

**CITY AND COUNTY OF SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
ONE SOUTH VAN NESS AVE, 7TH FLOOR
SAN FRANCISCO, CA 94103**

**MODIFICATION NO. 8 TO
AGREEMENT BETWEEN SIEMENS MOBILITY, INC.
AND
THE CITY AND COUNTY OF SAN FRANCISCO FOR
PROCUREMENT OF NEW LIGHT RAIL VEHICLES (LRV4)
(SFMTA No. 2013-19)**

This Modification No. 8 to Agreement is made and entered into on October 30, 2020,
by and between Siemens Mobility Inc. (Contractor), and the City and County of San
Francisco, a municipal corporation (City), acting by and through its Municipal
Transportation Agency (SFMTA).

RECITALS

- A.** On September 30, 2014, the City entered into an agreement with Contractor (Agreement) to provide 175 light rail vehicles (LRVs), together with associated equipment and spare parts, as well as Options for additional LRVs and parts.
- B.** On March 31, 2015, the City approved Modification No. 1 to the Agreement to exercise Option 1 in accordance with Section 64.1 of the Agreement for 40 additional LRVs to be delivered after the Phase 1 delivery of 24 Vehicles, and to exercise Options for additional Spare Parts and Equipment, in accordance with Sections 64.2, 64.3 and 64.4 of the Agreement.
- C.** On October 30, 2015, the City approved Modification No. 2 to the Agreement to update the list of approved major suppliers listed in Section 29, clarify the purpose of Item 1.1 (Allowance) in Exhibit 2 of Volume I, and specify the payment structure for changes to the LRVs paid under Item 1.1.
- D.** On August 16, 2016, the City approved Modification No. 3 to the Agreement to update the list of approved major suppliers, modify radio/CAD/AVL systems on the Vehicles, including related price and payment schedules, provide extra time for delivery of the Vehicles and other project submittals, add a new parent

company guarantee, and make miscellaneous changes to the Technical Specification.

- E.** On June 20, 2017, the City approved Modification No. 4 to the Agreement to procure four additional LRVs to be delivered after the 24th production LRV, which Vehicles shall be part of the production fleet, conform to all requirements of the Technical Specification, and all prior design approvals and Buy America audits.
- F.** On November 28, 2018, the SFMTA, through the Director of Transportation, approved an Assignment and Assumption Agreement, assigning the Contract from Siemens Industry, Inc., to Siemens Mobility Inc.
- G.** On October 22, 2019, the City approved Modification No. 5 to the Agreement to commence design of and expedite the addition of track brakes to the power trucks on eight LRVs as a method to reduce frequency of flat spots on wheels caused by activation of the push button emergency brake.
- H.** On December 6, 2019, the City approved Modification No. 6 to the Agreement to (i) update the Vehicles with multiple enhancements to improve passenger comfort, operational functionality, and maintainability and fleet reliability; (ii) continue installation of the track brakes; and (iii) initiate activities for the accelerated Phase 2 delivery schedule.
- I.** On March 27, 2020, the City approved Modification No. 7 to the Agreement to (i) further update the Vehicle enhancements, including seating changes; (ii) complete installation of the track brakes; and (iii) complete activities for the accelerated Phase 2 delivery schedule.
- J.** The SFMTA now wishes to modify the Agreement to (i) further enhance the Vehicles, including adding larger cab monitors and a second sensitive edge to the middle doors; and (ii) delete fareboxes for 141 of the Vehicles. Modification No. 8 provides for engineering, testing and implementation of the cab monitors and door modifications on 40 Phase 1 Vehicles and the first 10 Phase 2 Vehicles. Implementation of the enhancements on the remaining LRVs to be procured under the Agreement will be included in a future modification.
- K.** Modification No. 8 expedites the start of this work in order to avoid Phase 2 production delays and to maximize the work accomplished during the subway shutdown.

Now, therefore, the parties agree that the Agreement shall be modified as follows:

- 1.** *Exhibit 1A (Schedule of Prices) of the Agreement is replaced in its entirety with a new Exhibit 1A (Schedule of Prices), which is attached to this Modification.*

2. *Exhibit 2 (Payment Schedule) of the Agreement is replaced in its entirety by a new Exhibit 2 (Payment Schedule), which is attached to this Modification.*
3. *Exhibit 3 (Project Delivery Schedule) of the Agreement is replaced in its entirety with a new Exhibit 3 (Project Delivery Schedule), which is attached to this Modification¹.*
4. *A new Exhibit 9 (Modification No. 8 Change Orders) is added to the Agreement and is attached to this Modification.*

Change Orders Nos. 41 and 43 are changes requested by the SFMTA after the First Article Inspection (FAI) process in Section 20.9.3 of the Technical Specification (FAI Changes).

- A. Change Order 41 (Rear View Monitors and Exterior Cameras Upgrade, Step 1) – Interim upgrade to touch-sensitive screens on Phase 1 vehicles and subsequent replacement with newly defined Phase 2 technology enhancements of larger monitors and improved cameras on 40 Phase 1 and 10 Phase 2 vehicles.
 - B. Change Order 43 (Sensitive Edge on Middle Doors) – Both door leafs of the middle doors to be modified to each include a sensitive edge. Changes to the single end doors are being modified at Siemens' expense.
5. *Section 23.3.1 of the Technical Specifications (Fare Collection) is replaced in its entirety to read as follows:*

23.3.1 Fare Collection

1. Contractor shall supply and install a fare collection system compatible with the SFMTA LRT system per Section 23.1.2, except as specified below:
 - Fareboxes shall not be provided for Vehicles 2079 - 2219. Contractor shall install all materials and equipment necessary for the installation of such fareboxes, including the base and cables.

The Table below shows the current equipment on the existing fleet.

¹ Exhibit 3, Project Delivery and Vehicle Delivery Schedule, as included in this Modification 8, does not include any adjustments required by the ongoing effects of the COVID-19 Force Majeure event as notified to the SFMTA in serial letter SII-MTA-1127, et. al, which adjustments, if any, will be incorporated in a future Modification.

Table 23-1. Fare Collection

No.	Defined System	Equipment	Qty	Current Location
1-1	Fare Collection	Farebox	2	One in each cab
1-2		Drivers Console	2	One in each cab
1-3		Passenger Device	4	Two in each carbody half
1-4		Power Module	2	One for each carbody half

6. **Release.** Contractor acknowledges and agrees that the amounts agreed for the work described in Modifications Nos. 1-7 and this Modification No. 8 shall be full accord and satisfaction for all past, current and prospective costs incurred in connection with Contractor's performance of all work for all executed Modifications up to and including the work covered under this Modification No. 8, without limitation, including any and all markups and overhead. If this modification involves the granting of an extension of time, with or without cost, Contractor releases the City from all claims and costs associated with such extension of time. Said costs may include, but are not limited to, costs for labor, materials, equipment, disruption, lost productivity, escalation, delay, extended overhead, administration and extended performance time. Contractor releases the City from all claims for which full accord and satisfaction is made, as set forth above. Notwithstanding the foregoing, this Release does not apply to work associated with change orders that are currently under discussion between Contractor and the City at the time of this Modification. This paragraph replaces the release paragraphs in Modification Nos. 1, 2, 3, 4, 5, 6 and 7.

