

1 **SECOND AMENDMENT TO COST SHARING AGREEMENT**
 2 **BETWEEN THE CITY OF LONG BEACH, THE CITY OF LOS ANGELES,**
 3 **AND THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY**
 4 **FOR AN ADVANCED TRANSPORTATION MANAGEMENT**
 5 **INFORMATION AND SECURITY SYSTEM**

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 7 **THIS SECOND AMENDMENT TO COST SHARING AGREEMENT**

8 ("Second Amendment") is made and entered into as of this ____ day of
 9 _____, 2012, by and among the CITY OF LONG BEACH, a municipal
 10 corporation, acting by and through its Board of Harbor Commissioners ("Long Beach"),
 11 the CITY OF LOS ANGELES, a municipal corporation, acting by and through its Board of
 12 Harbor Commissioners ("Los Angeles"), and the ALAMEDA CORRIDOR
 13 TRANSPORTATION AUTHORITY, a joint powers authority created under the laws of the
 14 State of California ("ACTA").

15 1. This Second Amendment is made with reference to the following
 16 facts and objectives:

17 1.1 Long Beach, Los Angeles and ACTA entered into a Cost
 18 Sharing Agreement for an Advanced Transportation Management Information and
 19 Security System ("Project") dated December 12, 2005 (Long Beach Harbor
 20 Department Document No. HD-6998; Los Angeles Harbor Department Document
 21 No. 2459), which was amended on August 8, 2007 (Long Beach Harbor
 22 Department Document No. HD-6998A) (collectively, the "Agreement").

23 1.2 The parties desire to update the Agreement to: (a) reflect the
 24 changes in scope of work for Siemens Industry, Inc., Project consultant
 25 ("Consultant"); (b) refine the Project costs; and (c) attach the Consultant contract
 26 amendments.

27 2. Exhibit C to the Agreement, which is the Consultant scope of work, is
 28 supplemented by Exhibit C (Amended) and Exhibit C (Second Amended), and Exhibit C

OFFICE OF THE CITY ATTORNEY
 ROBERT E. SHANNON, City Attorney
 333 West Ocean Boulevard, 11th Floor
 Long Beach, CA 90802-4664

1 (Third Amended), which reflect the changes in Consultant scope of work necessitated by
 2 Project refinement, attached hereto and incorporated herein by this reference.

3 3. Exhibit D (Amended) and Exhibit E (Amended) to the Agreement,
 4 which describe the Project costs, are replaced by Exhibit D (Second Amended) and
 5 Exhibit E (Second Amended) attached hereto and incorporated herein by this reference.
 6 These exhibits reflect the refinement of the Project scope and of the Project costs to
 7 adjust for the portion of the USDOT grant funds (\$88,659 of \$413,659) that was
 8 rescinded by US Congress.

9 4. Exhibit F to the Agreement is amended by Exhibit F (Amended) and
 10 Exhibit F (Second Amended), and Exhibit F (Third Amended), attached hereto and
 11 incorporated herein by this reference. These exhibits reflect the Consultant contract
 12 amendments.

13 5. Paragraph 5C, 5D, 5E and 5F are added to Agreement and read as
 14 follows:

15 "C. The three parties to this Agreement shall share
 16 equally in other direct costs (ODC). Examples of typical ODCs include
 17 printing, copying and reprographics of project documents; advertising of
 18 project plans and specifications for public bidding in local publications; CD
 19 production of project plans and specifications for public bidding; purchase
 20 of ancillary materials.

21 "D. Each party shall pay for their respective plan-checks,
 22 permitting, utility service establishment fees/charges for construction work
 23 that falls within their jurisdiction. For example any field devices residing
 24 within the City of Long Beach or Port of Long Beach boundaries, those
 25 plan-checks, permitting, utility service establishment fees/charges will be
 26 solely borne by the Port of Long Beach. For example any field devices
 27 residing within the City of Los Angeles or Port of Los Angeles boundaries,
 28 those plan-checks, permitting, utility service establishment fees/charges

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will be solely borne by the Port of Los Angeles.

“E. The three parties to this Agreement shall share equally in the cost for plan-checks, permitting and utility service establishment, fees/charges for construction work that falls outside the right-of-way and/or jurisdiction of each party (i.e. COLA, POLA, COLB, POLB and ACTA).

“F. Recurring fees or costs, such as operating, maintenance, and utility costs, are not included in this Agreement.”

6. Except as expressly amended herein all other provisions of the

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Long Beach, CA 90802-4664

1 Agreement shall remain unchanged. Los Angeles' share of the Project expenses shall
2 not exceed \$1,683,690 and ACTA's share of the Project expenses shall not exceed
3 \$1,683,690.

CITY OF LOS ANGELES, a municipal
corporation, acting by and through its
Board of Harbor Commissioners

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6 _____, 2012

By: _____

Geraldine Knatz, Ph.D.
Executive Director
Los Angeles Harbor Department
LOS ANGELES

CITY OF LONG BEACH, a municipal
corporation, acting by and through its
Board of Harbor Commissioners

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12 _____, 2012

By: _____

J. Christopher Lytle
Executive Director
Long Beach Harbor Department
LONG BEACH

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16 APPROVED AS TO FORM:
Los Angeles City Attorney

APPROVED AS TO FORM:
Long Beach City Attorney

17 CARMEN A. TRUTANICH, City Attorney

ROBERT E. SHANNON, City Attorney

18 Date: _____, 2012

Date: _____, 2012

19 By: _____

By: _____

20 Its: _____

Charles M. Gale, Deputy

ALAMEDA CORRIDOR
TRANSPORTATION AUTHORITY, a joint
powers authority

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23 _____, 2012

By: _____

Chief Executive Officer

ACTA

APPROVED AS TO FORM:
ACTA CO-GENERAL COUNSEL

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26 _____, 2012

By: _____

Its: _____

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28 CMG:rjr 07/11/12 #A09-04005
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Exhibit C (Amended)

Exhibit "C" (Amended)

SIEMENS

March 9, 2009

George Gordon
 Senior Program Manager
 Port of Long Beach
 PO Box 570
 Long Beach, CA 90801-0570

Subject: ATMIS Completion Funding, Professional Services Contract HD-6997

Dear Mr. Gordon:

Siemens would like to request authorization to proceed with \$2,037,086 needed to complete the remainder of the work including, project Phases IV, V, VI, and VII (system development, implementation, and integration). The revised budget includes an increase of \$754,261 to the original Siemens contract as follows:

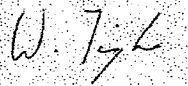
Authorized amount to date	\$1,899,988
<u>Additional needed to complete work</u>	<u>\$2,037,086</u>
Total authorization needed	\$3,937,074
Original Siemens contract amount	\$3,182,813
<u>Additional amount needed</u>	<u>\$754,261</u>
Total contract after amendment	\$3,937,074

As discussed at our recent meeting and described in the separate documentation of the work and budgets needed for project completion, the additional amount needed is primarily the result of increased scope of work from adding approximately \$3.5m to the field devices construction budget (see attached table of construction contract amounts). The increase in software work is in response to changes in the type of field devices and to take advantage of technology advances since the project's conception.

An attached table shows a detailed labor and expenses estimate for the remaining work needing additional authorization. It is understood that although Siemens will design the elements of both Phases 6A and 6B, the Port may elect to eliminate 6B elements from the construction package.

Please contact me at 925-787-3251 or warren.tighe@siemens.com with any questions.

Sincerely,



Warren Tighe
 Siemens Project Manager

Siemens ITS - 3452 E. Foothill Blvd, #1040, Pasadena, CA 91107 - 626 577 2284

Exhibit C (Amended)

Ports of Long Beach/Los Angeles Advanced Transportation Management Information System
 Breakdown of Costs for which Additional Funds are Requested - March 25 2009
 The funds request broken down here is exclusive of the contingency funds requested in October 2008.
 Labor billing rates are current rates & will not change (no cost of living adjustment) through August 2011.

Task Name	Firm Name		Siemens										Total Hours	Labor Cost				
	Warren	Moogan	PM	DPM	\$182	\$182	\$128	\$89	\$124	Eng	Jr. Eng	Progmr			Eng	Struct	Eng	TPC
Phase 2 Detailed Design	221	346	0	295	560	0	312	167	123	262	1,322	3,608	\$429,782					
Task 2.0 Project Management (Design Phase)	81	190										271	\$54,506					
Task 2.1 Conceptual Design and System Requirements Update	20	60			20							100	\$17,620					
Task 2.2 Field Elements Design	120	96	0	295	540	0	312	167	123	262	1,322	3,237	\$357,656					
Phase 3 Construction Package (Port of Long Beach)	40	32	100	190	90	87	440	110	77	440	110	1,077	\$118,996					
Phase 3 Construction Package (Port of Los Angeles)	40	32	120	210	57	212	57	57	50	288	442	982	\$108,534					
Phase 3 Construction Package (Ogden)	60	32	75	140	40	40						0	\$0					
Task 2.3 System Software Design																		
Phase 3 System Implementation	297	631	1,117	560	1,074	5,029	40	95	20	20	230	9,124	\$1,227,054					
Task 3.0 Project Management (Implementation Phase)	180	279										459	\$95,058					
Task 3.1 Construction Support Services	50	60	200	232			40	95	\$20			697	\$90,318					
Task 3.2 Software Development/Integration	24	82	902	160	387	4900						6,455	\$847,515					
Task 3.3 System Deployment / Integration / Acceptance Testing	10	60	89	120	145	60						484	\$65,283					
Task 3.4 As-Built Plans	5	20			40					20	230	315	\$31,130					
Task 3.5 Overall Field and System Integration	20	20	40	40								100	\$12,320					
Task 3.6 System Documentation	20	40	75	40	110	20						305	\$43,240					
Task 3.7 Training	4	50	26	10	70							160	\$22,326					
Task 3.8 60-day Operational Testing	4	20	25	10	50	40						149	\$19,864					
Phase 4 Warranty Period	5	30	60	80	80	80						255	\$34,650					
TOTAL ALL PHASES	523	1,007	1,177	875	1,714	5,100	362	262	143	282	1,552	12,987	\$1,691,486					

Breakdown of Labor (without COLA) Cost by Firm:	
Siemens	\$1,423,092
Transportation and Energy Solutions (TES)	\$38,720
Structural Engineering & Design Company (SEDC)	\$39,300
Teri Parola Consulting (TPC)	\$15,730
LIN Consulting (LIN)	\$174,644
Total Labor	\$1,691,486

Subconsultant oversight (3%) - incl. subs in cntgry	
Travel and other direct costs	\$0
Software licenses	\$240,000
Computer hardware and off-the-shelf software	\$105,600
Cost of living adjustment (COLA) (3.5% per year)	\$0
Total COLA and Non-Labor	\$345,600
TOTAL LABOR AND NON-LABOR	\$2,037,086

Exhibit C (Amended)

Port Of Long Beach ATMIS Project
Siemens Contract Budgets Summary

Last updated March 25, 2009

Expenditures are as of October 2008.

