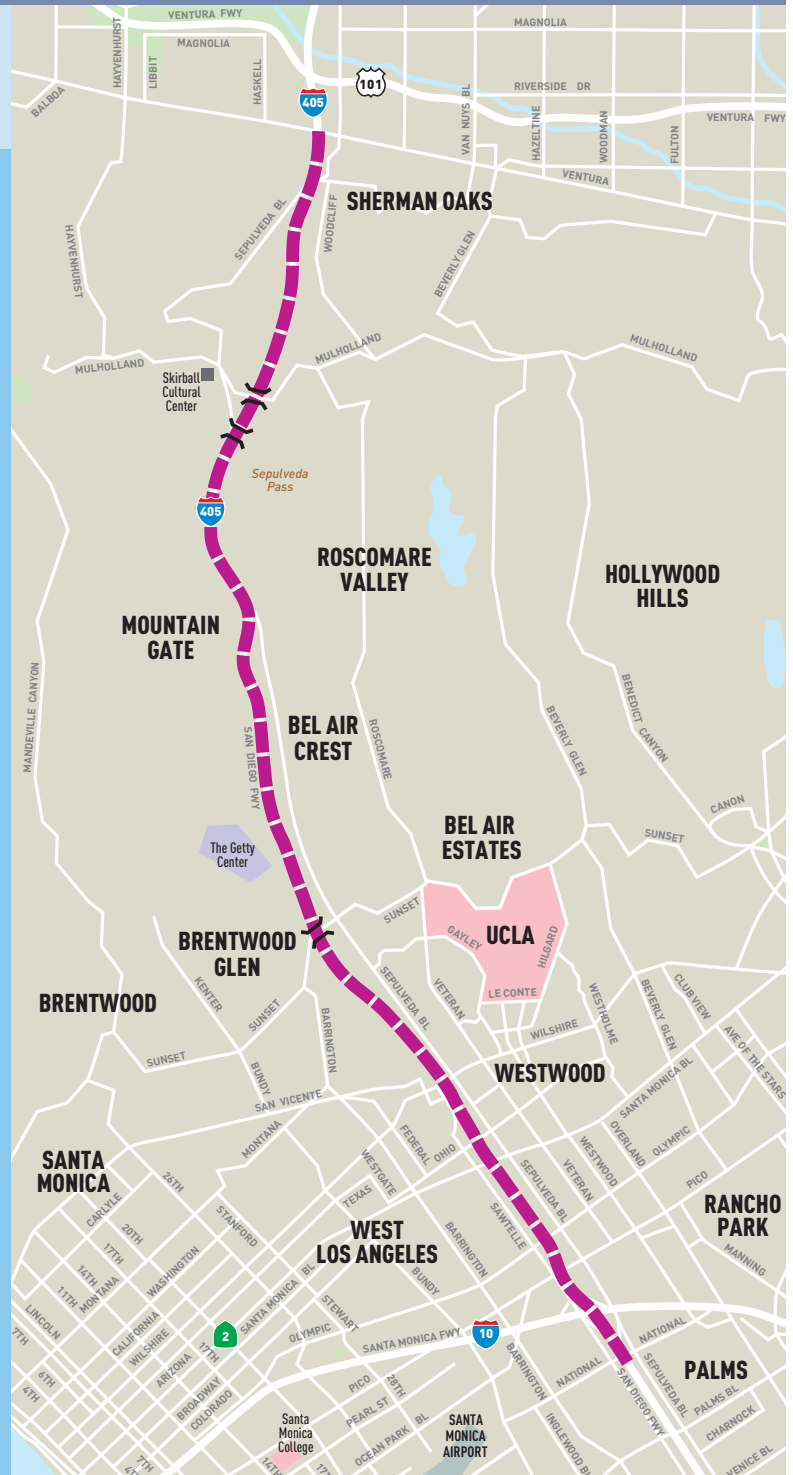




I-405 Sepulveda Pass Improvements Project

MONTHLY PROJECT STATUS REPORT



Metro®



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INTERSTATE 405 SEPULVEDA PASS IMPROVEMENTS PROJECT

MONTHLY PROJECT STATUS REPORT

THE PREPARATION OF THIS DOCUMENT HAS BEEN FINANCED IN PART THROUGH GRANTS FROM THE FEDERAL HIGHWAY ADMINISTRATION (FHWA) AND THE AMERICAN RECOVERY AND REINVESTMENT ACT (AARA) AND FUNDS FROM THE STATE OF CALIFORNIA.

JULY 2013

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PROJECT OVERVIEW & STATUS

The I-405 Sepulveda Pass Improvements Project will add a 10-mile HOV lane and improve supporting infrastructure such as ramps, bridges, and soundwalls on the San Diego Freeway (I-405); while widening lanes from the Santa Monica Freeway (I-10) to Ventura Freeway (U.S. 101). This project will reduce existing and forecasted traffic congestion on the I-405 and enhance traffic operations by adding freeway capacity in an area that experiences heavy congestion. In addition to these modifications, the project will improve both existing and future mobility and enhance safety throughout the corridor. Project benefits include a decrease in commuter time, reduce air pollution, and promote ridesharing. The I-405 Sepulveda Pass Improvements Project features include:

- *Add a 10-mile HOV lane on the northbound I-405 between the I-10 and US-101 freeways*
- *Remove and replace the Skirball Center, Sunset Blvd. and Mulholland Dr. Bridges*
- *Realign 20 on and off ramps*
- *Widen 20 existing overpasses and structures*
- *Construct approximately 18 miles of retaining walls and soundwalls*

Interstate 405 (I-405), also known as the San Diego Freeway, is a north/south route classified as an interstate/interregional loop freeway. It is part of the National Highway System (NHS), originating at the I-5 in Orange County in the City of Irvine and terminating at the I-5 in Los Angeles County, in the City of Los Angeles near the community of Mission Hills.

The design-build contract Notice to Proceed (NTP) was issued on June 2, 2009 with a Substantial Completion Deadline of May 31, 2013. Currently, the substantial completion is expected to occur in June 2014.

Kiewit has made reference to a global claim in their recent correspondence but the Project has no knowledge of Kiewit's basis for asking for a global settlement. Project has addressed all of Kiewit's claims to date, with approximately 4 requiring merit determination. The upcoming claims Kiewit has informed us of are not significant. Therefore, the Project believes the Life-of-Project (LOP) budget that the Board approved in June 2013 is still valid and addresses known claims and potential future claims.

Kiewit submitted a new CPM schedule (GPS-1) which they intend to obtain approval and replace with the current schedule. A review of the schedule showed that this schedule also includes increased base scope work durations and an approximately 8 months increase in substantial completion deadline compared to the schedule which was reviewed with Kiewit in April-May 2012 that yielded substantial completion dates ranging from July 2013 to February 2014. This GPS-1 schedule has been rejected.

Metro completed an initial Time Impact Analysis (TIA) that determined Kiewit to be entitled to 149 calendar days (CD) of excusable delays, and a Unilateral Change Order was issued to extend the Project Substantial Completion Deadline by 149 CDs. Metro has started evaluation of the entire TIAs covering all delays on the Project which is expected to be completed by mid-October 2013. Executive Partnering between Kiewit and Metro recommended a joint TIA task force to resolve schedule/TIA issues which started the first part of June 2013 and a report of findings was presented at the June 2013 Executive Partnering meeting. It appears that Kiewit and Metro have strived to achieve a common ground on TIA issues, and unfortunately are not able to reach an agreement. Therefore, the Project will continue to work on TIA using Metro's approach until the work is complete.

PROJECT OVERVIEW & STATUS (Cont'd)

Key project activities for July 2013 include:

- Kiewit has submitted a new CPM schedule (GPS-1) which they intend to obtain approval and replace with the current schedule. This GPS-1 schedule has been rejected.
- Retaining Walls 1720/1730 aesthetics are nearing completion for the second time since the start of the project. Metro is working with Caltrans, Kiewit, HNTB, and the City to obtain concurrence on the concept. At this time, the Project is waiting for the City Artist, Greenmeme, to develop the alternative, Caltrans option if possible. Greenmeme and Kiewit found an acceptable solution which was vetted by the Elected Officials staff from City/County. Metro gave Kiewit notice to start placement of concrete once City ConAd accepted the details. Kiewit is still working on deficiencies of the walls and is planning to start shotcrete early August 2013.
- MOT issues are being addressed on a daily/weekly basis and it is possible that some modifications to the specifications may be necessary to allow for consecutive ramp closures to take place.

MANAGEMENT ISSUES

Concern No. 1: Align I-405 Closer to the Getty Parking Structure (96" MWD Waterline)

Status/Action The negotiated construction costs were approved by the Board in May 2013 and Metro issued a Contract Modification to Kiewit. Kiewit responded by requesting modifications to the period of performance as well as minor scope clarifications. Negotiation of the design cost is still in progress. Negotiations were on hold for several months as Kiewit/HNTB pursued payment based on HNTB Engineering Labor Report. Unfortunately, there were issues with the way hours had been tracked, and that path has been determined infeasible. Fact finding resumed on July 29, 2013. Anticipated obstacles include unmerited scope and excessive hours for certain tasks.

Concern No. 2: Provisional Sums

Status/Action There will be a significant cost increase in Provisional Sums caused by unknown utility conflicts at bid time. Currently, Project is reviewing Utility scopes to verify their accuracy and identify other issues, such as future changes, that could impact the project later. In addition, the Project is actively pushing Kiewit to forward price all relocations and stop Time and Material (T&M), except in emergency type situations. Kiewit has exceeded original estimates by double in some cases which has made resolution difficult, but Project is working the issue with Kiewit. Kiewit brings up unsubstantiated Provisional Sum

MANAGEMENT ISSUES (Cont'd)

costs at Executive Partnering. Exceeding T&M estimates and lack of timely requests for reimbursement are areas that impact Kiewit and Metro. Without details, Project is left with few options, but to wait on information and keep working with Kiewit to resolve the issues.

Concern No. 3: Kiewit and Metro Estimating Approaches

Status/Action Construction estimates are advancing at this time. Design estimates, however, are acting differently, see Concern No. 1 above. Project staff, including Procurement, are working on these issues.

Concern No. 4 Project Cost and Schedule Reassessment

Status/Action Board approved an increase of \$78.7 million to the Life of Project (LOP) Budget at the June 2013 meeting. The current LOP stands at 1,141.4 million.

Concern No. 5: Widening of Sepulveda between Montana and Church

Status/Action This is part of the Westwood Hills lawsuit settlement and resolution of issues related to the LADOT requests for widening Sepulveda Blvd. The Project is behind in fact-finding and cost resolution.

Concern No. 6: Retaining Walls 1720 and 1730

Status/Action The changes to these walls are related to the potential Westwood Hills lawsuit settlement, LADOT requests for widening of Sepulveda Blvd., and reduced work for Kiewit at this location. Metro has been fact-finding with Kiewit for quite some time to get closer to resolving cost estimate differences. Area 5 (Getty) took priority so the resolution of this issue has been delayed. Metro Board approved the initial change and the Project is working under the assumption that this work is a credit to the project. After two years of requesting details of how artwork would be placed on Walls 1720 and 1730, Kiewit was able to convince the Mayor's office to scale back the artwork. Unfortunately, Cultural Affairs and the Artist are not cooperating and an artwork of some kind will still need to be incorporated on walls. Kiewit and the Artist are currently working on this issue. At this time, Metro has requested Caltrans HQ support and it appears Kiewit has requested support from HNTB to resolve Project needs, including providing two feasible alternatives to bring to community groups for commenting. Metro is waiting for Greenmeme, the Artist, to develop an acceptable art/aesthetic treatment which is difficult to understand why it has taken so long. Greememe and Kiewit found an acceptable solution which was vetted by the Elected Officials staff from City/County. Metro gave Kiweit notice to start placement of concrete once City ConAd accepted the details.