7. **Effective Date.** Each of the amendments set forth above shall be effective on and after all parties have signed the Amendment.

8. **Legal Effect.** Except as expressly modified by this Modification No. 8, all other terms and conditions of the Contract remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have entered into and executed this Modification No. 8 on the date set forth on page 1 above.

CITY

San Francisco Municipal Transportation Agency



Jeffrey P. Tumlin
Director of Transportation

CONTRACTOR

Siemens Mobility, Inc.



David Gutierrez
Director, Light Rail Projects



Thomas Wiechert
Director, FBA Light Rail Projects

Approved as to Form:

Dennis J. Herrera
City Attorney

City vendor number: 50009
Federal Taxpayer ID No.13-2762488

By: Robin Reitzes
Robin M. Reitzes
Deputy City Attorney

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Attachments

- Exhibit 1A – Schedule of Prices
- Exhibit 2 – Payment Schedule
- Exhibit 3 – Project Delivery Schedules
- Exhibit 9 – Modification No. 8 Change Orders

EXHIBIT 1A Schedule of Prices

BASE

ITEM	ORIGINAL CONTRACT/ MOD NO.	DESCRIPTION	UNIT PRICE	QUANTITY	EXTENDED PRICE ⁴
Item 1	Original	Engineering Design, Project Management and Design Qualification Testing	Lump Sum		\$37,541,102
Item 1.1	Original, Mod 2, Mod 7 adjustment	Allowance for (a) regulatory mandated changes, (b) passenger enhancements, and (c) system modifications in order for Vehicle to interface with other SFMTA projects (e.g., radio project)	Lump Sum		\$0 ¹
Item 2.1	Mod 1	Vehicle Price for Base Order Phase 1	\$3,327,250	24 Cars	\$79,854,000
Item 2.2	Mod 1	Vehicle Price for Base Order Phase 2	\$3,327,250 ²	151 Cars	\$502,414,750
Item 3	Original	Operating, Maintenance and Parts Manuals	Lump Sum		\$809,478
Item 4.1	Original	Training	Lump Sum		\$361,557
Item 4.2	Original	Train Simulator (1) (In accordance with Section 22.2.8 of Technical Specifications)	Lump Sum		\$1,704,650
Item 5.1	Mod 1	Spare Parts (Total of Exhibit 1.B, Phase 1)	Lump Sum		\$14,153,840
Item 5.2	Mod 1	Spare Parts (Total of Exhibit 1.B, Phase 2) ^{2 5}			
Item 6	Original	Special Tools, Test and Diagnostic Equipment (Total of Exhibit 1.D)	Lump Sum		\$1,792,624
Item 7.1	Mod 1	Option 1 for 40 Additional New Light Rail Vehicles	\$3,349,270 ³	40 Cars	\$133,970,800

Item 8.1	Mod 1	Additional Spare Parts (Exhibit 1.C Phase 1) ⁵	Lump Sum		\$11,269,527
Item 8.2	Mod 1	Additional Spare Parts (Exhibit 1.C Phase 2) ^{2 5}			
Item 9	Mod 1	Spare parts for Option Cars ^{2 5}	Lump Sum		\$15,000,000
Item 10	Mod 1	Train Simulator (2) (In accordance with Section 22.2.8 of Technical Specifications) ²	Lump Sum		\$1,704,650
Item 11	Mod 3	Modification No. 3 (Non-Recurring Costs)			
Item 11.1	Mod 3	Engineering	Lump Sum		\$6,128,416
Item 11.2	Mod 3	SIBAS Expert 2 Monitoring and Diagnostic Software	Lump Sum		\$71,000
Item 12	Mod 3	Modification No. 3 (Base Recurring Costs)			
Item 12A	Mod 3	Base Phase 1	\$62,313 ⁶	24 Cars	\$1,495,514
Item 12B	Mod 3	Base Phase 2	\$62,313 ^{2 6}	151 Cars	\$9,409,275
Item 13	Mod 3	Modification No. 3 Option 1 (Recurring Costs)	\$62,313 ⁶	40 Cars	\$2,492,523
Item 14	Mod 4	Modification No. 4 (Vehicle Price for Phase W)	\$3,968,750 ³	4 Cars	\$15,875,000
Item 15	Mod 5	Track Brakes Phase 1			
Item 15.1	Mod 5	Non-recurring Costs for track brake, including engineering, testing, and updates to manuals.	Lump Sum		\$286,617
Item 15.2	Mod 5	Installation of track brakes on 8 Phase 1 Cars.	\$22,486	8 Cars	\$179,888
Item 16	Mod 6	Weight Incentives	TBD	TBD	TBD
Item 17	Mod 6	Non Recurring Engineering Costs			
Item 17.1	Mod 6	Phase 1, Option 1, Phase W Engineering Costs for Changes 8 – 25	Lump Sum		\$492,738

Item 17.2	Mod 6	Phase 2 Preliminary Design Work, Single Transverse Seat	Lump Sum	1	\$714,694
Item 17.3	Mod 6	Phase 2 Preliminary Design Work, Double Transverse Seat	Lump Sum	1	\$159,140
Item 18	Mod 6	Recurring Costs Phase 1, Option 1, Phase W			
Item 18.1	Mod 6	Modifications Performed at Siemens Facility (Change Orders 8 - 11)	\$11,179	68 Cars	\$760,172
Item 18.2	Mod 6	Modifications Performed at SFMTA (Change Orders 12 - 24)	\$2,284	68 Cars	\$155,312
Item 19	Mod 6	Recurring Costs for Phase 2 (Change Orders 9 - 24)	\$4,172 ²	151 Cars	\$629,972
Item 20	Mod 6	Track Brake Installation on 60 Phase 1, Option 1, Phase W Cars	\$21,411	60 Cars	\$1,284,660
Item 21	Mod 6	Initial Production Acceleration Activities	Lump Sum	1	\$5,603,000
Item 22	Mod 7	Continued Production Acceleration Activities	Lump Sum	1	\$19,899,553
Item 23	Mod 7	Engineering Costs for Modification 7 (Change Orders 28-36, 38-40)	Lump Sum	1	\$2,809,279
Item 24	Mod 7	Phase 1, Option 1, and Phase W Recurring Costs Modifications Performed at SFMTA (Change Orders 28, 30, 31, 33)	\$3,472	68 Cars	\$236,096
Item 25	Mod 7	Phase 1, Option 1, and Phase W Vehicle Interior Redesign Modification Performed at SFMTA (Change Order 38)	\$109,998	68 Cars	\$7,479,864
Item 26	Mod 7	Recurring Costs for Phase 2	\$67,552	50 Cars	\$3,377,600