	2005 Original Contract	Amount Expended To Date	Needed To Complete	Contract Amendment Needed
<u>Phase 1 Labor - Preliminary Design</u>				
Subtotal Phase 1	\$564,093	\$564,092	\$0	\$0
<u>Phase 2 Labor - Detailed Design</u>				
Task 2.0 - Project management (design phase)	\$68,528	\$68,528	\$84,396	\$84,396
Task 2.1 - Concept and requirements update	\$22,910	\$22,910	\$17,620	\$17,620
Task 2.2 - Field elements design (PS&E)	\$653,057	\$653,057	\$527,416	\$527,416
Task 2.3 - Software design	\$135,903	\$135,903	\$100,338	\$100,338
Subtotal Phase 2	\$880,398	\$880,398	\$729,770	\$729,770
<u>Phase 3 Labor - System Implementation</u>				
Task 3.0 - Project management (implem phase)	\$60,224	\$0	\$95,058	\$34,834
Task 3.1 - Construction support	\$141,177	\$0	\$90,318	-\$50,859
Task 3.2 - Software development/integration	\$317,321	\$0	\$847,515	\$530,194
Task 3.3 - Deployment and testing	\$235,051	\$0	\$65,283	-\$169,768
Task 3.4 - As-built plans	\$18,424	\$0	\$31,130	\$12,706
Task 3.5 - Overall field and system integration	\$107,609	\$0	\$12,320	-\$95,289
Task 3.6 - System documentation	\$56,891	\$0	\$43,240	-\$13,651
Task 3.7 - Training	\$34,004	\$0	\$22,326	-\$11,678
Task 3.8 - 60 day operational test	\$18,548	\$0	\$19,864	\$1,316
Subtotal Phase 3	\$989,249	\$0	\$1,227,054	\$237,805
<u>Phase 4 Labor - Warranty</u>				
Subtotal Phase 4	\$32,715	\$0	\$34,650	\$1,935
<u>Non-Labor Costs</u>				
Subcontractor oversight	\$32,758	\$23,278	\$0	-\$9,480
Travel and other direct costs	\$92,770	\$82,976	\$0	-\$9,794
Software licenses	\$240,000	\$0	\$240,000	\$0
Computer hardware & off-the-shelf software	\$246,000	\$0	\$105,600	-\$140,400
Cost of living adjustment	\$104,830	\$49,255	\$0	-\$55,575
Subtotal Non-Labor	\$716,358	\$155,509	\$345,600	-\$215,249
GRAND TOTAL	\$3,182,813	\$1,599,999	\$2,337,074	\$754,261
			\$299,988	
			\$2,037,086	
			\$3,937,074	

Contingency Approved
Additional Authorization Needed

Total Contract After Amendment

Exhibit C (Second Amended)

SIEMENS

January 4th, 2010

George Gordon
Senior Program Manager
Port of Long Beach
PO Box 570
Long Beach, CA 90801-0570

Subject: ATMIS Completion Funding, Professional Services Contract HD-6997

Dear Mr. Gordon:

To ensure the ATMIS system was operational by the July 2010 deadline, Siemens has applied resources, and made payments for software and hardware, as needed and directed by POLB. Various unexpected, out-of-scope work items arose, but in order to avoid slowing the progress of the project, Siemens did whatever was necessary at the time. As a result of the above, the total budget available to Siemens is not sufficient to cover all of the work remaining to be completed. As there is a pause in the project while we await Caltrans approval of the Phase VI design, it is requested that the Port revise the Siemens contract budget to accommodate the remaining work items that will allow effective completion of the project.

Siemens would like to request authorization to proceed with \$595,000 needed to complete the remainder of the work. The revised budget includes an increase of \$595,000 to the original Siemens contract as follows:

Authorized amount to date	\$3,937,074
<u>Additional needed to complete work</u>	<u>\$ 595,000</u>
Total authorization needed	\$4,532,074

As a result of the unexpected costs so far, Siemens has expended all of the current contract's budget, leaving no budget for completion of the project. Work remaining includes completion of PS&E, construction support, and deployment and testing for Phase VI; PS&E, construction support, and deployment and testing for Phase VIII; completion of ATMIS software, installation and testing at the Port of LA; completion of field device integration and testing; PeMS integration; system documentation; as-built plans; further training; operational test; and warranty extension.

An attached table shows a detailed labor and expenses estimate for the remaining work needing additional authorization. Please note that, for the purposes of this project, Siemens current hourly rates will remain unchanged until December 31, 2012.

Please contact me at 713-252-5919 or milton.henriquez@siemens.com with any questions.

Sincerely,

Milton Henriquez

Milton Henriquez
Siemens Project Manager

Siemens ITS – 8004 Cameron Rd, Austin, TX 78754 – 512- 837- 8364

Exhibit C (Second Amended)

Ports of Long Beach/Los Angeles Advanced Transportation Management Information System
 Breakdown of Costs for which Additional Funds are Requested - January 4th 2011
 Labor billing rates are current rates & will not change (no cost of living adjustment) through December 31 2012.

Task Name	Firm Name		Siemens										Total Hours	Labor Cost
	Labor Billing Rate		\$246	\$182	\$182	\$128	\$89	\$124	\$110	SEDC	TPC	LIN Consulting		
	Warren	DPM Milton	Sys Eng	Design Eng	Jr. Eng	Progrmr	Eng	Struct Eng	Eng	PM	CADD			
Phase 2 Detailed Design	0	0	14	213	252	81	25	30	18	20	40	694	\$78,000	
Task 2.0 Project Management (Design Phase)												0	\$0	
Task 2.1 Conceptual Design and System Requirements Update												0	\$0	
Task 2.2 Field Elements Design												577	\$63,000	
Phase VI design (PS&E and coordination with Caltrans)				73	98							170	\$18,000	
Phase VIII design (PS&E)				130	144		25	30	18	20	40	406	\$45,000	
Task 2.3 System Software Design			14	10	11	81						117	\$15,000	
Phase 3 System Implementation	0	0	100	495	847	400	14	0	10	0	90	1,957	\$217,000	
Task 3.0 Project Management (Implementation Phase)												0	\$0	
Task 3.1 Construction Support Services Phases VI & VIII				20	166		14					210	\$20,000	
Task 3.1 Software dev. to complete replication of ATMS computers in POLA												0	\$0	
Task 3.2 System Deployment / Integration / Acceptance Testing			20	186	95	179						479	\$58,000	
Task 3.3 As-Built Plans for upgraded system Phases VI & VIII			80	121	220	172						593	\$71,000	
Task 3.4 Overall Field and System Integration				19	110	49					90	219	\$20,000	
Task 3.5 System Documentation				37	80	150						167	\$18,000	
Task 3.6 Training				13	26							39	\$4,000	
Task 3.8 60-day Operational Testing												0	\$0	
Phase 4 Warranty Period												0	\$0	
TOTAL ALL PHASES	0	0	114	708	1,100	481	39	30	28	20	130	2,651	\$295,000	

Subcontractor	Cost	Total
Subcontractant oversight (3%) - incl. subs in entigy	\$0	\$0
Travel and other direct costs	\$0	\$0
Software licenses	\$190,000	\$190,000
Computer hardware and off-the-shelf software	\$110,000	\$110,000
Cost of living adjustment (COLA) (3.5% per year)	\$0	\$0
Total COLA and Non-Labor	\$300,000	\$300,000
TOTAL LABOR AND NON-LABOR	\$595,000	\$595,000

Breakdown of Labor (without COLA) Cost by Firm:	Cost
Siemens	\$269,034
Transportation and Energy Solutions (TES)	\$4,290
Structural Engineering & Design Company (SEDC)	\$4,500
Tetl Parola Consulting (TPC)	\$3,166
LIN Consulting (LIN)	\$14,070
Total Labor	\$295,000

Exhibit C (Second Amended)

Amendment 2 to Siemens ATMIS Contract
January 4, 2011

The following table summarizes the work required to be completed and in need for additional budget.

No. Task	Item	Amount	Completion Milestones/Deliverables
A ATMIS SYSTEM ADDITIONS (ADDED SCOPE - POLA REPLICATION)			
1	Task 3.2 Software dev. to complete replication of ATMIS computers in POLA	\$18,000	ATMIS demonstration of POLA devices control
2	Task 3.2 Computer hardware for replication of ATMIS computers at POLA	\$15,000	Physical installation of ATMIS hardware at POLA
3	Task 3.3 Complete replication of ATMIS computers at POLA	\$13,000	ATMIS demo of database at POLA/POLB
4	Task 3.3 POLA device load testing and reporting	\$33,000	POLA test results report
5	Task 3.5 Complete integration and replication of ATMIS computers at POLA	\$18,000	ATMIS demonstration of POLA system
6	Software Licenses Fees to complete replication of ATMIS computers at POLA	\$190,000	Physical installation of ATMIS hardware at POLA
B ATMIS FIELD DEVICES DESIGN & CONSTRUCTION SUPPORT (PHASE VI, VIII, INTEGRATION AND/OR DEVICES)			
1	Task 2.2 Phase VI design (PS&E and coordination with Calltrans)	\$18,000	Signed PS&E
2	Task 2.2 Phase VIII design (PS&E)	\$45,000	At 25%, 50%, 90%, 100%, and signed PS&E
3	Task 3.1 Additional labor for construction support, Phase VI and VIII	\$20,000	Construction milestones
4	Task 3.4 As-built plans for complete upgraded system, Phases III, IV, V, VI, and VIII	\$20,000	As-builts submitted
5	Task 3.6 Documentation and training	\$30,000	Documents submitted and training conducted
C ATMIS SYSTEM ENHANCEMENTS (ADDED SCOPE - PEMS)			
1	Software Licenses Purchase of PeMS software and integration support from BTS	\$110,000	At 25%, 50%, 90%, 100% PeMS development progress
2	Task 2.3 Software development for PeMS integration	\$15,000	Visual of PeMS in ATMIS
3	Task 3.3 PeMS integration	\$15,000	Demonstration of Port PeMS from ATMIS
4	Task 3.2 Software development to test complete integrated system	\$10,000	Demonstration of Port PeMS from ATMIS
D INTEGRATION OF eMODAL/PORTS AMERICA/PIER PASS (PHASE VII-A)			
1	Task 3.2 Phase VII-A: Software development for integration (ATMIS ATIS page)	\$15,000	Presentation of ATMIS ATIS page (Capped at 50 Hrs)
2	Task 3.3 Phase VII-A: System integration as agreed and defined in system integration document	\$10,000	Demonstration of interface to ATMIS ATIS page (Online, capped at 40 Hrs)
		TOTAL:	\$595,000

Exhibit C (Third Amended)

SIEMENS

POLB
925 Harbor Plaza
Long Beach, CA 90802

Attention: Mr. Sean Gamette, Mr. Douglas Sereno

Mobility Division, Intelligent Traffic Solutions

Industry

Name	John Ellis
Department	Siemens, Inc., Mobility Division Complete Transportation, Intelligent Traffic Solutions
Telephone	512-637-8346
Fax	512-637-8439
Mobile	512-658-5962
E-mail	Ellis.john@siemens.com

Date: January 24th, 2012

Dear Mr. Gamette,

This letter is to acknowledge Siemens is in receipt of your letter dated January 5th, 2012. Siemens understands the frustration of the Port and its partners over the last several years with the amount of change which has happened within the Siemens organization. Over the past six months, a new leadership team for the Austin ITS office has been put in place. We have conducted several meetings and workshops in the past several weeks discussing the Port of Long Beach ATMIS project and are 100% committed to working with the Port to bring about a successful resolution to the project as quickly and efficiently as possible. Siemens has developed a plan, utilizing the right team, in order to be successful in this effort. To accomplish this, Siemens proposes the following:

1. Siemens will drop the claim for un-billed hours, \$280,496.
2. Siemens requests an additional \$149,837 funding, as outlined in attachment 1, to be used to complete the scope items as defined by the Port and its partners, also listed in attachment 1. Siemens will make every effort to finish the scope under this amount which will result in unused funds being retained by the Port. Additionally, this will be the last request by Siemens for funds to complete the remaining scope as listed in attachment 1. Should Siemens use more funds than available and approved, it will be at cost to Siemens.
3. Senior Siemens leadership is ready to meet with Port management, if requested, in order to show our commitment to the Port and to help bring about a swift completion to the project.

