

**AMENDMENT NO. 3
TO
AGREEMENT BETWEEN
VENTURA COUNTY TRANSPORTATION COMMISSION
AND
RAILPROS, INC.
FOR CONSTRUCTION MANAGEMENT SERVICES
TO RECONSTRUCT THE SESPE CREEK OVERFLOW BRIDGE
ON THE SANTA PAULA BRANCH LINE**

This Amendment No. 3 ("Third Amendment") is made as of this ____ day of November, 2025 ("Effective Date") by and between the VENTURA COUNTY TRANSPORTATION COMMISSION ("VCTC"), and RailPros, Inc. ("CONTRACTOR"). CONTRACTOR and VCTC are sometimes referred to herein together as the "Parties" and singularly as a "Party".

RECITALS

WHEREAS, VCTC and CONTRACTOR entered into an agreement on February 2, 2024, pursuant to which CONTRACTOR agreed to provide construction management services to reconstruct the Sespe Creek Overflow Railroad Bridge on the Santa Paula Branch Line ("Agreement"), with plans to proceed with construction of the bridge as designed; and,

WHEREAS, on February 4-5, 2024, an atmospheric river storm and resulting water and debris flows caused additional erosion behind the abutment and underneath the railroad track structure, exposing approximately 50 additional linear feet of track beyond the damage caused by the January 2023 storm; and,

WHEREAS, VCTC approved and executed Amendment No. 1 to the Agreement with RailPros to increase the not-to-exceed amount and to extend the period of performance; and,

WHEREAS, VCTC approved and executed Amendment No. 2 to the Agreement with RailPros to extend the period of performance through December 31, 2025 and to increase the not-to-exceed amount to provide additional resources to conduct daily biological monitoring and reporting in compliance with the Regional General Permit # 63 dated August 21, 2025 issued by the U.S. Army Corps of Engineers and associated water diversion and fish protection plans for the Sespe Creek Overflow railroad bridge to ensure bridge repairs are conducted in a safe and effective manner in compliance with applicable State and Federal laws and regulations, permits, and engineering standards and practices; and,

WHEREAS, the additional construction management oversight and continued biological monitoring and reporting requirements exceed the anticipated level of work included in the original scope of work for the RailPros construction management contract, but are within the overall scope of services; and,

WHEREAS, the Parties desire to amend the Agreement to revise the Scope of Work and increase the Not to Exceed Amount to account for the additional time required to complete the bridge repair project.

NOW THEREFORE, VCTC and CONTRACTOR agree as follows:

1. Article I – INTRODUCTION is revised as follows:

Amendment 3 to RailPros Agreement for Construction Management Services
to Reconstruct Sespe Bridge

B. The work to be performed under this AGREEMENT is described in Article III Statement of Work, as amended, and the approved CONTRACTOR's Cost Proposals dated February 2, 2024, September 24, 2024, August 25, 2025, and October 26, 2025. The approved CONTRACTOR's Cost Proposal is attached hereto (Attachment A) and incorporated by reference. If there is any conflict between the approved Cost Proposal and this AGREEMENT, this AGREEMENT shall take precedence.

2. Article V – ALLOWABLE COSTS AND PAYMENTS, Section E is revised as follows:

E. The total amount payable by VCTC shall not exceed \$1,611,952.93.

Except to the extent amended herein, all other provisions of the Agreement remain in full force and effect.

This Third Amendment may be executed in counterparts and/or by facsimile or other electronic means, and when each Party has signed and delivered at least one such counterpart, each counterpart shall be deemed an original, and, when taken together with other signed counterpart, shall constitute one original, which shall be binding upon and effective as to all Parties.

IN WITNESS THEREOF, the parties have executed this Third Amendment on the _____ day of November, 2025.

VENTURA COUNTY TRANSPORTATION COMMISSION

by: _____
Martin Erickson, Executive Director

Approved as to form

by: _____
Lindsay D'Andrea, General Counsel

Attest:

by: _____
Roxanna Ibarra, Clerk of the Board

RAILPROS, INC.

by: _____
Its: _____

October 26, 2025

Project: VCTC Sespe Creek Overflow Bridge Reconstruction

Subject: Contract Amendment

Ventura County Transportation Commission
751 E. Daily Dr. Ste. 420
Camarillo, CA 93010

