

AGREEMENT NO. _____

SECOND AMENDMENT
to the
AMENDED AND RESTATED OPERATIONS AND MAINTENANCE AGREEMENT

This Second Amendment to the Amended and Restated Operations and Maintenance Agreement (this "Second Amendment") is made and entered into as of this ____ day of ____, 2019, by and between City of Mesa, an Arizona municipal corporations ("City"), and Valley Metro Rail, Inc., an Arizona non-profit corporation ("METRO"). City and Valley Metro are sometimes referred to in this Second Amendment collectively as the "Parties," or individually as a "Party." All capitalized words and phrases used in this Second Amendment shall have the same meanings as set forth in the Amended and Restated Operations and Maintenance Agreement, unless a different definition is set forth in this Second Amendment.

RECITALS

A. City and METRO entered into that certain Amended and Restated Operations and Maintenance Agreement dated June, 2013, and a First Amendment to the Amended and Restated Operations and Maintenance Agreement dated January 12, 2017. The Amended and Restated Operations and Maintenance Agreement and the First Amendment to the Amended and Restated Operations and Maintenance Agreement are sometimes referred to in this Second Amendment collectively as the "O&M Agreement."

B. As the name of the agreement implies, the O&M Agreement describes and sets forth the Parties' operation and maintenance responsibilities for METRO's light rail System. More specifically, the O&M Agreement applies to the portions of METRO's light rail system within the City that are in Revenue Operations and for all extensions of such System as they go into Revenue Operations.

C. The Parties desire to replace certain exhibits and add new exhibits all of which depict certain improvements and property that a Party is to operate and maintain. These replacement exhibits and new exhibits are intended to provide greater clarity for each Party's responsibility for operation and maintenance. Accordingly, the Parties desire to amend certain exhibits, add new exhibits, and to make such other amendments as set forth in this Second Amendment.

AGREEMENT

IN CONSIDERATION of the foregoing recitals and representations and the mutual covenants and agreements and conditions in this Second Amendment, the Parties agree as follows:

1. Replacement of Exhibit A-1. The Parties desire to replace Exhibit A-1 to illustrate the extents of the System and the location of improvements and property associated with the System. Accordingly, the Parties hereby agree to the following: The attached Exhibits A-1a and A-1b replaces Exhibit A-1 and are hereby added to the O&M Agreement.
2. Replacement of Table C-3. The Parties desire to replace Table C-3 to list each Party's operation and maintenance responsibilities for the elements presented in the table. Accordingly, the Parties hereby agree to the following: The attached Table C-3 (revised) replaces Table C-3 in the O&M Agreement.

3. Replacement of Exhibit E-8 and adding Exhibits E-9, E-10, E-11, E-12, and E-13. The Parties desire to replace Exhibit E-8, and add new Exhibits E-9, E-10, E-11, E-12, and E-13, to show each Party's operation and maintenance responsibilities for the improvements and property depicted in each exhibit. Accordingly, the Parties hereby agree to the following: The attached Exhibit E-8 (revised) replaces Exhibit E-8; the attached Exhibits E-9, E-10, E-11, E-12, and E-13 are hereby added to the O&M Agreement.

4. Severability. In the event any term or provision of this Second Amendment is held to be invalid or unenforceable, the validity of the other provisions shall not be affected, and this Second Amendment shall be construed and enforced as if it did not contain the particular term or provision that is deemed to be invalid or unenforceable.

5. Governing Law, Venue, and Jurisdiction. This Second Amendment shall be governed by the laws of Arizona. A party may only bring any action related to a dispute arising out of this Second Amendment in a court of appropriate venue and jurisdiction in Maricopa County, Arizona.

6. Statutory Notice Requirements. The Parties acknowledge that this Second Amendment is subject to cancellation pursuant to the provisions of A.R.S. § 38-511.

7. Incorporation of Recitals. The recitals set forth herein are acknowledged by the Parties to be true and correct and are incorporated herein by this reference.

8. Merger. The O&M Agreement as amended by this Second Amendment shall remain the same in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this first amendment to the Amended and Restated Operations and Maintenance Agreement as of the date written above.

VALLEY METRO RAIL, INC.