Please don't hesitate to contact me if you have any questions or need further information.

With kind regards,



John Ellis
Project Manager

cc: Dmitry Lipkin, Head of PMO
Craig Debevoise, Project Controller

Attachments:
ATMIS - Siemens Contract and Amendment - Scope and Contract Budget 1-24-12

Siemens Industry, Inc.
8504 Cameron Road
Austin TX 78754

A Siemens Industry Business,
Mobility Division

Tel: 512-637-6346
Fax: 512-637-8439
www.siemens.com

Exhibit C (Third Amended)

ATMIS - SIEMENS CONTRACT FUNDING STATUS

PW/TASK	DELIVERABLE	STATUS	DELIVERABLE	Proposed Allocation of Existing Contract Funds	Estimated Cost to Complete	Additional Funding Needed	NOTES
PHASE 1: Conceptual Design							
0	Project Management			\$87,735	\$87,657.00	\$78.00	
1.1	Update Operational Concept			\$106,709	\$110,778.00	\$0.00	Completed (all deliverables met)
	20 Stakeholder Mtgs	Completed	Mtg Minutes				
	Draft/Final ConOps	Completed	Final Draft ConOps				
	Draft System Validation Plan	Completed	Final Draft SVP				
1.2	Develop User & Functional Reqs			\$80,802	\$88,730.00	\$0.00	Completed (all deliverables met)
	Draft/Final User Reqs Report	Completed	Final Draft Reqs				
	Draft/Final Functional Reqs Report	Completed	Final Draft Reqs				
	Draft System Validation Plan	Completed	Final Ver. Plan				
	Expanded System Validation Plan	Completed					
1.3	Develop System Architecture & Standards Report			\$38,568	\$43,651.00	\$0.00	Completed (all deliverables met)
	Draft/Final System Architecture	Completed	Final Draft Sys Arch				
	Draft/Final Standards Report	Completed	Final Draft Standards				
1.4	Perform Alternatives Analysis & Recommendations			\$116,384	\$107,140.88	\$0.00	Completed (all deliverables met)
	Draft/Final Alternatives Analysis Report	Completed	Final Draft AAR				
1.5	Develop Conceptual Design/Field Surveys			\$121,467	\$117,632.07	\$0.00	Completed (all deliverables met)
	Draft/Final Conceptual Design	Completed	Final Draft Conc Des				
	Field Survey Document	Completed	Final Draft Conc Des				
1.6	Develop Operations, Management, & Maint Plan			\$23,327	\$3,558.00	\$0.00	NOT COMPLETED
	Draft/Final Operations & Maintenance Plan	80%	Final O&M				Draft submitted - need Final
1.7	Develop Detailed System Requirements			\$34,153	\$28,252.00	\$0.00	Completed (all deliverables met)
	Draft/Final System Requirements	Completed	Final Draft Sys Req				
	Draft Sub-system Verification Plan	Completed	Final Ver. Plan				
PHASE 2: Detailed Design							
2	Project Management			\$152,824	\$148,901.00	\$0.00	
2.1	Conceptual Design & System Requirements Update			\$40,830	\$30,265.00	\$0.00	Completed (all deliverables met)
	Draft/Final Updated Conceptual Design	Completed	Final Draft Conc Des				
	Draft/Final Updated System Requirements	Completed	Final Draft Sys Req				
2.2	Field Elements Design			\$1,180,473	\$1,202,521.81	\$0.00	Completed (all deliverables met)
	Draft/Final Basis of Design Document	Completed	Final BO&D				
	Draft/Final Basis of Design Document	Completed	Final BO&D				
	Phase I-V, 15%, 50%, 100%, Final FS&E	Completed	Final FS&E				
	Draft Component Verification Plan	Completed	Final Ver. Plan				
2.3	System Software Design			\$234,241	\$236,182.00	\$0.00	NOT COMPLETED
	Draft/Final System Software Design Specs	Not Needed	Not Needed				Not needed (software dev. near complete)
	Draft Interface Control Document	Not Needed	Not Needed				Not needed (software dev. near complete)
	Draft/Final System Integration Plan	Not Needed	Not Needed				Not needed (software dev. near complete)
	Final System Validation Plan	Completed	Final Draft SVP				Completed (deliverable met)
	Final System Verification Plan	Completed	Final Ver. Plan				Completed (deliverable met)
	Final Sub-system Verification Plan	Completed	Final Ver. Plan				Completed (deliverable met)
	Final Component Verification Plan	Completed	Final Ver. Plan				Completed (deliverable met)
	Draft/Final Acceptance Testing Plan & Procedures	80%	Draft ATP				Draft submitted - need Final
PHASE 3: System Implementation							
3	Project Management			\$85,038	\$78,500.00	\$0.00	NOT COMPLETED (SEE AMEND 3)
3.1	Construction Support Services			\$80,318	\$134,983.40	\$0.00	
	Assistance during bidding and construction						
	Phase I-V	Completed					
	Phase VI	NOT completed					Upon completion of Phase 6 construction
3.2	Software Development / Integration			\$847,515	\$960,682.60	\$0.00	
	Results of internal software/system testing	NOT completed					Can be completed at any time
3.3	System Deployment / Integration / Acceptance Testing			\$85,263	\$78,501.00	\$0.00	
	Field operational ATMIS w/ connections to both Ports regional agencies, Terminal Operators & Truckers	NOT completed					Upon completion of all Phases and POLA replication system
3.4	As-Built Plans			\$31,150	\$31,064.32	\$0.00	
	As-Built Plans in both reproducible & electronic copy						
	Phase I	Completed					
	Phase II - V	NOT completed					Can be completed at any time
	Phase VI	NOT completed					Upon completion of Phase 6 construction
3.5	Overall Field and System Integration			\$12,329	\$3,560.00	\$0.00	
	Purchasing equipment not supplied by other contractors	NOT completed					Phase 6
	Connecting field equipment to comm network in field	NOT completed					Phase 6 and POLA devices (Ph 3 & 5)
	Integration of field units into overall system	NOT completed					Phase 6 and POLA devices (Ph 3 & 5)
	Perform testing of ATMIS with new field units	NOT completed					Phase 6 and POLA devices (Ph 3 & 5)
3.6	System Documentation			\$43,240	\$20,260.00	\$0.00	
	System Operators Manual	80%	Draft CM Manuals				Draft submitted - need final
	System Maintenance Manual	80%	Draft CM Manuals				Draft submitted - need final
	Software Documentation	NOT completed					Need utility COTS software documentation
	Final Report	Not Needed	Not Needed				No longer needed
3.7	Training			\$22,328	\$19,231.00	\$3,095.00	
	Training Procedures Manual	NOT completed					Draft Training Plan
	Training Materials	NOT completed					15 bound hard copies & 1 e-copy CD
	Required Classroom Training Sessions	NOT completed					3-days (8 hours) for 24 hours total
3.8	60-Day Operational Testing			\$18,864	\$17,088.00	\$2,776.00	
	Conduct Test	NOT completed					Upon completion of all Phases - 60-day test
	Resolution of issues resulting from operational testing	NOT completed					
	Updated System documentation	NOT completed					Test (results) Report
PHASE 4: Warranty							
NON-LABOR							
	Subcontractor Oversight			\$23,276	\$24,331.64	\$0.00	
	Travel/ODC			\$82,878	\$74,873.65	\$20.00	
	Software License			\$240,000	\$240,000.00	\$0.00	
	Computer Hardware & COTS Software			\$105,800	\$0.00	\$0.00	
	Cost of Living Adjustment			\$48,255	\$60,719.87	\$0.00	
TOTAL:				\$3,937,074	\$3,699,358	\$27,716	

Exhibit C (Third Amended)

AMENDMENT 2 (Contract Scope and Budget)