MANAGEMENT ISSUES (Cont'd)

Concern No. 7: Giro Lawsuit

Status/Action Caltrans has decided that modifying the existing ramps to tie into new freeway widening and then pursue a new ramp design after I-405 Project is complete, is the preferred resolution. The project is also looking into closing the northbound Getty on-ramp, based on construction requirements, to help reduce construction impacts. Comment resolution is becoming an issue on ramp design. Project is asking for support from Caltrans to accelerate comment resolution with HNTB. This work has many comments and Caltrans and Kiewit are working through a resolution. Project has reopened Getty northbound on-ramp, and is working with HNTB/Kiewit on final details for connection to mainline and the need for signalization and other work related to Getty ramps.

Concern No. 8: MSE Walls Failure

Status/Action Reconstruction of the Mechanically Stabilized Earth (MSE) Walls is nearly complete for the ones which were deconstructed.

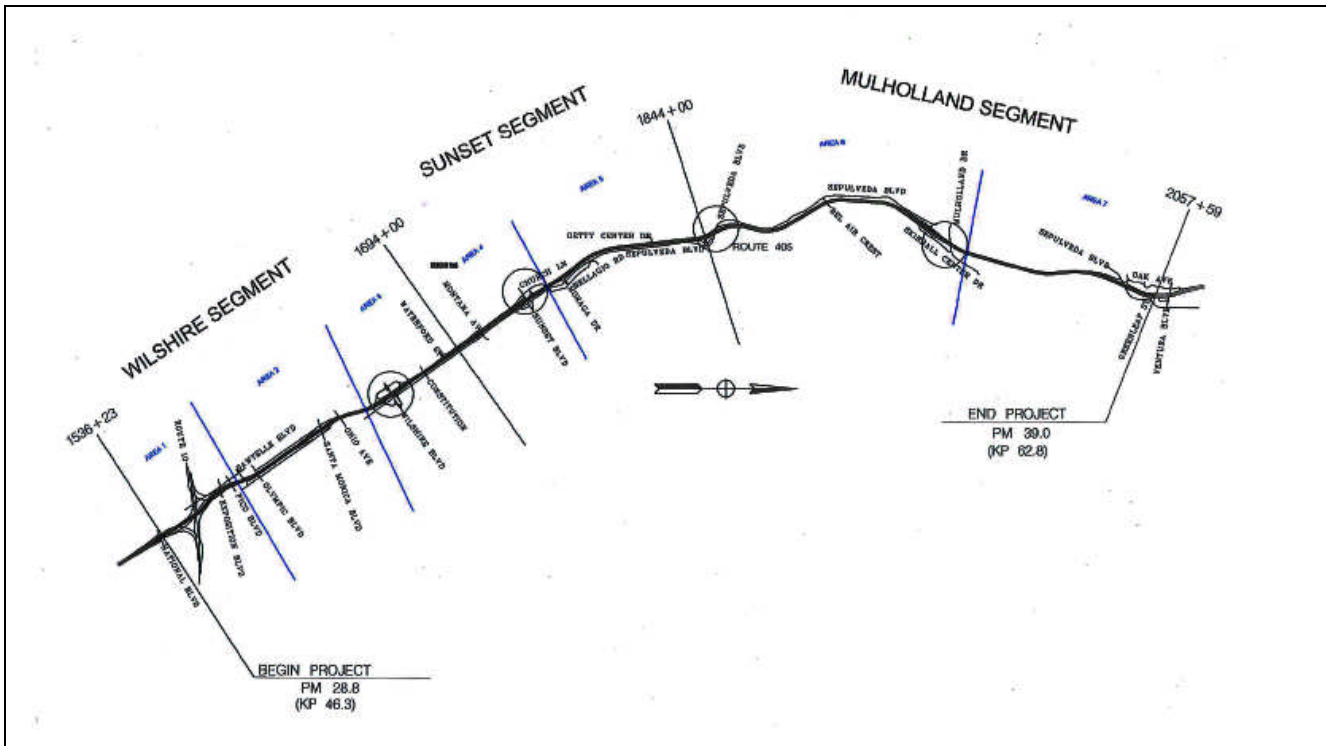
Concern No. 9: Landscaping

Status/Action Elected Officials have requested the placement of medians with trees on Sepulveda Blvd. The Project is investigating the feasibility, but is concerned with 1) possible utility issues/conflicts, 2) line of sight MOT, and 3) cost and schedule impacts.

Concern No. 10: Commercial Issues

Status/Action Since the start of the Project, Kiewit has submitted numerous "lists" containing Change Orders or Provisional Sums values that Kiewit may or may not be owed. Project has worked diligently with Kiewit to resolve work authorization and payment issues, yet these "lists" are constantly being transmitted. The information on these "lists" may or may not have merit. Project has reviewed the information on numerous occasions, thus expending a large amount of resource time, yet Kiewit never declares the information of these lists as "final". Project has requested Kiewit to submit a "final" list which has not been received yet. Kiewit's latest list indicated it was a "snap shot" which is contrary to what Kiewit told the Project at meetings while discussing the details of their list.

PROJECT SCOPE



The I-405 Sepulveda Pass Improvements Project is a Design-Build contract to add a 10-mile High Occupancy Vehicle (HOV) lane on the northbound San Diego Freeway (I-405) between the Santa Monica (I-10) and Ventura (US 101) Freeways. The purpose of the project is to reduce congestion by adding the HOV lane and closing the HOV gap, which will provide a continuous HOV lane from the Orange County Line to the I-405/US-101 interchange. The scope entails an 11-foot half median, one 12-foot HOV lane, a 1-foot HOV buffer, five 12-foot mixed-flow lanes (six 12-foot mixed-flow lanes between Mulholland Bridge and Valley Vista), and a 10-foot outside shoulder.

Most of the freeway widening required for this project occurs along the east side of I-405 along Sepulveda Blvd. between Montana Ave. and Moraga Dr. and between Getty Center Drive and the northbound Getty Center off-ramp. Sepulveda Blvd. is going to be slightly realigned at the relocated southbound I-405 Skirball Center Drive on/off-ramps in order to add a dual-left-turn lane to the on-ramp.

Some freeway widening also occurs along the west side of the freeway between Olympic Blvd. and Waterford Street, and between Bel Air Crest to just north of Ventura Blvd. This entails NB and SB lanes and shoulder standardization.

In order to reduce accidents associated with traffic on the ramps, project scope includes several interchange improvements as detailed below:

PROJECT SCOPE




- Wilshire Blvd. interchange in both directions
The northbound on-ramp from eastbound Wilshire Blvd. is grade-separated from the northbound off-ramp to westbound Wilshire Blvd. and from Sepulveda Blvd. The southbound off-ramp to eastbound Wilshire Blvd. is grade-separated from the southbound off-ramp to westbound Wilshire Blvd.
- Northbound I-405 Sunset Blvd. interchange
The northbound I-405 off-ramp to eastbound Sunset Blvd. is widened to include one more lane. Two exclusive 12-foot lanes on the reconstructed Sunset Blvd. overcrossing and two 12-foot lanes on the on-ramp are provided for the northbound I-405 on-ramp from eastbound Sunset Blvd. In the eastbound direction three 12-foot lanes and in the westbound direction three 11-foot lanes are provided which solves the existing reduction from three lanes to two lanes in the eastbound direction. In both directions, 4-foot shoulders and 5-foot sidewalks as well as a 13-foot median are provided on the Sunset Blvd. overcrossing.
- The irregular northbound I-405 on/off-hook ramps at the Getty Center interchange are reconfigured to a standard diamond interchange to increase stopping sight distances in order to improve safety.
- The southbound I-405 Skirball Center Drive interchange is relocated to form a “T” intersection with Sepulveda Blvd. This eliminates the existing intersection at Skirball Off-Ramp and Skirball Center Drive.
- The southbound Valley Vista On and Off Ramps are realigned due to freeway widening and freeway mainline realignment between SB Valley Vista On/Off Ramps. The realignment will improve the stopping sight distance for the SB Valley Vista Off-Ramp. A third lane will be added to the SB Valley Vista On-Ramp to increase the ramp capacity.
- A second NB lane will be added on Skirball Center Drive between the Skirball Bridge and NB Skirball ramps.
- A NB auxiliary lane and bike lanes will be added on Sepulveda Blvd. on each direction, between the new SB Skirball ramps and Skirball Bridge.

A total of 12 soundwalls and 54 retaining walls within the project limits are constructed at embankments where right-of-way is constrained.






A total of 12 undercrossings within the project limits are widened. Three overcrossings at Sunset Boulevard, Skirball Center Drive, and Mulholland Drive are replaced.