		Modification 7 (50 LRVs 69-118) (Change Order 28, 31, 32, 33, 34, 35, 37, 39)			
Item 27	Mod 7	Recurring Costs for Phase 2 Modification 7 (101 LRVs 119-219) (Change Order 28, 31, 32, 33, 34, 35, 37, 40)	\$86,254	101 Cars	\$8,711,654
Item 28	Mod 7	Additional Training Allowance	Lump Sum	1	\$1,000,000
Item 29	Mod 8	Non recurring Costs Change Orders 41, 43	Lump Sum	1	\$1,000,546
Item 30	Mod 8	Recurring Costs Phase 1, Option 1 and Phase W			
Item 30.1	Mod 8	Recurring Costs Securitas Monitors Change order 41	\$6947	68 Cars	\$472,396
Item 30.2	Mod 8	Recurring Costs Phase 1, Option 1, Phase W, Retrofit of Door system changes (Change Order 43)	\$19,198	40 Cars	\$767,920
Item 30.3	Mod 8	Recurring Costs Phase 1, Options 1, Phase W Retrofit of Rear View Monitor system (Change Order 41)	\$38,201	40 Cars	\$1,528,040
Item 31	Mod 8	Recurring Costs Phase 2			
Item 31.1	Mod 8	Recurring Costs Phase 2 Recurring (Change Orders 41, 43)	\$24,395	10 Cars	\$243,950
Item 31.2	Mod 8	Recurring Costs Phase 2 Recurring costs (Change Orders 42)	-\$27,294	141 Cars	-\$3,848,454
				SUBTOTAL	\$889,993,343

Option

ITEM	CONTRACT MOD.	DESCRIPTION	UNIT PRICE	QUANTITY	EXTENDED PRICE ⁴
Item 7.2	Mod 1	Option 2 for 1 to 45 Additional New Light Rail Vehicles	\$3,329,011 ²	45 Cars	\$149,805,495

Escalation

ITEM	CONTRACT MOD.	DESCRIPTION	UNIT PRICE	QUANTITY	EXTENDED PRICE ⁴
Allowance	Original, Mod 6, Mod 7, Mod 8 adjustment	Allowance for Escalation in accordance with Agreement, Section 7.5	n/a	n/a	\$152,852,739

Not to exceed CONTRACT LIMIT	\$1,192,651,577
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Notes:

- ¹ Allowance used and incorporated into Contract Modification No. 7, 8 Items 26 - 35.
- ² This price does not include escalation. Escalation will be applied in accordance with Section 7.5 of the Agreement.
- ³ Price includes escalation.
- ⁴ Prices do not include sales taxes.
- ⁵ The prices of Spare Parts (recorded in Exhibits 1B and 1C Nominal Spare Parts) which are affected by the changes (Trucks, Wheels, Seats) in Modification 7 will be adjusted to reflect the cost of those changes as presented in the Change Orders.
- ⁶ Extended price reflects the Change Order, unit price is rounded.

Exhibit 2
PAYMENT SCHEDULE
 (All Item references are to Exhibit 1.A)

Item 1 - Engineering Design, Project Management and Design Qualification Testing

	Milestone	Percent of Bid Item
A	Submittal and Approval of Test Program, System Safety, Reliability, Maintainability and other plans as negotiated with SFMTA	2%
B	Completion and Approval of Preliminary Design Review	2%
C	Completion and Approval of Final Design Review	35%
D	Completion and Approval of Vehicle Performance Qualification Testing	30%
E	Completion and Approval of Test Program as specified	26%
F	Completion and Approval of all Contract Requirements (Retention)	5%
Total for Item 1		100%

Item 2 – Vehicle Price for Base Contract

Item 2A – Vehicle Price for Base Contract (Cars 1 - 24)

	Milestone	Percent of Bid Item
A	Placement of contracts with the following major subcontractors (Cars 1 - 24).* <ul style="list-style-type: none"> • Propulsion • Friction Brake • Air Comfort • Door Operators & Controls • Carbody • Train Control • Coupler • Communication 	2%
B	Delivery of complete set of subsystems to site of installation.	20%/Vehicle
C	Vehicle structure complete and ready for shipment to final assembly site	20%/Vehicle

	Milestone	Percent of Bid Item
D	SFMTA Acceptance for shipment of Vehicle from final assembly site to SFMTA property	25%/Vehicle
E	Conditional Acceptance of Vehicle by SFMTA	30%/Vehicle
F	Completion and Approval of all Contract Requirements for Phase 1 (Retention)	3%
Total for Item 2A		100%

* Payment will be made only to the extent that deposits have been paid to suppliers and up to the amount of the deposits or 2%, whichever is the lesser value; in addition Contractor must provide security for payment under Section 7.3 of the Agreement.

Item 2B – Vehicle Price for Base Contract (Cars 25 - 175)

Item 2B.1 – Vehicle Price for Base Contract (applies to 107 of 151 Phase 2 Vehicles)

	Milestone	Percent of Bid Item
A	Placement of contracts with the following major subcontractors (Cars 25 - 175).* <ul style="list-style-type: none"> • Propulsion • Friction Brake • Air Comfort • Door Operators & Controls • Carbody • Train Control • Coupler • Communication 	2%
B	Delivery of complete set of subsystems to site of installation.	20%/Vehicle
C	Vehicle structure complete and ready for shipment to final assembly site	20%/Vehicle
D	SFMTA Acceptance for shipment of Vehicle from final assembly site to SFMTA property	25%/Vehicle
E	Conditional Acceptance of Vehicle by SFMTA	30%/Vehicle
F	Completion and Approval of all Contract Requirements for phase 2 (Retention)	3%
Total for Item 2B.1		100%

Item 2B.2 – Vehicle Price for Base Contract (applies to 44 accelerated Vehicles of 151 Phase 2 Vehicles) **

	Milestone	Percent of Bid Item
A	Placement of contracts with the following major subcontractors (Cars 25 - 175).* <ul style="list-style-type: none"> • Propulsion • Friction Brake • Air Comfort • Door Operators & Controls • Carbody • Train Control • Coupler • Communication 	2%
B	Delivery of complete set of subsystems to site of installation.	35%/Vehicle
C	Vehicle structure complete and ready for shipment to final assembly site	20%/Vehicle
D	SFMTA Acceptance for shipment of Vehicle from final assembly site to SFMTA property	20%/Vehicle
E	Conditional Acceptance of Vehicle by SFMTA	20%/Vehicle
F	Completion and Approval of all Contract Requirements for phase 2 (Retention)	3%
Total for Item 2B.2		100%

* Payment will be made only to the extent that deposits have been paid to suppliers and up to the amount of the deposits or 2%, whichever is the lesser value; in addition, Contractor must provide security for the payment, as required under Section 7.3 of the Agreement.

