

**AMENDMENT NO. 1
INTERSTATE AGREEMENT
Funding Agreement for the
Columbia River Crossing Project
Washington State Department of Transportation
Oregon Department of Transportation**

THIS AGREEMENT AMENDMENT NO. 1 is made and entered into this 14th day of April, 2008, between the STATE OF WASHINGTON, Department of Transportation, acting by and through the Secretary of Transportation, hereinafter the "WSDOT" and the State of Oregon, Department of Transportation, acting by and through the Oregon Transportation Commission, hereinafter the "ODOT," together referred to as "PARTIES," and individually, the "PARTY."

RECITALS

WHEREAS, WSDOT is authorized by the Revised Code of Washington (RCW) 47.52.020, RCW 47.04.080 and RCW 39.34.030 to enter into this AMENDMENT NO. 1, and ODOT is authorized by Oregon Revised Statutes (ORS 190.410 to 190.440 and ORS 381.005 to 381.820) to enter into this AMENDMENT NO. 1; and

WHEREAS, the PARTIES hereto entered into the original AGREEMENT WSDOT No. GCA 4723 and ODOT No. 22946 on January 3, 2006, which provided for ODOT and WSDOT to jointly be responsible for the cost of the Columbia River Crossing Project, and

WHEREAS, it is deemed desirable to amend the original AGREEMENT, in accordance with Subsection 1.1 of the original AGREEMENT, to update each PARTIES funding and expenses shown in Exhibit A of the original AGREEMENT.

NOW THEREFORE, in consideration of the terms, covenants, conditions, and performances contained herein, or attached and incorporated and made a part hereof.

IT IS MUTUALLY AGREED AS FOLLOWS:

Exhibit A of the original AGREEMENT is hereby superseded and replaced by Exhibit A-1, attached hereto and by this reference made a part hereof.

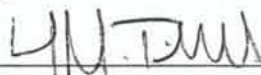
All other terms and conditions of the original AGREEMENT shall remain in full force and effect except as modified by this AMENDMENT NO. 1.

IN WITNESS WHEREOF, the PARTIES hereto have executed this AMENDMENT NO. 1 as of the day and year first above written.

The Oregon Transportation Commission on June 18, 2003, approved Delegation Order No. 2, which authorizes the Director to approve and execute agreements for day-to-day operations. Day-to-day operations include those activities required to implement the biennial budget approved by the Legislature, including activities to execute a project in the Statewide Transportation Improvement Program.

On September 15, 2006, the Director of the Oregon Department of Transportation approved Subdelegation Order No. 2, Paragraph 1, in which authority is delegated to the Deputy Director, Highways; to approve and sign agreements over \$75,000 when the work is related to a project included in the Statewide Transportation Improvement Program or in other system plans approved by the Oregon Transportation Commission such as the Traffic Safety Performance Plan, or in a line item in the biennial budget approved by the Director.

STATE OF OREGON, by and through its
Transportation Commission

By:  14 APR 08
Doug J. Tindall, Deputy Director,
Highway Division

STATE OF WASHINGTON, by and through its
Secretary of Transportation

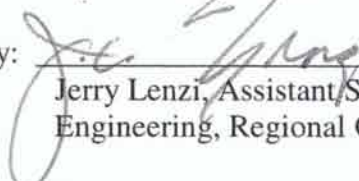
By: 
Jerry Lenzi, Assistant Secretary for
Engineering, Regional Operations

Exhibit A-1

Funding to Date (in millions of dollars)

| Year | Forecasted Phases | WSDOT | Federal Grant Wsdot | ODOT | Federal Grant-ODOT |
|---------------|--------------------------------|-----------------|---------------------|---------------|--------------------|
| 2003 | Planning - Post Strategic Plan | | | | 1.31 |
| 2004 | Planning-Begin EIS | 0.07 | 3.00 | | |
| 2005 | EIS | 10.00 | 1.97 | 5.00 | |
| 2006 | EIS | | | | 0.79 |
| 2007 | EIS | 20.00 | | 4.60 | |
| 2008 | EIS-Preliminary Design | | 14.83 | | 13.04 |
| 2009 | EIS-Preliminary Design | 20.00 | | | |
| 2010 | Preliminary Design | | | | |
| 2011 | | | | | |
| Total: | | \$ 50.07 | \$ 19.80 | \$9.60 | \$ 15.14 |

See Note Below for Breakout

| |
|--------------------------------------|
| Total Known Funding: \$ 94.61 |
|--------------------------------------|

| | | |
|------------------------------|-------|----------------------------------------------|
| Note: 2008 Federal Breakout: | ODOT | \$5.46 2005-2009 Safetea-lu |
| | ODOT | \$6.90 Joint Corridors of the Future Funding |
| | ODOT | \$0.68 IMD 2008 |
| | WSDOT | \$7.92 2005-2009 Safetea-lu |
| | WSDOT | \$6.91 Joint Corridors of the Future Funding |

Note: Assumption that \$15 million Corridor of the Future funding will be split between both states. With a takedown the funding should be \$13.81.

