

HNTB

Attachment 3

Mr. Luis Mendez, Deputy Director
Santa Cruz County Regional Transportation Commission
1523 Pacific Avenue
Santa Cruz, CA 95060

October 20, 2005

Mr. Mendez,

I am responding to your inquiry about how much business HNTB Corporation performs for Union Pacific Railroad, and whether our business relationship with UPRR will be in conflict with our ability to perform an unbiased structural assessment of the Santa Cruz Branch Line bridges for the Santa Cruz Regional Transportation Commission (SCCRTC).

I would like to assure you that we intend to complete the structural assessment and document our findings in a completely unbiased manner, independent of our business relationships with UPRR or SCCRTC. As engineering professionals and collectively as a corporation we adhere strictly to our professional and ethical obligations to report our findings purely based on the condition of the structures, without bias due to our business relationships with either agency.

I would also like to specifically address your questions about HNTB's current and past business with UPRR. HNTB has been a General Engineering (On-Call) Consultant with UPRR for nearly 15 years. Most of the work involves railroad bridge engineering. On occasion UPRR will also contract separately for projects rather than under their General Engineering Consultant contracts. Past HNTB projects for UPRR have included the 7th St. Bridge design in Sacramento and the Southern California Alameda Corridor - East plan reviews. HNTB's total volume of work for UPRR ranges between \$500K and \$1.5M per year with the majority of that work performed in HNTB's Kansas City and Denver offices. This represents approximately 0.1% to 0.3% of HNTB's total annual business revenue of \$516M.

Locally, we are currently performing several projects under contracts with public agencies, but our work involves coordination with and review by UPRR, which would be situations similar to the proposed services for SCCRTC. Among the more notable of those projects are the BART Extension to San Jose, where the Valley Transportation Authority is our client, and the Dumbarton Rail Corridor and San Bruno Grade Separation projects where the Peninsula Corridor Joint Powers Board is our client.

To provide additional separation between the HNTB team of engineers proposed on the SCCRTC assignment and UPRR, we propose to not use HNTB engineers who are currently working under contract with UPRR.

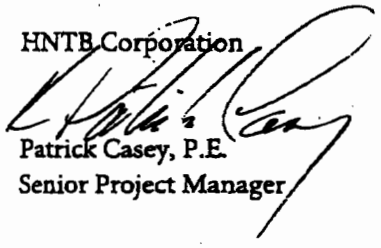
I hope that this letter adequately addresses your questions, as well as any concerns from other interested parties. HNTB commits to delivering to you an unbiased structural assessment report, which will be

8-33

based on engineering judgment and experience. I am available to meet with you to further discuss this topic if you need any additional information.

Regards,

HNTB Corporation



Patrick Casey, P.E.

Senior Project Manager