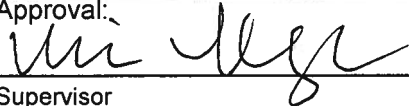


AGREEMENT COVER SHEET

City Manager's Office
701 Laurel Street, Menlo Park, CA 94025
tel 650-330-6620



		Contract #: 1939 - A2
Project Manager: Angela Obeso	Department: Public Works	Date: 1/5/2017
<input checked="" type="checkbox"/> Time Sensitive <input type="checkbox"/> New Agreement <input type="checkbox"/> Attest Only <input checked="" type="checkbox"/> Amendment #2		
First Party: Caltrans	Type of Agreement: Construction- Partnership	
Agreement or Project Title: Willow-101 Interchange		
Purpose: Defining the terms and conditions for the construction phase of the Willow Road and U.S. 101 interchange reconstruction project. This amendment (#2) allows for the transfer of existing funds from the Construction Capital allotment to the Right-of-Way Capital allotment for the purposes of gas and electric utility relocation costs above original PG&E estimates. This amendment does not alter the existing funding total. The City is the project sponsor, Caltrans is the implementing agency for the construction of the project, and SMCTA and Caltrans are providing the project funding. The City is not providing any project funding at this time, therefore does not have a budget.		
Agreement Amount: \$ 0	Begin Date: 1/1/2016	End Date: Click here to enter a date.
Approved Budget: \$	Budgeted YR: 16/17	Available Budget: \$
Account/Funding: 855 20101 77003 5601		
Required Approval: <input type="checkbox"/> Department <input checked="" type="checkbox"/> City Manager <input type="checkbox"/> City Council		
<input type="checkbox"/> Language Modifications <input type="checkbox"/> Approved by City Attorney		
Summary of Modifications:		
Attachments: <input checked="" type="checkbox"/> Three (3) Copies of Agreement <input type="checkbox"/> Receive an electronic copy of the executed Agreement <input type="checkbox"/> Staff Report <input type="checkbox"/> Request to forward PO/Check Req to Finance <input type="checkbox"/> Prior Agreement/Amendments(s) for reference <input type="checkbox"/> Other/Comment _____ <input type="checkbox"/> PO/Check Req		

Approval: 


 Supervisor



 Department Head

N/A no \$0.00

 Budget/Finance



 City Attorney

AMENDMENT NO. 2 TO AGREEMENT 04-2599

THIS AMENDMENT NO. 2 (AMENDMENT 2) TO AGREEMENT 04-2599 (AGREEMENT), entered into and effective on January 27, 2017, is between the State of California, acting through its Department of Transportation, referred to as CALTRANS, and:

San Mateo County Transportation Authority, a political subdivision of the State of California, referred to hereinafter as SMCTA, and

City of Menlo Park, a body politic and a municipal corporation of the state of California, referred to herein as CITY.

RECITALS

1. CALTRANS, SMCTA and CITY, collectively referred to as PARTNERS, entered into AGREEMENT on July 25, 2016, defining the terms and conditions for the construction phase of a highway improvement project (PROJECT), consisting of reconstruction of the existing Route 101/Willow Road (Route 114) Interchange within the CITY limits, in San Mateo County.
2. Under AGREEMENT, CITY is the sole SPONSOR and CALTRANS is the IMPLEMENTING AGENCY for the PROJECT construction. CALTRANS is also the CEQA and NEPA lead agency for PROJECT. Under AGREEMENT, funding for PROJECT Capital is to be provided by SMCTA (Local Funds), and funding for PROJECT Support is to be provided by CALTRANS (STIP/RIP).
3. PARTNERS entered into Amendment 1 (AMENDMENT 1) to AGREEMENT on July 26, 2016, to revise the PROJECT funding pursuant to Government Code section 14529.7(a), as amended by Assembly Bill 3090. Under AMENDMENT 1, SMCTA, with prior concurrence of the California Transportation Commission (CTC), advanced Local Measure A Funds in the amount of \$10,400,000 toward PROJECT Construction Support, with the stipulation that CALTRANS will reimburse SMCTA with STIP/RIP funds, with the excess Indirect Cost Rate Proposal (ICRP) funds collection, once these STIP/RIP funds become available to CALTRANS.

