

CONTRACT CHANGE ORDER

Change Requested by: Engineer

CCO: 108 Supl. No. 1 Contract No. 04 - 0120F4 Road SF-80-13.2/13.9 FED. AID LOC.:

To: AMERICAN BRIDGE/FLUOR ENTERPRISES INC A JOINT VENTURE

You are directed to make the following changes from the plans and specifications or do the following described work not included in the plans and specifications for this contract. **NOTE: This change order is not effective until approved by the Engineer.**

Description of work to be done, estimate of quantities and prices to be paid. (Segregate between additional work at contract price, agreed price and force account.) Unless otherwise stated, rates for rental of equipment cover only such time as equipment is actually used and no allowance will be made for idle time. This last percentage shown is the net accumulated increase or decrease from the original quantity in the Engineer's Estimate.

Adjustment of Compensation at Force Account**1. Modification of CCO 108S0 Provisions – "Item 1 – Department Participation in SCO No. 24"**

Item No. 1, "Department's participation in Contractor's SCO No. 24 as indicated herein, up to \$13,000,000," of the first paragraph of CCO 108S0, in addition to the first, second, and third paragraphs of CCO 108S0 "Item 1 – Department Participation in SCO No. 24," are hereby deleted in their entirety and replaced with the following:

The Department compensated the Contractor \$750,000, plus applicable taxes and duties, as the Department's equal share of a \$1,500,000 down-payment made to Steel Fabricator ZPMC pursuant to Contractor SCO No. 24.

For each and every day that Shipment 3 (Tower Lift 1) departs the ZPMC fabrication facility before April 17, 2010, the Contractor will receive an incentive payment of \$300,000 per day. The total incentive payment shall not exceed \$12,250,000.

For each and every day the that Shipment 1 (OBG Lift 1 through 4) departs the ZPMC fabrication facility after December 31, 2009, the Contractor shall pay to the State of California the sum of \$300,000 per day as a disincentive payment. The total disincentive payment shall not exceed \$10,000,000.

If, after execution of CCO 108S1, the Department delays fabrication of OBG Lift 1 through 4 or Tower Lift 1, the trigger dates for the incentive and disincentive payments referred to above will be extended to the extent of such delays.

Net Change of Adjustment of Compensation at Force Account \$0.00

Increase in Contract Item at Contract Price**2. Adjustment of Contract Time:**

In accordance with Section 8-1.07, "Liquidated Damages", of the Standard Specifications, this supplemental change order provides an additional time extension of 77 working days, extending Project Completion to October 24, 2013. This change order resolves all RFI delays, submittal delays, and delays resulting from the Contract Change Orders (CCO's), as known as of the date of execution of this change order, listed below, in each case associated with fabrication of OBG Lifts 1-11 and the T1 Tower, being performed by Contractor's Structural Steel Fabricator (ZPMC). OBG Lifts 12, 13, and 14 drawing, fabrication, and construction impacts, if any, are specifically excluded from this change order. This change order specifically excludes time requested in Contractor's submittals ABF-SUB-001073, ABF-SUB-001144, and ABF-SUB-001347 for TIA#5, TIA#6, and TIA#7, respectively. This 77-day time extension shall be applied to the current contract completion date for each of the three phases; Phase 1, 2 and 3, as shown in Section 4, "Beginning of Work, Time of Completion and Liquidated Damages", of the Special Provisions. The 77-day time extension will be applied in accordance with Section 10-1.14, "Time Related Overhead", of the Special Provisions. The 77 day extension modifies Phase 1 contract completion date to October 29, 2012; Phase 2 contract completion date to April 27, 2013 and Phase 3 contract completion date to October 24, 2013.

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This change order provides a time extension only for impacts to the fabrication of OBG Lifts 1-11 and the T1 Tower, being performed by Contractor's Structural Steel Fabricator (ZPMC), that are associated with the following pending or approved Contract Change Orders:

- CCO 21 - OBG cross beam
- CCO 24 - Traveler Rail Modifications
- CCO 25 S0 and S1 - Hinge "A" joint and Barrier rail
- CCO 26 - Wind Generator Vortex Plates
- CCO 27 - Bearing Block and OBG access at PP 8
- CCO 28 - Handrail Modifications to West Deviation Saddle Access
- CCO 29 - Additional detailing for various RFI's
- CCO 33 - Bike path Brackets
- CCO 34 S1 and S2 - W2 & E2 ISD's
- CCO 36 - Tower Anchorage Base Plate
- CCO 38 S0 - Crossbeam Kink and tower Splice Revisions (detailing)
- CCO 38 S1 - Crossbeam Kink and tower Splice Revisions
- CCO 41 - Pad Eye Modifications
- CCO 48 - Tower Strut Façade
- CCO 50 - Hinge A reactions Shear Plates
- CCO 54 S1 (RFCO 49) Differing site condition Foundation A1
- CCO 58 - Shipping Check Samples
- CCO 62 - Tower doubler plate and Splice corner details
- CCO 63 - Tower internal Shaft
- CCO 64 - Tower Strut Façades and Cross Bracing
- CCO 65 - Tower Access
- CCO 66 - Caulking
- CCO 68 - Tower Penetrations
- CCO 76 - Hinge K Seismic Joint
- CCO 78 - Forging Bearing Blocks at E2
- CCO 89 S0 - Deck Panel Acceptance Criteria (Fabrication impacts limited to OBG Lifts 1-11)
- CCO 89 S1 - Tack Weld Repair (Fabrication impacts limited to OBG Lifts 1-11)
- CCO 91 S0 and S1 - Additional NDT (Fabrication impacts limited to OBG Lifts 1-11)
- CCO 95 - Additional Detailing includes (RFCO 27, and RFCO 34)
- CCO 97 - S wire
- CCO 101 - Temporary T1 Tower stiffeners
- CCO 103 - Box Girder Axial Camber
- CCO 105 - Tower Fit Lugs
- CCO 117 - Crossbeams and OBG bolted connections

3. Contract Bid Item 5, Time Related Overhead

Time associated with Contract Bid Item 5, Time Related Overhead, will be increased by an additional 77 days. CCO 108S0 previously provided an increase in time of 120 days. Payment for the previously agreed upon increase of 120 days and the additional 77 days provided by this CCO 108S1 will be included in this supplemental change order as an increase in quantity of time with a commensurate increase in the Bid Item.

Item No. 005: TIME RELATED OVERHEAD

197 WDAY (+7.91%) @ \$86,000.00 / WDAY = \$16,942,000.00 (+7.91%)

Estimated Cost for Increase in Contract Item \$16,942,000.00

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Amounts due Contractor for this Bid Item are separate and distinct from the advanced payment of \$21,200,000.00 previously paid to Contractor more fully described below.

Adjustment of Compensation at Lump Sum**4. Compensation of Direct Costs associated with CCOs, NOPCs, and RFCOs in Appendix A.**

The Contractor shall accept the sum of \$13,000,000 as full and complete settlement of all direct costs of the CCOs, NOPCs, and RFCOs listed in attached Appendix A, excluding those indicated herein as "Already Executed." This Appendix A supersedes Appendix A, as included in CCO 108S0.

The Department previously paid the advance payment of \$10,800,000 to Contractor. The balance of \$2,200,000 for this advance payment is included in this CCO 108S1.

For accounting purposes only, those CCOs, NOPCs, and RFCOs included in Appendix A, which have not been executed prior to November 17, 2009, will be issued as separate CCOs by the Department showing the direct cost value, as indicated on attached Appendix A. The net compensation for each CCO however will be zero (0), as compensation is provided under CCO 108.

The compensation herein and direct cost values, indicated on attached Appendix A, represent the scope of work for these CCOs, NOPCs, and RFCOs known up to November 17, 2009. Scope changes issued by the Department after November 17, 2009 to the CCOs, NOPCs, and RFCOs included in Appendix A are excluded from this CCO 108s1 and any adjustments of compensation due will be considered supplemental to the direct cost values indicated on attached Appendix A in conjunction with the CCO involved.

Subtotal Cost of Direct Cost CCO 108S1..... \$2,200,000.00

5. Compensation of Indirect Costs for 197 day time extension and reconciliation of Item 3 CCO 108S0

Item 3 in CCO 108S0 is deleted in its entirety and replaced with the following:

Item 3 – Compensation of indirect cost associated with 197 days of project delay

It is recognized that certain RFIs and acts by the Department have contributed to delayed fabrication at the Steel Fabricator. This item represents full and final payment to compensate the Contractor and Steel Fabricator for the indirect cost for 197 days of indirect impacts to fabrication and the overall project (meaning in this context the additional overhead and shop space costs caused by delay). The full and final amount of such indirect costs is included in this supplemental CCO for a final amount of \$49,000,000.00 not including Time Related Overhead, described under item 3 of this CCO.

The parties agree that compensation under this item shall comprise Contractor's indirect cost, associated with 197 days of project delay to the extent not included in Contractor's TRO.

