

**AMENDMENT NO. 1
TO
AGREEMENT NO. GCA 4969**

THIS AMENDMENT to AGREEMENT GCA 4969 (hereinafter "AGREEMENT") is made and entered into by and between KING COUNTY, through its Department of Transportation, METRO TRANSIT DIVISION (hereinafter "Metro Transit") and the STATE OF WASHINGTON, DEPARTMENT OF TRANSPORTATION, acting by and through the Secretary of the Department of Transportation, hereinafter referred to as the "STATE", collectively referred to as the "PARTIES" and individually referred to as the "PARTY".

It is mutually agreed the terms, stipulations, conditions, covenants and performance of AGREEMENT GCA 4969 and amendments hereto shall be binding upon the PARTIES hereto except insofar as amended and/or modified by this AMENDMENT as follows:

Section 2 is supplemented with the following:

In addition to the work described in Exhibit A to the original AGREEMENT, Metro Transit will perform the Work and provide the services as described in Exhibit A-1 attached hereto and incorporated by this reference.

Section 3 is supplemented with the following:

The State will reimburse Metro Transit for the actual direct and related indirect costs of the Work performed pursuant to this AMENDMENT, not to exceed a maximum amount of \$60,000, which results in a new total amount for the entire AGREEMENT of \$1,150,453.

A cost estimate for Work to be performed by Metro Transit pursuant to this

AMENDMENT is shown in Exhibit B-1 attached hereto and incorporated by this reference.

Section 6 is revised as follows:

The completion date for AGREEMENT GCA 4969 shall be changed from June 30, 2008,
to December 31, 2008.

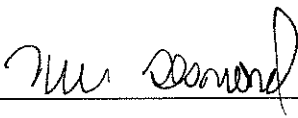
Exhibit A remains in effect and is hereby supplemented by Exhibit A-1.

Exhibit B remains in effect and is hereby supplemented by Exhibit B-1.

IN WITNESS WHEREOF, the PARTIES hereto have executed this AMENDMENT as of the latest date written below.

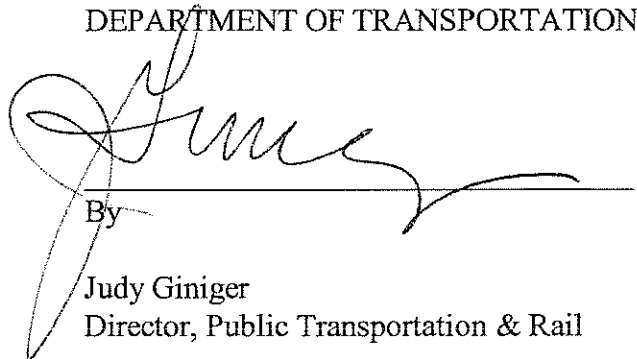
KING COUNTY, DEPARTMENT OF
TRANSPORTATION, METRO TRANSIT
DIVISION

STATE OF WASHINGTON
DEPARTMENT OF TRANSPORTATION


By _____

Kevin Desmond
General Manager
King County Metro Transit Division

1/21/07
Date


By _____

Judy Giniger
Director, Public Transportation & Rail

1/19/07
Date

GCA 4969
Exhibit A-1
Scope of Work

Description of Metro Transit's Proposed Actions

1) Develop and Refine Market Analysis Geodatabase

Develop and refine a geodatabase, based on GIS data, to identify key travel markets to focus trip reduction programs. Specifically, this model would collect, relate, and display data of the following types:

- Origin/destination
- Travel mode
- Highway system performance
- Transit system capacity
- Ridesharing utilization, and
- Other demographic information

2) Apply and Test Geodatabase

Arrange and overlay travel and transportation system data to support specific WSDOT and Metro Transit trip reduction projects. Metro Transit will solicit and incorporate feedback from WSDOT in organizing, analyzing and representing data.

Model application will be made during the agreement period to support trip reduction projects. Such applications will include, but not be limited to: corridor and destination definition, trip reduction goals, refinement and coordination of data sources.

Deliverables and Schedule

Metro Transit will provide the following products to WSDOT by the date indicated:

1) Production of Geodatabase

- Development of Initial Geodatabase - June 30, 2007
- Refined Geodatabase - December 31, 2007
- Manual for application of database to other projects - April 1, 2008

2) Testing and Application of Geodatabase

- Database Application – Ongoing

Project Closeout - December 31, 2008.

GCA 4969, Amendment 1, Exhibit B-1: Estimation of Costs by Deliverable

Service Category	Deliverable	Number of Units	Unit	Cost Per Unit	Cost
1 Geodatabase	1 Production of geodatabase	752	hours	39.91	\$ 30,000.12
2 Geodatabase	2 Testing and application of geodatabase	751	hours	39.91	\$ 29,972.41
<i>Geodatabase Total</i>					<i>\$ 59,972.53</i>
Total					\$ 59,972.53