PH/TASK	DELIVERABLE	STATUS	DELIVERABLE	Proposed Allocation of Existing Contract Funds	Estimated Cost to Complete	Additional Funding Needed	NOTES
2.2	Field Elements Design			\$47,661			Completed (all deliverable met)
	Phase VI - 25%, 50%, 60%, 100%, Final PBAE, Colors	Completed			\$47,661	\$0	Actual cost of \$47,661
	Phase VII - 25%, 50%, 60%, 100%, Final PBAE	Not Needed	Not Needed		N/A		Reduced Scope: Phase VII not needed
2.3	System Software Design (PeMS Integration into ATMS)			\$4,000		\$0	Reduced Scope: PeMS Integration (link to PeMS only)
	PeMS - Draft/Final System Software Design Specs	Not completed					
	PeMS - Draft Interface Control Document	Not completed					
	PeMS - Draft/Final System Integration Plan	Not completed					
3.1	Construction Support Services			\$30,000			
	Phase VI - Assist during bidding and construction	Not completed			\$46,070	-\$26,070	Actual cost of \$21,070, \$25,000 ETC for Phase VI
	Phase VII - Assist during bidding and construction	Not completed			N/A		Reduced Scope: Phase VII not needed
3.2	Software Development / Integration			\$73,039		-\$2,207	POLA Replication and PeMS
	Replicate ATMS at POLA - SW Development for Integration (Capacity benchmark, PPS config, travel time, WebUI mod)	Not completed			\$37,400		Upon POLA device communications
	Replicate ATMS at POLA - Computer HW & COTS SW	Completed	HW installed		\$21,846		System installed, \$21,846 actual cost
	PeMS - ATMS SW Dev for Integrated System Test	Not completed			\$1,000		Link to PeMS
	elMod/PAPP - ATMS WebUI custom page dev (50 hrs cap)	Not completed			\$16,000		WebUI table of current & projected travel times
	Troubleshooting				\$16,000	-\$16,000	Not included in current scope
3.3	System Deployment / Integration / Acceptance Testing			\$42,000		-\$33,000	POLA Replication, PeMS, complete original
	Complete System Deployment, Integration, and Testing (Capacity benchmark, PPS config, travel time, WebUI mod)	Not completed			\$34,000		From original scope (to completion)
	Replicate ATMS at POLA - Deployment and Integration	Not completed			\$13,000		Needs to be integrated and tested
	Replicate ATMS at POLA - Acceptance Testing	Not completed			\$30,000		System installed
	PeMS - Acceptance Testing of PeMS Integration	Not completed			\$1,000		Link to PeMS - testing connections
	elMod/PAPP/ATMS WebUI page integration (40 hrs cap)	Not completed			\$10,000		WebUI table of current & projected travel times
	Finalize ATP	Not completed			\$4,000	\$0	Generating final draft of ATP
	Troubleshooting				\$14,000	-\$14,000	Not included in current scope
3.4	As-Built Plans			\$10,000		\$0	
	Phase I-IV - As-Built Plans in both reproducible & e-copy	Not completed			\$10,000	\$0	Digital dgn files in CD and volume hc plans
	Phase VII - As-Built Plans in both reproducible & e-copy	Not completed			N/A		Reduced Scope: Phase VII not needed
3.5	Overall Field and System Integration			\$30,000		-\$18,000	POLA Replication
	Replicate ATMS at POLA - Integrate field units into POLA	Not completed			\$47,000		Upon POLA device communications
	Replicate ATMS at POLA - Perform testing of POLA ATMS	Not completed			\$5,000		Upon POLA device communications
	Troubleshooting				\$5,000	-\$5,000	Not included in current scope
3.6	System Documentation			\$26,000		-\$4,000	\$19,000 WIP
	Draft/Final Operations & Maintenance Plan	90%	Draft O&M Plan				Draft O&M Plan submitted - need final
	System Operations and Maintenance Manual	90%	Draft CM Manual				Draft Commitment Manual - need final
	Software Documentation	Not completed					Need utility COTS software documentation
3.7	Training			\$10,000		\$0	Budget also remaining in Original Amendment
	Training Materials	Not completed			\$10,000		15 bound hard copies & 1 e-copy CD
	Required Classroom Training Sessions	Not completed					3-days (8 hours) for 24 hours total
3.8	90-Day Operational Testing						Budget remaining in Original Amendment
	PHASE 4: Warranty	NOT completed					Budget remaining in Original Amendment
	NDALABOR						
	Software License - Replicate ATMS at POLA	Completed		\$190,000	\$190,000	\$0	
	Software License - PeMS software and integration support from BTS	Not completed		\$110,000	\$110,000	\$0	Need to execute PO with BTS
	Project Management			\$0	\$26,000	-\$26,000	Not included in current scope
	Travel			\$0	\$5,000	-\$5,000	Not included in current scope
	Sub-Consultant Oversight			\$0	\$900	-\$900	Not included in current scope
	Updated rates and labor classifications			\$0	Incl. above		Not included in current scope
TOTAL:				\$285,000	\$744,837	-\$149,837	

GRAND TOTAL CONTRACT (ORIGINAL, AMENDMENT 1 & 2)

\$4,632,074

Exhibit C (Third Amended)

ATMIS- Summary of Siemens Scope and Additional Funding Required to Complete		
Task	Description	Additional funds needed
3.1 - Construction Support Services	Additional funding needed due to inaccurate estimate of the amount of support needed for Phase VI construction. Phase VI is a complex design and will require more support than was originally anticipated.	\$ 20,070
3.2 - Software Development / Integration	Additional funding is needed for the software development required to finish PIPS travel time development in Concert, especially for chart enhancements as a sub-layer of the Concert display. WCMR modifications to incorporate travel time data. ModComan per all zoom functionality, as well as the design and development of an alternate/Porte American travel time web interface. Some of these scope items were never budgeted for in previous announcements.	\$ 17,537
3.3 - System Deployment / Integration / Acceptance Testing	The scope of work included in this task contains the deployment and testing of all remaining scope items which are being developed as part of Task 3.2, Software Development. It includes finalizing the overall system test plan as well as performing dry runs of the acceptance test. In addition, it includes the on site Concert system testing and acceptance for both the Port of Long Beach and Port of Los Angeles. The scope in this task is more complex than originally thought and requires more time to test and accept.	\$ 47,000
3.4 - Overall Field and System Integration	Scope includes editing POLA field devices in POLA console and performing the device configuration. Also, includes configuring the HostCommand service to allow POLA devices to be displayed on the POLA Concert display. Includes the device configuration and integration for field devices being added as part of Phase VI. The price includes \$5,000 of prototyping budget. Due to complexity of system and communication infrastructure and low original estimate, this funding is needed.	\$ 24,000
3.5 - System Documentation	Additional funds needed to produce final copies of the system documentation including the system operations and maintenance plan and operations and maintenance manual. These in depth documents took longer to generate than expected.	\$ 4,000
Project Management	Project management for Siemens PM to oversee project resources, coordinate work with POLA, and overall management of project on Siemens' end. No PM budget was included in original scope.	\$ 25,000
Travel	Budget for personnel to travel and stay in POLA when working on site. Travel budget on original project has been expended and this additional funding is needed to finish project.	\$ 8,000
Sub-contract oversight	Oversight of sub-contractors working on tasks for POLA as part of Phase VI.	\$ 900
		\$ 148,507

Exhibit D (Second Amended)

Exhibit "D" (Second Amended)

Advanced Transportation Management Information and Security System (ATMIS)

Current project funding breakdown, per Agency:

Port of Long Beach	\$1,100,000
Port of Los Angeles	\$1,100,000
Alameda Corridor Transportation Authority	\$1,100,000
Los Angeles County Metropolitan Transportation Authority ("Metro")	\$4,236,000
Caltrans/Federal Highway Administration	<u>\$325,000 *</u>
SUBTOTAL	\$7,861,000

Supplemental project funding breakdown, per Agency:

Port of Long Beach	\$583,690
Port of Los Angeles	\$583,690
Alameda Corridor Transportation Authority	\$583,690
Los Angeles County Metropolitan Transportation Authority ("Metro") (CMAQ - Caltrans/Federal Highway Administration)	<u>\$1,797,830</u>
SUBTOTAL	\$3,548,900
TOTAL	\$11,409,900

NOTE: * US Congress rescinded \$88,659 of \$413,659 USDOT grant fund in 2008.

Exhibit E (Second Amended)

Exhibit "E" (Second Amended)

Advanced Transportation Management and Information System (ATMIS)

Project Cost Estimate

		<u>Units</u>	<u>Unit Cost</u>	<u>Subtotal</u>	<u>TOTAL</u>
1	ATMS				3,000,353
1.1	Vehicle Detector Stations	9	30,056	270,503	
1.2	Travel Time Management System	6	92,620	555,720	
1.3	CCTV Cameras	12	119,852	1,438,227	
1.4	Links to other ITS external systems (i.e. RIITS)	LS	LS	735,903	
2	ATIS				2,123,655
2.1	Changeable Message Signs (CMS)	7	274,808	1,923,655	
2.2	Other (i.e. internet, kiosks, gps, cellular)	LS	LS	200,000	
3	COMMUNICATION SYSTEM				1,020,000
3.1	Wireless	34	30,000	1,020,000	
			Subtotal		6,144,008
	Preliminary Engineering/Project Development				1,159,599
	Detailed Design/PS & E				1,706,639
	Central System Development and Integration				854,244
	Construction Management				751,690
	Contingency				793,720
			Subtotal		5,265,892
			TOTAL		11,409,900

NOTE: * Total available funding amount is \$11,410,241. US Congress rescinded \$88,659 of USDOT grant fund in 2008.

Borden

Exhibit "F" (Amended)

FIRST AMENDMENT TO CONTRACT FOR CONSULTING SERVICES

BETWEEN THE CITY OF LONG BEACH AND

SIEMENS ENERGY AND AUTOMATION, INC.

8004 CAMERON ROAD

AUSTIN, TEXAS 78754

TELEPHONE NO. (512) 837-8310

FAX NO. (512) 837-8439

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OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

THIS FIRST AMENDMENT TO CONTRACT ("First Amendment") is made and entered into, in duplicate, as of the date executed by the Executive Director of the Long Beach Harbor Department ("Executive Director"), by and between the CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners ("City"), pursuant to authority granted by said Board at its meeting of 5/4, 2009; and SIEMENS ENERGY AND AUTOMATION, INC., a Delaware corporation ("Consultant").

1. This First Amendment is made with reference to the following facts and objectives:

1.1 On February 27, 2006, City and Consultant entered into a contract for consulting services (Harbor Department Document No. HD-6997) ("Contract").

1.2 City has the need for additional consulting services regarding the proposed Advanced Transportation Management Information and Security System.

1.3 City and Consultant desire to add to the scope of work, extend the term, adjust the rates, and increase the amount to be paid to Consultant.

2. The scope of work is supplemented as set forth in a letter dated March 9, 2009 attached hereto as Attachment 1 and incorporated herein by this reference.

3. Paragraph 3 of the contract is hereby amended to read as follows:

1 Document No. HD-6997A

Exhibit F (Amended)

OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

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"3. The term of this contract shall commence on September 1, 2005 and, subject to the provisions of paragraph 9, shall terminate on August 31, 2011."

4. Paragraph 4 to the contract is hereby amended to read as follows:

"4. For that portion of the term commencing as of execution of the First Amendment, charges made by Consultant for such services shall be on the basis of firm fixed hourly rates as set forth in Attachment 1. Other direct costs approved in advance by the Chief Harbor engineer shall be reimbursed based on the net cost without mark-up."

5. Paragraph 6 of the contract is hereby amended to read as follows:

"6. The total amount which shall be payable by City to Consultant for Consultant's services during the term of this contract shall not exceed \$3,937,100."

6. The last sentence of Paragraph 12 of the contract is hereby amended to read as follows:

"For the purposes hereof, the address of City, and the proper person to receive any such notices on its behalf, is: Executive Director, Long Beach Harbor Department, P.O. Box 570, Long Beach, California 90801, FAX number (562) 901-1733; and the address and FAX number of Consultant as indicated above: Attention Contracts Officer."

Exhibit F (Amended)

1 7. Except as amended by the First Amendment, the Contract remains
2 in full force and effect.

3 SIEMENS ENERGY AND AUTOMATION,
4 INC., a Delaware corporation

5 _____, 2009 By: *Christy Peebles*
6 Name: Christy Peebles
7 Title: business unit General Manager

8 _____, 2009 By: *Craig Debevoise / Michael Tyler*
9 Name: Michael Tyler
10 Title: business unit Controller

11 CONSULTANT

12 CITY OF LONG BEACH, a municipal
13 corporation, acting by and through its
14 Board of Harbor Commissioners

15 _____, 2009 By: *Richard D. Steinke*
16 Name: Richard D. Steinke
17 Title: Executive Director
18 Long Beach Harbor Department

19 CITY

20 The foregoing document is hereby approved as to form.

21 _____, 2009 By: *Robert E. Shannon*
22 Name: ROBERT E. SHANNON, City Attorney
23 Title: Charles M. Gale, Deputy

OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

24 CMG:cjr 04/21/09 #A09-01041
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27 P:\AMD 10-099

Exhibit F (Amended)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of ~~California~~ Texas

County of Travis

On 4/27/09 before me, Mary Lamb

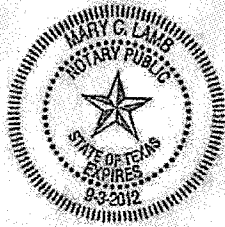
personally appeared Ms. Christy Peebles - Business Unit General Manager and Mr. Michael Tyler - Business Unit Controller

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Mary C. Lamb



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: First Amendment to Contract for Consulting Services - City of Long Beach

Document Date: Number of Pages: 3 plus attachments

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s) Ms. Christy Peebles

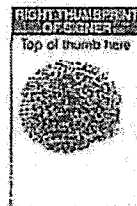
- Signer's Name: Christy Peebles
Individual
Corporate Officer - Title(s): General Manager
Partner - Limited General
Attorney in Fact
Trustee
Guardian or Conservator
Other:



Signer Is Representing: Siemens Energy & Automation, Inc.