** 44 of 151 Phase 2 Vehicles are classified as “accelerated” and shall apply to every other Vehicle to be delivered after the 63rd Vehicle of Phase 2 (Phase 2 Cars 65, 67, 69, etc.) unless otherwise agreed between the Parties.

Item 3 - Operating, Maintenance and Parts Manuals

	Milestone	Percent of Bid Item
A	Acceptance of Draft Manuals	5%
B	Delivery and Acceptance of Operating, Maintenance and Parts Manuals	90%
C	Completion and Approval of all Contract Requirements (Retention)	5%
Total for Item 3		100%

Item 4 – Training and Train Simulator

Item 4.1 – Training

	Milestone	Percent of Bid Item
A	Completion of Training Program and delivery and acceptance of all deliverables	95%
B	Completion and approval of all Contract Requirements (Retention)	5%
Total for Item 4.1		100%

Item 4.2 – Train Simulator

	Milestone	Percent of Bid Item
A	Delivery and Acceptance of Train Simulator	95%
B	Completion and Acceptance of all Contract Requirements (Retention)	5%
Total for Item 4.2		100%

Item 5 - Spare Parts

	Milestone	Percent of Bid Item
A	Delivery and acceptance of spare parts. Delivery and payment will be on a line-item basis.	95%
B	Completion and approval of all Contract Requirements (Retention)	5%
Total for Item 5		100%

Item 6 – Special Tools, Test and Diagnostic Equipment

	Milestone	Percent of Bid Item
A	Delivery and acceptance of Diagnostic Test Equipment, Special Tools, Bench Test Equipment	95%
B	Completion and approval of all Contract Requirements (Retention)	5%
Total for Item 6		100%

Item 7 - Option for 1 to 85 Additional New Light Rail Vehicles

Item 7.1 - Option 1 for 40 Additional New Light Rail Vehicles
Progress payments will be made in accordance with Item 2A

Item 7.2 – Option 2 for 1 to 45 Additional New Light Rail Vehicles
Progress payments will be made in accordance with Item 2B.1

Item 8 – Additional Spare Parts

Progress payments will be made in accordance with Item 5.

Item 9 – Spare Parts for Options

Progress payments will be made in accordance with Item 5.

Item 10 – Train Simulator

Progress payments will be made in accordance with Item 4.2.

Item 11 - Modification No. 3 Work (Non-Recurring Costs)

Item 11.1 – Engineering

	Milestone	Percent of Bid Item
A	Conceptual Design Review / Preliminary Design Review / Plan	20%
B	Final Design Review	40%
C	First Article Inspection	20%
D	System Acceptance Test	15%
E	Completion and Approval of all Contract Requirements (Retention)	5%
Total for Item 11.1		100%

Item 11.2 – SIBAS Expert 2 Monitoring and Diagnostic Software

	Milestone	Percent of Bid Item
A	Delivery and acceptance of SIBAS Expert Software	62%
B	Completion by SFMTA of two SIBAS Expert Training Sessions	33%
C	Completion and Approval of all Contract Requirements (Retention)	5%
Total for Item 11.2		100%

Item 12 - Modification No. 3 (Base Recurring Costs)

Item 12A – Base Phase 1

	Milestone	Percent of Bid Item
A	Delivery to site of installation of equipment required by Modification No. 3	42%
B	SFMTA Acceptance for shipment from final assembly site to SFMTA property of Vehicle with equipment Installed as required for Phase 1	25%
C	SFMTA Conditional Acceptance of Vehicle with equipment installed as required for Phase 1	30%
D	Completion and Acceptance of all Contract requirements for Phase 1 (Retention)	3%
Total for Item 12A		100%

Item 12B – Base Phase 2

	Milestone	Percent of Bid Item
A	Delivery to site of installation of equipment required by Modification No. 3	42%
B	SFMTA Acceptance for shipment from final assembly site to SFMTA property of Vehicle with equipment installed as required for Phase 2	25%
C	SFMTA Conditional Acceptance of Vehicle with equipment installed as required for Phase 2	30%
D	Completion and Acceptance of all Contract requirements for Phase 2 (Retention)	3%
Total for Item 12B		100%

Item 13 – Option 1 (Recurring Costs)

	Milestone	Percent of Bid Item
A	Delivery to site of installation of equipment required for Option 1	42%
B	SFMTA Acceptance for shipment from final assembly site to SFMTA property of Vehicle with equipment installed as required for Option 1	25%
C	SFMTA Conditional Acceptance of Vehicle with equipment installed as required for Option 1	30%
D	Completion and Acceptance of all Contract requirements for Option 1 (Retention)	3%
Total for Item 13		100%

Item 14 - Contract Modification 4: Vehicle Price for Phase W

	Milestone	Percent of Bid Item
A	Placement of contracts with the following major subcontractors (Cars 25 – 28).* <ul style="list-style-type: none"> • Propulsion • Friction Brake • Air Comfort • Door Operators & Controls • Carbody • Train Control • Coupler • Communication 	2%
B	Delivery of complete set of subsystems to site of installation.	20%/Vehicle
C	Vehicle structure complete and ready for shipment to final assembly site	20%/Vehicle
D	SFMTA Acceptance for shipment of Vehicle from final assembly site to SFMTA property	25%/Vehicle
E	Conditional Acceptance of Vehicle by SFMTA	30%/Vehicle
F	Completion and Approval of all Contract Requirements for Phase W (Retention)	3%
Total for Item 14		100%

* Payment will be made only to the extent that deposits have been paid to suppliers and up to the amount of the deposits or 2%, whichever is the lesser value; in addition Contractor must provide security for payment under Section 7.3 of the Agreement.

Item 15 - Modification No. 5 Work

Item 15.1 – Non-Recurring Costs

	Milestone	Percent of Bid Item
A	Submittal and approval of engineering submittals and test documentation and manuals for additional track brakes on power trucks	100%

Item 15.2 – Vehicle Installation

	Milestone	Percent of Bid Item
A	Installation, testing, and Acceptance of track brakes on power trucks on 8 LRVs	100%

Item 16 – Weight Incentives – Actual amount will be determined according to Section 19.2 of the Agreement.

