

**THIRD AMENDMENT TO
INTERLOCAL AGREEMENT**

This Amendment to the Interlocal Agreement, made and entered into on September 9, 2010 by and between the City of Las Vegas, Nevada, a political subdivision of the state of Nevada, acting by and through the City Council which is its governing body (hereinafter called "CITY"), and Regional Transportation Commission of Southern Nevada, a political subdivision of the State of Nevada (hereinafter called "RTC").

WITNESSETH:

WHEREAS, an Interlocal Agreement is defined as an agreement by public agencies to "obtain a service" from another agency; and

WHEREAS, the RTC and the City have entered into several interlocal agreements to enable the RTC to implement a Downtown Connector Project a portion of which will provide rapid transit vehicle roadway improvements along Grand Central Parkway, Casino Center Boulevard, Third Street, Main Street, St. Louis Avenue, and Paradise Road; and

WHEREAS, the RTC intends to add an additional transit station on Grand Central Parkway to facilitate improved access and enhance service to the system's patrons; and

WHEREAS, the CITY and the RTC mutually wish to amend the existing Interlocal Agreement, as originally set forth in the Agreement dated April 18, 2007 and a subsequent Amendments dated July 16, 2008 and March 17, 2010; and

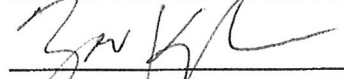
NOW THEREFORE, in consideration of the premises and of the mutual covenants and conditions contained it is agreed as follows:

1. Replace the language of ARTICLE I, RTC AGREES, with the following language: To provide funding for the total cost of the Design Project, Construction Project and Neon Sign Artwork Design, Fabrication and Installation Project according to Section 6.1 REIMBURSEMENT COSTS of the Policies and Procedures Manual of the RTC. The total cost for engineering design and right-of way engineering of the Design Project shall not exceed forty seven million three hundred thousand dollars (\$47,300,000.00). This total cost reimbursement amount supersedes all previous total costs referenced in other interlocal agreements related to this project, dated December 7, 2005 and June 22, 2006. The agreement for \$500,000.00 associated with cost increases as a result of construction work are included in and part of the total amount of \$47,300,000.00 for the project. By this agreement the parties agree that the total cost reimbursement for this project is intended to be the "not to exceed" amount of \$47,300,000.00, inclusive of any other amounts previously authorized in this or other related interlocal agreements referenced above.

2. Extend the term of this agreement in ARTICLE III, IT IS MUTUALLY AGREED, paragraph 2 through June 30, 2011.
3. All the other existing terms and conditions set forth in the original Agreement dated April 18, 2007 and subsequent Amendments dated July 16, 2008 and March 17, 2010 shall remain in full force and effect.

IN WITNESS WHEREOF the parties have executed this Agreement of the day and year first above written.

APPROVED AS TO LEGALITY AND FORM:

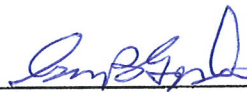


ZEY KAPLAN, General Counsel

DATE OF COUNCIL ACTION:

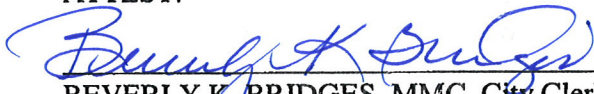
9/1/2010

CITY OF LAS VEGAS

By: 

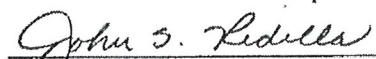
OSCAR B. GOODMAN, Mayor

ATTEST:



BEVERLY K. BRIDGES, MMC, City Clerk

APPROVED AS TO FORM:



JOHN S. RIDILLA, Deputy City Attorney

DATE OF COMMISSION ACTION:

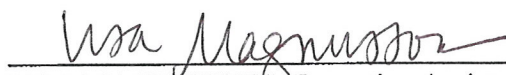
9/9/10

REGIONAL TRANSPORTATION
COMMISSION OF SOUTHERN
NEVADA

By: 

LAWRENCE L. BROWN III,
Chairman

ATTEST:



LISA MAGNUSSON, Executive Assistant