Mr. Michael Tyler

- Signer's Name: Craig Debaroise
Individual
Corporate Officer - Title(s): Controller
Partner - Limited General
Attorney in Fact
Trustee
Guardian or Conservator
Other:



Signer Is Representing: Siemens Energy & Automation, Inc.

Exhibit F (Amended)

Attachment "1"

SIEMENS

March 9, 2009

George Gordon
Senior Program Manager
Port of Long Beach
PO Box 570
Long Beach, CA 90801-0570

Subject: ATMIS Completion Funding, Professional Services Contract HD-6997

Dear Mr. Gordon:

Siemens would like to request authorization to proceed with \$2,037,086 needed to complete the remainder of the work including, project Phases IV, V, VI, and VII (system development, implementation, and integration). The revised budget includes an increase of \$754,261 to the original Siemens contract as follows:

Authorized amount to date	\$1,899,988
<u>Additional needed to complete work</u>	<u>\$2,037,086</u>
Total authorization needed	\$3,937,074

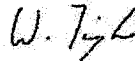
Original Siemens contract amount	\$3,182,813
<u>Additional amount needed</u>	<u>\$754,261</u>
Total contract after amendment	\$3,937,074

As discussed at our recent meeting and described in the separate documentation of the work and budgets needed for project completion, the additional amount needed is primarily the result of increased scope of work from adding approximately \$3.5m to the field devices construction budget (see attached table of construction contract amounts). The increase in software work is in response to changes in the type of field devices and to take advantage of technology advances since the project's conception.

An attached table shows a detailed labor and expenses estimate for the remaining work needing additional authorization. It is understood that although Siemens will design the elements of both Phases 6A and 6B, the Port may elect to eliminate 6B elements from the construction package.

Please contact me at 925-787-3251 or warren.tighe@siemens.com with any questions.

Sincerely,



Warren Tighe
Siemens Project Manager

Siemens ITS - 3452 E. Foothill Blvd, #1040, Pasadena, CA 91107 - 626 577 2284

Exhibit F (Amended)

Attachment *1*

Ports of Long Beach/Los Angeles Advanced Transportation Management Information System
 Breakdown of Costs for which Additional Funds are Requested - March 25 2009
 The funds request broken down here is exclusive of the contingency funds requested in October 2008.
 Labor billing rates are current rates & will not change (no cost of living adjustment) through August 2011.

Task Name	Firm Name											Total Hours	Labor Cost
	Warren	Moolen	Eng	Design	Jr. Eng	Progner	Eng	Street	Eng	TPC	LIN		
Phase 2	224	348	0	295	580	0	312	167	123	252	1,322	3,608	\$426,782
Task 2.0	81	190										271	\$54,909
Task 2.1	20	60			20							100	\$17,820
Task 2.2	120	96	0	295	540	0	312	167	123	252	1,322	3,608	\$337,856
Phase IV Construction Packages (Port City Long Beach)	40	40	40	40	40	40	40	40	40	40	40	40	\$18,956
Phase V Construction Packages (Port City Los Angeles)	40	40	40	40	40	40	40	40	40	40	40	40	\$182,129
Phase VI Construction Packages (Colliers)	40	40	40	40	40	40	40	40	40	40	40	40	\$108,834
Task 2.3	297	531	1,117	350	1,074	5,028	40	85	20	20	230	5,124	\$1,227,054
Phase 3	180	279										459	\$85,059
Task 3.0	50	50			232							282	\$90,318
Task 3.1	24	82	892	460	397	4900						6,455	\$847,515
Task 3.2	10	60	89	120	145	50						484	\$65,283
Task 3.3	5	20			40							20	\$31,130
Task 3.4	20	40	75	40	110	20						100	\$12,320
Task 3.5	4	80	28	10	70							205	\$43,249
Task 3.6	4	20	28	10	50	40						180	\$22,328
Task 3.7	5	30	66		80	80						148	\$19,864
Task 3.8	5	30	66		80	80						239	\$34,859
Phase 4	623	1,037	1,177	878	1,714	6,109	982	382	143	202	1,852	12,987	\$1,681,488
TOTAL ALL PHASES													\$2,037,065

Breakdown of Labor (without COLA) Cost by Firm	Siemens	Warren	Moolen	Eng	Design	Jr. Eng	Progner	Eng	Street	Eng	TPC	LIN	Consulting
Transportation and Energy Solutions (TES)	\$1,423,092												
Structural Engineering & Design Company (SEDC)	\$39,720												
Yon Parra Consulting (YPC)	\$39,890												
LRK Consulting (LRK)	\$16,730												
Total Labor	\$1,561,488												

Subcontractor (weight 5%) - incl. subs in entity	Travel and other direct costs	Software licenses	Computer hardware and off-the-shelf software	Cost of living adjustment (COLA) (3.6% per year)	Total COLA and Non-Labor	TOTAL LABOR AND NON-LABOR
\$0	\$0	\$240,000	\$105,600	\$0	\$245,600	\$2,037,065

Exhibit F (Amended)

Attachment "1"

Port Of Long Beach ATMIS Project
Siemens Contract Budgets Summary

Last updated March 25, 2009

Expenditures are as of October 2008.

	2005 Original Contract	Amount Expended To Date	Needed To Complete	Contract Amendment Needed
Phase 1 Labor - Preliminary Design				
Subtotal Phase 1	\$564,093	\$564,092	\$0	\$0
Phase 2 Labor - Detailed Design				
Task 2.0 - Project management (design phase)	\$68,528	\$68,528	\$84,396	\$84,396
Task 2.1 - Concept and requirements update	\$22,910	\$22,910	\$17,820	\$17,620
Task 2.2 - Field elements design (PS&E)	\$653,057	\$653,057	\$527,416	\$527,416
Task 2.3 - Software design	\$135,603	\$135,603	\$100,338	\$100,338
Subtotal Phase 2	\$880,398	\$880,398	\$729,770	\$728,770
Phase 3 Labor - System Implementation				
Task 3.0 - Project management (implem phase)	\$60,224	\$0	\$95,058	\$34,834
Task 3.1 - Construction support	\$141,177	\$0	\$90,318	-\$50,859
Task 3.2 - Software development/integration	\$317,321	\$0	\$847,515	\$530,194
Task 3.3 - Deployment and testing	\$235,051	\$0	\$55,253	-\$169,788
Task 3.4 - As-built plans	\$18,424	\$0	\$31,130	\$12,706
Task 3.5 - Overall field and system integration	\$107,609	\$0	\$12,320	-\$95,289
Task 3.6 - System documentation	\$56,891	\$0	\$43,240	-\$13,651
Task 3.7 - Training	\$34,004	\$0	\$22,326	-\$11,678
Task 3.8 - 60 day operational test	\$18,548	\$0	\$19,884	\$1,316
Subtotal Phase 3	\$989,249	\$0	\$1,227,054	\$237,805
Phase 4 Labor - Warranty				
Subtotal Phase 4	\$32,716	\$0	\$34,650	\$1,935
Non-Labor Costs				
Subcontractor oversight	\$32,758	\$23,276	\$0	-\$9,480
Travel and other direct costs	\$82,770	\$82,976	\$0	-\$9,794
Software licenses	\$240,000	\$0	\$240,000	\$0
Computer hardware & off-the-shelf software	\$246,000	\$0	\$105,600	-\$140,400
Cost of living adjustment	\$104,830	\$48,255	\$0	-\$56,575
Subtotal Non-Labor	\$716,358	\$155,608	\$345,600	-\$215,249
GRAND TOTAL	\$3,182,913	\$1,599,999	\$2,337,074	\$754,261
Contingency Approved			\$289,988	
Additional Authorization Needed			\$2,037,086	
Total Contract After Amendment			\$3,937,074	

**SECOND AMENDMENT TO CONTRACT FOR CONSULTING SERVICES
BETWEEN THE CITY OF LONG BEACH AND**

**SIEMENS INDUSTRY, INC.
FORMERLY SIEMENS ENERGY & AUTOMATION, INC.
8004 CAMERON ROAD
AUSTIN, TEXAS 78764
TELEPHONE NO. (512) 837-8310
FAX NO. (512) 837-8439**

THIS SECOND AMENDMENT TO CONTRACT ("Second Amendment") is made and entered into, in duplicate, as of the date executed by the Executive Director of the Long Beach Harbor Department ("Executive Director"), by and between the CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners ("City"), pursuant to authority granted by said Board at its meeting of 2/7, 2011; and SIEMENS INDUSTRY, INC., a Delaware corporation ("Consultant").

OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4884

1. This Second Amendment is made with reference to the following facts and objectives:

1.1 On February 27, 2006, City and Consultant entered into a contract for consulting services with Siemens Energy & Automation, Inc. (Harbor Department Document No. HD-6997), which was amended by First Amendment on May 7, 2009 (HD-6997A) (collectively, the "Contract"). Since that time, Siemens Energy & Automation, Inc. merged with Siemens Industry, Inc. and the resulting entity changed its name to Siemens Industry, Inc.

1.2 City has the need for additional consulting services regarding the proposed Advanced Transportation Management Information and Security System.

1.3 City and Consultant wish to add to the scope of work, extend the term, and increase the amount to be paid to Consultant.

2. The scope of work is supplemented as set forth in a letter (actually

1 Document No. HD-6997B

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2nd AMD HD-6998

A11-0000
02/23/2011

Exhibit F (Second Amended)

OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
303 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4884

1 dated January 4, 2011 (but erroneously typed as 2010) attached hereto as Exhibit A and
2 incorporated herein by this reference.

3 3. Paragraph 3 of the contract is hereby amended to read as follows:

4
5 "3. The term of this contract shall commence on
6 September 1, 2005 and, subject to the provisions of paragraph 9, shall
7 terminate on December 31, 2012."

8
9 4. Paragraph 6 of the contract is hereby amended to read as follows:

10
11 "6. The total amount which shall be payable by City to
12 Consultant for Consultant's services during the term of this contract shall
13 not exceed \$4,532,100."

14
15 5. Consultant hereby assumes all rights and responsibilities under the
16 contract.

