

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

**MODIFICATION NO. 9 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. 9 to Agreement is made and entered into on _____, 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 Vehicles enhancements including seating changes; (ii) complete installation of the track brakes; and (iii) complete activities for the accelerated Phase 2 delivery schedule.
- J.** On October 30, 2020, the City approved Modification No. 8 to the Agreement to (i) further modify 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; as well as expedite work to avoid Phase 2 production delays.
- K.** The SFMTA now wishes to modify the Agreement to add design refinements for Phase 2 production and updates to Phase 1 Vehicles, including (i) upgrading the center doors with additional sensing capabilities; (ii) completing installation of larger monitors and improved cameras initiated in Modification No. 8; (iii) making changes to the operator cab and controls in response to operator feedback; and (iv) providing for the next-generation Clipper equipment implementation on LRV4. In addition, using funds from the escalation allowance, the parties have resolved an issue regarding Phase 2 Vehicle escalation costs. These changes do not increase the overall Contract amount.

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

1. *Section 29 (Subcontracting) is amended in its entirety to read as follows:*

Contractor may subcontract portions of the Work only upon prior written approval of City. Contractor is responsible for its subcontractors throughout the course of the performance of the Work. City's execution of this Agreement constitutes its approval of the major subcontractors/suppliers listed below. Neither party shall contract on behalf of or in the name of the other party. Any agreement made in violation of this provision shall be null and void.

| | COMMODITY | SUPPLIER |
|----|---|---------------------------------------|
| 1 | Automatic Passenger Counting System (APC) | INIT |
| 2 | Advanced Train Control System (ATCS) | Thales |
| 3 | CCTV System | Kratos, Securitas, DTI Group, Televic |
| 4 | Communications - Radio | Harris |
| 5 | Doors | Ultimate Transportation N. America |
| 6 | Event Recorder | Hasler Rail |
| 7 | Friction Brake System | Tec Tran Brakes (Wabtec) |
| 8 | Heating, Ventilation and Air Conditioning (HVAC) | Thermo King Corp. |
| 9 | Passenger Information System, Infotainment (PIS) | Televic |
| 10 | CAD/AVL | Xerox, Conduent |
| 11 | Couplers | Voith |
| 12 | Lighting (exterior) | TDG |
| 13 | Lighting (interior) | TDG |
| 14 | Pantograph | Schunk |
| 15 | Sanders | Knorr |
| 16 | Seats (passenger) | Freedman Seating Company |
| 17 | Seats (driver) | Seats Incorporated |
| 18 | Steps | Vapor Stone Rail Sys (Wabtec) |
| 19 | Train to Wayside Communication System | Vecom |

2. *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. Price items reflect escalation totaling 14.7091% cumulatively over 5 years and 8 months. The Phase 2 Vehicle price (Exhibit 1A, item 2.2) of \$3,826,439 reflects escalation.*

3. *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.*
4. *Exhibit 3A (Project Delivery Schedule) of the Agreement is replaced in its entirety with a new Exhibit 3A (Project Delivery Schedule), which is attached to this Modification.¹*
5. *Exhibit 5, Section 1.1.3 (Exceptions to Warranty) is amended in its entirety to read as follows:*

The warranty shall not apply to scheduled maintenance items and items furnished by the SFMTA, except to the extent such equipment may be damaged by the failure of a part or component for which the Contractor is responsible.

The warranty on owner-specified Clipper equipment (purchased and installed by Contractor) shall be for one year. However, related brackets, wiring, and similar hardware used by Contractor to install the Clipper equipment are not included as owner-specified Clipper equipment.

The Contractor is not required to provide a warranty on owner-specified Genfare farebox equipment (purchased and installed by Contractor) after Vehicle Acceptance.

6. *Exhibit 6 of the Agreement, as amended, is further modified; the Contractor shall increase the existing Parent Company Guarantees to reflect the increase in the Contract Amounts for each one, respectively, as follows, until the work is complete:*
 - \$1,576,757 for the 24 Base Order Vehicles (Guarantee number 466742);
 - \$2,627,929 for the Option 1 Vehicles (Guarantee number 484678);
 - \$262,793 for the Phase W Vehicles (Guarantee number 556963);
 - \$36,663,876 for the Phase 2 Vehicles (Guarantee number 634590)

Contractor shall execute amended Guarantees upon execution of this Modification.