KEY MILESTONE SCHEDULE SIX-MONTH LOOKAHEAD

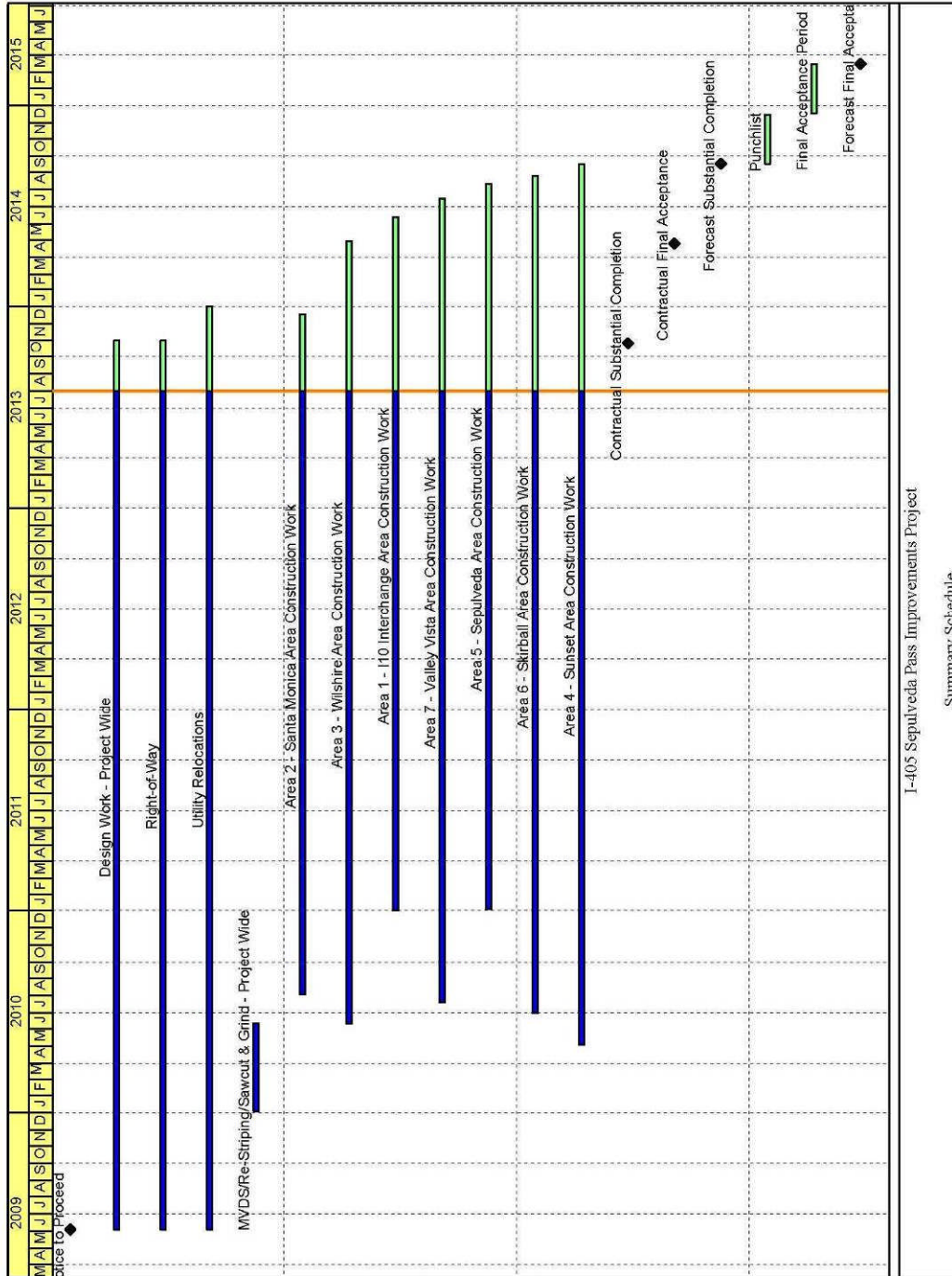
| | Milestone Date | Jul-13 | Aug-13 | Sep-13 | Oct-13 | Nov-13 | Dec-13 |
|---|----------------|--------|--------|--------|--------|--------|--------|
| Bridge 7 - NB 405 to EB Wilshire Off-ramp - Complete Demolition of Existing Bridge 7. | 7/3/13A | ○ | | | | | |
| Bridge 22 Mulholland Dr. OC - Begin Falsework removal Spans 1 & 3 | 7/18/13A | ○ | | | | | |
| Bridge 19 - Sepulveda UC - Begin Installation of Deck Panels | 7/22/13A | ○ | | | | | |
| Bridge 2 - Exposition UC - Begin Installation of Falsework at Frame 2/2RB | 7/26/13A | ○ | | | | | |
| Santa Monica Area - Median - Complete Concrete Paving | 7/30/13A | ○ | | | | | |
| Bridge 14 Sunset NB Off-ramp - Begin 120 Day closure Window | 8/2/13 | | ○ | | | | |
| Bridge 14 Sunset Off-ramp - Begin Demolition of Existing Bridge | 8/2/13 | | ○ | | | | |
| Bridge 8 EB Wilshire to NB 405 On-ramp - Pour Top Deck Span 1 & 2 | 8/8/13* | | ○ | | | | |
| Bridge 6 - SB Wilshire Off-ramp - Complete Bridge Work-6A & 6B | 8/15/13* | | ○ | | | | |
| Bridge 8 EB Wilshire to NB 405 On-ramp - Begin 90 Day closure Window | 8/22/13* | | ○ | | | | |
| Bridge 8 EB Wilshire to NB 405 On-ramp - Demo Existing Bridge. | 8/22/13* | | ○ | | | | |
| RW1720 - Complete Shotcrete Walls | 9/3/13* | | | ○ | | | |
| CIP Box Girder Top Deck Abutment 1, Bents 2-4 Phase 2. | 9/17/13* | | | ○ | | | |
| Bridge 14 Sunset Off-ramp - Begin Steel Girder Installation. | 9/17/13 | | | ○ | | | |
| Bridge 8 EB Wilshire to NB 405 On-ramp - Complete Removal of Falsework Abutment 1, Bents 2-4. | 9/25/13* | | | ○ | | | |
| Bridge 8 EB Wilshire to NB 405 On-ramp - Complete Approach Slabs Abutment 1, Bent 2-4 | 9/30/13* | | | ○ | | | |
| Bridge 2 Exposition UC - Complete Bridge Work (Stage 2 Span 4-8) | 10/17/13* | | | | ○ | | |

| | | |
|---|--|--|
|  Metro Milestone |  Design/Build |  Third Parties Approval |
| CT Caltrans Milestone | * New Date | FHWA FHWA Federal Highway Administration Approval |

KEY MILESTONE SCHEDULE SIX-MONTH LOOKAHEAD

| | Milestone Date | Jul-13 | Aug-13 | Sep-13 | Oct-13 | Nov-13 | Dec-13 |
|--|----------------|--------|--------|--------|--------|--------|--------|
| Bridge 14 Sunset Off-ramp - Begin Steel Girder Top Deck & Diaphragms/Bridge Bearing. | 10/28/13* | | | | ○ | | |
| Bridge 17 Church Lane UC - Complete Pier Cap, Deck, and Grade Beam Installation. | 10/25/13* | | | | ○ | | |
| Bridge 21 Skirball UC - Complete Precast Girder Top Deck and Diaphragms and Bridge Bearing Installation. | 10/8/13* | | | | ○ | | |
| Area 2 - Santa Monica Area - Substantial Completion & Relief of Maintenance | 11/1/13 | | | | | ○ | |
| Bridge 14 Sunset NB Off-ramp - End 120 Day closure Window | 11/15/13 | | | | | ○ | |
| Bridge 8 EB Wilshire to NB 405 On-ramp - End 90 Day closure Window | 11/18/13 | | | | | ○ | |
| Bridge 14 Sunset Off-ramp - Complete Bridge Work | 11/24/13 | | | | | ○ | |
| Bridge 8 EB Wilshire to NB 405 On-ramp - Complete removal of Falsework - Span 4-5 | 12/7/13 | | | | | | ○ |
| Bridge 2 Exposition UC - Complete Bridge Work | 12/9/13 | | | | | | ○ |
| Area 1 - I-10 Area - Substantial Completion & Relief of Maintenance | 12/24/13 | | | | | | ○ |
| Area 3 - Wilshire Area - Substantial Completion & Relief of Maintenance | 12/26/13 | | | | | | ○ |
| <p>  Metro Milestone  Design/Build  Third Parties Approval  Caltrans Milestone * New Date  FHWA Federal Highway Administration Approval </p> | | | | | | | |

PROJECT SUMMARY SCHEDULE



I-405 Sepulveda Pass Improvements Project

Summary Schedule

CRITICAL PATH NARRATIVE

The project has several critical paths which may potentially change as the work progresses. Based on the current project update, the primary critical path runs through MSE Wall 1766, Moraga On-Ramp, and MSE Wall 1764. The path then continues with construction of MSE Wall 1760 and Sunset Area NB widening. The path ends with Area 4 median work.

PROJECT COST STATUS

I-405 SEPULVEDA PASS IMPROVEMENTS PROJECT
 FEDERAL PROJECT #: SARRA-405-3(015)N, METRO PRIME CONTRACT# C0882
 METRO CONSTRUCTION MANAGEMENT DIVISION / CALTRANS
 COMBINED COST REPORT BY PHASE
 PERIOD ENDING: JULY 2013
 DOLLARS IN THOUSANDS

| PHASE # | PHASE CODE | DESCRIPTION | ORIGINAL BUDGET | CURRENT BUDGET | | COMMITMENTS | | EXPENDITURES | | CURRENT FORECAST | | BUDGET / FORECAST VARIANCE |
|-------------------------|------------|---|------------------|----------------|------------------|--------------|------------------|---------------|----------------|------------------|------------------|----------------------------|
| | | | | PERIOD | TO DATE | PERIOD | TO DATE | PERIOD | TO DATE | PERIOD | TO DATE | |
| 0 | PA&E | PROJECT APPROVAL & ENVIRO DOCS | 22,000 | - | 21,457 | - | 21,078 | - | 21,078 | - | 21,457 | - |
| 1 | PSE | PLANS, SPECS, & ENGINEERING | 63,100 | - | 25,560 | - | 25,613 | - | 25,677 | - | 25,632 | 72 |
| 2 | RS | RIGHT-OF-WAY SUPPORT | 14,000 | - | 9,543 | 163 | 7,114 | 163 | 7,114 | - | 8,076 | (1,467) |
| 3 | CS | CONSTRUCTION SUPPORT | 28,000 | - | 67,813 | 1,391 | 80,985 | 3,878 | 75,970 | - | 75,406 | 7,593 |
| 4 | C | CONSTRUCTION | 823,900 | - | 836,541 | 314 | 827,950 | 65,280 | 664,270 | - | 865,337 | 28,796 |
| 9 | RC | RIGHT-OF-WAY CAPITAL | 83,000 | - | 99,186 | 7,053 | 62,822 | 5,600 | 50,658 | - | 60,792 | (38,394) |
| SUBTOTAL PROJECT | | | 1,034,000 | - | 1,060,100 | 8,921 | 1,025,561 | 74,921 | 844,767 | - | 1,056,700 | (3,400) |
| 4 | C | CONSTRUCTION OF CITY OF L.A.'S REVERSIBLE LANES PROJECT | - | - | 2,600 | - | - | - | - | - | 6,000 | 3,400 |
| 4 | C | CONSTRUCTION OF CALTRANS DRAINAGE SYSTEM REPAIRS | - | - | 8,000 | - | - | - | - | - | 8,000 | - |
| TOTAL PROJECT | | | 1,034,000 | - | 1,070,700 | 8,921 | 1,025,561 | 74,921 | 844,767 | - | 1,070,700 | - |

NOTE: EXPENDITURES ARE CUMULATIVE THROUGH JUNE 30, 2013.
 KIEWIT EXPENDITURES ARE ONLY THROUGH MAY 31, 2013 DUE TO INVOICING LAG.

PROJECT COST ANALYSIS

Original and Current Budgets

The Original Budget reflects the Metro Board adopted Life-of-Project (LOP) Budget which was approved in April 2009 in the amount of \$1,034 million. An additional \$6.0 million was approved by the Metro Board in February 2011 to add the City of LA's Reversible Lanes Project Scope funded by the City of Los Angeles, along with \$8.0 million approved by the Metro Board to add Caltrans drainage system repairs to be funded by Caltrans. The Metro Board approved a decrease in the amount of \$3.4 M for the Reversible Lanes and an increase of \$26.1M for betterments. This brings the total Current Budget to \$1,070.7 million.

Current Budget and Current Forecast

The Current Budget is \$1,070.7 million. Trends 1 through 184 have been approved and are included in the Current Forecast of \$1,070.7 million. Project Budget Change Requests (PBCR) 1 through 7 have been approved and included in the Current Budget.

Commitments

The Commitments increased by \$8.9 million this period primarily for Caltrans Real Estate acquisition, Kiewit approved contract modification and P.O's for DWP and Getty Center, consulting services and Metro/Caltrans staff charges. Total Commitments are \$1,025.6 million.

PROJECT COST ANALYSIS (Contd)

Expenditures

Expenditures are cumulative through June 2013. The expenditures increased by a total of \$74.9 million this period. Expenditures within the construction support phase included Metro and Caltrans project staff and miscellaneous consultant contract services. Costs in the right-of-way categories were for 3rd party Metro staff costs and for third party and utility relocation expenditures. Caltrans right-of-way expenditures for the period included staff charges for right-of-way support and Caltrans Real Estate acquisitions. Two Kiewit invoices were processed by Metro Accounting this period. One Kiewit invoice for the March and April 2013 combined timeframe was for \$31.8 million and the May 2013 was for \$17.3 million. Metro Accounting also accrued the June 2013 Kiewit invoice this period in the amount of \$16.1 million. The \$844.8 million in Project Expenditures to date represents 78.9% of the Current Budget.