17 //
18 //
19 //
20 //
21 //
22 //
23 //
24 //
25 //
26 //
27 //
28 //

Exhibit F (Second Amended)

6. Except as amended by the Second Amendment, the contract remains unchanged and in full force and effect.

SIEMENS INDUSTRY, INC., a Delaware corporation

February 1, 2011

By: Craig Debevoise
Name: Craig Debevoise
Title: Accounting Manager

February 1, 2011

By: Paul Wilson
Name: PAUL WILSON
Title: MANAGER CONTRACTS

CONSULTANT

CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners

March 11, 2011

By: Richard D. Steinke
Name: Richard D. Steinke
Title: Executive Director Long Beach Harbor Department

CITY

The foregoing document is hereby approved as to form.

ROBERT E. SHANNON, City Attorney

2/8, 2011

By: Dominic T. Holzhaus
Name: Dominic T. Holzhaus
Title: Principal Deputy

OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
595 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4984

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2nd AMD-6998

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02/28/11 09:02

Exhibit F (Second Amended)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California Texas

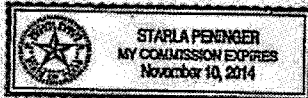
County of Travis

Applicable to Second Amendment to Contract HD-6997A City of Long Beach

On Feb. 1, 2011 before me,

personally appeared Craig Debevoise and Paul Wilson

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Starla Peninger

Please Heavy Seal and/or Stamp Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer — Title(s): _____

Individual

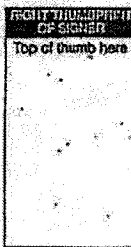
Partner — Limited General

Attorney in Fact

Trustee

Guardian or Conservator

Other: _____



Signer is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

Individual

Partner — Limited General

Attorney in Fact

Trustee

Guardian or Conservator

Other: _____



Signer is Representing: _____

Exhibit F (Second Amended)

Exhibit A

SIEMENS

January 4th, 2010

George Gordon
 Senior Program Manager
 Port of Long Beach
 PO Box 570
 Long Beach, CA 90801-0570

Subject: ATMIS Completion Funding, Professional Services Contract HD-6997

Dear Mr. Gordon:

To ensure the ATMIS system was operational by the July 2010 deadline, Siemens has applied resources, and made payments for software and hardware, as needed and directed by POLB. Various unexpected, out-of-scope work items arose, but in order to avoid slowing the progress of the project, Siemens did whatever was necessary at the time. As a result of the above, the total budget available to Siemens is not sufficient to cover all of the work remaining to be completed. As there is a pause in the project while we await California approval of the Phase VI design, it is requested that the Port revise the Siemens contract budget to accommodate the remaining work items that will allow effective completion of the project.

Siemens would like to request authorization to proceed with \$995,000 needed to complete the remainder of the work. The revised budget includes an increase of \$995,000 to the original Siemens contract as follows:

Authorized amount to date	\$3,837,074
Additional needed to complete work	\$ 995,000
Total authorization needed	\$4,832,074

As a result of the unexpected costs so far, Siemens has expended all of the current contract's budget, leaving no budget for completion of the project. Work remaining includes completion of PS&E, construction support, and deployment and testing for Phase VI; PS&E, construction support, and deployment and testing for Phase VIII; completion of ATMIS software, installation and testing at the Port of LA; completion of field device integration and testing; PS&E integration; system documentation; as-built plans; further training; operational test; and warranty extension.

An attached table shows a detailed labor and expense estimate for the remaining work needing additional authorization. Please note that, for the purposes of this project, Siemens current hourly rates will remain unchanged until December 31, 2012.

Please contact me at 713-252-5919 or mlton.henriquez@siemens.com with any questions.

Sincerely,

Milton Henriquez

Milton Henriquez
 Siemens Project Manager

Siemens ITS -- 8004 Cameron Rd, Austin, TX 78764 -- 612-837-6364

Exhibit F (Second Amended)

Exhibit A

Part 07 Long Beach ATMS Project				
Siemens Contract Budgets Summary				
Last updated March 25, 2009				
Dependence are as of September 2010.				
	2009 Amended Contract	Amount Expended To Date	Needed To Complete	Contract Amendment Number
Task 0 Project Management	87,782.88	87,782.88	0.00	0.00
Task 0.0 Project Management - Phase 1	148,851.59	148,851.59	0.00	
Task 1.1 Update Operational Concept	110,779.00	110,779.00	0.00	
Task 1.2 User / System Functional Performance Req	60,730.00	60,730.00	0.00	
Task 1.3 System Architecture and Standards Review	43,691.00	43,691.00	0.00	
Task 1.4 Alternative Recommendations	107,140.55	107,140.55	0.00	
Task 1.5 Conceptual Design / Field Surveys	117,832.07	117,832.07	0.00	
Task 1.6 Conditions, Management & Maintenance Plan	3,593.00	3,593.00	0.00	
Task 1.7 Detailed System Requirements	28,282.00	28,282.00	0.00	
Task 2.1 Conceptual Design / Requirements Update	20,268.00	20,268.00	0.00	
Task 2.2 Field Elements Design (FDES) for optimization of Phase VI	1,202,921.91	1,202,921.91	28,000.00	28,000.00
Task 2.3 System Software Design, Additional software development for PeMS integration	238,182.00	238,182.00	20,000.00	20,000.00
Task 3.0 Project Management - Phase II (Current)	78,600.00	78,600.00	0.00	
Task 3.1 Construction Support Phase VI	134,603.40	134,603.40	45,000.00	45,000.00
Task 3.2 Software Development, Additional software development to complete replication of ATMS compliance to PeLA and Additional labor for construction support	600,892.00	600,892.00	60,000.00	60,000.00
Task 3.3 Deployment / Test, Additional PeLA Office lead testing and reporting / Additional labor to complete replication of ATMS computers at PeLA, Additional labor for PeMS integration	78,501.00	78,501.00	65,000.00	65,000.00
Task 3.4 As Built Plans	31,034.32	31,034.32	20,000.00	20,000.00
Task 3.5 Overall Field System Integration, Additional labor to complete replication of ATMS computers at PeLA	3,580.00	3,580.00	25,000.00	25,000.00
Task 3.6 System Decommissioning	20,200.00	20,200.00	34,000.00	19,000.00
Task 3.7 Training	18,823.00	18,281.00	2,038.00	
Task 3.8 SD Rev Coordination Tool	19,884.00	17,688.00	2,776.00	
Task 4.0 Security	34,800.00	23,104.00	9,948.00	
Software Licenses, Additional software license fees to complete replication of ATMS computers at PeLA, Purchase of PeMS software and integration support from Holiday Transportation Systems	200,000.00	200,000.00	200,000.00	200,000.00
Subcontract Contingent	24,331.34	24,331.34	0.00	
Travel / OOD	74,673.85	74,673.85	0.00	
COL Adjustment Year 2	60,719.87	60,719.87	0.00	

GRAND TOTAL 81,007,073 83,824,567 688,417 688,000

Amendment Requested 3585,000
Total Contract After Amendment 84,632,673

Exhibit F (Second Amended)

Exhibit A

Ports of Long Beach/Los Angeles Advanced Transportation Management Information System
 Breakdown of Costs for which Additional Funds are Requested - January 4th 2015
 Labor billing rates are current rates & will not change (no cost of living adjustment) through December 31 2012.

Task Name	From Items		Materials		Mechanical		Electrical		Plumbing		HVAC		Civil		Other		Total Hours	Labor Cost
	Quantity	Unit Price	Quantity	Unit Price	Quantity	Unit Price	Quantity	Unit Price	Quantity	Unit Price	Quantity	Unit Price	Quantity	Unit Price	Quantity	Unit Price		
Phase 2 Detailed Design																	454	\$78,000
Task 2.0 Project Management (Design Phase)																	0	0
Task 2.1 Conceptual Design and System Requirements Update																	677	\$93,000
Task 2.2 Field Elements Design																	177	\$24,000
Task 2.3 System Implementation																	1,507	\$217,000
Task 2.4 Project Management (Implementation Phase)																	0	0
Task 2.5 System Implementation / Acceptance Testing																	478	\$65,000
Task 2.6 System Implementation / Acceptance Testing																	588	\$77,000
Task 2.7 System Implementation / Acceptance Testing																	218	\$29,000
Task 2.8 System Implementation / Acceptance Testing																	187	\$25,000
Task 2.9 System Implementation / Acceptance Testing																	249	\$33,000
Task 2.10 System Implementation / Acceptance Testing																	0	0
Task 2.11 System Implementation / Acceptance Testing																	0	0
Task 2.12 System Implementation / Acceptance Testing																	0	0
Task 2.13 System Implementation / Acceptance Testing																	0	0
Task 2.14 System Implementation / Acceptance Testing																	0	0
Task 2.15 System Implementation / Acceptance Testing																	0	0
Task 2.16 System Implementation / Acceptance Testing																	0	0
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Task 2.96 System Implementation / Acceptance Testing																	0	0
Task 2.97 System Implementation / Acceptance Testing																	0	0
Task 2.98 System Implementation / Acceptance Testing																		

Exhibit F (Second Amended)

Exhibit A

Amendment 2 to Siemens ATMS Contract
January 4, 2011

The following table summarizes the work required to be completed and is used for additional budget.

No. Task	Item	Amount	Commission Milestones/Dependencies
A ATMS SYSTEM ADDITIONS (ADDED SCOPE - POLA REPLICATION)			
1	Task 1.1	\$18,000	ATMS demonstration of POLA devices combined
2	Task 1.2	\$18,000	Physical installation of ATMS hardware of POLA
3	Task 1.3	\$18,000	ATMS demo of database at POLA/POLB
4	Task 1.4	\$24,000	POLA test results report
5	Task 1.5	\$18,000	ATMS demonstration of POLA system
6	Software Licenses	\$180,000	Physical installation of ATMS hardware of POLA
B ATMS FIELD DEVICES DEMO & CONSTRUCTION SUPPORT (PHASE VI, VII, INTEGRATION AND/OR DEVICES)			
1	Task 2.1	\$18,000	Signed PFIAS
2	Task 2.2	\$45,000	At 25%, 50%, 75%, 100%, and signed PFIAS
3	Task 2.3	\$20,000	Construction milestones
4	Task 2.4	\$20,000	As-built submitted
5	Task 2.5	\$20,000	Documents submitted and being completed
C ATMS SYSTEM ENHANCEMENTS (ADDED SCOPE - PFIAS)			
1	Software Licenses	\$110,000	At 25%, 50%, 75%, 100% PFIAS development progress
2	Task 3.1	\$18,000	Visual of PFIAS in ATMS
3	Task 3.2	\$18,000	Demonstration of Post PFIAS from ATMS
4	Task 3.3	\$10,000	Demonstration of Post PFIAS from ATMS
D INTEGRATION OF CRODAL/PORTS AMERSCA/PIER PASS (PHASE VII-A)			
1	Task 4.1	\$18,000	Presentation of ATMS ATIS page (Captured at BO Hub)
2	Task 4.2	\$10,000	Disconnection of interfaces to ATMS ATIS page (Ongoing capped at 40 Hub)
TOTAL:		\$688,000	

Exhibit F (Third Amended)

1 **THIRD AMENDMENT TO CONTRACT FOR CONSULTING SERVICES**
2 **BETWEEN THE CITY OF LONG BEACH AND**

3 **SIEMENS INDUSTRY, INC.**
4 **FORMERLY SIEMENS ENERGY & AUTOMATION, INC.**
5 **8004 CAMERON ROAD**
6 **AUSTIN, TEXAS 78754**
7 **TELEPHONE NO. (512) 837-8310**
8 **FAX NO. (512) 837-8439**

9 **THIS THIRD AMENDMENT TO CONTRACT ("Third Amendment") is made**
10 **and entered into, in duplicate, as of the date executed by the Executive Director of the**
11 **Long Beach Harbor Department ("Executive Director"), by and between the CITY OF**
12 **LONG BEACH, a municipal corporation, acting by and through its Board of Harbor**
13 **Commissioners ("City"), pursuant to authority granted by said Board at its meeting of**
14 **4/16, 2012; and SIEMENS INDUSTRY, INC., a Delaware corporation**
15 **("Consultant").**

16 **1. This Third Amendment is made with reference to the following facts**
17 **and objectives:**

18 **1.1 On February 27, 2006, City and Consultant entered into a**
19 **contract for consulting services with Siemens Energy & Automation, Inc. (Harbor**
20 **Department Document No. HD-6997), which was amended by First Amendment**
21 **on May 7, 2009 (HD-6997A) and by Second Amendment on March 11, 2011**
22 **(HD-6997B) (collectively, the "Contract"). Prior to the Second Amendment,**
23 **Siemens Energy & Automation, Inc. merged with Siemens Industry, Inc. and the**
24 **resulting entity changed its name to Siemens Industry, Inc.**

25 **1.2 City has the need for additional consulting services regarding**
26 **the proposed Advanced Transportation Management Information and Security**
27 **System.**

28 **1.3 City and Consultant wish to add to the scope of work and**
increase the amount to be paid to Consultant.

OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4684

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3rd AMD HD 6997 | ATMIS SYSTEM

1 Document No. HD-6997C

A11-00340
SIEMENS (CMG/r)

Exhibit F (Third Amended)

OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

1 2. The scope of work is supplemented as set forth in a letter dated
2 January 24, 2012 attached hereto as Exhibit A and in a summary attached hereto as
3 Exhibit B, both of which are incorporated herein by this reference.

4 3. Paragraph 6 of the contract is hereby amended to read as follows:

5
6 "6. The total amount which shall be payable by City to
7 Consultant for Consultant's services during the term of this contract shall
8 not exceed \$4,682,100."

9
10 4. Except as amended by the Third Amendment, the contract remains
11 unchanged and in full force and effect.

12 SIEMENS INDUSTRY, INC., a Delaware
13 corporation

13 April 2, 2012

13 By: [Signature]
14 Name: FRANK LaPASTI
15 Title: GENERAL MANAGER

15 April 2, 2012

15 By: Heather Long
16 Name: Heather Long
17 Title: Controller

18 CONSULTANT

19 CITY OF LONG BEACH, a municipal
20 corporation, acting by and through its
21 Board of Harbor Commissioners

21 4/20, 2012

21 By: [Signature]
22 J. Christopher Lytle
23 Executive Director
24 Long Beach Harbor Department

25 CITY

25 The foregoing document is hereby approved as to form.

26 4-17, 2012

26 By: [Signature]
27 ROBERT E. SHANNON, City Attorney
28 Charles M. Gale, Deputy

28 CMG:rjr 03/26/12 #A11-00340
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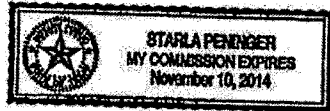
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2nd AMD HD-6997 | ATMIS SYSTEM

Exhibit F (Third Amended)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of Texas
County of Travis
On 4/2/12 before me, Frank LoPresti, General Manager
personally appeared Frank LoPresti

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal

Signature: Starla Peninger

Place Notary Seal and/or Stamp Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

Corporate Officer — Title(s): _____

Individual

Partner — Limited General

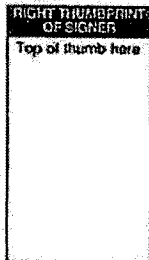
Attorney in Fact

Trustee

Guardian or Conservator

Other: _____

Signer Is Representing: _____



Corporate Officer — Title(s): _____

Individual

Partner — Limited General

Attorney in Fact

Trustee

Guardian or Conservator

Other: _____

Signer Is Representing: _____

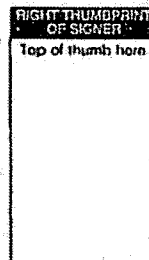
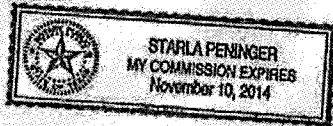


Exhibit F (Third Amended)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of ~~California~~ Texas
County of Travis
On 4/2/12 before me, Heather Long, Controller
personally appeared Heather Long

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Starla Peninger

Place Notary Seal and/or Stamp Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

Corporate Officer — Title(s): _____ Corporate Officer — Title(s): _____

Individual Partner — Limited General Individual Partner — Limited General

Attorney in Fact Attorney in Fact

Trustee Trustee

Guardian or Conservator Guardian or Conservator

Other: _____ Other: _____

Signer Is Representing: _____ Signer Is Representing: _____

Exhibit F (Third Amended)

Exhibit A

SIEMENS

POLB
925 Harbor Plaza
Long Beach, CA 90802

Attention: Mr. Sean Gamette, Mr. Douglas Sereno

Mobility Division, Intelligent Traffic Solutions

Industry

Name: John Ellis
Department: Siemens, Inc., Mobility Division
Complete Transportation, Intelligent Traffic Solutions

Telephone: 512-837-8346
Fax: 512-837-8439
Mobile: 512-658-5962
E-mail: Ellis.john@siemens.com

Date: January 24th, 2012

Dear Mr. Gamette,

This letter is to acknowledge Siemens is in receipt of your letter dated January 5th, 2012. Siemens understands the frustration of the Port and its partners over the last several years with the amount of change which has happened within the Siemens organization. Over the past six months, a new leadership team for the Austin ITS office has been put in place. We have conducted several meetings and workshops in the past several weeks discussing the Port of Long Beach ATMS project and are 100% committed to working with the Port to bring about a successful resolution to the project as quickly and efficiently as possible. Siemens has developed a plan, utilizing the right team, in order to be successful in this effort. To accomplish this, Siemens proposes the following:

1. Siemens will drop the claim for un-billed hours, \$280,496.
2. Siemens requests an additional \$149,837 funding, as outlined in attachment 1, to be used to complete the scope items as defined by the Port and its partners, also listed in attachment 1. Siemens will make every effort to finish the scope under this amount which will result in unused funds being retained by the Port. Additionally, this will be the last request by Siemens for funds to complete the remaining scope as listed in attachment 1. Should Siemens use more funds than available and approved, it will be at cost to Siemens.
3. Senior Siemens leadership is ready to meet with Port management, if requested, in order to show our commitment to the Port and to help bring about a swift completion to the project.

Please don't hesitate to contact me if you have any questions or need further information.

With kind regards,



John Ellis
Project Manager

cc: Dmitry Lipkin, Head of PMO
Craig Debevoise, Project Controller

Attachments:
ATMS - Siemens Contract and Amendment - Scope and Contract Budget 1-24-12

Siemens Industry, Inc.
8004 Cameron Road
Austin TX 78764

A Siemens Industry Business
Mobility Division

Tel: 512-837-8348
Fax: 512-837-8439
www.us.siemens.com

Exhibit F (Third Amended)

Exhibit A

ATMIS - SIEMENS CONTRACT FUNDING STATUS

PHTASK	DELIVERABLE	STATUS	DELIVERABLE	Proposed Allocation of Existing Contract Funds	Estimated Cost to Complete	Additional Funding Needed	NOTES
PHASE 1: Conceptual Design							
0	Project Management			\$67,735	\$67,857.00	\$78.00	
1.1	Update Operational Concept	Completed	140 Minutes	\$106,706	\$110,778.00	\$0.00	Completed (all deliverables met)
	20 Stakeholder Mins	Completed					
	Draft/Final Conc Ops	Completed	Final Draft ConcOps				
	Draft System Validation Plan	Completed	Final Draft SVP				
1.2	Develop User & Functional Reqs			\$90,802	\$80,730.00	\$0.00	Completed (all deliverables met)
	Draft/Final User Reqs Report	Completed	Final Draft Reqs				
	Draft/Final Functional Reqs Report	Completed	Final Draft Reqs				
	Draft System Validation Plan	Completed	Final Verif. Plan				
	Expanded System Validation Plan	Completed					
1.3	Develop System Architecture & Standards Report			\$39,668	\$43,651.00	\$0.00	Completed (all deliverables met)
	Draft/Final System Architecture	Completed	Final Draft Sys Arch				
	Draft/Final Standards Report	Completed	Final Draft Standards				
1.4	Perform Alternatives Analysis & Recommendations			\$110,394	\$107,140.88	\$0.00	Completed (all deliverables met)
	Draft/Final Alternatives Analysis Report	Completed	Final Draft AAR				
1.5	Develop Conceptual Design/Field Surveys			\$121,407	\$117,632.07	\$0.00	Completed (all deliverables met)
	Draft/Final Conceptual Design	Completed	Final Draft Conc Des				
	Field Survey Document	Completed	Final Draft Conc Des				
1.6	Develop Operations, Management & Maint Plan			\$23,327	\$3,856.60	\$0.00	NOT COMPLETED
	Draft/Final Operations & Maintenance Plan	90%	Final O&M				Draft submitted - need Final
1.7	Develop Detailed System Requirements			\$34,153	\$28,252.00	\$0.00	Completed (all deliverables met)
	Draft/Final System Requirements	Completed	Final Draft Sys Req				
	Draft Sub-system Verification Plan	Completed	Final Verif. Plan				
PHASE 2: Detailed Design							
2	Project Management			\$152,824	\$148,601.00	\$0.00	
2.1	Conceptual Design & System Requirements Update			\$40,530	\$30,265.00	\$0.00	Completed (all deliverables met)
	Draft/Final Updated Conceptual Design	Completed	Final Draft Conc Des				
	Draft/Final Updated System Requirements	Completed	Final Draft Sys Req				
2.2	Field Elements Design			\$1,180,473	\$1,202,921.81	\$0.00	Completed (all deliverables met)
	Draft/Final Basis of Design Document	Completed	Final PS&E				
	Draft/Final Basis of Design Document	Completed	Final PS&E				
	Phase I-V, 15%, 50%, 100%, Final PS&E	Completed	Final PS&Es				
	Draft Component Verification Plan	Completed	Final Verif. Plan				
2.3	System Software Design			\$238,241	\$238,182.00	\$0.00	NOT COMPLETED
	Draft/Final System Software Design Specs	Not Needed	Not Needed				Not needed (software dev. near complete)
	Draft Interface Control Document	Not Needed	Not Needed				Not needed (software dev. near complete)
	Draft/Final System Integration Plan	Not Needed	Not Needed				Not needed (software dev. near complete)
	Final System Validation Plan	Completed	Final Draft SVP				Completed (deliverable met)
	Final System Verification Plan	Completed	Final Verif. Plan				Completed (deliverable met)
	Final Sub-system Verification Plan	Completed	Final Verif. Plan				Completed (deliverable met)
	Final Component Verification Plan	Completed	Final Verif. Plan				Completed (deliverable met)
	Draft/Final Acceptance Testing Plan & Procedures	90%	Draft ATP				Draft submitted - need Final
PHTASK	DELIVERABLE	STATUS	DEL. CHANGES	Proposed Allocation of Existing Contract Funds	Estimated Cost to Complete	Additional Funding Needed	NOTES
PHASE 3: System Implementation							
3	Project Management			\$95,058	\$75,500.00	\$0.00	NOT COMPLETED [SEE AMEND 2]
3.1	Construction Support Services			\$80,218	\$134,963.40	\$0.00	
	Assistance during bidding and construction						
	Phase I-V	Completed					
	Phase VI	NOT completed					Upon completion of Phase 6 construction
3.2	Software Development / Integration			\$847,515	\$980,692.60	\$0.00	
	Results of internal software/system testing	NOT completed					Can be completed at any time
3.3	System Deployment / Integration / Acceptance Testing			\$85,283	\$78,501.00	\$0.00	
	Fully operational ATMIS w/ connections to both Ports regional agencies, Terminal Operators & Truckers	NOT completed					Upon completion of all Phases and POLA replication system
3.4	As-Built Plans			\$31,130	\$31,064.32	\$0.00	
	As-Built Plans in both reproducible & electronic copy						
	Phase I	Completed					
	Phase II - V	NOT completed					Can be completed at any time
	Phase VI	NOT completed					Upon completion of Phase 6 construction
3.5	Overall Field and System Integration			\$12,320	\$3,500.00	\$0.00	
	Purchasing equipment not supplied by other contractors	NOT completed					Phase 6
	Connecting field equipment to common network in field	NOT completed					Phase 6 and POLA devices (Ph 3 & 5)
	Integration of field units into overall system	NOT completed					Phase 6 and POLA devices (Ph 3 & 5)
	Perform testing of ATMIS with now field units	NOT completed					Phase 6 and POLA devices (Ph 3 & 5)
3.6	System Documentation			\$43,240	\$20,260.00	\$0.00	
	System Operations Manual	90%	Draft O&M Manual				Draft submitted - need final
	System Maintenance Manual	90%	Draft CM Manual				Draft submitted - need final
	Software Documentation	NOT completed					Need utility COYS software documentation
	Final Report	Not Needed	Not Needed				No longer needed
3.7	Training			\$22,328	\$18,231.00	\$3,095.00	
	Training Procedures Manual	NOT completed					Draft Training Plan
	Training Materials	NOT completed					15 bound hard copies & 1 n-copy CD
	Required Classroom Training Sessions	NOT completed					3-days (8 hours) for 24 hours total
3.8	60-Day Operational Testing			\$18,884	\$17,988.00	\$2,778.00	
	Conduct Test	NOT completed					Upon completion of all Phases - 60-day test
	Resolution of issues resulting from operational testing	NOT completed					
	Updated System documentation	NOT completed					Test (results) Report
PHASE 4: Warranty							
		NOT completed		\$34,650	\$2,825.00	\$31,765.00	Begin upon acceptance
NON-LABOR							
	Subcontractor Oversight			\$25,278	\$24,331.54	\$0.00	
	Travel/ODC			\$92,676	\$74,873.65	\$20.68	
	Software Licenses			\$240,000	\$240,000.00	\$0.00	
	Computer Hardware & COYS Software			\$105,800		\$0.00	
	Cost of Living Adjustment			\$48,255	\$60,719.67	\$0.00	
TOTAL:				\$3,037,074	\$3,699,338	\$37,738	

