


ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

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ACTA DCC
Received
JAN 14 2016

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January 14, 2016

David W. Hughes
 General Manager – Joint Facilities
 Union Pacific Railroad
 1400 Douglas Street, Stop 1180
 Omaha, NE 68179

Subject: Dolores Yard Crossover Project - Letter Agreement for Project-Related Activities

Dear Mr. Hughes

Per your request, ACTA is providing this Letter of Agreement as regards ACTA cost reimbursement for your signature. As you are aware, the Memorandum of Agreement (MOA) and environmental review for the Project will take a few months to process and the MOA is subject to approvals by various parties. As part of and during such process, ACTA has been advised that UPRR is advancing final design, including assessing utility impacts and coordinating retaining wall relocation requirements with an adjacent UPRR tenant.

Given UPRR's schedule for the design of the project, this letter confirms UPRR's authorization for ACTA to proceed with certain activities to facilitate environmental review and in advance of final board approval and execution of the MOA by multiple parties. It is hereby acknowledged that UPRR shall reimburse ACTA for the costs of these activities, even if the Project does not move forward for any reason.

The reimbursable activities and estimates are as follows:

1. ACTA outside counsel costs for the preparation of the latest draft MOA, dated October 15, 2015, and additional outside counsel costs to support final execution by all parties to the MOA - \$35,000
2. ACTA outside counsel and consultant costs to review and prepare necessary environmental documentation for the Project - \$15,000
3. ACTA signal consultant costs to begin the assessment and design of Corridor signal system modifications, including design of any required relocation of existing facilities - \$100,000.


The amounts above are estimates only and may change based on circumstances.

As regards Project environmental review, ACTA is the lead agency and shall render a determination of the applicability of the California Environmental Quality Act (CEQA) in its sole discretion. UPRR hereby agrees that the adequacy of and payment for performance of the environmental review and determination shall be at ACTA's sole discretion. UPRR shall provide all information requested in order to render the determination.

In the event of litigation or other matters related to or arising out of the environmental and other activities, which are referenced in, described in, or the subject of this Letter Agreement, UPRR shall defend, indemnify and hold harmless ACTA, the City of Long Beach, the City of Los Angeles, and any of their respective boards, officers, agents, employees, assigns, and successors in interest from and against all suits and causes of action, claims, losses, property damage, death, injury, demands and expenses, including, but not limited to, reasonable attorney's fees (outside counsel only) and cost of litigation (including all actual litigation costs incurred by ACTA, including but not limited to, costs of experts and consultants).

Please sign both copies of this letter, returning one and retaining the other for your files.


Sincerely,



John T. Doherty
Chief Executive Officer
Alameda Corridor Transportation Authority

Acknowledged:

Union Pacific Railroad



David W. Hughes
General Manager – Joint Facilities
Union Pacific Railroad

Date: 1/23/2016

J. Hughes
January 14, 2016
Page 3

Cc: Jeff Grinnell, UPRR
Heather McCloskey, POLA
Charles Gale, COLB
Jim Preusch