FINANCIAL/GRANT STATUS – ORIGINAL SCOPE ACTIVITIES

| JULY 2013 | | STATUS OF FUNDS BY SOURCE | | | | | | | |
|--------------------|-----------------|---------------------------|-----------------------|----------------|-------|-----------------|-------|-------------------------------|-------|
| SOURCE | (A) | (B) | (C) | (D) | (D/B) | (E) | (E/B) | (F) | (F/B) |
| | APPROVED BUDGET | TOTAL FUNDS ANTICIPATED | TOTAL FUNDS AVAILABLE | COMMITMENTS \$ | % | EXPENDITURES \$ | % | BILLED TO FUNDING SOURCE * \$ | % |
| FEDERAL SAFETEA-LU | \$117.000 | \$117.000 | \$117.000 | \$117.000 | 100% | \$58.121 | 50% | \$58.121 | 50% |
| FEDERAL ARRA | \$189.900 | \$189.900 | \$189.900 | \$189.900 | 100% | \$189.900 | 100% | \$189.900 | 100% |
| STATE CMIA | \$640.100 | \$640.100 | \$614.000 | \$616.436 | 96% | \$546.812 | 85% | \$332.653 | 52% |
| STATE TCRP | \$90.000 | \$90.000 | \$90.000 | \$90.000 | 100% | \$37.709 | 42% | \$37.709 | 42% |
| STATE RSTP | \$10.100 | \$10.100 | \$10.100 | \$10.100 | 100% | \$10.100 | 100% | \$10.100 | 100% |
| PROPOSITION C 25% | \$13.000 | \$13.000 | \$13.000 | \$2.125 | 16% | \$2.125 | 16% | \$2.125 | 16% |
| SUB TOTAL FUNDS | \$1,060.100 | \$1,060.100 | \$1,034.000 | \$1,025.561 | 97% | \$844.767 | 80% | \$630.608 | 59% |
| CITY OF LA ** | \$2.600 | \$2.600 | \$0.000 | \$0.000 | | \$0.000 | | \$0.000 | |
| CALTRANS | \$8.000 | \$8.000 | \$8.000 | | | | | | |
| TOTAL FUNDS | \$1,070.700 | \$1,070.700 | \$1,042.000 | \$1,025.561 | | \$844.767 | | \$630.608 | |

NOTE: EXPENDITURES ARE CUMULATIVE THROUGH JUNE 2013.
 * BILLING AMOUNT IS LESS THAN EXPENDITURES AMOUNT DUE TO SYSTEM LAG IN SUBMITTING INVOICES TO CALTRANS.
 ** CONSTRUCTION OF CITY OF LA REVERSIBLE LANES PROJECT.
 *** CONSTRUCTION OF CALTRANS DRAINAGE SYSTEM REPAIRS.

STATUS OF FUNDS ANTICIPATED

FEDERAL SAFETEA-LU: \$117M is available for drawdown for specific phases of the Project as agreed upon in the Cooperative Agreement between Caltrans and Metro.

FEDERAL ARRA: \$189.9M is available for drawdown for specific phases of the Project as agreed upon in the Cooperative Agreement between Caltrans and Metro with consultation with FHWA.

STATE CMIA: State Proposition 1B Bond sales provided \$254.7M to the project. Funds are available for drawdown. The remaining balance of \$359.3M has been allocated and are available for drawdown. In December 2012 The California Transportation Commission and Metro Board approved the reprogramming of \$26.1M in CMIA funding to the I-405 Project. Funds are available for drawdown.

STATE TCRP: \$42M is available for drawdown for specific phases of the Project as agreed upon in the Cooperative Agreement between Caltrans and Metro. The remaining balance of \$48M has been made available by the CTC and is available for drawdown.

STATE RSTP: \$10.1M is available for drawdown for specific phases of the Project as agreed upon in the Cooperative Agreement between Caltrans and Metro.

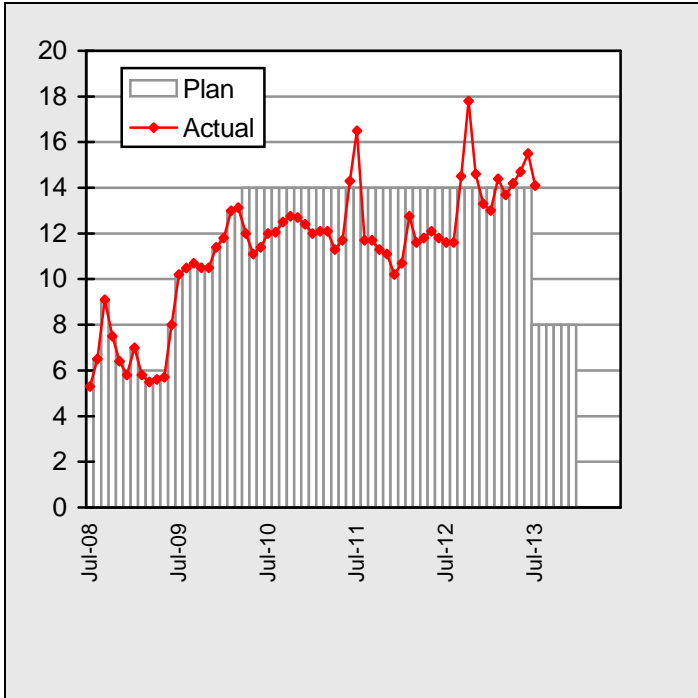
PROPOSITION C 25%: The Metro Board approved the allocation of \$13M to the Project.

STATUS OF FUNDS ANTICIPATED (Contd)

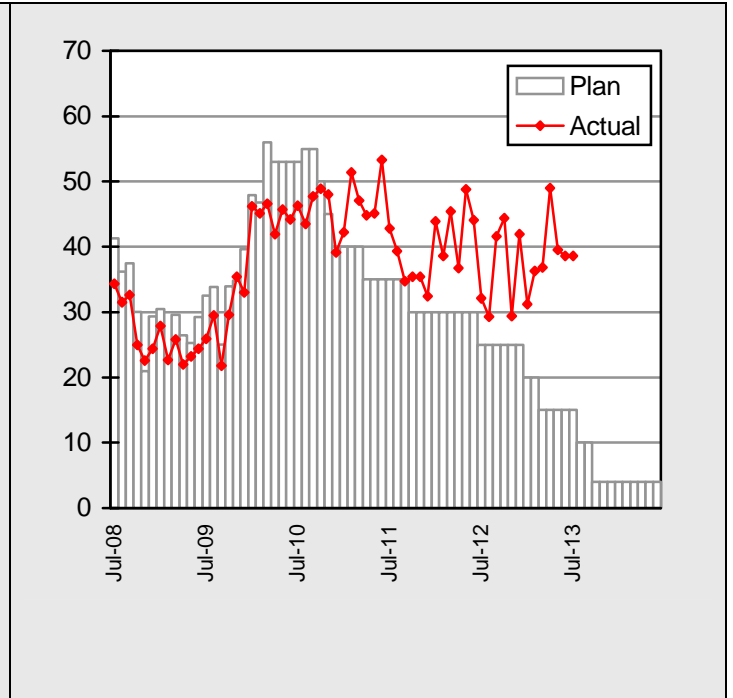
CALTRANS: Metro Board authorized staff in July 2012 to execute a Memorandum of Understanding between Caltrans Maintenance and Metro for a total amount of \$8M for the cleaning and the reconstruction of Caltrans drainage. Funds are available for drawdown.

STAFFING STATUS

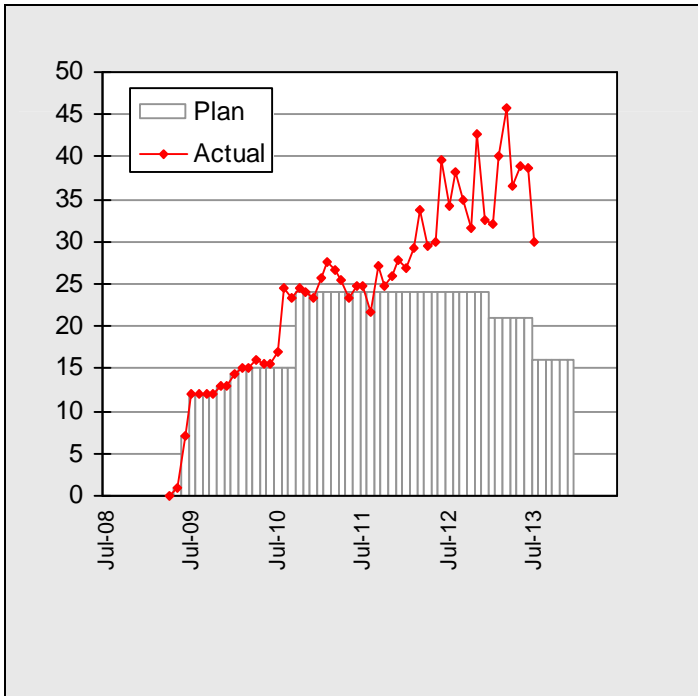
MTA - FTEs



CALTRANS- FTEs



STANTEC - FTEs



REAL ESTATE STATUS

The Real Estate acquisition process is proceeding and the Project is working on obtaining and releasing the past due parcels to the Contractor.

- Parcel 79612 (MWD) – Right-of-Entry (ROE) is in place. Annual renewal is required. Right-of-Way (ROW) requirements have been submitted by Kiewit. Caltrans is in the process of acquiring rights.
- ROW Tie-back easements at 1791/1797 – Caltrans is in the process of acquiring ROE.
- Parcel 80373 - DWP work at 11390 Thurston –Undergrounding of utilities is required. Caltrans will send the offer by mid-August 2013.
- Parcel 79619 (LACMTA) – Access has been provided but parcel has not been acquired yet. Acquisition will take place after the completion of project. This parcel has no apparent schedule impact.
- Parcel 79692 (Skirball) – ROE has been provided for the additional ROW but the parcel has not been acquired yet and it is currently going through the condemnation process. This parcel has no apparent schedule impact.
- TCE for the 22 parcels in the Westwood Hills Area have been extended to June 30, 2014.
- Parcels 80376/80378 - ROE from County Sanitation has been obtained. ROEs for Clear and Grub have also been obtained.
- Additional TCEs are required to modify the existing drainage system at Curtis School – Caltrans is in process of acquiring the TCE.
- Permanent and Temporary easements are required at the Leo Baeck Temple to install signal foundation at Getty Center Drive and Sepulveda – Caltrans is in process of acquiring TCE or ROE.

ENVIRONMENTAL STATUS

- Ongoing coordination with Santa Monica Mountains Conservancy (SMMC) and National Park Service on wildlife crossings and the redesign of NB Getty on-ramp and the associated wildlife culvert. The project provided direction to the Contractor to keep the on/off ramps in their existing location. Further coordination will be required with SMMC and NPS regarding this project change and will be addressed in the Environmental Addendum. Received a commitment letter from SMMC regarding the use of mitigation funds committed for the project for a new trail project in Mission Canyon. Preparation of a Cooperative Agreement between Caltrans and SMMC is in process to transfer mitigation funds to SMMC. Wildlife fencing plans were received on 6/19/13 and forwarded to NPS and SMMC.
- Ongoing preparation of an Environmental Addendum for changes associated with the final design of the N/B Getty on-ramp. Awaiting traffic analysis for maintaining ramps at their existing location. A separate new project has been programmed to modify existing ramps and is currently in the Project Initiation Document Phase. Environmental Addendum pending completion of traffic accident data analysis. Several recommendations were made according to the Traffic Accident Analysis received on 6/27/13. The project will make a decision on which recommendations to implement and will finalize the Addendum.
- Ongoing coordination regarding landscaping along Sepulveda Blvd. between Constitution and Sunset and required mitigation associated with tree removal from City and State R/W. Caltrans, Metro and LABSS continue to discuss outstanding tree removal permits and tree replacement plans.
- The Project received a Notice of Violation from the Regional Water Quality Control Board on July 1, 2013. A meeting was held with RWQCB on July 22, 2013 to discuss a path forward. The Project is currently preparing a response to the violation.

