

**FIRST AMENDMENT TO COMMUTER FACILITY
IMPROVEMENT GRANT AGREEMENT**

THIS AMENDMENT ("Amendment"), dated this 4 day of June, 2009, shall amend and modify the Agreement for Commuter Parking Facility Improvement Grant Agreement entered into on June 21, 2007, ("**Agreement**") by and between the Commuter Rail Division of the Regional Transportation Authority, a division of an Illinois municipal corporation, ("**Metra**"), and the Village of Lombard, an Illinois municipal corporation ("**Municipality**") for the funding of improvements to the Lombard Station ("**Improvements**") in Lombard, Illinois to extend the time for installation of the Improvements. To the extent that a provision or provisions of the Agreement are in conflict with a provision or provisions of this Amendment, the provision or provisions of this Amendment shall control. Metra and Municipality are hereinafter sometimes individually referred to as a "**Party**" and jointly referred to as the "**Parties**".

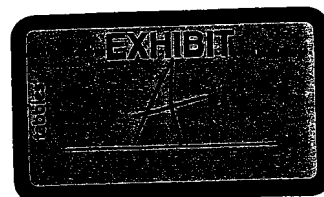
NOW, THEREFORE, for and in consideration of the mutual agreements set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Parties, Metra and Municipality agree as follows:

1. Part II, Section 44, EXPENDITURE OF GRANT FUNDS, is amended by deleting the text of the paragraph and replacing it with the following: "Municipality agrees that the Grant Funds for this Project must be expended upon approved Project elements within thirty (30) months of execution of this Agreement. Unless otherwise specified in writing by CRD, all unexpended Grant Funds will automatically revert to CRD upon the expiration of this thirty (30) month time period."

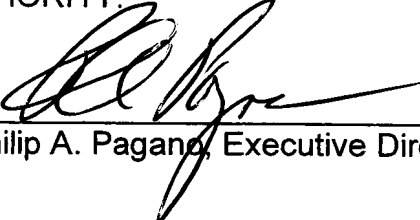
2. Capitalized terms, not otherwise defined herein, shall have the same meanings as ascribed to them in the Agreement.

3. All remaining terms, covenants, provisions and conditions of the Agreement, not amended hereby, shall remain in full force and effect.

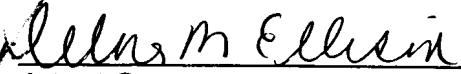
IN WITNESS WHEREOF, the Parties have executed this Amendment as of the day and year first above written.



COMMUTER RAIL DIVISION OF THE
REGIONAL TRANSPORTATION
AUTHORITY:

By: 
Philip A. Pagano, Executive Director

ATTEST:

By: 
Assistant Secretary

VILLAGE OF LOMBARD:

By: 
William J. Mueller, Village President

ATTEST:

By: 
Brigitte O'Brien, Village Clerk

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