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June 30, 2022

C. Scott Perry, President
TransitAmerica Services, Inc.
600 S. Riverside Road
St. Joseph, MO 64507

Subject: Side Letter to Address Federal Employees Liability Act Insurance Coverage for the Caltrain Service

Dear Scott:

The Peninsula Corridor Joint Powers Board ("JPB") is pleased to have reached agreement with TransitAmerica Services, Inc. ("TASI") on the annual fee for administering claims filed pursuant to the Federal Employees Liability Act ("FELA"). Pursuant to Section 13(A)(1)(a)(3)(i) of the Agreement to Provide Rail Operations, Maintenance and Support Services (the "Agreement"), the JPB reserves the right to analyze and implement alternative compensation strategies for the FELA costs described in the Agreement. Accordingly, the parties further agree that, beginning on July 1, 2022:

1. TASI will be paid a flat fee of \$500,000 annually inclusive of general and administrative expenses to administer and defend claims on the JPB's behalf.
2. Any non-administrative costs not covered by the FELA policy exceeding \$500,000 per fiscal year will be covered in full by the JPB. The total amount paid by TASI for claims will be reconciled against the \$500,000 fee paid to TASI to administer claims.
3. TASI will not incur any further expenses related to FELA coverage beyond the \$500,000 flat fee and will not apply the FELA additive to staff time worked (as described in Attachment A, Direct Costs and General Administrative Overhead Costs, Section A, Direct Costs, Paragraph 2, Employee Benefit, and Injury Costs, as amended in Amendment No. 2 dated November 13, 2012 of the Agreement).
4. All other conditions, requirements, provisions, and sections of the underlying Agreement will remain in full force and effect, including all provisions related to incentive payments for TASI.

PENINSULA CORRIDOR JOINT POWERS BOARD
1250 San Carlos Ave. – P.O. Box 3006
San Carlos, CA 94070-1306 (650) 508-6200

The JPB reserves the right to discontinue these arrangements with at least 60 days' written notice to TASI.
Sincerely,

David Santoro

David Santoro
Acting Chief Operating Officer

I agree to the terms of this letter on behalf of TASI:

Signed: _____

Name: _____

Title: _____

Date: _____

Cc: James Harrison
Michelle Bouchard
Grace Martinez
Jeff Davison

TASI Side Letter - FELA Claims - 20220629

Final Audit Report

2022-07-01

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Agreement completed.

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