COMMUNITY RELATIONS STATUS

- Distributed construction notices for the following construction activities: Chevron waterline relocation work at Thurston Circle and Thurston Place, erection of falsework for Church Lane Bridge, demolition of pre-existing retaining wall between the Moraga Drive northbound 405 off-ramp and on-ramp, embankment and slope finishing work for retaining wall alongside the connector from northbound 405 to eastbound 10, change on northbound Sepulveda Blvd. from two left turn lanes to one left turn lane onto Moraga Drive northbound 405 on-ramp, cast-in-drill-hole pile drilling for wall on west side of Sepulveda, from south of Cashmere to Montana, drill, set and pour soldier pile wall at south of Bronwood Alley and Sepulveda Blvd. intersection east side of Sepulveda, sidewalk, curb, and gutter work on Cotner Avenue from Santa Monica Blvd. to Ohio Avenue, pile drilling for eastbound Wilshire Blvd. to northbound I-405 on-ramp construction, bridge falsework erection over Pico Blvd. for bridge widening, concrete pour for retaining wall adjacent to Sunset Blvd. off-ramp from northbound I-405, eastbound Santa Monica Blvd. curb and gutter work from Beloit to Cotner, sidewalk, curb and gutter work on Ohio from Beloit to Sepulveda, sidewalk, curb and gutter work on Beloit, from Ohio to Santa Monica Blvd., northbound I-405 Sunset off-ramp abutment wall and retaining wall footing excavation, demolition of northbound I-405 off-ramp to Sunset Blvd., extended 120-day closure of Sunset Blvd. off-ramp from northbound I-405 for ramp reconstruction and pile driving for abutment wall and retaining wall footing for Sunset Blvd. off-ramp reconstruction.
- Participated in the following meetings: Elected Officials Briefing on Wall 1720/30 art, Global Traffic Management Meeting, Critical Issues Meeting, Caltrans Public Officers, OIG Claims Audit and Caltrans/Metro Construction Relations web outreach.
- Coordinated the following work activities: complaints due to pile driving for the Sunset Blvd. off-ramp construction and 3,000 fliers for notification of pile driving for Sunset Blvd. off-ramp construction to residents and businesses in the area.
- 64,085 page views on Website.

QUALITY ASSURANCE STATUS

- Metro Quality participated in:
 - Three Pre-Activity Meetings.
 - Two Joint Project Quality Meetings
- Twenty-one Nonconformance Reports (NCRs) were issued this month.
- Twenty-three Deficiency Reports (DRs) were issued this month.

SAFETY AND SECURITY STATUS

- There was one recordable injury on the Project during July 2013. The injury was investigated and corrective measures were published to improve the potential to prevent a future similar injury.
- Safety Staff participated in scheduled pre-activity (readiness review) meetings to ensure compliance with approved Work Plans and contract specifications.
- Construction activities are monitored during day and night shifts to ensure contractor compliance with contract specifications including the removal of falsework structures from the Mulholland Bridge.
- Safety staff attended weekly Progress Meeting, Foreman's Weekly Safety Meetings and other project meetings to evaluate Contractors Safety Program compliance with contract requirements.
- July Contractor Work Hours (Design & Construction): 184,701
- Contractor – Project to Date Work Hours (Design & Construction through 7/20/13): 6,372,103
- Total Project to Date Work Hours (Contractor & the IPO Staff through 7/20/13): 6,991,699
- Project to Date Recordable Injury Rate: 0.7 (Twenty-six Recordable Injuries) (each rate is per 200,00 work hours)
- Project to Date Total Time Away Injury Rate: 0.3 (Ten Time Away From Work Injuries)
- Project to Date Total Days Away Rate: 14.3 (499 Days Away From Work)
- Metro Construction Safety is providing Safety and Security Contract Compliance oversight during both day and night shifts as many as six days a week due to overall project work schedule.

THIRD PARTY AGREEMENT STATUS

| Third Party | Type of Agreement | Forecast Execution Date | Required Need Date | Status/ Comments |
|--|--------------------------|--------------------------------|---------------------------|--|
| City of Los Angeles | MCA | 11/13 | 6/09 | A stand-alone Master Cooperative Agreement (MCA) between the City of Los Angeles and LACMTA is currently being drafted for the I-405 Project. |
| Los Angeles County Department of Public Works/Los Angeles Flood Control District | MCA | Cancelled | Cancelled | On advice of County Counsel, LACMTA is not required to enter into a Master Cooperative Agreement with the Los Angeles County Department of Public Works/Los Angeles Flood Control District since the I-405 Project is a State Project, not a LACMTA Project. |
| Utility Owners | Utility Agreements | Various | Various | Caltrans style Utility Agreements (similar to MTA Work Order Authorizations) will be completed as relocation plans are approved for each location. |

CONTRACT STATUS

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|----------------------|-------------------|---------------------|---------------------------------|-----------------------|-------------------------------|-----|--------------------------------|------|----------------------------|-------|-------------------------------|-------|--|--|--|--|--|-----------------|---------|----------------------------|--------|----------------------------|--------|--|---------|-------------------|---------|---------------------------|-------|
| <p>I-405 Sepulveda Pass Improvements Project Design/Build Contractor: Kiewit</p> | <p>Contract No.: C0882 Status as of: August 2, 2013</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>Progress/Work Completed: Major work started/completed this period: <ul style="list-style-type: none"> • Bridge 2 Exposition UC: Begin installation of falsework at Frame 2/2RB. • Bridge 7NB 405 to EB Wilshire Off-ramp: Complete existing bridge demolition. • Bridge 19 Sepulveda UC: Begin installtion of deck panels. • Area 2 Santa Monica: Complete median paving. • Bridge 22 Mulholand OC: Begin removal of falsework. • Maintenance during construction - SWPPP cleanout and repairs, graffiti removal from k-rails, trash and debris removal. Areas of Concern: <ul style="list-style-type: none"> • Area 4 utilities. • Bridge 17 construction. • Global Maintenance of Traffic (MOT). • Bridge 21 and Bridge 23 Girder Installation. </p> | <p>Major Activities (In Progress):</p> <ul style="list-style-type: none"> • Grading and paving. • Construction of Retaining Walls and sound walls. • Utility Relocations. • Bridge 2 construction. • Bridge 6a/6b construction. • Bridge 8 construction. • Bridge 9 construction. • Bridge 13 construction. • Bridge 14 construction. • Bridge 17 and Bridge 18 construction. • Bridge 19 and Bridge 20 construction. • Bridge 21 and Bridge 22 construction. • Bridge 23 construction. • Maintenance during construction. <p>Major Activities Next Period:</p> <ul style="list-style-type: none"> • Bridge 6A and 6B SB 405 to EB Wilshire Off-ramp: Complete bridge work. • Bridge 8 EB Wilshire to NB 405 On-ramp: Pour top deck spans 1 and 2. • Bridge 8 EB Wilshire to NB 405 On-ramp: Begin 90 day closure window. • Bridge 14 Sunset NB Off-ramp: Begin 120 day closure window. • Bridge 14 Sunset NB Off-ramp: Demolition of existing bridge. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Original Baseline | Time Extension | Current Contract | Forecast Completion | Variance Cur-Fcast | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Commencement | 08/31/09 | 0 | 08/31/09 | 08/31/09 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Completion | 05/31/13 | 149 | 10/27/13 | 09/16/14 | -324 | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Punchlist Complete | 08/29/13 | 149 | 01/25/14 | 12/15/14 | -324 | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Final Acceptance | 11/27/13 | 149 | 04/25/14 | 03/15/15 | -324 | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>Schedule Summary:</p> <table border="0"> <tr> <td>Notice of Award</td> <td>04/29/09</td> </tr> <tr> <td>Notice to Proceed</td> <td>06/02/09</td> </tr> <tr> <td>Original Contract Duration (CD)</td> <td>1640</td> </tr> <tr> <td>Approved Time Extensions (CD)</td> <td>149</td> </tr> <tr> <td>Current Contract Duration (CD)</td> <td>1789</td> </tr> <tr> <td>Elapsed Time from NTP (CD)</td> <td>1,523</td> </tr> <tr> <td>Contract Elapsed Time Percent</td> <td>85.1%</td> </tr> </table> | Notice of Award | 04/29/09 | Notice to Proceed | 06/02/09 | Original Contract Duration (CD) | 1640 | Approved Time Extensions (CD) | 149 | Current Contract Duration (CD) | 1789 | Elapsed Time from NTP (CD) | 1,523 | Contract Elapsed Time Percent | 85.1% | <p>Cost Summary: \$ In 000's</p> <table border="0"> <tr> <td>1. Award Value:</td> <td style="text-align: right;">720,922</td> </tr> <tr> <td>2. Executed Modifications:</td> <td style="text-align: right;">83,551</td> </tr> <tr> <td>3. Approved Change Orders:</td> <td style="text-align: right;">23,089</td> </tr> <tr> <td>4. Current Contract Value (1 + 2 + 3):</td> <td style="text-align: right;">827,562</td> </tr> <tr> <td>5. Incurred Cost:</td> <td style="text-align: right;">663,242</td> </tr> <tr> <td>6. Percent Incurred Cost:</td> <td style="text-align: right;">80.1%</td> </tr> </table> | | | | | 1. Award Value: | 720,922 | 2. Executed Modifications: | 83,551 | 3. Approved Change Orders: | 23,089 | 4. Current Contract Value (1 + 2 + 3): | 827,562 | 5. Incurred Cost: | 663,242 | 6. Percent Incurred Cost: | 80.1% |
| Notice of Award | 04/29/09 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Notice to Proceed | 06/02/09 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Original Contract Duration (CD) | 1640 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Approved Time Extensions (CD) | 149 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Current Contract Duration (CD) | 1789 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Elapsed Time from NTP (CD) | 1,523 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Contract Elapsed Time Percent | 85.1% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. Award Value: | 720,922 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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CHRONOLOGY OF EVENTS

| | |
|----------------------------------|--|
| May 18, 2007 | The Draft Environmental Impact Report (EIR)/Environmental Impact Statement (EIS) is issued. |
| May 22, 2007 to October 1, 2007 | Public review of draft EIS. |
| February 29, 2008 | The Final Environmental Impact Report (EIR)/Environmental Impact Statement (EIS) is issued. |
| March 10, 2008 | The Final Environmental Impact Report (EIR)/Environmental Impact Statement (EIS) errata with U. S. General Services Administration (GSA) comments is issued. |
| March 14, 2008 to April 14, 2008 | Public review of Final EIS. |
| April 25, 2008 | Record of Decision (ROD) approved. |
| October 10, 2008 | LACMTA issued Invitation For Bid (IFB) for the project. |
| February 20, 2009 | Project bids opened. |
| April 23, 2009 | LACMTA Board authorized the Chief Executive Officer to award Design-Build Contract C0882 to Kiewit Pacific Co. |
| April 23, 2009 | LACMTA Board approved establishing a budget of \$1.034 billion for project 405523. |
| April 23, 2009 | LACMTA awarded Contract C0882 to Kiewit Pacific in the amount \$694,156,000 to include Schedules A, C, and H (Option 4). |
| April 29, 2009 | LACMTA issued a revised NOA to Kiewit Pacific in the amount \$720,922,000 to include Schedules A, C, E (Option 1), F (Option 2), G (Option 3), and H (Option 4). |
| June 2, 2009 | LACMTA issued Notice to Proceed to Kiewit Pacific for the Design-Build Contract C0882. |
| August 31, 2009 | Contract Commencement Date. |
| September 24, 2009 | Kiewit Pacific submitted the Project Baseline Schedule. |
| October 14, 2009 | Project Design Quality Management Plan approved. |