Item 16.1 – Phase 1, Option 1, and Phase W Weight Incentives

	Milestone	Percent of Bid Item
A	SFMTA Acceptance for shipment of Vehicle 2068 from final assembly site to SFMTA	100%

Item 16.2 – Phase 2 Weight Incentives

	Milestone	Percent of Bid Item
A	SFMTA Acceptance for shipment of Vehicle from final assembly site to SFMTA	100%

Item 17 – Non-Recurring Engineering Costs for Modification No. 6 Work

Item 17.1 – Phase 1, Option 1, and Phase W Non-Recurring Engineering

	Milestone	Percent of Bid Item
A	Submittal and Approval of Design Documentation for Change Orders 8 – 11	55%
B	Submittal and Approval of Field Modification Instructions and/or Design/Software Documentation for Change Orders 12 – 24	45%

Item 17.2 – Phase 2 Preliminary Design Work, Single Transverse Seat

	Milestone	Percent of Bid Item
A	Submittal and Approval of Preliminary Design Review for Change Order 26 - Single Transverse Arrangement	75%
B	Submittal and Approval of Final Design Review for Change Order 26 - Single Transverse Arrangement	25%

Item 17.3 – Phase 2 Preliminary Design Work, Double Transverse Seat

	Milestone	Percent of Bid Item
A	Submittal and Approval of Carshell Analysis for Change Order 27 - Double Seat Arrangement	100%

Item 18 – Recurring Costs for Modification No. 6 – Phase 1

Item 18.1 – Modifications Completed at Siemens Facility

	Milestone	Percent of Bid Item
A	Completion of Installation of Modifications for Change Orders 8 -11 Phase 1, Option 1, and Phase W Cars	100%

Item 18.2 – Modifications Completed at SFMTA

	Milestone	Percent of Bid Item
A	Completion of Installation of Modifications for Change Orders 12 - 24 for Phase 1, Option 1, and Phase W Cars	100%

Item 19 – Recurring Costs for Modification No. 6 – Phase 2

	Milestone	Percent of Bid Item
A	Completion of Installation of Modifications for Change Orders 9 - 24 for Phase 2 Cars	100% per Vehicle

Item 20 – Track Brake Modifications

	Milestone	Percent of Bid Item
A	Completion of Installation of Modifications for Track Brakes in 28 Cars (Change Order 25)	33%
B	Completion of Installation of Modifications for Track Brakes in 48 Cars (Change Order 25)	33%
C	Completion of Installation of Modifications for Track Brakes in 68 Cars (Change Order 25)	34%

Item 21 – Initial Production Acceleration Activities

	Milestone	Percent of Bid Item
A	Occupation and Fit Out of Satellite Facility	50%
B	Completion of Installation of Major Equipment Items (Crane, Integration and Lifting/Turning Equipment) at Satellite Facility	50%

Item 22 – Continued Production Acceleration Activities

	Milestone	Percent of Bid Item
A	Commencement of Carshell Production	20%
B	Completion of First Carshell	10%
C	Vehicle Assembly Readiness – Paint Booth, Test Pit Installed	10%
D	Shipment of First Phase 2 Vehicle	10%
E	Recurring Amounts paid evenly in quarterly increments June 2020 to December 2025	50%

Item 23 – Non-Recurring Engineering Costs for Modification No. 7 Work

	Milestone	Percent of Bid Item
A	Approval of Field Modification Instructions for Vehicle Interior Retrofit and Reconfiguration, Single Transverse, Change Orders 38 and 39	20%
B	Approval of Final Design Review and Testing for Vehicle Interior Redesign, Double Transverse, Change Order 40	40%
C	PIS Software releases (Change Orders 29, 36) and Field Modification Instructions, Software Releases, or Engineering Documentation for all other (non-interior) Change Orders (Change Orders 28, 30-35)	40%

Item 24 – Recurring Costs for Modification No. 7 – Phase 1, Option 1, Phase W

	Milestone	Percent of Bid Item
A	Completion of Installation of Modifications in 34 Cars for Change Orders 28, 30, 31, 33 Phase 1, Option 1, Phase W Cars	50%
B	Completion of Installation of Modifications in 34 Cars for Change Orders 28, 30, 31, 33 Phase 1, Option 1, Phase W Cars	50%

Item 25 – Recurring Costs for Modification No. 7 – Vehicle Interior Redesign Phase 1, Option 1, Phase W

	Milestone	Percent of Bid Item
A	Completion of Retrofit of Vehicle Interior for Change Order 38 Phase 1, Option 1, Phase W	100% per Vehicle

Item 26 – Recurring Costs for Modification No. 7 – 50 Phase 2 Vehicles, 69-118 (Change Orders 28, 31-35, 37, 39)

Progress Payment will be made in accordance with Exhibit 2, Item 2B.1

Item 27 – Recurring Costs for Modification No. 7 – 101 Phase 2 Vehicles, 119-219 (Change Orders 28, 31-35, 37, 40)

Progress Payments will be made in accordance with Exhibit 2, Item 2B.1 and 2B.2 according to Vehicle number.

Item 28 – Additional Training Allowance

	Milestone	Percent of Bid Item
A	Delivery and Acceptance of Training – Payment will be on a per module basis	100% per Module

Item 29 – Non-Recurring Costs for Modification No. 8

	Milestone	Percent of Bid Item
A	Approval of FDR supplement (Change Orders 41, Monitors)	60 %
B	Approval of FDR Supplement (Change Orders 43, Doors)	40 %

Item 30 – Recurring Costs for Modification No. 8 – Phase 1, Option 1, Phase W –
Securitas Monitors

	Milestone	Percent of Bid Item
30.1	Installation, testing and acceptance of Modifications in 68 Phase 1, Option 1, Phase W Cars (Change Order 41)	100% Per Vehicle
30.2	Installation, testing and acceptance of Door Modifications in 40 Phase 1, Option 1, Phase W Cars (Change Order 43)	100% Per Vehicle
30.3	Installation, testing and acceptance of Modifications Rear View Monitor System in 40 Phase 1, Option 1, Phase W Cars (Change Order 41)	100% Per Vehicle

Item 31.1 – Recurring Costs for Modification No. 8 – 10 Phase 2 Vehicles, (Change
Orders 41, 43)

Progress Payments will be made in accordance with Exhibit 2, Item 2B.1 and
2B.2 according to Vehicle number.

Item 31.2 – Recurring Costs for Modification No. 8 – 141 Phase 2 Vehicles, (Change
Orders 42)

Progress Payments will be made in accordance with Exhibit 2, Item 2B.1B and
2B.2B according to Vehicle number.