Exhibit F (Third Amended)

Exhibit A

AMENDMENT 2 (Contract Scope and Budget)

PH/TASK	DELIVERABLE	STATUS	DELIVERABLE	Proposed Allocation of Existing Contract Funds	Estimated Cost to Complete	Additional Funding Needed	NOTES
2.2	Field Elements Design			\$47,981			Completed (all deliverable met)
	Phase VI - 25%, 50%, 60%, 100%, Final PS&E, Contracts	Completed			\$47,981	\$0	Actual cost of \$47,981
	Phase VIII - 25%, 50%, 60%, 100%, Final PS&E	Not Needed	Not Needed		N/A		Reduced Scope: Phase VIII not needed
2.3	System Software Design (PeMS Integration into ATMS)			\$4,000	\$4,000	\$0	Reduced Scope: PeMS Integration (link to PeMS only)
	PeMS - Draft/Final System Software Design Specs	Not completed					
	PeMS - Draft Interface Control Document	Not completed					
	PeMS - Draft/Final System Integration Plan	Not completed					
3.1	Construction Support Services			\$20,000			
	Phase VI - Assist during bidding and construction	Not completed			\$48,070	-\$28,070	Actual cost of \$21,070, \$28,000 ETC for Phase VI
	Phase VIII - Assist during bidding and construction	Not completed			N/A		Reduced Scope: Phase VIII not needed
3.2	Software Development / Integration			\$73,038		-\$2,207	POLA Replication and PeMS
	Replicate ATMS at POLA - SW Development for Integration (Capacity benchmark, PIPS config, travel time, WebUI mod)	Not completed			\$37,400		Upon POLA device communications
	Replicate ATMS at POLA - Computer HW & COTS SW	Completed	HW installed		\$21,848		System installed, \$21,848 actual cost
	PeMS - ATMS SW Dev for Integrated System Testing	Not completed			\$1,000		Link to PeMS
	eModal/PAPP - ATMS WebUI custom page dev (50 hrs cap)	Not completed			\$15,000		WebUI table of current & projected travel times
	Troubleshooting				\$15,000	-\$15,000	Not included in current scope
3.3	System Deployment / Integration / Acceptance Testing			\$82,000		-\$33,000	POLA Replication, PeMS, complete original
	Complete System Deployment, Integration, and Testing (Capacity benchmark, PIPS config, travel time, WebUI mod)	Not completed			\$54,000		From original scope (to completion) \$20,100 in WIP
	Replicate ATMS at POLA - Deployment and Integration	Not completed			\$15,000		Needs to be integrated and tested
	Replicate ATMS at POLA - Acceptance Testing	Not completed			\$33,000		System installed
	PeMS - Acceptance Testing of PeMS Integration	Not completed			\$1,000		Link to PeMS - testing connections
	eModal/PAPP-ATMS WebUI page integration/test (40 hrs cap)	Not completed			\$18,000		WebUI table of current & projected travel times
	Finalize ATP	Not completed			\$4,000	\$0	Generating Final draft of ATP
	Troubleshooting				\$14,000	-\$14,000	Not included in current scope
3.4	As-Built Plans			\$10,000			
	Phase II-VI - As-Built Plans in both reproducible & e-copy	Not completed			\$10,000	\$0	Digital dgn files in CD and webat hrc plans
	Phase VIII - As-Built Plans in both reproducible & e-copy	Not completed			N/A		Reduced Scope: Phase VIII not needed
3.5	Overall Field and System Integration			\$28,000	\$47,000	-\$19,000	POLA Replication
	Replicate ATMS at POLA - Integrate field units into POLA	Not completed					Upon POLA device communications
	Replicate ATMS at POLA - Perform testing of POLA ATMS	Not completed					Upon POLA device communications
	Troubleshooting				\$8,000	-\$5,000	Not included in current scope
3.6	System Documentation			\$20,000	\$24,000	-\$4,000	\$19,000 WIP
	Draft/Final Operations & Maintenance Plan	95%	Draft O&M Plan				Draft O&M Plan submitted - need final
	System Operations and Maintenance Manual	95%	Draft O&M Manual				Draft Configuration Manual - need final
	Software Documentation	Not completed					Need utility COTS software documentation
3.7	Training			\$10,000	\$10,000	\$0	Budget also remaining in Original/Amendment 1
	Training Materials	Not completed					15 bound hard copies & 1 e-copy CD
	Required Classroom Training Sessions	Not completed					3-days (8 hours) for 24 hours total
3.8	60-Day Operational Testing						Budget remaining in Original/Amendment 1
	Required Classroom Training Sessions	Not completed					Budget remaining in Original/Amendment 1
	60-Day Operational Testing	Not completed					Budget remaining in Original/Amendment 1
PHASE 4: Warranty							
NON-LABOR							
	Software License - Replicate ATMS at POLA	Completed		\$190,000	\$190,000	\$0	
	Software License - PeMS software and integration support from BTS	Not completed		\$110,000	\$110,000	\$0	Need to execute PO with BTS
	Project Management			\$0	\$25,000	-\$25,000	Not included in current scope
	Travel			\$0	\$5,000	-\$5,000	Not included in current scope
	Sub-Consultant Oversight			\$0	\$950	-\$950	Not included in current scope
	Updated rates and labor classifications			\$0	Incl. above		Not included in current scope
				TOTAL:	\$295,000	\$744,637	-\$149,637

GRAND TOTAL CONTRACT (ORIGINAL, AMENDMENT 1 & 2): \$4,632,074

Exhibit F (Third Amended)

Exhibit B

ATMIS- Summary of Siemens Scope and Additional Funding Required to Complete		
Task	Description	Additional funds needed
3.1 - Construction Support Services	Additional funding needed due to inaccurate estimate of the amount of support needed for Phase VI construction. Phase VI is a complex design and will require more support than was originally anticipated.	\$ 28,970
3.3 - Software Development / Integration	Additional funding is needed for the software development required to finish PIPS travel time development in Concert, capacity bar chart enhancements as a sub-layer of the Concert display, WebUI modifications to incorporate travel time links, WebCamera pan tilt zoom functionality, as well as the design and development of an additional Ports America travel time web interface. Some of these scope items were never budgeted for in previous amendments.	\$ 17,207
3.3 - System Deployment / Integration / Acceptance Testing	The scope of work included in this task contains the deployment and testing of all remaining scope items which are being developed as part of Task 3.3, Software Development. It includes finalizing the overall system test plan as well as performing dry runs of the acceptance test. In addition, it includes the on site Concert system testing and acceptance for both the Port of Long Beach and Port of Los Angeles. The scope in this task is more complex than originally thought and requires extra time to test and accept.	\$ 47,500
3.3 - Overall Field and System Integration	Scope includes adding POLA field devices in POLA concert and performing the device configuration. Also, includes configuring the NextConnect service to allow POLA devices to be displayed on the POLB Concert display, includes the device configuration and integration for field devices being added as part of Phase VI. The price includes \$5,000 of troubleshooting budget. Due to complexity of system and communication infrastructure and low original estimate, this funding is needed.	\$ 24,000
3.6 - System Documentation	Additional funds needed to produce final copies of the system documentation including the system operations and maintenance plan and operations and maintenance manual. These in depth documents took longer to generate than expected.	\$ 4,000
Project Management	Project management for Siemens PM to oversee project resources, coordinate work with POLB, and overall management of project on Siemens' side. No PM budget was included in original scope.	\$ 25,000
Travel	Budget for personnel to travel and stay in POLB when working on site. Travel budget on original project has been expended and this additional funding is needed to finish project.	\$ 5,000
Sub-consultant oversight	Oversight of sub-consultants working on tasks for POLB as part of Phase VI.	\$ 990
		\$ 149,637