CHRONOLOGY OF EVENTS (Cont'd)

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|--------------------|---|
| December 14, 2009 | Project Quality Management System approved. |
| January 20, 2010 | Project Baseline Schedule was approved. |
| January 27, 2010 | Roadway Restriping commenced. |
| March 12, 2010 | Major Project Permits were obtained; Permit 401 – Water Quality Control Board, Permit 404 – U.S. Army Corps of Engineers, and Permit 1600 – California Department of Fish & Game. |
| May 31, 2010 | The Project completed one year without a Recordable Injury. |
| July 23, 2010 | Sunset Bridge major demolition of the south side top deck and center column. |
| August 2, 2010 | Commenced construction on Bridge 4a/b. |
| August 16, 2010 | Commenced ExxonMobil 16" utility relocation at Bridge 16. |
| August 20, 2010 | Operating Engineers Local 12 initiate labor action by striking. |
| August 24, 2010 | Completed ductbank work on Sepulveda for DWP utility undergrounding. |
| August 24, 2010 | Commenced construction of Walls 1720/1730. |
| August 24, 2010 | ITS Backbone is cut. |
| September 7, 2010 | DWP started pulling wires for utility undergrounding on Sepulveda. |
| September 9, 2010 | Operating Engineers Local 12 Labor action is settled and strike ends. |
| September 13, 2010 | Completed the excavation of Roadway at 1685/1691. |
| September 15, 2010 | Completed the removal of Wall 1665. |
| September 18, 2010 | Completed installation of Temporary walkway at Skirball Bridge. |
| September 28, 2010 | Pioneer access to Sunset on-ramp, Bridge 15 Abutment 1. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|-------------------|---|
| October 12, 2010 | Began excavation of Sunset Bridge 16 Abutment 1 Footing. |
| October 12, 2010 | Began demolition of Skirball Bridge 21. |
| October 15, 2010 | Completed demolition Skirball Bridge 21. |
| October 15, 2010 | Began driving piles at Santa Monica Bridge 4. |
| October 15, 2010 | Installed Beams at Sunset Bridge 16, Bent #2. |
| October 15, 2010 | Began driving piles on Santa Monica Bridge 4. |
| October 19, 2010 | Completed demolition of Sunset Bridge 16, Abutment 4. |
| October 21, 2010 | Installed beams at Sunset Bridge 15 On Ramp, Abutment 1. |
| October 22, 2010 | Began Demolition of Sunset Bridge 16, Abutment 1. |
| October 22, 2010 | Installed Piles at Wall 1720. |
| October 25, 2010 | Began Excavation at Walls 1685/1691. |
| October 28, 2010 | Began the relocation of overhead power lines at Ohio Ave Bridge 5. |
| October 28, 2010 | Clear and grub area at Wall 1746. |
| November 12, 2010 | Completed demolition of soundwall, barrier rail, and overhang at Bridge 13. |
| November 15, 2010 | Completed installation of SOE at Abutment 1 NB at Bridge 4 Santa Monica. |
| November 15, 2010 | Completed demolition of existing ExxonMobil 16" Oil Pipeline. |
| November 17, 2010 | Completed excavation of CIP at Wall 1640. |
| November 18, 2010 | Began excavation at Wall 1635. |
| November 29, 2010 | Began Excavation at Bridge 13. |
| November 30, 2010 | Began relocation of SCE underground vault. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|-------------------|---|
| December 7, 2010 | Began driving piles at Bridge 13 - Montana Avenue UC. |
| December 14, 2010 | Completed Pile driving at Abutment 1 Bridge 16 Sunset OC. |
| December 15, 2010 | Completed the installation of new power poles and raised the utility wires at Bridge 5 - Ohio Avenue. |
| December 16, 2010 | Completed piles at abutments 1 and 2 for Bridge 13 Montana Ave UC. |
| December 17, 2010 | Began installation of SOE beams at Bridge 15 Sunset on-ramp. |
| January 3, 2011 | Began Construction of Piers and Columns at Bridge 16. |
| January 11, 2011 | Began Construction Activities at Bridge 5. |
| January 13, 2011 | Began Construction Activities at Bridge 12. |
| January 17, 2011 | Began Installation of Footings and Pile Caps at Bridge 16. |
| February 1, 2011 | Began Construction Activities at Bridge 21 – Skirball Center Drive. |
| February 14, 2011 | Began Field Work relocating Storm Drain at Veterans Administration (VA). |
| February 21, 2011 | Began Field Work relocating Chevron Oil Pipeline at Bridge 23 – Sepulveda UC. |
| February 23, 2011 | Began Construction Activities at Bridge 15 – Sunset On-Ramp. |
| February 25, 2011 | Completed Drilling and Placing Beams at NB Abutments 1 & 2 at Bridge 12 – Constitution UC. |
| February 28, 2011 | Completed Pouring Columns at Bent 3, Bridge 16 – Sunset OC. |
| March 2, 2011 | Began Field Work relocating LADWP 4" Waterline at Valley Vista. |
| March 2, 2011 | Completed Driving 14" Square Piles at Bridge 3 Abutment 1. |
| March 15, 2011 | Began Field Work relocating So Cal Gas Line at Wall 1746. |

CHRONOLOGY OF EVENTS (Cont'd)

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|----------------|--|
| March 18, 2011 | Completed Setting Soldier Beams at Bridge 15 Bent 2 & 3 Mainline. |
| March 23, 2011 | Began Field Work Encasing Sewer Lines 401-403 at Walls 1720, 1730 and 1746. |
| March 31, 2011 | Completed Setting and Backfilling Wall Panels at Wall 1942B. |
| April 4, 2011 | Began Installation of Bent 2 & Bent 3 Columns at Bridge 21 Skirball Center Drive OC. |
| April 5, 2011 | Began Installation of Storm Drain at Walls 1720 and 1730. |
| April 10, 2011 | Completed Installation of Girders at Bridge 13 Montana Ave UC. |
| April 22, 2011 | Completed Bridge 9 Wilshire Blvd. UC demolition for widening. |
| April 25, 2011 | Began Work Relocating Shell Oil Line at Bridge 23 Sepulveda UC. |
| May 2, 2011 | Began Relocation of Area 2 Sewer Lines # 201-203. |
| May 6, 2011 | Completed Setting Girders at Southside of Bridge 16 Sunset OC. |
| May 11, 2011 | Began Construction Work on Bridge 3 Olympic Blvd. |
| May 25, 2011 | Completed Tie Back Installation at Walls 1720 and 1730. |
| June 3, 2011 | Completed Girder Installation on the North Side of Bridge 21 Skirball OC. |
| June 13, 2011 | Began Installation of Precast Deck Panels on Bridge 16 Sunset OC. |
| June 24, 2011 | Began Demolition of Existing Walls 1720 and 1730 along Sepulveda Blvd. |
| June 30, 2011 | Completed Installation of Precast Deck Panels on Bridge 16 Sunset OC. |

CHRONOLOGY OF EVENTS (Cont'd)

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|--------------------|---|
| July 6, 2011 | Began Relocation of LADWP Overhead Power Lines at Mulholland Bridge. |
| July 13, 2011 | Completed installation of Void Slab Deck at Bridge 12 Constitution UC. |
| July 14, 2011 | Completed Pouring Diaphragms 1, 2, and 3 at Bridge 21 Skirball OC. |
| July 16, 2011 | Began Demolition of South Side of Bridge 22 Mulholland OC. |
| July 17, 2011 | Completed Demolition of South Side of Bridge 22 Mulholland OC. |
| July 20, 2011 | Completed Installation of Pre-cast Girders at Bridge 4SB Santa Monica UC. |
| July 26, 2011 | Began Driving Piling at Bridge 8 NB from EB Wilshire, Bent 8. |
| August 1, 2011 | Began installation of forms and rebar for Top Deck at Bridge 21, Skirball Center Drive. |
| August 3, 2011 | Began work on the Interchange Ramp from Westbound I-10 to Northbound I-405. |
| August 6, 2011 | Began work installing Top Deck at Bridge 4 Santa Monica Blvd. |
| August 24, 2011 | Completed pouring the Top Deck at Bridge 13, Montana Ave. |
| August 26, 2011 | Completed installation of Footing & Pile Cap/Abutment-Wingwalls/Bridge Bearing Bridge 3 Olympic Blvd. |
| August 31, 2011 | Completed pouring the Top Deck at South Side of Bridge 16, Sunset Blvd. |
| September 15, 2011 | Completed installation of Top Deck and Diaphragm on Bridge 16, Sunset Blvd. |
| September 16, 2011 | Completed pouring the Top Deck at Bridge 21, Skirball Center Drive. |
| September 23, 2011 | Began construction of LADWP Power Utilities undergrounding ductbank between Stations 1740 and 1760. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|--------------------|--|
| September 27, 2011 | Completed pouring curb and gutter on west side of Bridge 16, Sunset Blvd. |
| September 29, 2011 | Completed pouring Lateral Retaining Walls #6, #7, and #8 at Retaining Wall 1720. |
| October 14, 2011 | Completed pouring footing for Bent 2 at Bridge 22, Mulholland Drive. |
| October 17, 2011 | Began installation of Bent 2 Forms at Bridge 22, Mulholland Drive. |
| October 18, 2011 | Began construction activities at Bridge 18, Bel Air Crest. |
| October 22, 2011 | New Bridge 16, Sunset Blvd. South Side opened to vehicle traffic. |
| October 27, 2011 | Completed pouring Abutment 1 at Bridge 22, Mulholland Drive. |
| November 1, 2011 | Began demolition of Bridge 16 Sunset Blvd. north side. |
| November 7, 2011 | Began installation of CIDH Piles for I-10 Connector. |
| November 9, 2011 | Completed demolition of Bridge 16 Sunset Blvd. north side. |
| November 22, 2011 | Received the VA License to Enter agreement. |
| November 22, 2011 | Completed pouring Bridge 22 Mulholland OC Bent 2 Columns. |
| November 22, 2011 | Completed pouring Bridge 5 Ohio NB Abutments 1 & 2. |
| December 1, 2011 | MSE Wall 1897 along NB Sepulveda Blvd. south of Skirball Center Drive ruptures. Kiewit stops work on all MSE Walls throughout the project and begins investigation into MSE Wall deficiencies. |
| December 1, 2011 | Began 2 nd pouring of Bridge 22 Mulholland Abutment 1. |
| December 8, 2011 | Completed subgrade for NM Connector. |
| December 17, 2011 | Began installation of Precast Girders at Bridge 5A Ohio Ave. |
| December 19, 2011 | Began installation of falsework beams for Bridge 15 Sunset on-ramp. |

CHRONOLOGY OF EVENTS (Cont'd)