EXHIBIT 3 PROJECT DELIVERY AND VEHICLE DELIVERY SCHEDULE

A. Project Delivery Schedule

Item	Date
Notice To Proceed	9/30/2014
Project Plan	11/29/2014
Training Start	4/17/2017
Training Complete	8/15/2017
Special Tools / Diagnostic Test Equipment	4/17/2017
Delivery of Publications (Manuals, Parts Book, Drawings) - Prelim	2/16/2017
Delivery of Publications (Manuals, Parts Book, Drawings) - Final	11/13/2017
Delivery of Spare Parts (Phase 1)	8/15/2017
Contract Mod 5, Item 15.1 Completion of Engineering for Additional Track Brakes	9/30/2019
Contract Mod 5, Item 15.2 Installation of Additional Track Brakes on 8 Vehicles	10/31/2019
Contract Mod 6, Item 17.1 A – Phase 1, Option 1, Phase W Non-Recurring Engineering, Submittal of Design Documentation for Change Orders 8 – 11	5/31/2017
Contract Mod 6, Item 17.1 B – Phase 1, Option 1, Phase W Non-Recurring Engineering, Submittal of Field Modification Instructions and or Software/ Design Documentation for Change Orders 12 – 24	1/3/2020
Contract Mod 6, Item 17.2 A - Phase 2 Preliminary Design Work, Single Transverse Seat, Completion of Preliminary Design Review for Change Order 26 - Single Transverse arrangement	1/24/2020
Contract Mod 6, Item 17.2 B - Phase 2 Preliminary Design Work, Single Transverse Seat, Completion of Final Design Review for Change Order 26 - Single Transverse arrangement	3/15/2020
Contract Mod 6, Item 17.3 A – Phase 2 Preliminary Design Work, Double Transverse Seat, Submittal of Carshell Analysis for Change Order 27 - Double Seat Arrangement	2/28/2020
Contract Mod 6, Item 18.1 A – Modifications Completed at Siemens Facility, Completion of Installation of modifications for Change Orders 8 - 11 Phase 1, Option 1, Phase W Cars	10/8/2019
Contract Mod 6, Item 18.2 A – Modifications Completed at SFMTA, Completion of Installation of modifications for Change Orders 12 - 24 for Phase 1, Option 1, Phase W Cars	10/1/2020
Contract Mod 6, Item 19 A – Recurring Costs for Modification\6 – Phase 2, Completion of Installation of modifications for Change Orders 8 - 24 for Phase 2 Cars	Per Phase 2 Vehicle Delivery
Contract Mod 6, Item 20.1 A – Retrofit Track Brakes in 60 Cars Phase 1, Option 1, Phase W, Completion of Installation of modifications for Track Brakes in 28 Cars (Change Order 25)	2/15/2020

Contract Mod 6, Item 20.1 B – Retrofit Track Brakes in 60 Cars Phase 1, Option 1, Phase W, Completion of Installation of modifications for Track Brakes in 48 Cars (Change Order 25)	3/15/2020
Contract Mod 6, Item 20.1 C – Retrofit Track Brakes in 60 Cars Phase 1, Option 1, Phase W, Completion of Installation of modifications for Track Brakes in 68 Cars (Change Order 25)	4/15/2020
Contract Mod 6, Item 21 A – Production Acceleration, Occupation of Facility, Change Order 28	11/30/2019
Contract Mod 6, Item 21 B – Production Acceleration, Completed Installation of Major Equipment Items (Crane, Integration and Lifting/turning equipment) Change Order 28	3/31/2020
Delivery of Spare Parts (35% of Phase 2 Quantity)	5/15/2021
Delivery of Spare Parts (35% of Phase 2 Quantity)	With Delivery of 50th Vehicle (Phase 2)
Delivery of Spare Parts (30% of Phase 2 Quantity)	With Delivery of 100th Vehicle (Phase 2)
Acceptance of Training Simulator 1	5/31/2018
Delivery of Additional Spare Parts (Exhibit 1 C)	TBD
Delivery of Spare Parts for Option Vehicles	TBD
Delivery of Training Simulator 2	TBD
Contract Mod 7, Item 22 A – Commencement of Carshell Production	6/15/2020
Contract Mod 7, Item 22 B – Completion of First Carshell	9/15/2020
Contract Mod 7, Item 22 C – Vehicle Assembly Readiness – Paint Booth, Test Pit Installed	12/15/2020
Contract Mod 7, Item 22 D – Shipment of First Phase 2 Vehicle	5/15/2021
Contract Mod 7, Item 22 E – Recurring Amounts	Quarterly, June 2020 to December 2025
Contract Mod 7, Item 23 A – Approval of Field Modification Instructions for Vehicle Interior Retrofit and Reconfiguration, Single Transverse, Change Orders 38 and 39	9/15/2020
Contract Mod 7, Item 23 B – Approval of Final Design Review and Testing for Vehicle Interior Redesign, Double Transverse, Change Order 40	12/15/2020
Contract Mod 7, Item 23 C – PIS Software releases (Change Orders 29, 36) and Field Modification Instructions, Software Releases, or Engineering Documentation for all other (non-interior) Change Orders (Change Orders 28, 30-35)	9/15/2020
Contract Mod 7, Item 24 A – Completion of Installation of Modifications in 34 Cars for Change Orders 28, 30, 31, 33 Phase 1, Option 1, Phase W Cars	12/15/2020
Contract Mod 7, Item 24 B – Completion of Installation of Modifications in 34 Cars for Change Orders 28, 30, 31, 33 Phase 1, Option 1, Phase W Cars	5/15/2021
Contract Mod 7, Item 25 – Completion of Retrofit of Vehicle Interior for Change Order 38 Phase 1, Option 1, Phase W	12/15/2022

Contract Mod 7, Item 28 – Delivery and Acceptance of Training – Payment will be on a per module basis	TBD
Contract Mod 8, Item 29 – Approval of FDR Supplement for Modification of Rear View Monitor System (Change Order 42)	12/15/2020
Contract Mod 8, Item 30 – Approval of FDR Supplement for Modification of Door System (Change Order 43)	12/31/2020
Contract Mod 8, Item 31 – Completion of Retrofit of Securitas Monitors for 68 vehicles Phase 1, Option 1, Phase W (Change Order 41)	10/31/2020
Contract Mod 8, Item 32 – Completion of Retrofit of Door Modification for 40 Phase 1, Option 1, Phase W Vehicles (Change Order 43)	12/22/2022
Contract Mod 8, Item 33 – Completion of Retrofit of Rear View Monitor System for 40 Phase 1, Option 1, Phase W Vehicles (Change Order 41)	8/31/2021

Note: See Exhibit 3.B for Vehicle Delivery Schedule.

