June 30, 2017, the JPB’s maximum contribution (which includes contributions from all other funding agencies involved, if any) for Shuttle Service, shall be modified as follows:

a) Based on service operated from July 1, 2016 through December 31, 2016, the JPB’s maximum contribution shall not exceed Zero Dollars ($0).

b) Based on service operated from January 1, 2017 through June 30, 2017, the JPB’s maximum contribution shall not exceed Nineteen Thousand Five Hundred Dollars ($19,500) or Seventy-Five percent (75%) of the service expense; whichever amount is less.

Except for those changes expressly specified in this Third Amendment, all other provisions, requirements, conditions, and sections of the underlying Agreement shall remain in full force and effect.

THE BALANCE OF THE PAGE HAS BEEN LEFT INTENTIONALLY BLANK.
IN WITNESS WHEREOF, the parties have executed this Third Amendment on the date first written above with the intent to be legally bound.

PENINSULA CORRIDOR JOINT POWERS BOARD

By: __________________________
Name: Michelle Douchard
Title: __________________________

CITY OF MENO PARK

By: __________________________
Name: Alex D. McIntyre
Title: City Manager
Date: 5/19/17

APPROVED AS TO FORM

JPP Attorney

APPROVED AS TO FORM

City of Menlo Park Attorney
AGREEMENT COVER SHEET

City Manager's Office
701 Laurel Street, Menlo Park, CA 94025
tel 650-330-6620

<table>
<thead>
<tr>
<th>Contract #: 1658 A-3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Manager: Nikki Nagaya</td>
</tr>
<tr>
<td>□ Time Sensitive</td>
</tr>
</tbody>
</table>

First Party: Caltrain - Peninsula Corridor Joint Powers Board
Type of Agreement: Funding Agreement
Agreement or Project Title: Amendment 3 of Marsh Road Shuttle Bus Administration

Purpose:
To continue to operate the Marsh Road Shuttle agreement, funding increase for the service operations Jan – June 2017 totaling $19,500 or 75% whichever is less because of the Bay Area Air Quality Management District. The City financial share changed from 100% to 25%.

<table>
<thead>
<tr>
<th>Agreement Amount: $</th>
<th>Begin Date: 7/1/2016</th>
<th>End Date: 6/30/2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved Budget: $</td>
<td>Budgeted YR: 2016-17</td>
<td>Available Budget: $</td>
</tr>
</tbody>
</table>

Account/Funding:
714 20301 7903 5395

Required Approval: □ Department  □ City Manager  □ City Council

□ Language Modifications  □ Approved by City Attorney
Summary of Modifications:

Attachments:
□ Two (2) Copies of Amendment
□ Staff Report
□ Prior Agreement/Amendments(s) for reference
□ PO/Check Req
□ Receive an electronic copy of the executed Agreement
□ Request to forward PO/Check Req to Finance
□ Other/Comment

Approval:

[Signatures]

[Signatures]

Supervisor
City Attorney

Department Head

Budget/Finance

Routing: Department, City Clerk, City Attorney, Finance, (City Manager), City Clerk, Department

Revised 20160829