The advance payment of \$ 21,200,000.00 previously paid to Contractor has been taken into account for the final amount due under this CCO.

Total Amount of Adjustment of Compensation at Lump Sum (CCO 108S0 & 108S1) \$49,000,000.00

Cost of Adjustment of Compensation at Lump Sum, CCO 108S0 - Item No. 3.....<\$21,200,000.00>

Subtotal Cost of Indirect Cost CCO 108S1.....\$27,800,000.00

Total Adjustment of Compensation at Lump Sum Cost (Items 4 and 5).....\$30,000,000.00

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6. Waiver of Liquidated Damages and reconciliation of Item 4 in CCO 108S0.

In the event Liquidated Damages (LD) are assessed, both parties agree that the first 90 days of LD will be waived for Phases 1, 2 and 3 completion milestones. In the event that future increases in time exceeds 90 days in accordance with Bid Item 5, "Time Related Overhead" of the Special Provisions and Section 8-1.07, "Liquidated Damages" of the Standard Specifications, the relief of LD will be rescinded and actual payments for time and impacts will be compensated under separate change orders. The 90 day LD waiver will be adjusted downward for every day of time extension granted after the execution of CCO 108 S1 in relation to the Phase(s) to which such extension applies.

Appendix B is included to depict how CCOs, RFCOs, and NOPCs, referenced herein are incorporated into this CCO with regards to time and direct cost compensation.

SUMMARY OF COST

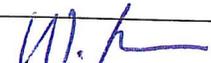
Total Net Change of Adjustment of Compensation at Force Account..... \$0.00
 Total Cost of Time Related Overhead (Increase Contract Item No. 5).....\$16,942,000.00
 Total Cost of Adjustment of Compensation at Lump Sum
 Direct and Indirect Costs..... \$30,000,000.00
 Total Cost of this Supplemental Change Order.....\$46,942,000.00

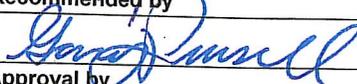
TIME OF COMPLETION

CCO 108S0	120 Working Days (Compensable)
CCO 108S1	77 Working Days (Compensable)
Total CCO 108 (S0 & S1)	197 Working Days (Compensable)

Estimated Cost: Increase Decrease \$ 46,942,000.00

By reason of this order the time of completion will be adjusted as follows: **77 Working Days (Compensable)**

Submitted by
 Signature  Resident Engineer
 William Shedd for Gary Pursell, Sup.T.E. Date 12-4-09

Approval Recommended by
 Signature  Supervising Transportation Engineer
 Gary Pursell, Sup.T.E. Date 12-4-09

Engineer Approval by
 Signature  Principal Transportation Engineer
 Peter Siegenthaler, Prin.T.E. Date 12/24/09

We the undersigned contractor, have given careful consideration to the change proposed and agree, if this proposal is approved, that we will provide all equipment, furnish the materials, except as otherwise be noted above, and perform all services necessary for the work above specified, and will accept as full payment therefor the prices shown above.

NOTE: If you, the contractor, do not sign acceptance of this order, your attention is directed to the requirements of the specifications as to proceeding with the ordered work and filing a written protest within the time therein specified.

Contractor Acceptance by

Signature  (Print name and title) Michael D. Flowers
 Project Director Date 12-4-09