B. Vehicle Delivery Schedule

Item	Vehicle Delivery Date	Completion of Acceptance Testing
Notice To Proceed	9/30/2014	
Delivery of 1st Vehicle (Phase 1) to SFMTA (LRV 2001)	1/10/2017	8/12/2017
LRV 2002	2/27/2017	9/20/2017
LRV 2003	3/29/2017	8/25/2017
LRV 2004	10/16/2018	12/26/2018
LRV 2005	5/31/2017	8/3/2017
LRV 2006	7/11/2017	9/8/2017
LRV 2007	7/31/2017	9/27/2017
LRV 2008	10/17/2017	12/16/2017
LRV 2009	11/14/2017	1/14/2018
LRV 2010	3/8/2018	5/6/2018
LRV 2011	1/10/2018	3/18/2018
LRV 2012	1/18/2018	3/17/2018
LRV 2013	2/1/2018	3/31/2018
LRV 2014	2/8/2018	4/16/2018
LRV 2015	5/3/2018	6/28/2018
LRV 2016	1/25/2018	3/22/2018
LRV 2017	2/15/2018	4/12/2018
LRV 2018	3/29/2018	5/24/2018
LRV 2019	4/19/2018	6/10/2018
LRV 2020	3/1/2018	4/25/2018
LRV 2021	4/26/2018	6/20/2018
LRV 2022	3/15/2018	5/9/2018
LRV 2023	5/10/2018	7/4/2018
LRV 2024	4/6/2018	5/31/2018
LRV 2025 (Delivery of 1 st Phase W Vehicle to SFMTA)	5/17/2018	7/11/2018
LRV 2026	5/24/2018	7/18/2018
LRV 2027	5/21/2018	7/15/2018
LRV 2028 (Delivery of 4 th Phase W Vehicle to SFMTA)	6/7/2018	8/1/2018
LRV 2029 (Delivery of 1st Option 1 Vehicle to SFMTA)	6/14/2018	8/8/2018
LRV 2030	7/9/2018	9/2/2018
LRV 2031	6/4/2018	7/29/2018
LRV 2032	6/21/2018	8/15/2018
LRV 2033	6/28/2018	8/22/2018
LRV 2034	7/12/2018	9/05/2018
LRV 2035	8/2/2018	9/26/2018

Item	Vehicle Delivery Date	Completion of Acceptance Testing
LRV 2036	7/26/2018	9/19/2018
LRV 2037	8/9/2018	10/3/2018
LRV 2038	7/23/2018	9/16/2018
LRV 2039	9/20/2018	11/14/2018
LRV 2040	9/27/2018	11/21/2018
LRV 2041	8/16/2018	10/10/2018
LRV 2042	8/23/2018	10/17/2018
LRV 2043	8/27/2018	10/21/2018
LRV 2044	8/30/2018	10/24/2018
LRV 2045	8/31/2018	10/25/2018
LRV 2046	9/17/2018	11/11/2018
LRV 2047	10/18/2018	12/12/2018
LRV 2048	10/25/2018	12/19/2018
LRV 2049	11/6/2018	12/31/2018
LRV 2050	11/12/2018	1/6/2019
LRV 2051	10/04/2018	11/28/2018
LRV 2052	11/20/2018	1/14/2019
LRV 2053	11/28/2018	1/22/2019
LRV 2054	12/13/2018	2/6/2019
LRV 2055	12/20/2018	2/13/2019
LRV 2056	1/10/2019	3/6/2019
LRV 2057	1/17/2019	3/13/2019
LRV 2058	1/31/2019	3/27/2019
LRV 2059	2/7/2019	4/3/2019
LRV 2060	2/15/2019	4/11/2019
LRV 2061	2/25/2019	4/21/2019
LRV 2062	3/7/2019	5/1/2019
LRV 2063	4/16/2019	6/10/2019
LRV 2064	05/02/2019	6/26/2019
LRV 2065	6/20/2019	8/14/2019
LRV 2066	7/11/2018	9/4/2018
LRV 2067	8/15/2019	10/9/2019
LRV 2068 (Delivery of Last Option 1 Vehicle to SFMTA)	10/8/2019	12/2/2019
LRV 2069 (Delivery of 1st Phase 2 Vehicle to SFMTA)	5/15/2021	9/26/2021
LRV 2070	6/30/2021	10/13/2021
LRV 2071	7/30/2021	11/5/2021
LRV 2072	8/30/2021	11/29/2021
LRV 2073	9/15/2021	12/8/2021
LRV 2074	9/30/2021	12/16/2021
LRV 2075	10/15/2021	12/24/2021

Item	Vehicle Delivery Date	Completion of Acceptance Testing
LRV 2076	10/30/2021	1/1/2022
LRV 2077	11/15/2021	1/10/2022
LRV 2078	11/30/2021	1/25/2022
LRV 2079	12/15/2021	2/9/2022
LRV 2080	12/30/2021	2/24/2022
LRV 2081	1/17/2022	3/14/2022
LRV 2082	1/31/2022	3/28/2022
LRV 2083	2/14/2022	4/11/2022
LRV 2084	2/28/2022	4/25/2022
LRV 2085	3/16/2022	5/11/2022
LRV 2086	3/31/2022	5/26/2022
LRV 2087	4/15/2022	6/10/2022
LRV 2088	4/30/2022	6/25/2022
LRV 2089	5/16/2022	7/11/2022
LRV 2090	5/31/2022	7/26/2022
LRV 2091	6/16/2022	8/11/2022
LRV 2092	6/30/2022	8/25/2022
LRV 2093	7/15/2022	9/9/2022
LRV 2094	7/30/2022	9/24/2022
LRV 2095	8/17/2022	10/12/2022
LRV 2096	8/31/2022	10/26/2022
LRV 2097	9/15/2022	11/10/2022
LRV 2098	9/30/2022	11/25/2022
LRV 2099	10/17/2022	12/12/2022
LRV 2100	10/31/2022	12/26/2022
LRV 2101	11/15/2022	1/10/2023
LRV 2102	11/30/2022	1/25/2023
LRV 2103	12/15/2022	2/9/2023
LRV 2104	12/30/2022	2/24/2023
LRV 2105	1/16/2023	3/13/2023
LRV 2106	1/31/2023	3/28/2023
LRV 2107	2/14/2023	4/11/2023
LRV 2108	2/28/2023	4/25/2023
LRV 2109	3/16/2023	5/11/2023
LRV 2110	3/31/2023	5/26/2023
LRV 2111	4/15/2023	6/10/2023
LRV 2112	4/30/2023	6/25/2023
LRV 2113	5/16/2023	7/11/2023
LRV 2114	5/31/2023	7/26/2023
LRV 2115	6/16/2023	8/11/2023
LRV 2116	6/30/2023	8/25/2023
LRV 2117	7/18/2023	9/12/2023

