



January 26, 2018

RATP Dev USA, LLC
295 Madison Avenue
New York, NY 10017

Ventura County Transportation Commission ("VCTC")
950 County Square Drive
Suite 207
Ventura, CA 93003

Re: Proposed First Amendment to Intercity Transit Services Agreement,
(the "First Amendment")

Ladies and Gentlemen:

Reference is hereby made to the First Amendment.

As you know, RATP Dev USA, LLC ("RATP Dev") plans to acquire all of the stock of Roadrunner Management Services, Inc. (the "Contractor"), consistent with its letter dated January 8, 2018 to VCTC. Upon closing of such acquisition (the "Effective Date"), the Contractor will be a party to the First Amendment, to be effective the Effective Date, and to the Intercity Transit Services Agreement, dated November 26, 2014 (the "TSA"), each with VCTC.

This will confirm, in order to induce VCTC to enter into the First Amendment, that:

RATP Dev hereby represents and warrants to VCTC that it has had the opportunity to conduct satisfactory due diligence and has conducted such due diligence related to the TSA, including, but not limited to:

the evaluation of Contractor's performance to date under the TSA;

the review and analysis of all equipment leases, vehicle sales contracts, rental agreements, and other agreements required to perform the services under the TSA;

the review of all physical plants operated by Contractor (subject to RATP Dev's ongoing environmental due diligence); and

the review of all necessary records and documents to form a complete understanding of the requirements under the TSA and the actual operating conditions encountered by Contractor since the Notice to Proceed was issued.

The foregoing representation is premised on RATP Dev having received all material documents relating to the parties' performance under the TSA and on the absence of any material misstatements or material omissions in the statements or documents provided to RATP Dev by VCTC. As of the date of this letter, RATP Dev is not aware of any material documents it has not received, and is not aware of any material misstatements or material omissions in the statements or documents provided.

RATP Dev shall cause Contractor to, following the Effective Date:

(i) within forty-five (45) days of the Effective Date of the First Amendment increase the average driver wage rate from \$15.00 per hour to \$17.50 per hour, and set driver starting wages within a range of \$14.75 per hour up to a maximum of \$22.00 per hour. The new driver wage rates will be increased based on seniority, Contractor's wage policy and wage rates paid currently to Contractor's drivers; and (ii) provide confirmation, in a form acceptable to VCTC, that driver wages have been increased in accordance with this paragraph;

within forty-five (45) days of the Effective Date of the First Amendment, provide confirmation in a form acceptable to VCTC that the wages for all non-driver staff have been adjusted upward to hourly rates within the following minimum and maximum rates:

Category	Minimum Hourly Pay	Maximum Hourly Pay
Driver (Full Time)	\$14.75	\$22.00
Driver (Part Time)	\$13.00	\$17.00
Lead Mechanic/Foreman	\$25.33	\$34.27
Mechanics	\$23.00	\$30.00
Operations Supervisor	\$17.50	\$24.00
Lead Dispatcher/Dispatcher	\$15.00	\$20.00
Utility/Detailers/Fuelers	\$12.00	\$16.00
Admin. Asst.	\$13.00	\$17.00
Farebox Clerks	\$13.00	\$17.00
Parts Clerk	\$17.00	\$23.00
Asst. Training Manager	\$18.00	\$25.00

confirm that no employee's pay was reduced or decreased as a part of the adjustment of wages as stated herein;

include "mid-life" overhauls, including engine rebuilds for each vehicle used for services under the TSA as specified in Exhibit I ("VCTC Fleet Schedule and Contractor Fleet Rebuild Program") to the TSA, as amended by the First Amendment; and

reduce the staffing levels for dispatch positions and road supervisors under the TSA to three dispatch positions and three road supervisors, consistent with RATP Dev's review of the TSA.

Sincerely,

A handwritten signature in black ink, appearing to read "Blaine Rigler".

Blaine Rigler,
President, RATP Dev USA