CITY OF MESA

By: _____
Scott W. Smith
Chief Executive Officer

By: _____
Christopher J. Brady
City Manager

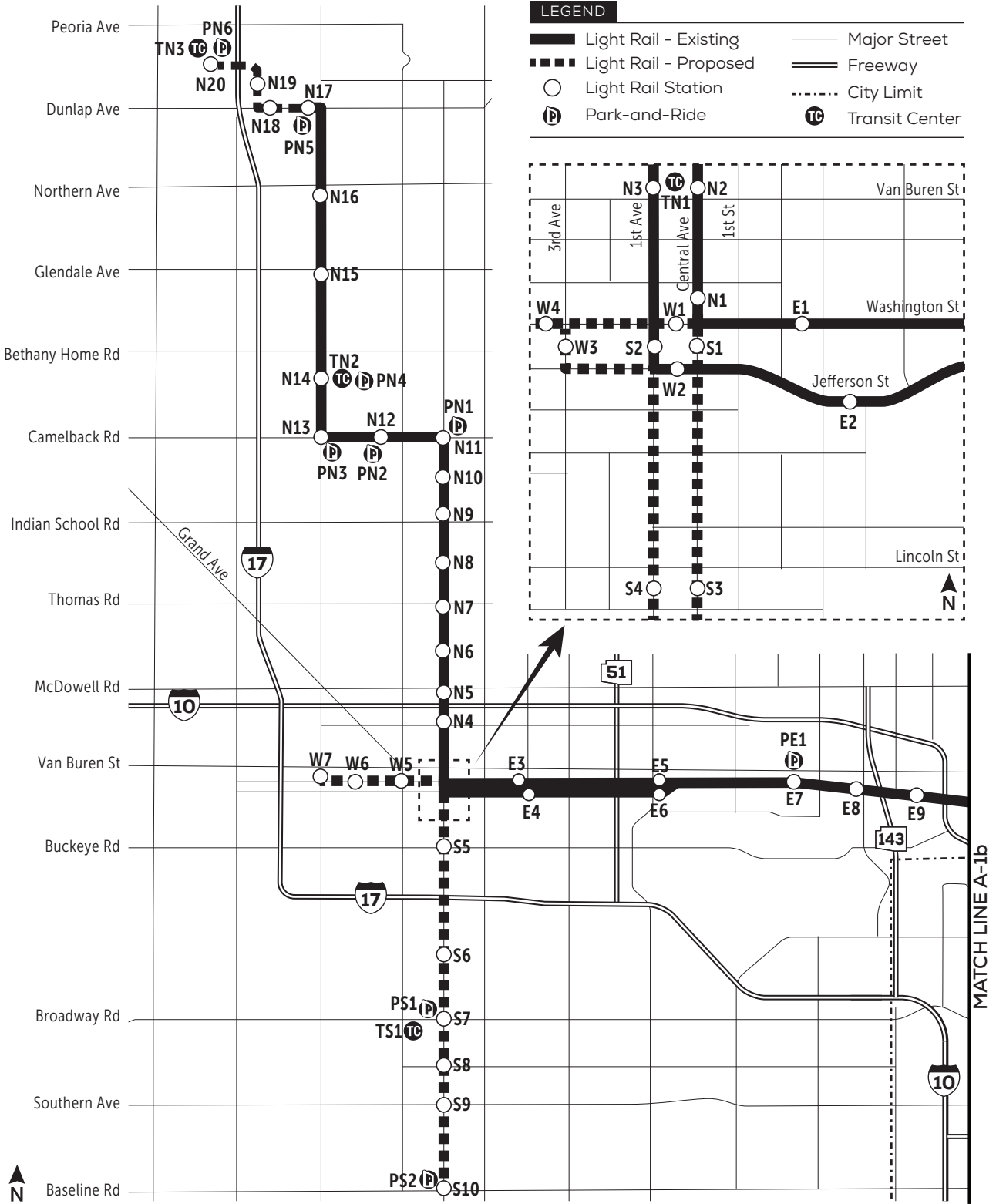
APPROVED AS TO FORM

APPROVED AS TO FORM

By: _____
Michael J. Minnaugh
General Council

By: _____
James N. Smith
