

Master Agreement
for
the Multi-State Locomotive Procurement

This Master Agreement for the Multi-State Locomotive Procurement ("Agreement") made and entered into by and between the State of Illinois, acting by and through its Department of Transportation ("IDOT"), the California Department of Transportation ("Caltrans") (collectively, the "States") and Siemens Industry Inc. ("Vendor"). The States and the Vendor are collectively referred to as the "Parties."

SECTION 1. The Vendor shall comply with all of the requirements set forth in the State of Illinois, Request for Proposal, Multi-State Locomotive Procurement (14-1-DPIT) and addenda 1 through 13 (collectively, the "RFP"), which is attached hereto as Exhibit A. Such requirements include, but are not limited to, the following:

- a. Buy America and the Domestic Content Improvement Plan ("DCIP");
- b. Standardization of the locomotives;
- c. Small Business Enterprise; and
- d. Locomotive delivery schedule.

SECTION 2. The Vendor shall comply with all of the representations made in Vendor's Multi-State High-Speed Diesel Electric Locomotive Final Offer ("Final Offer"), which is attached hereto as Exhibit B. Such representations include, but are not limited to, validation of the Final Offer Route Simulation results at the Transportation Technology Center Inc. ("TTCI").

SECTION 3. The Vendor shall comply with all of the requirements set forth in the Passenger Rail Investment and Improvement Act ("PRIIA") Specification No. 305-005 (Rev. A) ("PRIIA Spec"), which is attached hereto as Exhibit C. Such requirements include, but are not limited to, the following:

- a. The Contract Deliverable Requirements List ("CDRL") set forth in Section 1.4 of the RFP;
- b. A consist of two (2) locomotives and eight (8) bi-level cars on level, tangent track shall sustain 125-mph speed at conditions set forth in Section 1.3 of the PRIIA Spec;



- c. The locomotives shall comply with the United States Environmental Protection Agency's Tier 4 emissions standards set forth in Sections 1.3 and 9.3 of the PRIIA Spec; and
- d. The locomotives shall comply with the P2 force calculations set forth in Section 5.7.3 of the PRIIA Spec.

SECTION 4. This Agreement will commence on March 12, 2014 or upon Notice to Proceed ("NTP") by the IDOT Contract Manager, whichever is later, and no work shall begin before that time. This Agreement shall expire seven (7) years after it commences. In no event will the total term of this Agreement, including extensions, exceed ten (10) years.

SECTION 5. Any personnel, subcontractors, or suppliers that have been identified in the Final Offer, whether by name or title, may be replaced only if approved in advance, in writing, by the IDOT Contract Manager, without the necessity of an amendment. All personnel, subcontractors, or suppliers replaced by the Vendor must possess at least equal qualifications and experience acceptable to the IDOT Contract Manager without any increase to cost as stated in the Final Offer.

SECTION 6. Authorized Joint Purchasing Entities (JPE) shall place orders under this Agreement with the Vendor via Ordering Agreements. The authorized JPEs are IDOT, Caltrans, and the State of Washington, acting by and through its Department of Transportation (WSDOT). IDOT may authorize additional JPEs at any time before the expiration of this Agreement.

SECTION 7. Section A.9 of the RFP requires Siemens to provide a performance bond for each JPE to IDOT within ten (10) days of award. Siemens shall be deemed to comply with this requirement by providing each JPE its respective performance bond within fifteen (15) days of NTP.

SECTION 8. In the event of express conflict, the priority of documents, in order of greatest priority to least, is as follows:

- A. This Agreement, excluding Exhibit B;



B. Ordering Agreement(s); and

C. Final Offer.

SECTION 9. Any exhibits annexed hereto are by this reference incorporated herein and made a part hereof.

SECTION 10. Illinois law and rule govern this Agreement and any Ordering Agreement, unless otherwise provided in such Ordering Agreement. This Agreement shall also comply with the Federal law, terms and conditions set forth in the RFP.

SECTION 11. This Agreement may be executed by the Parties in separate counterparts, each of which shall be deemed an original, but all such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized officers as of the dates below indicated.

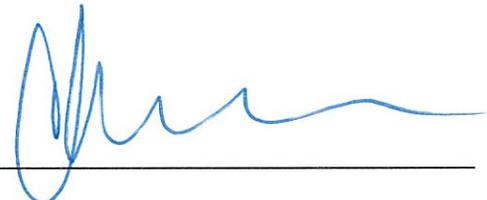
Siemens Industry Inc.

By:  _____

Name: Michael Cahill

Title: President Rail Systems Division

Date: 3/9/14 _____

By:  _____

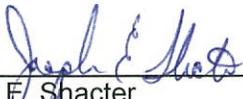
Name: Chris Halleus

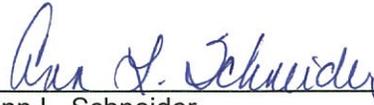
Title: V P Finance & Business Admin Rail Systems

Date: 3/8/14 _____



State of Illinois
Department of Transportation

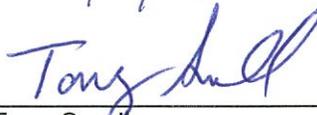
By: 
Joseph E. Shacter
Director, Division of Public &
Intermodal Transportation

By: 
Ann L. Schneider
Secretary

Date: 3/12/14

Date: 3/13/14

By: 
Michael A. Forti
Chief Counsel
(Approved as to form)

By: 
Tony Small
Director, Finance & Administration

Date: 3/12/14

Date: 3/13/14

California Department of Transportation

By: 
Malcolm Dougherty
Director

By: 
Ronald Beals
Chief Counsel

Date: 3/10/2014

Date: 3/10/14

State of Illinois, Chief Procurement Office

By: 
Bill Grunloh
Chief Procurement Officer

Date: 3/12/14



List of Exhibits to the Agreement

- Exhibit A State of Illinois, Request for Proposal, Multi-State Locomotive Procurement (14-1-DPIT) and Addenda 1 through 13.
- Exhibit B Siemens Industry Inc.'s Multi-State High-Speed Diesel Electric Locomotive Final Offer.
- Exhibit C Passenger Rail Investment and Improvement Act Specification No. 305-005 (Rev. A).



EXHIBIT A

State of Illinois, Request for Proposal, Multi-State Locomotive Procurement (14-1-DPIT) and
Addenda 1 through 13

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EXHIBIT B

Multi-State High-Speed Diesel Electric Locomotive Final Offer



EXHIBIT C

Passenger Rail Investment and Improvement Act Specification No. 305-005 (Rev. A)

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