Appendix A to CCO-108s1

CCO's (Direct Cost Only)	Contractor's Estimated Cost in CCO108s0 (5/19/2009)	Full and Final Settled Cost in CCO108s1
CCO NO. 0021 s0 - Tower Splice Alterations	\$0	Already Executed
CCO NO. 0021 s1 - Time Impact for Tower Splice Alterations	\$481,265	Already Executed
CCO NO. 0024 s0 - Traveler Rail Modifications	\$733,000	\$733,000
CCO NO. 0025 - Seismic Joint	\$1,257,000	\$1,191,577
CCO NO. 0025s1 - Hinge A Barrier Rail	\$100,000	\$50,000
CCO NO. 0027 - Bearing Block + OBG Access Cutout	\$68,551	\$68,551
CCO NO. 0028 - Handrail Modifications to West Deviation Saddle Access	\$150,000	\$150,000
CCO NO. 0033 - Bike Path Brackets	\$150,000	\$150,000
CCO NO. 0034S1 - ISD's at W2	\$247,919	\$247,919
CCO NO. 0034S2 - ISD's at E2	\$25,000	\$19,282
CCO NO. 0038S1 - Cross beam kink fabrication	\$2,500,000	\$1,770,127
CCO NO. 0041 - Pad Eye Modifications	\$100,000	\$86,300
CCO NO. 0050 - Hinge A Reaction - Shear Plates	\$76,166	Already Executed
CCO NO. 0058 - Shipping Check Samples	\$80,000	Already Executed
CCO NO. 0059 - Additional OBG Penetrations	\$175,000	\$54,014
CCO NO. 0065 - Tower Access	\$150,000	\$50,000
CCO NO. 0066 - Caulking	\$100,000	\$100,000
CCO NO. 0068 - Additional Tower Penetrations	\$158,000	\$158,000
CCO NO. 0076 - Hinge K Seismic Joint	\$50,000	\$50,000
CCO NO. 0084 - Weighing OBG Sections	\$10,000	\$10,000
CCO NO. 0089s1 - Tack Weld Repair (OBG Lifts 1-11)	\$2,200,000	Already Executed
CCO NO. 0091 - Additional NDT (PAUT) (OBG Lifts 1-11)	\$0	Already Executed
CCO NO. 0095 - Detailing for Various Changes	\$554,113	\$760,670
CCO NO. 0101 - Temp Tower Stiffeners	\$150,000	\$150,554
CCO NO. 0105 - Tower Fit Lugs	\$60,000	Already Executed
CCO NO. 0026 - Wind Vortex Generator Plates	\$1,000,000	\$1,000,000
CCO NO. 0031 - Mechanical Modifications	\$1,138,299	\$1,138,299
CCO NO. 0042 - Electrical Modifications	\$250,000	\$1,000,000
CCO NO. 0042s1 - Cable Tray Changes	\$250,000	\$250,000
CCO NO. 0044 - Barrier Modifications	\$200,000	\$300,000
CCO NO. 0056 - Suspender Loads	\$109,694	Already Executed
CCO NO. 0062 - Tower Doubler Plate	\$300,000	\$241,251
CCO NO. 0063 - Tower Internal Shaft	\$700,000	\$700,000
CCO NO. 0064 - Tower Strut Façade & Cross Bracing	\$400,000	\$400,000
CCO NO. 0078 - Forging Bearing Blocks at E2 (East End Anchorage)	\$425,613	\$415,271
Sub Total:	\$14,069,620	\$11,244,815
NOPC's		
NOPC # 5 - Free Hanging Cable Interference (CCO-126)	\$3,600,000	Already Executed
NOPC # 11 - Protest of denial of RFCO#33, Additional QA Sampling	\$100,000	\$100,000
Sub Total:	\$3,700,000	\$100,000
RFCO's		
RFCO #25 - Response/Comments on SEGSD4	\$60,000	\$0
RFCO #27 - Premium Time Incurred by Candraft	\$170,000	\$170,000
RFCO #31 - Tower Saddle Turned Rods	\$50,000	\$50,000
RFCO #34 - OBG Platform Layouts	\$50,000	included in CCO-95
RFCO #36 - RFI 1422, Castability of East Saddle (CCO-92)	\$500,000	\$548,548
RFCO #40 - LeJeune Bolt Price Increase	\$200,000	\$200,000
RFCO #48 - West Deviation Saddle Erection Procedure	\$100,000	\$0
RFCO #49 - Differing Site Condition Foundation A1 (CCO-54S1)	\$150,000	Already Executed
RFCO #51 - Cable Bands	\$850,000	\$686,637
Sub Total:	\$2,120,000	\$1,655,185
Grand Total:	\$19,889,620	\$13,000,000