Dear Mrs Fagan,

RailPros is writing to formally request additional construction funds to continue Construction and Design Services During Construction support the Sespe Creek Overflow Railroad Bridge Repair on the Santa Paula Branch Line. This request is prompted by unforeseen delays in environmental permitting and the resulting extension of the project's period of performance into 2026. Based on current funding, the existing contract value will be expended in mid-December 2025. With Granite's negotiated accelerate schedule we anticipate in water work including removal of the water diversion to be completed in mid-January, with all contract work completed at the end of February 2026. This amendment will add continued construction management support accounting for all subconsultants for three additional months. Per GHD's Amendment #2, they have accounted for Biological Monitoring through December 2026. This amendment adds one additional month of Biological Monitoring. This amendment also adds one month of support for C&S Associates for labor compliance support. The three months also considers the potential for Spring storms that may add some delay. I am attaching a supporting document that outlines the specific level of effort per staff position. The total request for additional funds of this amendment is **\$315,305.59** for a new contract value of **\$1,611,952.93**.

The project has experienced significant delays due to multiple rounds of submittal review and revision of the creek diversion plan. These revisions were necessary to ensure compliance with environmental regulations and to protect sensitive wildlife within the creek. Ultimately, the need to field direct construction of diversion facilities was necessary, requiring additional site visits.

Due to a delay in the issuance of the Regional General Permit, we have directed the contractor to accelerate the construction schedule and adjust the schedule to offset the delay. This adjustment has resulted in 41 additional calendar days of performance that were not originally accounted for. A permit extension has recently been requested, and a revised cofferdam high-

flow diversion plan remains under development. Ensuring both habitat protection and the integrity of in-creek construction activities has been essential.

Based on our current monthly expenditures, we anticipate that existing funds will be depleted by late December 2025. To ensure successful project delivery through end of February 2026, we request additional funds to support the following activities:

- Construction Project Management, Inspection and Design Support Services
- Biological monitoring during cofferdam and water diversion removal
- SWPPP compliance monitoring (not originally scoped due to anticipated erosivity waiver)
- Increased field presence of Resident Engineer to support schedule acceleration
- QA testing (required by specifications, but not included in original scope)
- Travel-related ODCs of overnight lodging to allow better efficiency of the inspection staff:

Given the critical nature of this emergency project and the expanded scope of required oversight and SWPPP compliance enforcement, we respectfully request the allocation of additional funds to support continued construction operations through February 2026. Existing post-construction budget will be utilized to support project closeout in March 2026. We remain committed to delivering this project efficiently and in full compliance with all regulatory and funding requirements.

Thank you for your consideration. Please let us know if further documentation or clarification is needed.

Sincerely,



Dan Thompson

RailPros, Inc.

Associate Vice President

Sespe Creek Overflow Bridge Reconstruction Project - Construction Management Services				
Task	Consultant	Current Contract Value	Amendment #2 Request	New Contract Value
1 - Preconstruction	RailPros	\$ 193,524.53	\$ -	\$ 193,524.53
2 - Construction	RailPros	\$ 441,037.94	\$ -	\$ 441,037.94
3 - Post Construction	RailPros	\$ 72,216.68	\$ -	\$ 72,216.68
4a - Emergency Slope Repair - Research, Support, Bid development & Meetings	RailPros	\$ 60,785.00	\$ -	\$ 60,785.00
4b - Emergency Slope Repair - CM Services	RailPros	\$ 143,801.22	\$ -	\$ 143,801.22
Sub GHD - Emergency Slope Repair - ENV Monitoring	GHD	\$ 131,282.61	\$ -	\$ 131,282.61
Sub C&S Associates - Emergency Slope Repair - Labor Compliance	C&S Assoc	\$ 5,385.00	\$ -	\$ 5,385.00
Sub C&S Associates - Bridge Reconstruction - Labor Compliance	C&S Assoc	\$ 16,000.00	\$ -	\$ 16,000.00
Sub GHD - Original Scope Bridge Reconstruction	GHD	\$ 26,747.66	\$ -	\$ 26,747.66
Sub RSE - Bridge Reconstruction	RSE	\$ 46,318.72	\$ -	\$ 46,318.72
GHD Amendment #2 - Daily Biological Monitoring during Bridge Reconstruction (Through December 2025)	GHD	\$ 159,547.97	\$ -	\$ 159,547.97
C&S Associates Amendment #3 - One additional Month	C&S Assoc	\$ -	\$ 2,375.00	\$ 2,375.00
RailPros Amendment #3 - Increased Construction services through 28 February 2026	RailPros	\$ -	\$ 258,030.59	\$ 258,030.59
Railpros Amendment #3 ODC Hotel lodging (17 - Dec, 17 - Jan, 15 - Feb @ \$100)	RailPros		\$ 4,900.00	\$ 4,900.00
GHD Amendment #3 Daily Biological Monitoring during Bridge Reconstruction through January 2026	GHD		\$ 50,000.00	\$ 50,000.00
TOTAL Contract Value	ALL	\$ 1,296,647.33	\$ 315,305.59	\$ 1,611,952.93