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|-------------------|---|
| December 19, 2011 | Began driving piles for Bridge 16 Sunset Blvd. Bent 3. |
| January 4, 2012 | Began De-construction of MSE Wall 1738A. |
| January 9, 2012 | Began De-construction of MSE Wall 1665. |
| January 16, 2012 | Completed demolition of the I-405 median barrier at Mulholland Bridge and began erection of Falsework. |
| January 19, 2012 | Began pouring footings for Soundwalls at Retaining Walls 1720 and 1730. |
| January 20, 2012 | Completed pouring column # 1 @ Sunset Blvd. Bridge. |
| January 25, 2012 | Began De-construction of MSE Wall 1634. |
| January 27, 2012 | Kiewit stopped work on all Soil Nail Walls due to developing cracks, pending investigation. |
| January 31, 2012 | Poured columns at Bel Air Crest Bridge. |
| February 13, 2012 | Construction activities are started in Area 5 at Bridge 18 Getty Center UC and Bridge 19 Sepulveda UC. |
| February 15, 2012 | De-construction of MSE Wall 1738A at Sunset NB Off-Ramp is completed. |
| February 18, 2012 | Piers and Columns are poured for Bridge 16 Sunset Blvd. |
| February 18, 2012 | LADWP completes installation of new underground cabling in ductbank along Sepulveda Blvd and Wilshire Ave. Final paving of Sepulveda trench is completed. |
| February 28, 2012 | Kiewit submits notification to LACMTA that all remaining MSE Walls, with the exceptions of completed MSE Walls 1619 and 1942B will be de-constructed. |
| March 2, 2012 | Full NB Freeway Closure at Mulholland Bridge to install Falsework Girders. |
| March 6, 2012 | Caltrans identifies a potential Safety Concern during Mulholland Bridge Falsework Girder Installation on the SB Side and orders girders to be removed. Caltrans issues Stop Work Order pending review of Girder Installation Process. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|----------------|--|
| March 8, 2012 | Caltrans completes review of Girder Installation Process and authorizes resumption of installation of Falsework Girders at Mulholland Bridge. SB Side Falsework Girders are installed. |
| March 22, 2012 | Concrete Girders are installed at Bridge 5B Ohio UC SB side. |
| April 7, 2012 | Kiewit completes installation of Mulholland Bridge (South Side) Sheet Decking and begins installation of structural rebar. |
| April 10, 2012 | Kiewit resumes construction of MSE Walls. Construction of Wall 1672 new leveling pad is started. |
| April 14, 2012 | Kiewit begins installation of top deck and diaphragm structural rebar at Bridge 4 Santa Monica UC. |
| April 20, 2012 | Kiewit pours concrete top deck, curb, and gutter at Bridge 9 Wilshire UC. |
| May 1, 2012 | Begin installation of Concrete girders at Bridge 16 Sunset OC North Side. |
| May 4, 2012 | Kiewit resumes construction of MSE Walls using an approved new Wall Panel Vendor and Construction Plan. Construction begins at MSE Wall 1672 along Sepulveda Blvd. north of Wilshire Blvd. |
| May 4, 2012 | Completion of installation of Concrete Girders at Bridge 16 Sunset OC North Side. |
| May 18, 2012 | Construction of MSE Wall 1808 along Sepulveda Blvd. north of Getty Center Drive is started using new Wall Panels and Construction Plan. |
| May 24, 2012 | Structural construction is started within the GSA Property. Construction of Bridge 7 Bent 3 is started. |
| May 31, 2012 | Construction of MSE Wall 1686 along Sepulveda Blvd. north of Constitution Drive is started using new Wall Panels and Construction Plan. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|--------------------|--|
| June 2, 2012 | NW1 Ramp from WB I-10 to NB I-405 is opened for traffic. |
| June 6, 2012 | GSA Microwave Security System is installed. |
| June 7, 2012 | Bridge 7 NB I-405 to EB Wilshire Off-ramp Columns for Bents 3 and 4 are constructed on GSA Property. |
| June 22, 2012 | 90-Day Shutdown of Bridges 10 & 11 NB I-405 to WB Wilshire and WB Wilshire to NB I-405 commenced. |
| June 27, 2012 | Demolition of existing Bridges 10 & 11 is completed. |
| July 15, 2012 | Bridge 21 Skirball Center Drive, North side, is opened to traffic. |
| July 20, 2012 | Bridge 22 Mulholland Drive, Top Deck is poured. |
| July 21, 2012 | Bridges 10 & 11 Pre-cast Girders are installed. |
| July 30, 2012 | Bridge 21 Skirball Center Drive, South Side, Demolition is started. |
| August 3, 2012 | Bridge 21 Skirball Center Drive, South Side, Demolition is Completed. |
| August 10, 2012 | Bridges 10 & 11 Top Deck is Poured. |
| August 23, 2012 | Bridge 16 Sunset Blvd. Top Deck is Poured. |
| August 31, 2012 | Bridges 10 & 11 are Opened for Traffic. |
| September 4, 2012 | Bridge 7 Falsework installation begins. |
| September 24, 2012 | Bridge 16 is fully opened for traffic. |
| September 24, 2012 | Bridge 22 South Side is opened for traffic. |
| September 28, 2012 | Began demolition of the north side of Mulholland Bridge 22. |
| September 30, 2012 | Complete demolition of the north side of Mulholland Bridge 22. |
| October 1, 2012 | Began construction activities for Bridge 17, Church Lane UC. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|-------------------|---|
| October 1, 2012 | Began construction activities for Bridge 22, Mulholland OC north side. |
| October 15, 2012 | MSE Wall 1897 reconstruction is completed. |
| October 19, 2012 | Bridge 15 Sunset NB On-ramp, top deck is poured. |
| October 23, 2012 | RW 1720 punch list work begins. |
| November 4, 2012 | Re-aligned Sepulveda Blvd. to the east at Bronwood Apartments. |
| November 6, 2012 | Begin construction activities for Bridge 14 Sunset NB Off-ramp. |
| November 8, 2012 | Bridges 6A and 6B SB Off-ramp to EB Wilshire abutments poured. |
| November 28, 2012 | Completed re-striping and realignment of Sepulveda Blvd. to the east at walls 1720 & 1730. |
| November 29, 2012 | Completed pouring Top Deck at Bridge 1 I-10 Connector. |
| December 4, 2012 | Completed installation of Pre-Cast Girders at Bridge 2 Exposition. |
| December 6, 2012 | Sepulveda Blvd. is restriped and realigned from Montana Avenue to Bridge 14 NB Sunset Off-Ramp. |
| December 20, 2012 | Completed pouring Top Deck at Bridge 18 Getty Center Drive NB and SB. |
| December 21, 2012 | Completed girder installation at Bridge 6A and 6B SB Wilshire Off-Ramp. |
| January 4, 2013 | False work for Bridge 7 is completed allowing construction of CIP Box Girder to progress from abutment to abutment. |
| January 4, 2013 | Completed installation of 10' diameter CIDH Piles for Bridge 14 Construction of foundation piles is started. |
| January 15, 2013 | Completed pouring outside stems for Bridge 8. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|-------------------|--|
| January 23, 2013 | Completed installation of top deck metal decking for Bridge 6A. |
| February 3, 2013 | Opened new SB 405 On-ramp from Skirball Center Drive. |
| February 11, 2013 | Began installation of Falsework for Mulholland Bridge north side. |
| February 21, 2013 | Opened new SB 405 On-ramp from EB Wilshire Blvd. |
| February 22, 2013 | Opened new NB 405 On-ramp from Cotner Ave. at Olympic Blvd. |
| March 8, 2013 | Began 14-day closure of SB I-405 to WB Wilshire Off-ramp to allow construction of new Off-ramp. |
| March 16, 2013 | Completed construction of new SB I-405 to WB Wilshire Off-ramp and re-opened the Off-ramp 6 days early. |
| March, 22, 2013 | Began forming bottom deck of north side of Bridge 22, Mulholland OC. |
| March 25, 2013 | Opened new Bridge 1, I-10 EB to I-405 NB, and began demolition of existing Bridge 2 Span 4 to Abutment 9. |
| April 6, 2013 | Completed paving on NB side of I-10 to I-405 Interchange Area. |
| April 9, 2013 | Completed Bridge 22, Mulholland Dr. OC, Falsework installation. |
| April 18, 2013 | Completed Bridge 7, NB 405 to EB Wilshire Off-ramp, Top Deck installation. |
| May 3, 2013 | Completed NB I-405 paving activities in the Santa Monica Area. |
| May 23, 2013 | Change Order 105.00 is issued extending the Substantial Completion Deadline by 149 days to October 27, 2013. |
| May 24, 2013 | General Purpose Lane opened in Segment 1 from the I-10 to the Santa Monica Area. |
| May 30, 2013 | Began removal of Falsework at Bridge 7 NB I-405 to EB Wilshire Off-ramp. |

CHRONOLOGY OF EVENTS (Cont'd)

| | |
|---------------|---|
| June 11, 2013 | Additional NB General Purpose Lane is opened to traffic from Santa Monica Blvd. to Wilshire Blvd. |
| June 20, 2013 | Completed work on Bridge 7, NB 405 to EB Wilshire Off-ramp. |
| June 21, 2013 | Completed installation of girders on Bridge 21, Skirball Center Drive OC. |
| June 22, 2013 | Bridge 15, Sunset Blvd. to NB 405 On-ramp, opened to traffic. |
| June 26, 2013 | Bridge 7, NB 405 to EB Wilshire Off-ramp, opened to traffic. |
| June 29, 2013 | Bridge 22, Mulholland OC, completed pouring Top Deck. |
| July 3, 2013 | Bridge 7, NB 405 to EB Wilshire Off-ramp, demolition of existing bridge is completed. |
| July 18, 2013 | Bridge 22, Mulholland OC, Falsework removal is started. |
| July 30, 2013 | Area 2, Santa Monica Area, Median paving is completed. |