City Attorney

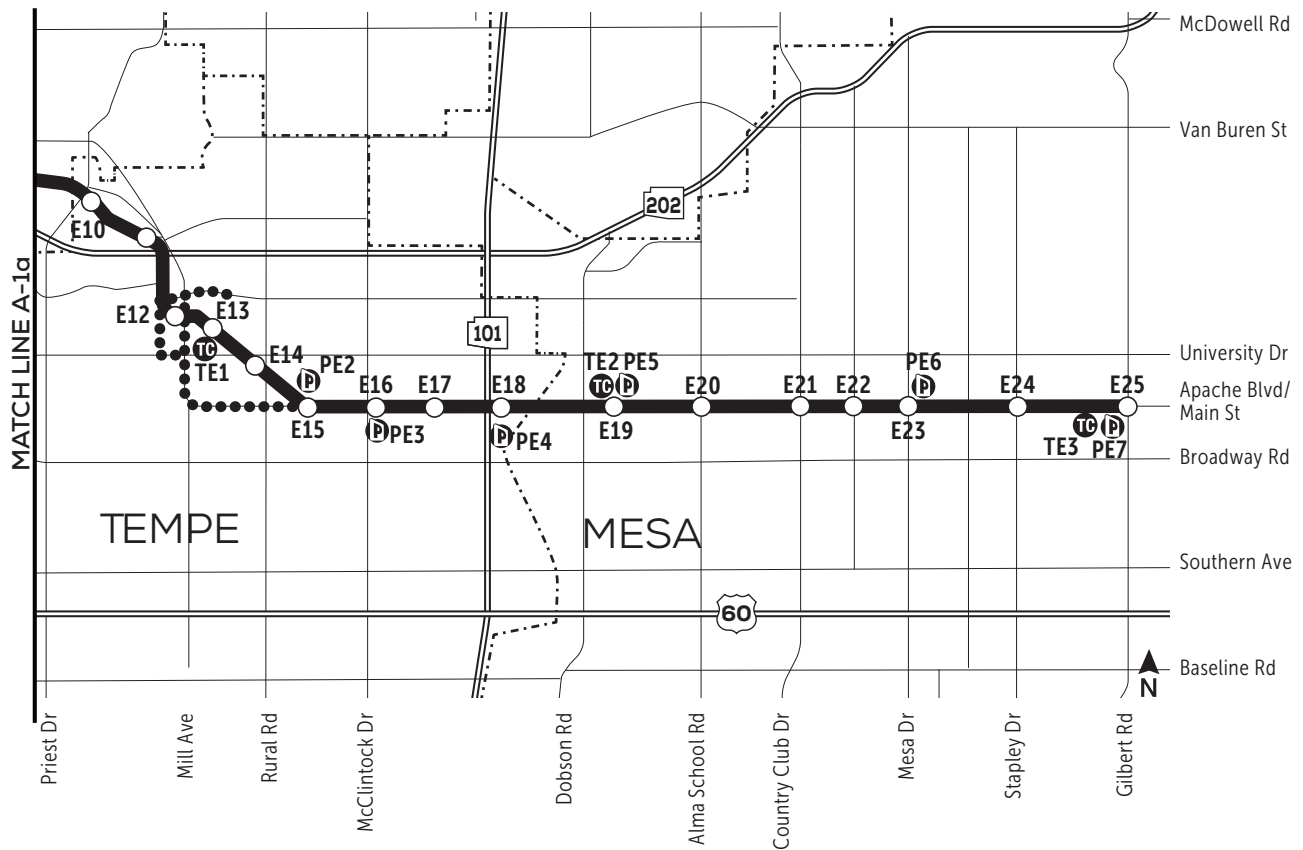
SYSTEM MAP



EDIT DATE: 2019 OCT 1

EXHIBIT A-1a

SYSTEM MAP



LEGEND

Light Rail - Existing	Light Rail Station	Major Street	City Limit	Streetcar
Light Rail - Proposed	Park-and-Ride	Freeway	Transit Center	