Columbia River CROSSING

Exhibit A - 1

| Contract # | Description | OrigValue | ChangeValue | RevisedValue | NTP | Current Final |
|--------------|---------------------------------------------------------------------------------------------|---------------|----------------|---------------|-----------|---------------|
| GCA 4843 | GCA 4843 METRO | 750,000.00 | - | 750,000.00 | 06-Feb-06 | 31-Mar-07 |
| GCA4767 | GCA 4767 RTC Agreement | 210,380.00 | 9,437.13 | 219,817.13 | 19-Jan-06 | 30-Aug-07 |
| GCA4793 | GCA 4793 TriMet Agreement | 143,458.00 | - | 143,458.00 | 01-Feb-06 | 30-Nov-07 |
| GCA4811 | GCA 4811 City of Vancouver Agreement | 97,542.64 | - | 97,542.64 | 15-Feb-06 | 31-Mar-07 |
| GCA4842 | GCA 4842 - City of Portland | 164,560.00 | - | 164,560.00 | 01-Mar-06 | 30-Sep-07 |
| GCA4844 | GCA 4844 C-TRAN Agreement | 140,799.00 | - | 140,799.00 | 10-Apr-06 | 31-Dec-07 |
| GCA5244 | GCA 5244 CALTRAN - Value Engineering | 4,613.00 | - | 4,613.00 | 20-May-07 | 26-May-07 |
| GCA 5271 | GCA 5271 Central Puget Sound Regional Transit Authority | 1,004.00 | - | 1,004.00 | 20-May-07 | 26-May-07 |
| GCA5647 | GCA 5647 RTC | 202,345.00 | - | 202,345.00 | 03-Jan-08 | 31-Mar-09 |
| GCA5667 | GCA 5667 Tri Met | 108,944.00 | - | 108,944.00 | 01-Jan-08 | 30-Jul-08 |
| GCA 5856 | GCA 5856 City of Portland (PDOT) | 64,157.73 | - | 64,157.73 | 01-Nov-07 | 31-Oct-08 |
| Y10130 | History Seminar - Artist - Geraldine Brikey | 168.87 | - | 168.87 | 19-Mar-07 | 21-Mar-07 |
| Y10136 | History Seminar - Chinook Tribe - Tony Johnson | 165.95 | - | 165.95 | 19-Mar-07 | 21-Mar-07 |
| Y10131 | History Seminar - Cowlitz Tribe - Y10131 Mike Iyall | 109.61 | - | 109.61 | 19-Mar-07 | 21-Mar-07 |
| Y10149 | History Seminar - Don Ivy Facilitator | 888.90 | - | 888.90 | 19-Mar-07 | 21-Mar-07 |
| Y10129 | History Seminar - Eirik Thorsgard Grand Ronde Tribe | - | - | - | 19-Mar-07 | 21-Mar-07 |
| GCA5195 | History Seminar - GCA 5195 Aaron Miles Nez Perce Tribe | 722.22 | - | 722.22 | 19-Mar-07 | 19-Mar-07 |
| Y10132 | History Seminar - Grand Ronde - Greg Archuleta | 100.00 | - | 100.00 | 19-Mar-07 | 21-Mar-07 |
| Y10133 | History Seminar - Siletz - Robert Kentta | 297.71 | - | 297.71 | 19-Mar-07 | 21-Mar-07 |
| Y10135 | History Seminar - Spokane Tribe - Randy Abrahamson | 250.66 | - | 250.66 | 19-Mar-07 | 21-Mar-07 |
| Y10134 | History Seminar - Story Teller - Ed Edmo | 100.00 | - | 100.00 | 19-Mar-07 | 21-Mar-07 |
| Y10137 | History Seminar - Y10137 Spokane Tribe - Juanita Ramirez | 262.80 | - | 262.80 | 19-Mar-07 | 21-Mar-07 |
| GCA5199 | History Seminar GCA 5199 Johnson Meninick; Yakama Nation | 325.84 | - | 325.84 | 19-Mar-07 | 25-Mar-07 |