7. *A new Exhibit 10 (Modification No. 9 Change Orders) is added to the Agreement and is attached to this Modification.*

Change Order Nos. 44-49, and 54-55 are changes requested by the SFMTA after the First Article Inspection (FAI) process in Section 20.9.3 of the Technical

¹ Exhibit 3A, Project Delivery, as included in this Modification No. 9, does not include any time adjustments that might be required by the ongoing effects of the COVID-19 pandemic, as notified to the SFMTA in serial letter SII-MTA-1127, and subsequent letters.

Specifications (FAI Changes).

- A. Change Order 44 (Sensitive Edge on Middle Doors) – Complete implementation of new door specification for both door leafs of the middle doors to be modified to each include a sensitive edge. This change, initiated in Contract Modification 8, covers remaining installations for 28 Phase 1 and 141 Phase 2 Vehicles.
 - B. Change Order 45 (Rear View Monitors and Exterior Cameras Upgrade) – Complete planned 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. This change, initiated in Contract Modification No. 8, covers remaining installations for 28 Phase 1 and 141 Phase 2 Vehicles.
 - C. Change Order 46 (Additional Cab Mirrors) – Add adjustable mirror allowing operators to look through the curved cab wall at passengers in the lead car.
 - D. Change Order 47 (Master Controller Additional Adjustability) – Increase adjustability of the master controller towards the dash.
 - E. Change Order 48 (Reversal of Sanding and Gong Footswitches) – Reverse the position of the sanding and gong footswitches.
 - F. Change Order 49 (Moving Flasher Light Button) – Move the emergency light pushbutton to a location accessible by the operator’s right hand.
 - G. Change Order 54 (Tow Bars and Strap Adaptors) – Provide an additional 18 tow bars and 18 strap adaptors over and above the two of each previously supplied during Phase 1 implementation.
 - H. Change Order 55 (Interior Seating Mock-Up) – Provide a seating mock-up to demonstrate the new interior layouts previously approved and funded under Contract Modification No. 7, and refine design concepts prior to serial production for Phase 2 Vehicles, and prior to the retrofit of previously Accepted Vehicles.
8. *Section 15.1.4.1 of the Technical Specification (Seat Construction) is modified to add a new subsection 2 to read as follows:*
- 2. The seat construction and attachments of the seat to the carbody shall also comply with APTA-RT-LRT-RP-001-11 and be tested accordingly.
9. *Section 22.2.7.3 of the Technical Specification (On-Site Personnel) is modified to add a new subsection 2 to read as follows (Change Order 53):*
- 2. Contractor shall provide maintenance support to augment SFMTA capabilities and capacity to manage wheel slide incidents and tire replacements, including the replacement of up to 20 carsets of tires.

10. Section 23.3.1 of the Technical Specification (Fare Collection), is replaced in its entirety (Change Orders 50-52) 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, as specified in the table below for Vehicles 2001-2068.

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 |

2. Beginning with Phase 2, Contractor shall make provisions for owner-supplied fare collection equipment for both cash (Genfare) and electronic fare collection (Clipper C2 next generation) systems. Provisions shall include power, cabling, connections, and attachment points specific to equipment provided by the SFMTA. Contractor shall make provisions for a fare collection system compatible with the SFMTA LRT system per Section 23.1.2, as specified below:

- Contractor shall provide fareboxes for Vehicles 2069 – 2078, but not for Vehicles 2079 and beyond. Contractor shall install all materials and equipment necessary for the installation of such fareboxes, including the base and cables.
- Clipper C2 equipment (driver’s consoles, passenger devices, and power modules) shall not be provided for Vehicles 2069 and beyond.
- For Clipper power provisions, Contractor shall provide electrical circuit breakers appropriate for C2 equipment.
- For Clipper wiring, Contractor shall provide 50 C2 wiring harnesses; required harnesses beyond 50 will be owner-supplied. Contractor shall install wiring harnesses on all Vehicles.
- For the Clipper antenna, Contractor shall install the C2 Clipper antenna, which will be owner-supplied equipment.

11. **Release.** Contractor acknowledges and agrees that the amounts agreed for the work described in Modifications Nos. 1-8 and this Modification No. 9 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. 9, 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, 7, and 8.

12. **Effective Date.** Each of the amendments set forth above shall be effective on and after all parties have signed the Amendment.
13. **Legal Effect.** Except as expressly modified by this Modification No. 9, 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. 9 on the date set forth on page 1 above.