STATION PLATFORMS

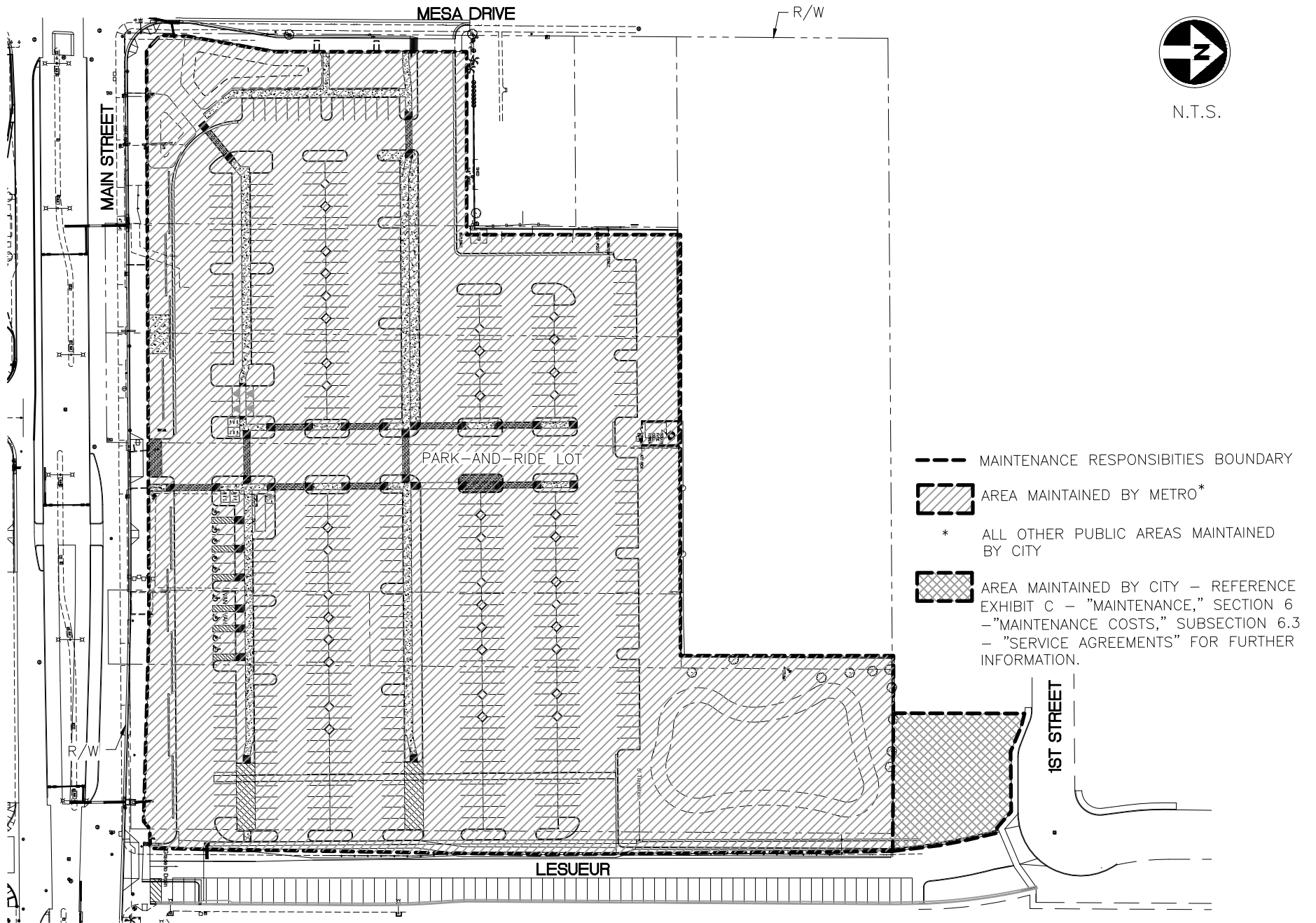
N1. Washington/Central Ave	N17. Dunlap/19th Ave	E3. 12th St/Washington	E19. Sycamore/Main St
N2. Van Buren/Central Ave	N18. Dunlap/25th Ave	E4. 12th St/Jefferson	E20. Alma School/Main St
N3. Van Buren/1st Ave	N19. Mountain View/25th Ave	E5. 24th St/Washington	E21. Country Club/Main St
N4. Roosevelt/Central Ave	N20. Metrocenter	E6. 24th St/Jefferson	E22. Center/Main St
N5. McDowell/Central Ave	S1. Washington/Central Ave	E7. 38th St/Washington	E23. Mesa Dr/Main St
N6. Encanto/Central Ave	S2. Jefferson/1st Ave	E8. 44th St/Washington	E24. Stapley Dr/Main St
N7. Thomas/Central Ave	S3. Lincoln/Central Ave	E9. 50th St/Washington	E25. Gilbert Rd/Main St
N8. Osborn/Central Ave	S4. Lincoln/1st Ave	E10. Priest Dr/Washington	W1. Central Ave/Washington
N9. Indian School/Central Ave	S5. Buckeye/Central Ave	E11. Center Pkwy/Washington	W2. Central Ave/Jefferson
N10. Campbell/Central Ave	S6. Pioneer/Central Ave	E12. Mill Ave/3rd St	W3. 3rd St/Jefferson
N11. Central Ave/Camelback	S7. Broadway/Central Ave	E13. Veterans Way/College Ave	W4. 3rd St/Washington
N12. 7th Ave/Camelback	S8. Roeser/Central Ave	E14. University Dr/Rural	W5. 7th Ave/Washington
N13. 19th Ave/Camelback	S9. Southern/Central Ave	E15. Dorsey/Apache Blvd	W6. 15th Ave/Washington
N14. 19th Ave/Montebello	S10. Baseline/Central Ave	E16. McClintock/Apache Blvd	W7. 18th Ave/Washington
N15. 19th Ave/Glendale	E1. Washington/3rd Ave	E17. Smith-Martin/Apache Blvd	
N16. 19th Ave/Northern	E2. Jefferson/3rd Ave	E18. Price-101 Freeway/Apache Blvd	