| GCA5200 | History Seminar GCA 5200 Gerald Reed Confederated Tribes of the Umatilla Indian Reservation | 368.52 | - | 368.52 | 19-Mar-07 | 19-Mar-07 |
| GCA5201 | History Seminar GCA 5201 Allen Pinkham Nez Perce Tribe | 782.17 | - | 782.17 | 19-Mar-07 | 21-Mar-07 |
| GCA5203 | History Seminar GCA 5203 Warm Springs | 265.70 | - | 265.70 | 19-Mar-07 | 21-Mar-07 |
| ODOTLab&Exp | ODOT Labor and Expense | 4,000,000.00 | - | 4,000,000.00 | N/A | N/A |
| WSDOTLab&Exp | WSDOT Labor and Expense | 8,000,000.00 | - | 8,000,000.00 | N/A | N/A |
| Y10025AB | Y10025AB HDR VE and Risk Assessment | 270,000.00 | 65,393.00 | 335,393.00 | 04-May-07 | 31-Dec-07 |
| Y10025AC | Y10025AC - HDR Cost Benefit Analysis | 170,000.00 | - | 170,000.00 | 18-Oct-07 | 31-Mar-08 |
| Y10026AB | Y10026AB HDR Risk Assessment | 68,000.00 | - | 68,000.00 | 04-May-07 | 31-Dec-07 |
| Y10063DOJ | Y10063 DOJ - Nossaman Agreement | 500,000.00 | - | 500,000.00 | 31-May-06 | 30-Jun-08 |
| Y10218AB | Y10218 Task AB Shannon & Wilson | 444,844.00 | 180,205.00 | 625,049.00 | 01-Nov-07 | 30-Apr-08 |
| Y8074AH | Y8074 AH PB Agreement | 12,303.00 | - | 12,303.00 | 31-May-05 | 31-Oct-05 |
| Y8417AS | Y8417 AS Wongdoody Agreement | 132,000.00 | - | 132,000.00 | 19-Feb-04 | 30-May-05 |
| Y8671AA | Y8671 AA HNTB Agreement | 35,000.00 | 446,000.00 | 481,000.00 | 07-May-04 | 30-Jul-04 |
| Y8889AP | Y8889 AP HDR - HLB Decision Economics | 64,600.00 | - | 64,600.00 | 01-Aug-06 | 31-Dec-06 |
| Y8891BU | Y8891 BU Parsons Transportation Group | 23,000.00 | - | 23,000.00 | 01-Aug-06 | 30-Nov-06 |
| Y8897BH | Y8897 Task BH National Constructors Group | 14,800.00 | - | 14,800.00 | 15-Sep-06 | 30-Nov-06 |
| Y9245AA | Y9245 AA DEA Agreement Prime | 250,000.00 | 50,000.00 | 300,000.00 | 16-May-05 | 30-Mar-07 |
| Y9245AB | Y9245 AB DEA Agreement Prime | 100,000.00 | 3,196,665.48 | 3,296,665.48 | 31-Jan-05 | 31-Jan-07 |
| Y9245AC | Y9245 AC DEA Agreement Prime | 16,008,709.00 | (2,698,521.55) | 13,310,187.45 | 01-Nov-05 | 01-Apr-07 |
| Y9245AD | Y9245 AD DEA Agreement Prime | 23,678,649.00 | 34,500.00 | 23,713,149.00 | 01-Mar-07 | 30-Jun-08 |
| Y9245 AE | Y9245 AE DEA Contract | 75,000.00 | - | 75,000.00 | 21-Jan-08 | 31-Jul-08 |
| Y8289AA | Y9264 AA CH2M Hill Agreement | 45,867.22 | - | 45,867.22 | 16-May-05 | 31-Dec-05 |
| Y9267U | Y9267 The Underhill Company, LLC Agreement | 100,000.00 | - | 100,000.00 | 13-Jul-05 | 30-Jun-06 |
| Y9796AD | Y9796 Solutions@Work Consultant Agreement | 8,800.00 | - | 8,800.00 | 21-Dec-06 | 21-Dec-07 |

Totals 55,894,184.54 1,283,679.06 57,177,863.60