CITY

San Francisco Municipal Transportation Agency

Jeffrey P. Tumlin
Director of Transportation

San Francisco Municipal Transportation Agency
Board of Directors
Resolution No.
Dated:

Attest:

Secretary

Approved as to Form:

Dennis J. Herrera
City Attorney

By: _____
Robin M. Reitzes
Deputy City Attorney


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Attachments

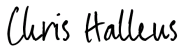
- Exhibit 1A – Schedule of Prices
- Exhibit 2 – Payment Schedule
- Exhibit 3A – Project Delivery Schedule
- Exhibit 10 – Modification No. 9 Change Orders

CONTRACTOR

Siemens Mobility, Inc.



Michael Cahill
President



Christopher Halleus
Vice President, FBA

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

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 | \$3,826,439 ³ | 151 Cars | \$577,792,289 |
| 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 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 | | \$714,694 |
| Item 17.3 | Mod 6 | Phase 2 Preliminary Design Work, Double Transverse Seat | Lump Sum | | \$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 | 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 | | \$5,603,000 |
| Item 22 | Mod 7 | Continued Production Acceleration Activities | Lump Sum | | \$19,899,553 |
| Item 23 | Mod 7 | Engineering Costs for Modification 7 (Change Orders 28-36, 38-40) | Lump Sum | | \$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 ² | 101 Cars | \$8,711,654 |
| Item 28 | Mod 7 | Additional Training Allowance | Lump Sum | | \$1,000,000 |
| Item 29 | Mod 8 | Non recurring Costs Change Orders 41, 43 | Lump Sum | | \$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 | \$6,947 | 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 |
| Item 32 | Mod 9 | Non-recurring costs | Lump Sum | | \$885,063 |
| Item 33 | Mod 9 | Tire replacement per truck set | \$65,477 | 20 Cars | \$1,309,540 |
| Item 34 | Mod 9 | Retrofit of door system changes Change Order 44 | \$18,589 | 28 Cars | \$520,492 |

| | | | | | |
|---------|-------|---|-----------|-----------------|----------------------|
| Item 35 | Mod 9 | Retrofit of rear view monitor system Change Order 45 | \$37,759 | 28 Cars | \$1,057,252 |
| Item 36 | Mod 9 | Retrofit of Phase 1 Change Orders 46 to 52 | \$14,445 | 68 Cars | \$982,260 |
| Item 37 | Mod 9 | Phase 2 recurring costs - Change Orders 44 & 45 | \$18,021 | 141 Cars | \$2,540,961 |
| Item 38 | Mod 9 | Phase 2 Recurring costs Orders 46 to 52 | -\$18,133 | 151 Cars | -\$2,738,083 |
| Item 39 | Mod 9 | Retrofit of Phase 2 Change Orders 46 to 49 | Lump Sum | 15 Cars | \$150,436 |
| | | | | SUBTOTAL | \$970,078,803 |

Option

| ITEM | CONTRACT MOD. | DESCRIPTION | UNIT PRICE | QUANTITY | EXTENDED PRICE ⁴ |
|----------|---------------|---|--------------------------|----------|-----------------------------|
| Item 7.2 | | Option 2 for 1 to 45 additional 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 | \$72,767,279 |

| | |
|---|------------------------|
| Not to exceed CONTRACT LIMIT | \$1,192,651,577 |
|---|------------------------|

Notes:

- ¹ Allowance used and incorporated into Contract Modification Nos. 7 and 8 (Items 26-35).
- ² This price does not include escalation. Escalation will be applied in accordance with Section 7.5 of the Agreement; the parties have agreed that the escalation will be 14.7091% for Phase 2, items 5.2 and 8.2.
- ³ Price includes escalation. Item 2.2 includes escalation required on items 2.1, 12B, and 19, as per letter SII-MTA 1301, which is incorporated herein by reference as though fully set forth.
- ⁴ Prices do not include sales taxes.
- ⁵ The prices of spare parts (recorded in Exhibits 1B and 1C - Nominal Spare Parts) that are affected by the changes (trucks, wheels, seats) in Modification No. 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 Acceptance 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 approval 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 Acceptance 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 approval 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 Acceptance 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 approval 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 Acceptance 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 Acceptance 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 Acceptance of all Contract requirements (Retention) | 5% |
| Total for Item 4 | | 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 Acceptance 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 Acceptance 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 Acceptance 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 Acceptance 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 approval 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 approval 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 approval 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 approval 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 Acceptance 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 for approval of 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 approval of 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% |
| Total for Item 17.1 | | 100% |