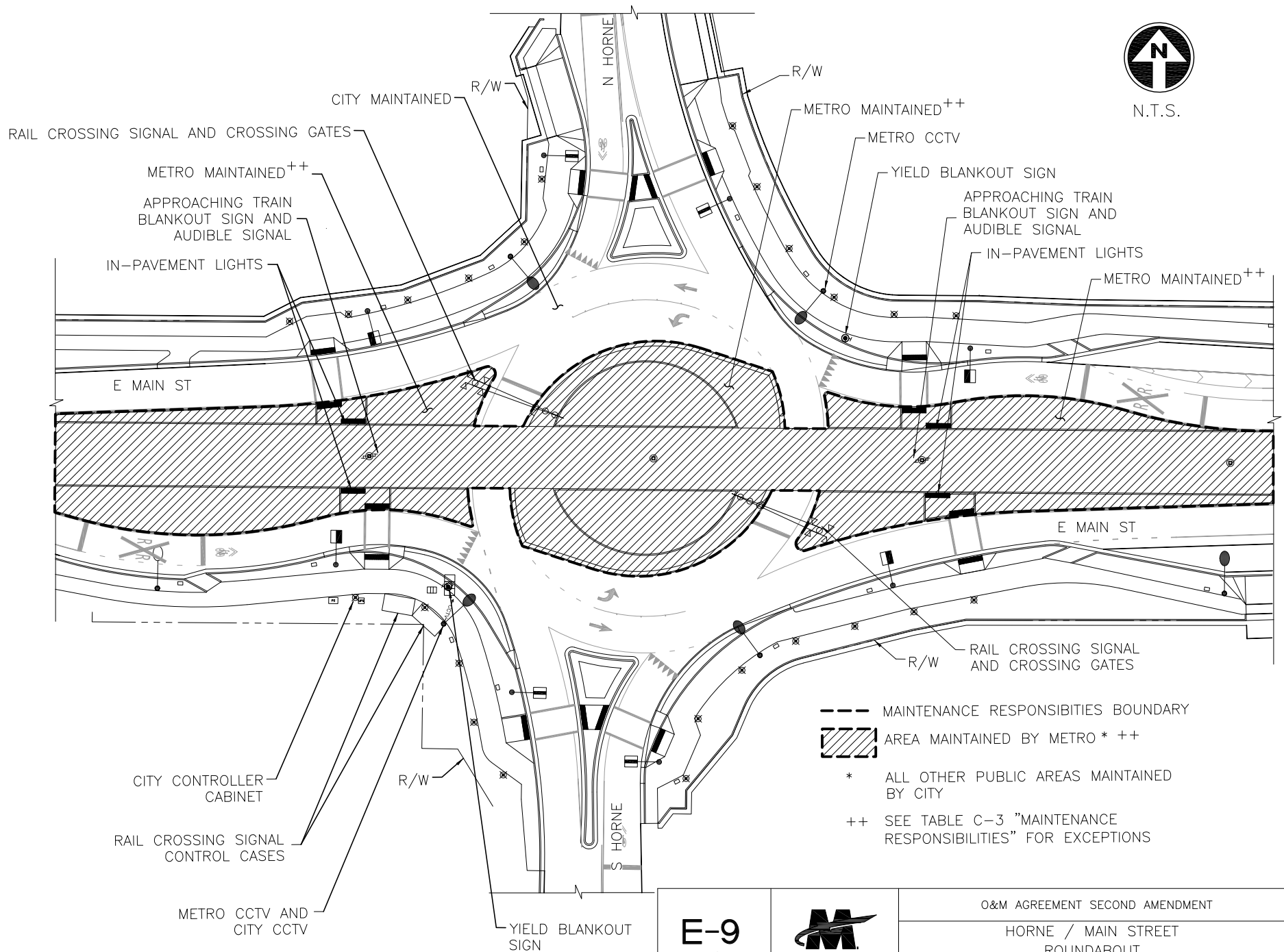
PARK-AND-RIDE LOTS

PN1. Central Ave/Camelback Park-and-Ride	PE1. 38th St/Washington Park-and-Ride
PN2. 7th Ave/Camelback Park-and-Ride	PE2. Dorsey/Apache Blvd Park-and-Ride
PN3. 19th Ave/Camelback Park-and-Ride	PE3. McClintock/Apache Blvd Park-and-Ride
PN4. 19th Ave/Montebello Park-and-Ride	PE4. Price-101 Fwy/Apache Blvd Park-and-Ride
PN5. 19th Ave/Dunlap Park-and-Ride	PE5. Sycamore/Main St Park-and-Ride
PN6. Metrocenter Transit Center	PE6. Mesa Dr/Main St Park-and-Ride
PS1. Ed Pastor Transit Center	PE7. Gilbert Rd/Main St Park-and-Ride
PS2. Baseline/Central Ave Park-and-Ride	

