

**AMENDMENT NO. 1
TO
AGREEMENT BETWEEN
VENTURA COUNTY TRANSPORTATION COMMISSION
AND
WSP USA, INC.
FOR CONSULTANT SERVICES TO UPDATE THE
SANTA PAULA BRANCH LINE TRAIL MASTER PLAN AND EIR/EIS**

This Amendment No. 1 (“First Amendment”) is made as of this ____ day of May, 2026 (“Effective Date”) by and between the VENTURA COUNTY TRANSPORTATION COMMISSION (“VCTC”), and WSP USA, 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 March 6, 2025, pursuant to which CONTRACTOR agreed to provide consultant services to update the Santa Paula Branch Line (“SPBL”) Trail Master Plan and Environmental Impact Report/Environmental Impact Statement; and,

WHEREAS, existing conditions analysis, community engagement, and conceptual master planning progressed in overall alignment with the approved scope of work, timeline, and budget; and,

WHEREAS, to refine the scope of work in response to public and stakeholder feedback, extend the timeline for completion, and provide additional resources to enhance outreach and engagement with agricultural stakeholders, the Parties desire to amend the Agreement to amend the Scope of Work, increase the Not to Exceed Amount by \$167,646, and extend the period of performance for an additional six (6) months.

NOW THEREFORE, VCTC and CONTRACTOR agree as follows:

1. Article III STATEMENT OF WORK is revised as follows:

The purpose of this AGREEMENT is to provide consultant services to update the Santa Paula Branch Line Trail Master Plan and environmental documents, as further described in the Request for Proposals Scope of Work, as amended by the Scope of Work dated April 22, 2026, attached and incorporated herein as Attachment A - Revised. The Project includes two major deliverables – an updated Master Plan and a new EIR, which will include substantial public participation and technical studies, and will be conducted in parallel.

2. Article IV PERFORMANCE PERIOD, Section A, is revised as follows:

A. This AGREEMENT shall go into effect on March 7, 2025, contingent upon approval by VCTC, and CONSULTANT shall commence work after notification to proceed by VCTC’s Contract Administrator. The AGREEMENT shall end on June 30, 2027, unless extended by AGREEMENT amendment.

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

E. The total amount payable by VCTC shall not exceed \$1,844,107.

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

This First 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 Fifth Amendment on the _____ day of May, 2026.

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

WSP USA, INC.

by: _____
Its:

ATTACHMENT A – REVISED

UPDATED SCOPE OF WORK DATED MARCH 17, 20026