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% |
| Total for Item 17.2 | | 100% |

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% |
| Total for Item 20 | | 100% |

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% |
| Total for Item 21 | | 100% |

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% |
| Total for Item 22 | | 100% |

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% |
| Total for Item 23 | | 100% |

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, and 33 Phase 1, Option 1, Phase W Cars | 50% |
| B | Completion of installation of modifications in 34 Cars for Change Orders 28, 30, 31, and 33 Phase 1, Option 1, Phase W Cars | 50% |
| Total for Item 24 | | 100% |

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 Order 41) | 60% |
| B | Approval of FDR supplement (Change Order 43 - Doors) | 40% |
| Total for Item 29 | | 100% |

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

Item 30.1 – Modifications for Change Order 41 (Securitas Monitors)

| | Milestone | Percent of Bid Item |
|---|---|---------------------|
| A | Installation, testing and Acceptance of modifications in 68 Phase 1, Option 1, Phase W Cars (Change Order 41) | 100% Per Vehicle |

Item 30.2 – Modifications for Change Order 43 (Doors)

| | Milestone | Percent of Bid Item |
|---|--|---------------------|
| A | Installation, testing and Acceptance of door modifications in 40 Phase 1, Option 1, Phase W Cars (Change Order 43) | 100% Per Vehicle |

Item 30.3 – Modifications for Change Order 41 (Rear View Monitors)

| | Milestone | Percent of Bid Item |
|---|---|---------------------|
| A | Installation, testing and Acceptance of modifications to rear view monitor system in 40 Phase 1, Option 1, Phase W Cars (Change Order 41) | 100% Per Vehicle |

Item 31 - Recurring Costs for Modification No. 8, Phase 2

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.

Item 32 – Non-Recurring Costs for Modification No. 9

| | Milestone | Percent of Bid Item |
|-------------------|---|---------------------|
| A | Tire replacement set-up complete (Change Order 53) | 30% |
| B | Shipment and approval of tow bars and strap adaptors (Change Order 54) | 30% |
| C | Field modification instructions (FMIs) approved for Change Orders 46-52 | 40% |
| Total for Item 32 | | 100% |

Item 33 – Costs for Modification No. 9 - Tire Replacement

| | Milestone | Percent of Bid Item |
|---|--|---------------------|
| A | Tire replacement for trucks on 20 Cars (60 trucks total) complete, returned, and Accepted by SFMTA (Change Order 53) | 100% per truck |

Item 34 – Recurring Costs for Modification No. 9 Retrofit of Door Systems – 28 Phase 1, Option 1, Phase W Vehicles

| | Milestone | Percent of Bid Item |
|---|--|---------------------|
| A | Retrofit of door systems (Change Order 44) | 100% per Vehicle |

Item 35 – Recurring Costs for Modification No. 9 Retrofit of Rear View Monitor Systems – 28 Phase 1, Option1, Phase W Vehicles

| | Milestone | Percent of Bid Item |
|---|---|---------------------|
| A | Retrofit of rear view monitor systems (Change Order 45) | 100% per Vehicle |

Item 36 – Recurring Costs for Modification No. 9 – 68 Phase 1, Option 1, Phase W Vehicles

| | Milestone | Percent of Bid Item |
|---|--|---------------------|
| A | Retrofit of operator cab and Clipper equipment (Change Orders 46-52) | 100% per Vehicle |

Item 37 – Recurring Costs for Modification No. 9 – 141 Phase 2 Vehicles, (Change Orders 44 and 45)

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

Item 38 – Recurring Costs for Modification No. 9 – 151 Phase 2 Vehicles, (Change Orders 46 to 52)

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

Item 39 – Costs for Modification No. 9 – Retrofit of 15 Phase 2 Vehicles, (Change Orders 46 to 49)

| | Milestone | Percent of Bid Item |
|---|---|---------------------|
| A | Completion of cab improvement modifications Retrofit of 15 Phase 2 Vehicles, (Change Orders 46 to 49) | 100% |