Item	Vehicle Delivery Date	Completion of Acceptance Testing
LRV 2118	7/31/2023	9/25/2023
LRV 2119	8/30/2023	10/25/2023
LRV 2120	9/30/2023	11/25/2023
LRV 2121	10/31/2023	12/26/2023
LRV 2122	11/15/2023	1/10/2024
LRV 2123	11/30/2023	1/25/2024
LRV 2124	12/16/2023	2/10/2024
LRV 2125	12/30/2023	2/24/2024
LRV 2126	1/16/2024	3/12/2024
LRV 2127	1/30/2024	3/26/2024
LRV 2128	2/8/2024	4/4/2024
LRV 2129	2/19/2024	4/15/2024
LRV 2130	2/28/2024	4/24/2024
LRV 2131	3/8/2024	5/3/2024
LRV 2132	3/19/2024	5/14/2024
LRV 2133	3/28/2024	5/23/2024
LRV 2134	4/10/2024	6/5/2024
LRV 2135	4/19/2024	6/14/2024
LRV 2136	4/30/2024	6/25/2024
LRV 2137	5/9/2024	7/4/2024
LRV 2138	5/17/2024	7/12/2024
LRV 2139	5/29/2024	7/24/2024
LRV 2140	6/10/2024	8/5/2024
LRV 2141	6/19/2024	8/14/2024
LRV 2142	6/28/2024	8/23/2024
LRV 2143	7/11/2024	9/5/2024
LRV 2144	7/22/2024	9/16/2024
LRV 2145	7/31/2024	9/25/2024
LRV 2146	8/12/2024	10/7/2024
LRV 2147	8/21/2024	10/16/2024
LRV 2148	8/30/2024	10/25/2024
LRV 2149	9/10/2024	11/5/2024
LRV 2150	9/19/2024	11/14/2024
LRV 2151	9/30/2024	11/25/2024
LRV 2152	10/8/2024	12/3/2024
LRV 2153	10/15/2024	12/10/2024
LRV 2154	10/22/2024	12/17/2024
LRV 2155	10/29/2024	12/24/2024
LRV 2156	11/5/2024	12/31/2024
LRV 2157	11/12/2024	1/7/2025
LRV 2158	11/19/2024	1/14/2025
LRV 2159	11/27/2024	1/22/2025

Item	Vehicle Delivery Date	Completion of Acceptance Testing
LRV 2160	12/12/2024	2/6/2025
LRV 2161	12/21/2024	2/15/2025
LRV 2162	12/30/2024	2/24/2025
LRV 2163	1/10/2025	3/7/2025
LRV 2164	1/17/2025	3/14/2025
LRV 2165	1/24/2025	3/21/2025
LRV 2166	1/31/2025	3/28/2025
LRV 2167	2/7/2025	4/4/2025
LRV 2168	2/14/2025	4/11/2025
LRV 2169	2/21/2025	4/18/2025
LRV 2170	2/28/2025	4/25/2025
LRV 2171	3/10/2025	5/5/2025
LRV 2172	3/17/2025	5/12/2025
LRV 2173	3/24/2025	5/19/2025
LRV 2174	3/31/2025	5/26/2025
LRV 2175	4/9/2025	6/4/2025
LRV 2176	4/16/2025	6/11/2025
LRV 2177	4/23/2025	6/18/2025
LRV 2178	4/30/2025	6/25/2025
LRV 2179	4/30/2025	6/25/2025
LRV 2180	5/9/2025	7/4/2025
LRV 2181	5/16/2025	7/11/2025
LRV 2182	5/23/2025	7/18/2025
LRV 2183	5/30/2025	7/25/2025
LRV 2184	5/30/2025	7/25/2025
LRV 2185	6/9/2025	8/4/2025
LRV 2186	6/16/2025	8/11/2025
LRV 2187	6/23/2025	8/18/2025
LRV 2188	6/30/2025	8/25/2025
LRV 2189	6/30/2025	8/25/2025
LRV 2190	7/9/2025	9/3/2025
LRV 2191	7/16/2025	9/10/2025
LRV 2192	7/23/2025	9/17/2025
LRV 2193	7/30/2025	9/24/2025
LRV 2194	7/30/2025	9/24/2025
LRV 2195	8/9/2025	10/4/2025
LRV 2196	8/16/2025	10/11/2025
LRV 2197	8/23/2025	10/18/2025
LRV 2198	8/30/2025	10/25/2025
LRV 2199	8/30/2025	10/25/2025
LRV 2200	9/9/2025	11/4/2025
LRV 2201	9/16/2025	11/11/2025

Item	Vehicle Delivery Date	Completion of Acceptance Testing
LRV 2202	9/23/2025	11/18/2025
LRV 2203	9/30/2025	11/25/2025
LRV 2204	9/30/2025	11/25/2025
LRV 2205	10/9/2025	12/4/2025
LRV 2206	10/16/2025	12/11/2025
LRV 2207	10/23/2025	12/18/2025
LRV 2208	10/30/2025	12/25/2025
LRV 2209	10/30/2025	12/25/2025
LRV 2210	11/9/2025	1/4/2026
LRV 2211	11/16/2025	1/11/2026
LRV 2212	11/23/2025	1/18/2026
LRV 2213	11/30/2025	1/25/2026
LRV 2214	11/30/2025	1/25/2026
LRV 2215	12/9/2025	2/3/2026
LRV 2216	12/16/2025	2/10/2026
LRV 2217	12/23/2025	2/17/2026
LRV 2218	12/30/2025	2/24/2026
LRV 2219	12/30/2025	2/24/2026
Delivery of 1st Option 2 Vehicle to SFMTA	TBD	TBD
Delivery Rate of Option 2 Vehicles	TBD	TBD
Delivery of the last Option 2 Vehicle	TBD	TBD

Exhibit 9
Modification No. 8 Change Orders

Change Order No.	Description	Technical Specification (TS) Change vs. FAI Change	Total
41	Upgrades and replacements including interim upgrade to touch-sensitive screens on Phase 1 vehicles and subsequent replacement with newly defined Phase 2 technology enhancements of larger monitors and improved cameras on 40 Phase 1 and 10 Phase 2 vehicles	FAI Change	\$2,811,825
42	Farebox Phase 2 Scope Reduction (Provision of fareboxes only on cars 2079 – 2219)	TS Change	(\$3,848,454)
43	Additional Sensitive Edge on Middle Doors (Engineering, 40 Phase 1, Option 1, Phase W Vehicles; 10 Phase 2 Vehicles)	FAI Change	\$1,201,027
		Mod 8 Total	\$164,398