

**AMENDMENT TO AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND TRANSMETRO, INC.**

THIS AMENDMENT TO THE AGREEMENT, entered into this 12th day of September, 2017, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and Transmetro, Inc., hereinafter called "Contractor";

W I T N E S S E T H:

WHEREAS, pursuant to Government Code, Section 31000, County may contract with independent contractors for the furnishing of such services to or for County or any Department thereof;

WHEREAS, the parties entered into an Agreement for comprehensive commuter bus services on July 12, 2016; and

WHEREAS, the parties wish to amend the Agreement to extend the term from July 12, 2016 to December 22, 2017, and increase the not-to-exceed amount by four hundred and eighty thousand dollars (\$480,000) for a new amount of two million five hundred eighty-one thousand seven hundred and eighty seven dollars (\$2,581,787).

NOW, THEREFORE, IT IS HEREBY AGREED BY THE PARTIES HERETO AS FOLLOWS:

1. Section 3 of the agreement is amended to read as follows:

In consideration of the services provided by Contractor in accordance with all terms, conditions, and specifications set forth in this Amended Agreement and in Original Exhibit A, County shall make payment to Contractor based on the rates and in the manner specified in Original Exhibit B. County reserves the right to withhold payment if County determines that the quantity or quality of the work performed is unacceptable. In no event shall County's total fiscal obligation under this Amended Agreement exceed two million five hundred eighty-one thousand seven hundred and eighty seven dollars (\$2,581,787). In the event that the County makes any advance payments, Contractor agrees to refund any amounts in excess of the amount owed by the County at the time of contract termination or expiration. Contractor is not entitled to payment for work not performed as required by this agreement.

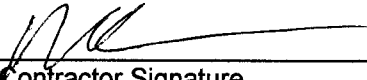
2. Section 4 of the agreement is amended to read as follows:

Subject to compliance with all terms and conditions, the term of this Amended Agreement shall be from July 12, 2016, through December 22, 2017.

3. All other terms and conditions of the agreement dated July 12, 2016, between the County and Contractor shall remain in full force and effect.

In witness of and in agreement with this Agreement's terms, the parties, by their duly authorized representatives, affix their respective signatures:

For Contractor: Transmetro, Inc.


Contractor Signature

9/1/17
Date

TRANSMETRO, INC
Contractor Name (please print)

COUNTY OF SAN MATEO

By:
President, Board of Supervisors, San Mateo County

Date:

ATTEST:

By:
Clerk of Said Board