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 3, Item 12 Completion Of Vehicle Modifications In Base Vehicles (Modification 3) | Per Vehicle Delivery |
| Contract Mod 3, Item 13 Completion of Vehicle Modifications in Option 1 Vehicles (Modification 3) | Per Vehicle Delivery |
| 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 - 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 - 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 – 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 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 26 – Completion of Installation of Vehicle modifications for Modification No. 7 – 50 Phase 2 Vehicles | Per Phase 2 Vehicle Delivery |
| Contract Mod 7, Item 27 – Completion of Installation of vehicle modifications for Modification No. 7 – 101 Phase 2 Vehicles | Per Phase 2 Vehicle Delivery |
| Contract Mod 8, Item 29 A – Approval of FDR Supplement for Modification of Rear View Monitor System (Change Order 42) | 12/15/2020 |
| Contract Mod 8, Item 29 B – Approval of FDR Supplement for Modification of Door System (Change Order 43) | 12/31/2020 |
| Contract Mod 8, Item 30.1 – 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 30.2 – 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 30.3 – Completion of Retrofit of Rear View Monitor System for 40 Phase 1, Option 1, Phase W Vehicles (Change Order 41) | 8/31/2021 |
| Contract Mod 8, Item 31.1 Completion of Installation of Door and Rear View Monitors upgrades for 10 Phase 2 Vehicles (Change Order 41, 43) | Per Phase 2 Vehicle Delivery |
| Contract Mod 9, Item 32 A – Tire Replacement Set Up Complete (Change Order 53) | 12/15/2022 |
| Contract Mod 9, Item 32 B – Shipment and Approval of Tow Bars and Strap Adaptors (Change Order 54) | 12/24/2021 |
| Contract Mod 9, Item 32 C – FMIs Approved for Change Orders 46-52 | 12/15/2022 |
| Contract Mod 9, Item 33 – Tire Replacement for Trucks on 20 Cars complete, returned, and Accepted by SFMTA (Change Order 53) | 12/15/2022 |
| Contract Mod 9, Item 34 – Retrofit of Door Systems (Change Order 44) | 12/15/2022 |
| Contract Mod 9, Item 35 – Retrofit of Rear View Monitor Systems (Change Order 45) | 3/31/2022 |
| Contract Mod 9, Item 36 – Retrofit of Operator Cab and Clipper Equipment (Change Orders 46-52) | 12/15/2022 |
| Contract Mod 9, Item 37 – Completion of Installation of vehicle modifications for Modification No. 9 – 141 Phase 2 Vehicles, (Change Orders 44 and 45) | Per Phase 2 Vehicle Delivery |
| Contract Mod 9, Item 38 – Completion of Installation of vehicle modifications for Modification No. 9 – 151 Phase 2 Vehicles, (Change Orders 46 to 52) | Per Phase 2 Vehicle Delivery |
| Contract Mod 9, Item 39 – Retrofit of 15 Phase 2 Vehicles, (Change Orders 46 to 49) | 2/28/2022 |

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

Exhibit 10

Modification No. 9 Change Orders

| Change Order No. | Description | Technical Specification (TS) Change vs. FAI Change | Total |
|-------------------------|---|---|---------------------|
| 44 | Sensitive Edge on Middle Doors (NRE + 141 Phase 2 + 28 Phase 1) | FAI Change | \$1,052,370 |
| 45 | Rear View Monitors and Exterior Cameras Upgrade (141 Phase 2 + 28 Phase 1) | FAI Change | \$3,066,407 |
| 46 | Additional Cab Mirrors | FAI Change | \$494,662 |
| 47 | Master Controller Additional Adjustability | FAI Change | \$701,625 |
| 48 | Reversal of Sanding and Gong Footswitches | FAI Change | \$53,768 |
| 49 | Moving Flasher Light Button | FAI Change | \$218,707 |
| 50 | Clipper Equipment Deduction (Contractor no longer providing system equipment for Phase 2) | TS Change | -\$3,157,709 |
| 51 | Clipper Next Generation Design Changes | TS Change | \$56,656 |
| 52 | Clipper Next Generation Wiring Retrofits | TS Change | \$287,497 |
| 53 | Tire Replacement Support | TS Change | \$1,593,750 |
| 54 | Tow Bars and Strap Adapters | FAI Change | \$281,703 |
| 55 | Interior Seating Mock Up | FAI Change | \$58,485 |
| | | Change Orders Total | \$4,707,921 |
| | | Escalation | \$75,377,539 |
| | | | |
| | | Mod 9 Total | \$80,085,460 |