December 2025: 21 Working Days					
Staff	Position	Hours	Burdened Rate	Cost	Comment
Cedric Perez	Field Oversight	180	\$ 94.98	\$ 17,096.40	18 days @ 10 hours (accounting for potential acceleration of contractor)
Juan Moreno	Field Oversight	30	\$ 243.30	\$ 7,299.00	3 days @ 10 Hours (accounting for potential acceleration of contractor)
John Scott	Resident Engineer / Structural Inspector	168	\$ 263.11	\$ 44,202.48	21 days @ 8 Hours (includes structural field visits)
Sabrina Velez	Office Engineer	84	\$ 113.88	\$ 9,565.92	1/2 time Office Engineer to free up Cedric to focus on field oversight, meeting minutes, RFI and Submittal Review
Dan Thompson	Contract Manager	5	\$ 384.75	\$ 1,923.75	Minimal effort for overall project progress
Kyle Krzemien	Senior Construction Manager	30	\$ 291.16	\$ 8,734.80	Assistant to RE for Submittal and RFI
Stephen Ng	Senior Construction Manager	20	\$ 279.68	\$ 5,593.60	Assistant to RE for Submittal and RFI
Valentin Palomeque	Scheduler	5	\$ 105.75	\$ 528.75	Scheduler
Labor / Fee Subtotal				\$ 94,944.70	
ODC	Lodging	17	\$ 100.00	\$ 1,700.00	4 Hotel stays per week
Monthly Total				\$ 96,644.70	

January 2026: 21 Working Days					
Staff	Position	Hours	Burdened Rate	Cost	Comment
Cedric Perez	Field Oversight	180	\$ 97.83	\$ 17,609.29	18 days @ 10 hours (accounting for potential acceleration of contractor)
Juan Moreno	Field Oversight	30	\$ 250.60	\$ 7,517.97	3 days @ 10 Hours (accounting for potential acceleration of contractor)
John Scott	Resident Engineer / Structural Inspector	168	\$ 271.00	\$ 45,528.55	21 days @ 8 Hours (includes structural field visits)
Sabrina Velez	Office Engineer	84	\$ 117.30	\$ 9,852.90	1/2 time Office Engineer to free up Cedric to focus on field oversight, meeting minutes, RFI and Submittal Review
Dan Thompson	Contract Manager	5	\$ 396.29	\$ 1,981.46	Minimal effort for overall project progress
Kyle Krzemien	Senior Construction Manager	30	\$ 299.89	\$ 8,996.84	Assistant to RE for Submittal and RFI
Stephen Ng	Senior Construction Manager	20	\$ 288.07	\$ 5,761.41	Assistant to RE for Submittal and RFI
Valentin Palomeque	Scheduler	5	\$ 108.92	\$ 544.61	Scheduler
Labor / Fee Subtotal				\$ 97,793.04	
ODC	Lodging	17	\$ 100.00	\$ 1,700.00	4 Hotel stays per week
Monthly Total				\$ 99,493.04	

February 2026: 19 Working Days					
Staff	Position	Hours	Burdened Rate	Cost	Comment
Cedric Perez	Field Oversight	128	\$ 97.83	\$ 12,522.16	16 days @ 8 hours
Juan Moreno	Field Oversight	24	\$ 250.60	\$ 6,014.38	3 days @ 8 Hours
John Scott	Resident Engineer / Structural Inspector	114	\$ 271.00	\$ 30,894.38	19 days @ 6 Hours (includes structural field visits)
Sabrina Velez	Office Engineer	38	\$ 117.30	\$ 4,457.26	1/4 time Office Engineer to free up Cedric to focus on field oversight, meeting minutes, RFI and Submittal Review
Dan Thompson	Contract Manager	5	\$ 396.29	\$ 1,981.46	Minimal effort for overall project progress
Kyle Krzemien	Senior Construction Manager	20	\$ 299.89	\$ 5,997.90	Assistant to RE for Submittal and RFI
Stephen Ng	Senior Construction Manager	10	\$ 288.07	\$ 2,880.70	Assistant to RE for Submittal and RFI
Valentin Palomeque	Scheduler	5	\$ 108.92	\$ 544.61	Scheduler
Labor / Fee Subtotal				\$ 65,292.85	
ODC	Lodging	15	\$ 100.00	\$ 1,500.00	4 Hotel stays per week
Monthly Total				\$ 66,792.85	