TRANSIT CENTERS

TN1. Central Station Transit Center
TN2. 19th Ave/Montebello Transit Center
TN3. Metrocenter Transit Center
TS1. Ed Pastor Transit Center
TE1. Tempe Transportation Center
TE2. Sycamore/Main St Transit Center
TE3. Gilbert Rd/Main St Transit Center



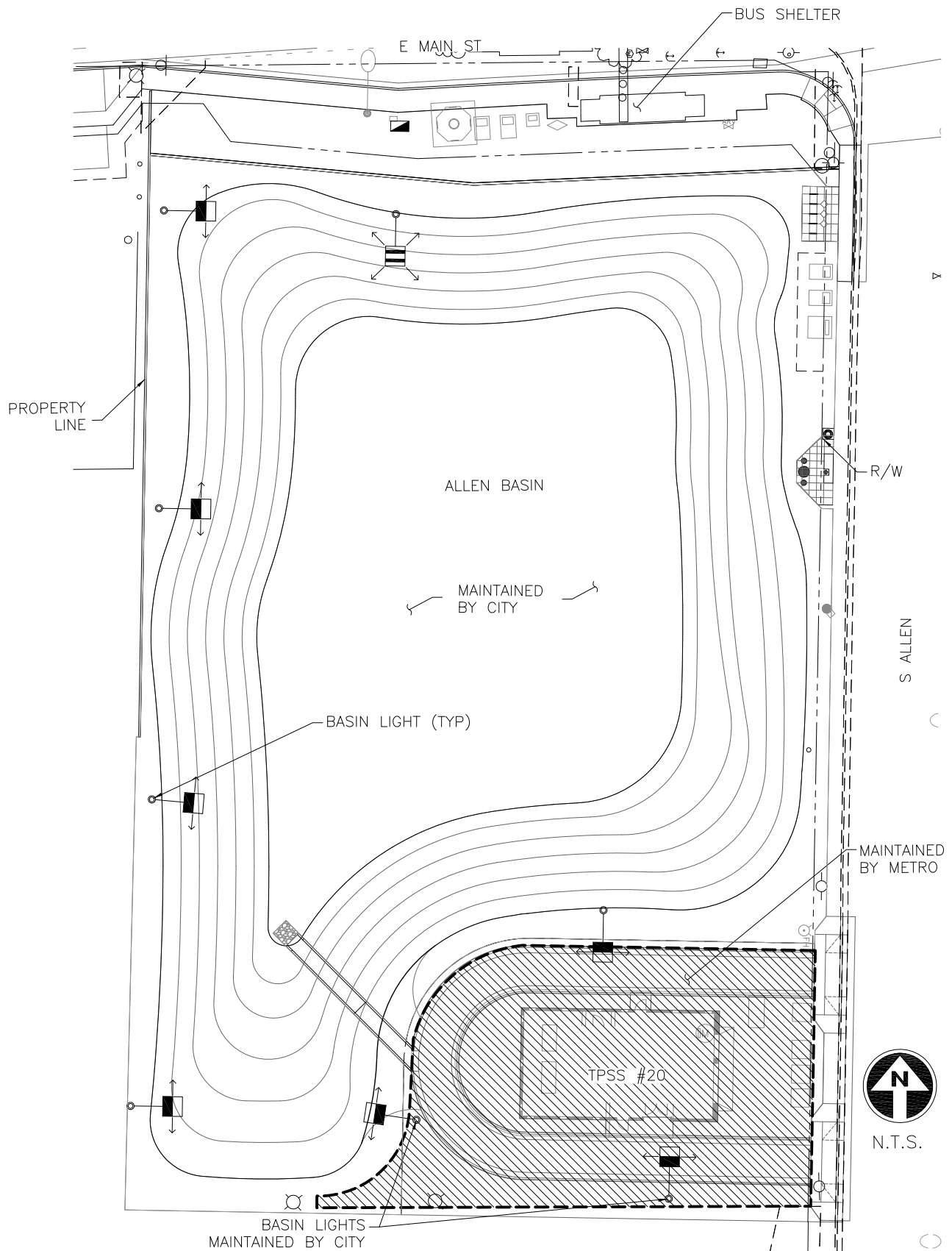


E-9
OCT 2019