Appendix B to CCO-108s1

CCO's		Time	Direct Cost	Status
CCO NO. 0021 s0 - Tower Splice Alterations		yes	n/a	executed
CCO NO. 0021 s1 - Time Impact for Tower Splice Alterations		yes	n/a	executed
CCO NO. 0024 s0 - Traveler Rail Modifications		yes	yes	
CCO NO. 0025 - Seismic Joint		yes	yes	
CCO NO. 0025s1 - Hinge A Barrier Rail		yes	yes	
CCO NO. 0026 - Wind Vortex Generator Plates		yes	yes	
CCO NO. 0027 - Bearing Block + OBG Access Cutout		yes	yes	
CCO NO. 0028 - Handrail Modifications to West Deviation Saddle Access		yes	yes	
CCO NO. 0029 - Additional detailing for various RFI's	Not in 108S0	yes	n/a	executed
CCO NO. 0031 - Mechanical Modifications	Not in 108S1	no	yes	
CCO NO. 0033 - Bike Path Brackets		yes	yes	
CCO NO. 0034S1 - ISD's at W2		yes	yes	
CCO NO. 0034S2 - ISD's at E2		yes	yes	
CCO NO. 0036 - Tower Anchorage Base Plate	Not in 108S0	yes	no	
CCO NO. 0038S0 - Crossbeam Kink and Tower Splice Revisions (detailing)	Not in 108S0	yes	n/a	executed
CCO NO. 0038S1 - Cross beam kink fabrication		yes	yes	
CCO NO. 0041 - Pad Eye Modifications		yes	yes	
CCO NO. 0042 - Electrical Modifications	Not in 108S1	no	yes	
CCO NO. 0042s1 - Cable Tray Changes	Not in 108S1	no	yes	
CCO NO. 0044 - Barrier Modifications	Not in 108S1	no	yes	
CCO NO. 0048 - Tower Strut Façade	Not in 108S0	yes	no	
CCO NO. 0050 - Hinge A Reaction - Shear Plates		yes	n/a	executed
CCO NO. 0054S1 - Differing Site Conditions Foundations A1	Not in 108S0	yes	n/a	executed
CCO NO. 0056 - Suspender Loads	Not in 108S1	no	n/a	executed
CCO NO. 0058 - Shipping Check Samples		yes	n/a	executed
CCO NO. 0059 - Additional OBG Penetrations	Not in 108S1	no	yes	
CCO NO. 0062 - Tower Doubler Plate		yes	yes	
CCO NO. 0063 - Tower Internal Shaft		yes	yes	
CCO NO. 0064 - Tower Strut Façade & Cross Bracing		yes	yes	
CCO NO. 0065 - Tower Access		yes	yes	
CCO NO. 0066 - Caulking		yes	yes	
CCO NO. 0068 - Additional Tower Penetrations		yes	yes	
CCO NO. 0076 - Hinge K Seismic Joint		yes	yes	
CCO NO. 0078 - Forging Bearing Blocks at E2 (East End Anchorage)		yes	yes	
CCO NO. 0084 - Weighing OBG Sections	Not in 108S1	no	yes	
CCO NO. 0089s0 - Deck Panel Acceptance Criteria	Not in 108S1	yes	yes	
CCO NO. 0089s1 - Tack Weld Repair		yes	n/a	executed
CCO NO. 0091 - Additional NDT (PAUT)		yes	n/a	executed
CCO NO. 0091s1 - Additional NDT (PAUT)	Not in 108S0	yes	n/a	executed
CCO NO. 0095 - Detailing for Various Changes		yes	yes	
CCO NO. 0097 - S Wire	Not in 108S0	yes	n/a	executed
CCO NO. 0101 - Temp Tower Stiffeners		yes	yes	
CCO NO. 0103 - Box Girder Axial Camber	Not in 108S0	yes	no	
CCO NO. 0105 - Tower Fit Lugs		yes	n/a	executed
CCO NO. 0117 - Crossbeams and OBG bolted connections	Not in 108S0	yes	no	

NOPC's

NOPC # 5 - Free Hanging Cable Interference	Pend CCO #126	no	n/a	executed
NOPC # 11 - Protest of denial of RFCO#33, Additional QA Sampling		no	yes	
NOPC # 13 - Critical Weld Report (RFCO #63)	Not Included	no	no	

RFCO's

RFCO #25 - Response/Comments on SEGSD4	Not in 108S1 - Open	no	yes	
RFCO #27 - Premium Time Incurred by Candraft	CCO #95	yes	yes	
RFCO #31 - Tower Saddle Turned Rods	Not in 108S1 - Open	no	yes	
RFCO #34 - OBG Platform Layouts	Pend CCO #95	yes	yes	
RFCO #36 - RFI 1422, Castability of East Saddle	Pend CCO #92	no	yes	
RFCO #40 - LeJeune Bolt Price Increase	Not in 108S1 - Open	no	yes	
RFCO #48 - West Deviation Saddle Erection Procedure	Not in 108S1 - Open	no	yes	
RFCO #49 - Differing Site Condition Foundation A1 (CCO-54s1)	Not in 108S1 - Open	yes	n/a	executed
RFCO #51 - Cable Bands	Not in 108S1 - Open	no	yes	
RFCO #66 - OBG Skin Plate Flatness	Not Included	yes	no	
RFCO #67 - Redline Changes to Dimension Control Plan (NOPC #14)	Not Included	yes	no	

Time settlement as indicated in this Appendix B, only applies to time impacts to the fabrication of OBG Lifts 1-11 and the T1 Tower, being performed by Contractor's Structural Steel Fabricator (ZPMC).