CONSTRUCTION PHOTOGRAPHS



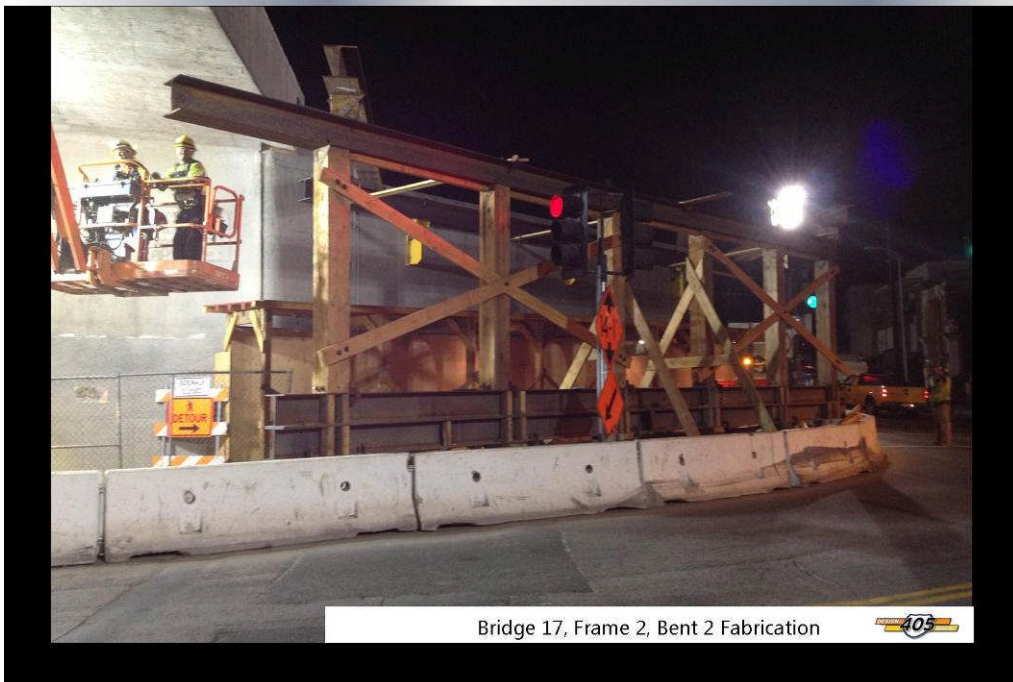
JULY 2013 PROGRESS PHOTOS



Bridge 17, Frame 2, Bent 1 Fabrication



JULY 2013 PROGRESS PHOTOS



Bridge 17, Frame 2, Bent 2 Fabrication



CONSTRUCTION PHOTOGRAPHS



JULY 2013 PROGRESS PHOTOS



Setting Bridge 17, Frame 2, Span 1 & 2 Stringers



JULY 2013 PROGRESS PHOTOS



Bridge 17, Frame 2 Carrier Install



CONSTRUCTION PHOTOGRAPHS



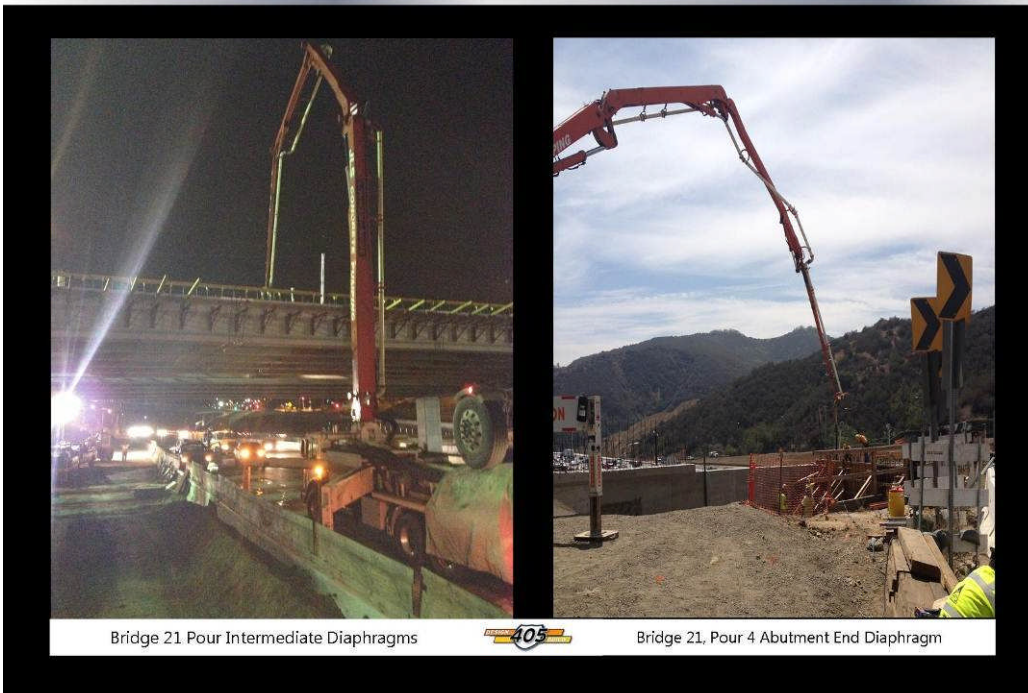
JULY 2013 PROGRESS PHOTOS



Segment 1, Bridge 8 SEO



JULY 2013 PROGRESS PHOTOS

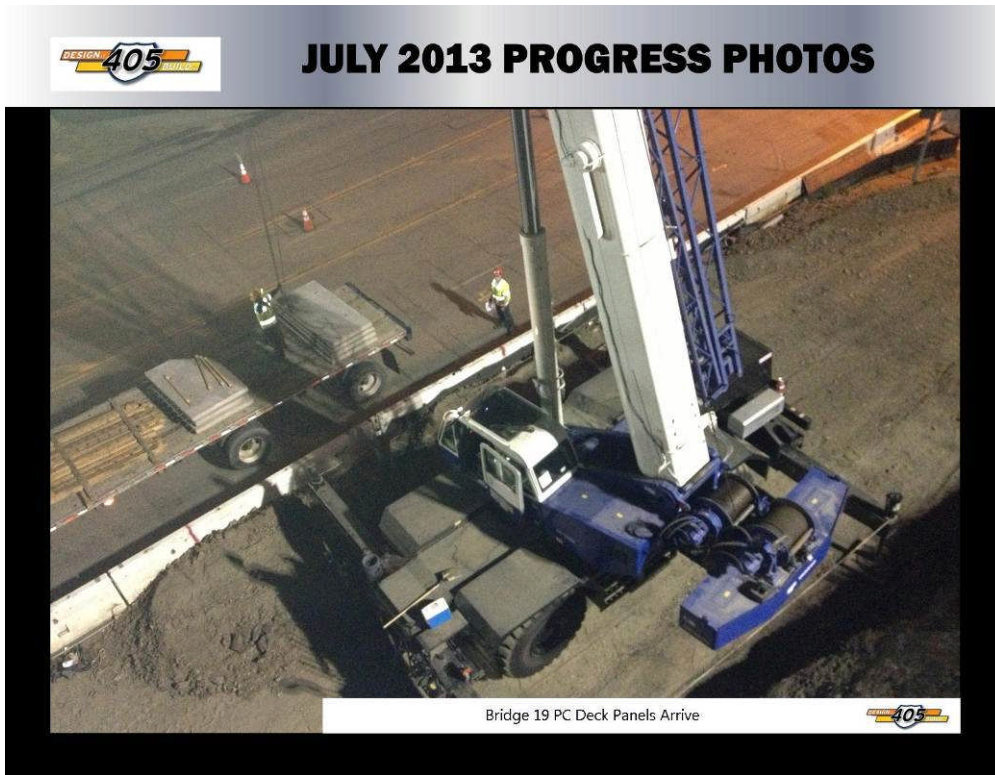


Bridge 21 Pour Intermediate Diaphragms



Bridge 21, Pour 4 Abutment End Diaphragm

CONSTRUCTION PHOTOGRAPHS



CONSTRUCTION PHOTOGRAPHS



APPENDICES

COST AND BUDGET TERMINOLOGY

APPROVED BUDGET: The Approved Project Budget as established by Metro Board of Directors at the time it authorizes Construction Project Management Division to commence full design and construction of the project (Project Adoption).

CURRENT BUDGET: The Original Budget plus all budget amendments approved by formal Metro action. Also referred to as Approved Budget.

CURRENT FORECAST: Evaluation of costs to go combined with actual expenditures.

COMMITMENTS: The total of actual contract awards, executed change orders or amendments, approved work orders of Master Cooperative Agreements, offers accepted for purchase of real estate, and other Metro actions which have been spent or result in the obligation of specific expenditures at a future time.

EXPENDITURES: The total dollar amount of funds expended by Metro for contractor or consultant invoices, third party invoices, staff salaries, real estate and other expenses that is reported in Metro's Financial Information System (FIS).

PROJECT APPROVAL & ENVIRONMENTAL DOCUMENTS: Costs for agency staff and consulting contracts leading to project approval and environmental clearances.

PLANS, SPECS. & ENGINEERING: Agency staff and consulting contract costs between the initial project approval and environmental clearances but prior to start of construction.

RIGHT-OF-WAY SUPPORT: Costs for agency staff involved in real estate appraisal and parcel purchase activities and agency staff costs involved in utility relocations and third party agreements. Includes real estate appraisal costs.

CONSTRUCTION SUPPORT: Agency staff and consulting contract costs occurring during the construction phase of the project.

CONSTRUCTION: Costs for highway construction, bridge and on/off ramp construction and modifications, retaining wall and sound wall construction. Includes final design costs by Design/Build Contractor.

RIGHT-OF-WAY CAPITAL: Costs for real estate parcel purchases and utility relocations costs after approval of utility company agreements. Includes costs for Master Cooperative Agreements after approval by agencies.

APPENDIX LIST OF ACRONYMS

| | |
|----------|---|
| ARRA | American Recovery & Reinvestment Act |
| AWIS | Automated Work Zone Information Systems |
| CADD | Computer Aided Drafting and Design |
| CALTRANS | California Department of Transportation |
| CCTV | Closed Circuit Television |
| CD | Calendar Day |
| CDFG | California Department of Fish and Game |
| CEQA | California Environmental Quality Act |
| CM | Construction Manager |
| CMAC | Congestion Mitigation Air Quality |
| CMIA | Cash Management Improvement Act |
| CMS | Changeable Message Signs |
| CN | Change Notice |
| CO | Change Order |
| COE | Corps of Engineers |
| COLA | City Of Los Angeles |
| CPM | Critical Path Method |
| CPUC | California Public Utilities Commission |
| CR | Camera Ready |
| CTC | California Transportation Commission |
| D-B | Design-Build |
| D-B-B | Design-Bid-Build |
| DD | Design Development |
| DEIR | Draft Environmental Impact Report |
| DR | Deficiency Report |
| DWP | Department of Water and Power |
| EIR | Environmental Impact Report |
| EIS | Environmental Impact Statement |
| FD | Final Design |
| FEIR | Final Environmental Impact Report |
| FHWA | Federal Highway Administration |
| FIS | Financial Information System |
| FOCT | Fiber Optics Cable Transmission System |
| FTE | Full Time Equivalent |
| GDSR | Geotechnical Design Summary Report |
| GSA | General Services Administration |
| GSRD | Gross Solids Removal Devices |
| HAR | Highway Advisory Radio |
| HOV | High Occupancy Vehicle |
| IFB | Invitation for Bid |
| IPO | Integrated Project Office |
| ITS | Intelligent Transportation Systems |

APPENDIX
LIST OF ACRONYMS (Continued)

| | |
|--------|--|
| LA | Los Angeles |
| LABOE | Los Angeles Bureau of Engineering |
| LACFCD | Los Angeles County Flood Control District |
| LADOT | Los Angeles Department of Transportation |
| LADPW | Los Angeles Department of Public Works |
| LADWP | Los Angeles Department of Water and Power |
| LARTMC | Los Angeles Regional Transportation Management Center |
| LFAT | Local Field Acceptance Test |
| LNTP | Limited Notice To Proceed |
| LONP | Letter Of No Prejudice |
| LOP | Life of Project |
| MCA | Master Cooperative Agreement |
| METRO | Los Angeles County Metropolitan Transportation Authority |
| MIS | Major Investment Study |
| MOT | Maintenance of Traffic |
| MPSR | Monthly Project Status Report |
| MSE | Mechanically Stabilized Earth |
| MVDS | Microwave Vehicle Detection System |
| MVP | Maintenance Vehicle Pullouts |
| MWD | Metropolitan Water District |
| N/A | Not Applicable |
| NCR | Non-Conformance Report |
| NEPA | National Environmental Quality Act |
| NHS | National Highway System |
| NOA | Notice of Award |
| NTE | Not to Exceed |
| NTP | Notice To Proceed |
| NTSC | National Television System Committee |
| P6 | Primavera Project Planner® (scheduling software) |
| PC | Project Control |
| PE | Preliminary Engineering |
| PIP | Project Implementation Plan |
| PM | Project Manager |
| PMA | Project Management Assistance |
| PMP | Project Management Plan |
| P&P | Policies & Procedures |
| PR | Project Report |
| PS&E | Plans, Specs & Engineering |
| PSR | Project Study Report |
| QA | Quality Assurance |
| QAR | Quality Assurance Report |

APPENDIX
LIST OF ACRONYMS (Continued)

| | |
|------------|--|
| QC | Quality Control |
| QPSR | Quarterly Project Status Report |
| RFC | Request For Change or Released for Construction (based on context) |
| RFP | Request For Proposal |
| RMS | Ramp Metering Systems |
| ROM | Rough Order of Magnitude |
| ROW | Right-Of-Way |
| SIT | System Integration Testing |
| RSTP | Regional Surface Transportation Program |
| RWQCB | Regional Water Quality Control Board |
| SAFETEA-LU | Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users |
| SCE | Southern California Edison |
| SONET | Synchronous Optical Network |
| SOV | Schedule Of Value |
| SOW | Statement Of Work |
| SP | Special Provision |
| TBD | To Be Determined |
| TCRP | Traffic Congestion Relief Program |
| TMS/CS | Traffic Monitoring Stations/Count Stations |
| TPM | Transportation Management Plan |
| VE | Value Engineering |
| WBS | Work Breakdown Structure |
| WP | Work Package |