

**AMENDMENT NO. 12
AGREEMENT FOR PORTLAND STREETCAR OPERATIONS
ASSISTANCE SERVICES**

This Amendment No. 12 is to the Agreement between the City of Portland (City) and Portland Streetcar, Inc. (PSI) for Portland Streetcar Operations Assistance Services dated January 12, 2001, City Agreement No. 33325 (Agreement).

RECITALS

Whereas, the Agreement currently provides for PSI to perform Streetcar Operations Assistance Services through September 30, 2010; and

Whereas, on April 19, 2001, City and TriMet entered into the Portland Streetcar Funding Agreement (Funding Agreement) for operations for the Portland Streetcar; and

Whereas, on April 19, 2001, City and TriMet entered into the Portland Streetcar Personnel Agreement (Personnel Agreement); and

Whereas, on May 2, 2001, City and TriMet entered into the Portland Streetcar Other Services Agreement (Other Services Agreement); and

Whereas, on July 20, 2001, Streetcar service commenced between N.W. 23rd and Portland State University (PSU) Urban Center; and

Whereas, on September 22, 2004, the TriMet Board authorized amendments to the City/TriMet Operations Funding, Personnel and Other Services Agreements extending the term of all three agreements to September 30, 2009 and providing for TriMet to continue paying the City 2/3 of the Streetcar annual operating cost, increasing the current annual maximum from \$1.6 million to \$2.0 million with commencement of Streetcar service to RiverPlace and to \$2.4 million with commencement of service to S.W. Gibbs and increasing the annual maximum amount each year in proportion to the increase in the Portland Consumer Price Index (CPI) during the previous year starting on July 1, 2004; and

Whereas, City of Portland in cooperation with TriMet is constructing the Portland Streetcar Loop Project under a Project Construction Grant Agreement with the Federal Transit Administration. The extension of the streetcar is scheduled to be completed in the Winter of 2011; and

Whereas, City of Portland approved Amendment 11 to the City/PSI Agreement for Operations Assistance for FY 09-10 with the maximum compensation to PSI equal to \$393,000 for FY 09-10 and with an additional amount of \$105,000 to be provided as compensation to PSI for Operations Assistance in FY 10-11; and

Whereas, PSI is developing an Organization Plan to accommodate the expanded operations for the Loop. The Organization Plan will be submitted to the City Council for approval.

Whereas, the City and PSI desire to extend the term of the Agreement.

AGREEMENT

1. Scope of Services.

PSI shall continue to provide Operations Assistance services required by the Agreement for Streetcar service between N.W. 23rd Avenue and S.W. Lowell.

PSI shall develop an Organization Plan to accommodate the Portland Streetcar Loop operations and present it for approval to the City, TriMet and the FTA.

2. Compensation.

The City shall compensate PSI for its services to be provided under this Amendment 12 as set out in the schedule of Maximum Compensation for Operations Assistance Services attached to this amendment as Exhibit A. In Exhibit A, the amount of the Maximum Compensation in each period is based on all costs of PSI for consultants, subconsultants and expenses as provided for in the Agreement and necessary to provide operations assistance for Streetcar service from N.W. 23rd to S.W. Lowell, as well as to develop the Organization Plan.

3. Termination Date.

The Termination Date set out in Paragraph 5 of the Agreement, as amended shall be extended from September 30, 2010 to June 30, 2012.

ALL OTHER PROVISIONS OF THE AGREEMENT REMAIN UNCHANGED.

AMENDMENT NO. 12 AGREED TO THIS _____ DAY OF _____ 2010

APPROVALS:

PORTLAND STREETCAR, INC.

By: _____
Michael Powell
Chair, Board of Directors

APPROVED AS TO FORM:

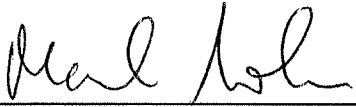
Christopher P. Thomas
Attorney for PSI

CITY OF PORTLAND

By: _____
Sam Adams
Mayor

By: _____
LaVonne Griffin-Valade
City Auditor

APPROVED AS TO FORM:



Mark Moline
Senior Deputy City Attorney

Exhibit A

Portland Streetcar
Operations Assistance Services
Maximum Compensation

July 1, 2010 through September 30, 2010 (FY 10-11) (Authorized in Amendment #11)	\$105,000
October 1, 2010 through June 30, 2011 (FY 10-11)	\$288,000
July 1, 2011 through June 30, 2012 (FY 11-12)	\$393,000