O&M AGREEMENT SECOND AMENDMENT

HORNE / MAIN STREET
ROUNDBOUT



AREA MAINTAINED BY METRO *

* ALL OTHER PUBLIC AREAS MAINTAINED BY CITY

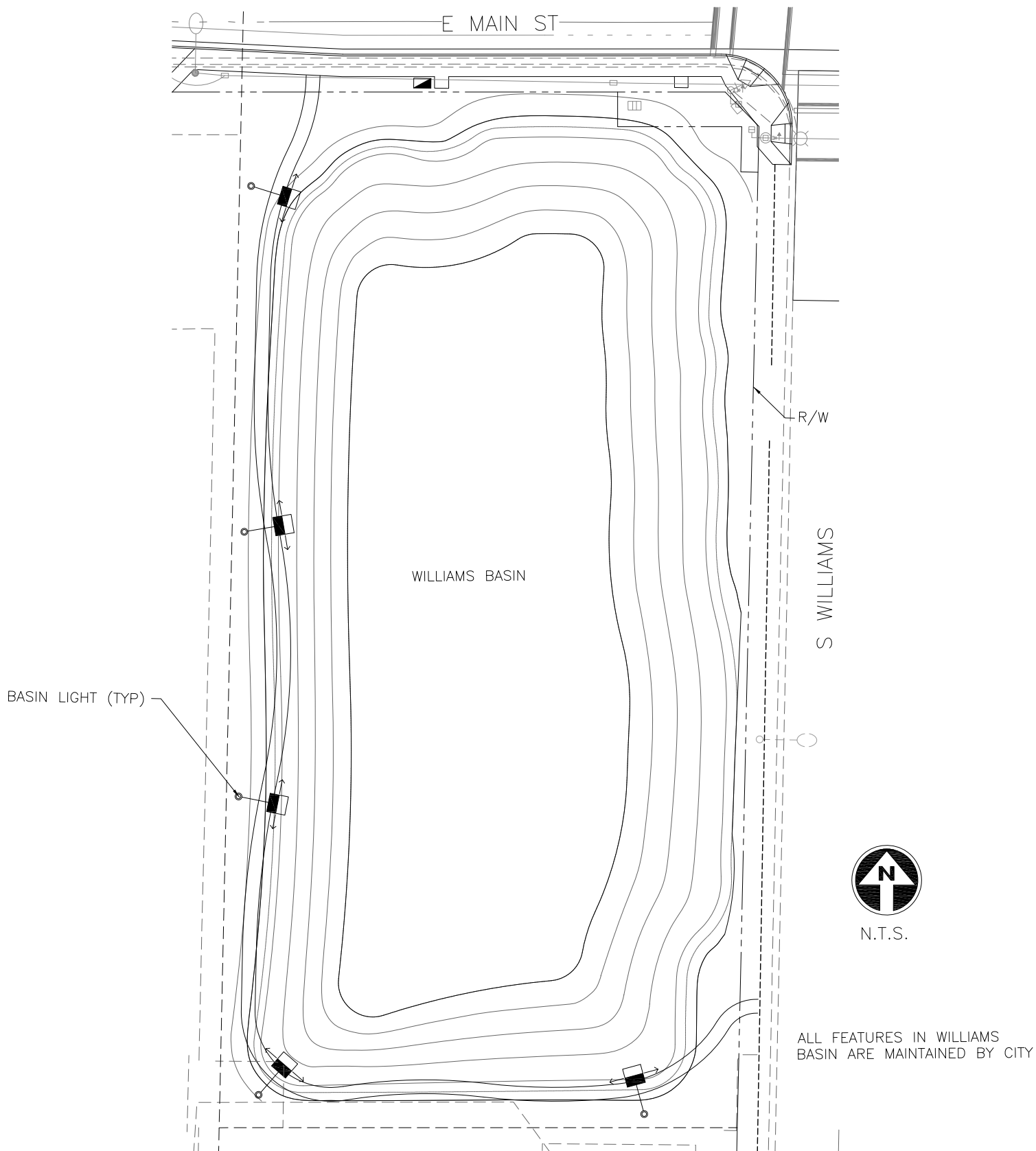
--- MAINTENANCE RESPONSIBILITY BOUNDARY

E-10
SEP 2019



O&M AGREEMENT SECOND AMENDMENT

ALLEN / MAIN STREET
TPSS 20 & ALLEN BASIN

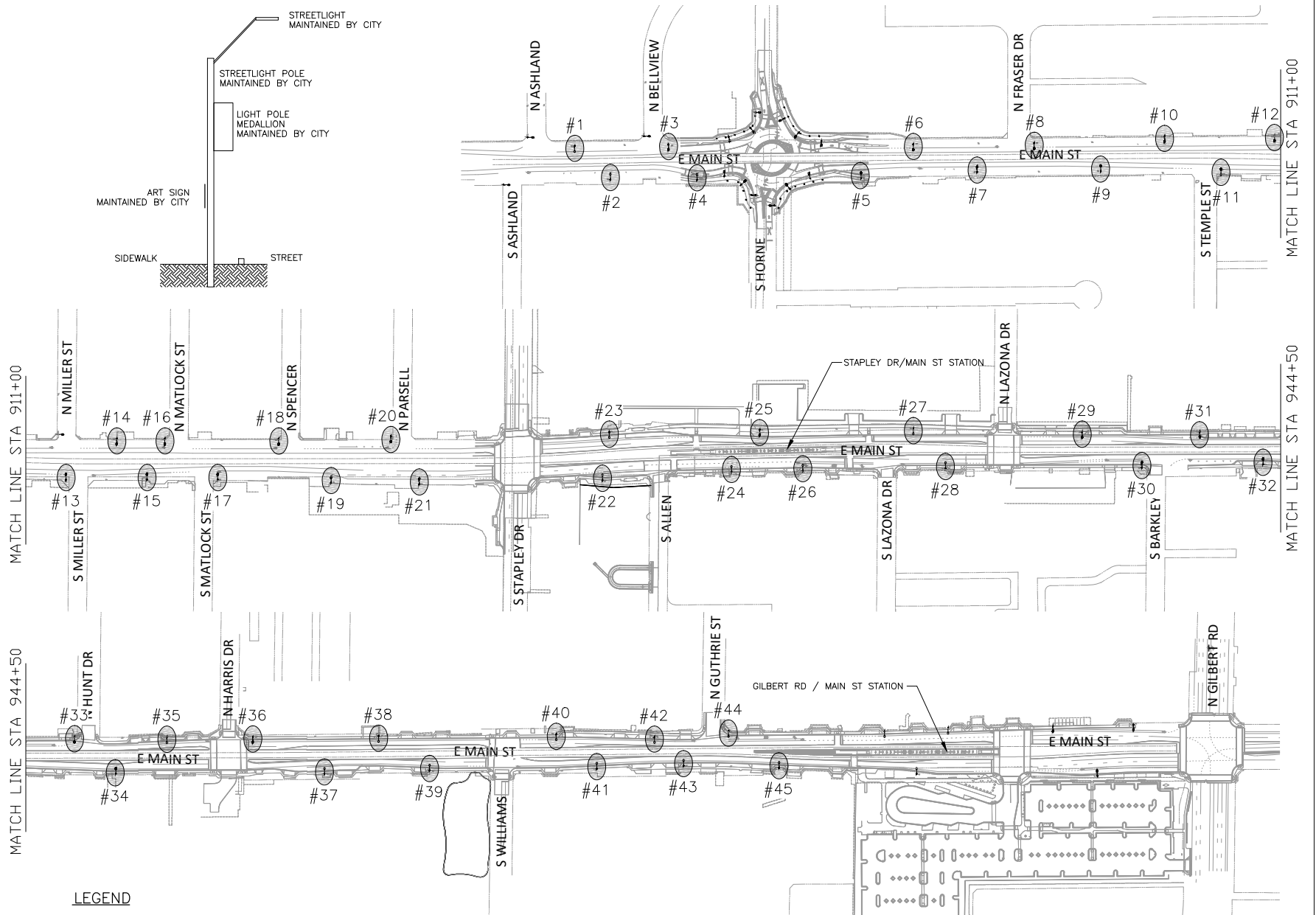
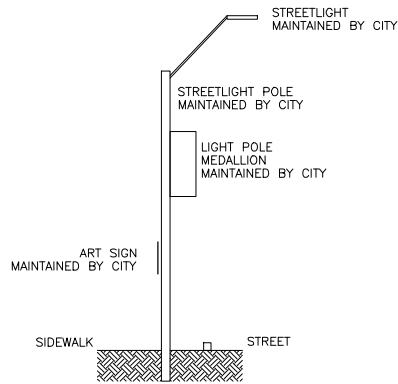


E-11
SEP 2019




O&M AGREEMENT SECOND AMENDMENT


WILLIAMS / MAIN STREET
WILLIAMS BASIN



LEGEND

- #23 MEDALLION IDENTIFIER
-  STREET LIGHT WITH LIGHT-POLE MEDALLION AND ART SIGN



E-13 SEP 2019		O&M AGREEMENT SECOND AMENDMENT
		LIGHT-POLE ARTWORK MEDALLION AND ART SIGN LOCATIONS