4. PARTNERS now wish to transfer funds from Construction Capital to R/W Capital to meet the shortfall in the latter component associated with required utility relocations, discovered after R/W certification and immediately prior to bid opening. Accordingly, \$4,000,000 will be transferred from Construction capital to supplement the R/W funds to meet the current PROJECT utility relocation needs.
5. The PARTNERS will not be required to contribute or secure additional funds to offset the transfer from Construction Capital to R/W Capital.
6. PARTNERS now wish to enter into AMENDMENT 2 to incorporate the funding changes described above in Recital 4.

IT IS THEREFORE MUTUALLY AGREED

7. FUNDING SUMMARY No. 02 of AGREEMENT, including its components, the SPENDING SUMMARY, Funding, Invoicing and Payment articles, as amended under AMENDMENT 1, will be replaced in its entirety by FUNDING SUMMARY No. 03, attached herewith and made a part of AMENDMENT 2. Any reference to FUNDING SUMMARY will now be deemed a reference to FUNDING SUMMARY No. 03 of AMENDMENT 2.
8. All other terms and conditions of AGREEMENT, as amended under AMENDMENT 1, shall remain in full force and effect.
9. AMENDMENT 2 is deemed to be a part of, and is included in, AGREEMENT.

FUNDING SUMMARY NO. 03

FUNDING TABLE

Source	FUNDING PARTNER	Fund Type	CONST. SUPPORT	CONST. CAPITAL	R/W CAPITAL	Totals
Local	SMCTA	Local Measure A Advancement	\$10,400,000	\$0		\$10,400,000
Local	SMCTA	Local Measure A Contribution	\$0	\$52,000,000	4,000,000	\$56,000,000
		Totals	\$10,400,000	\$52,000,000	4,000,000	\$66,400,000

SPENDING SUMMARY

Fund Type	CONST. SUPPORT		CONST. CAPITAL		R/W CAPITAL		Totals
	CALTRANS	SMCTA	CALTRANS	DFM CALTRANS	CALTRANS	SMCTA	
Local	\$10,400,000	\$0	\$31,500,000	\$500,000	\$4,000,000	\$0	\$66,400,000
Totals	\$10,400,000	\$0	\$31,500,000	\$500,000	\$4,000,000	\$0	\$66,400,000

Funding

1. In accordance with the CALTRANS Federal-Aid Project Funding Guidelines, PARTNERS must obtain approval from the Federal Highway Administration prior to any PROJECT funding changes that that will change the federal share of funds.
2. SMCTA's contribution of Measure A funds is shown in the FUNDING SUMMARY for Construction Capital and R/W Capital costs.

Invoicing and Payment

3. PARTNERS will invoice for funds where the SPENDING SUMMARY shows that one PARTNER provides funds for use by another PARTNER. PARTNERS will pay invoices within forty-five (45) calendar days of receipt of invoice when not paying with Electronic Funds Transfer (EFT). When paying with EFT, SMCTA will pay invoices within five (5) calendar days of receipt of invoice.
4. If SMCTA has received EFT certification from CALTRANS then SMCTA will use the EFT mechanism and follow all EFT procedures to pay all invoices issued from CALTRANS.
5. When a PARTNER is reimbursed for actual costs, invoices will be submitted each month for the prior month's expenditures. After all PROJECT COMPONENT WORK is complete, PARTNERS will submit a final accounting of all PROJECT COMPONENT costs. Based on the final accounting, PARTNERS will invoice or refund as necessary to satisfy the financial commitments of this AGREEMENT.

CONSTRUCTION SUPPORT

6. CALTRANS will invoice SMCTA for a \$200,000 initial deposit after execution of this AGREEMENT and forty-five (45) working days prior to the commencement of CONSTRUCTION SUPPORT expenditures. This deposit represents one (2) months' estimated costs.
7. Thereafter, CALTRANS will invoice and SMCTA will reimburse CALTRANS for actual costs for CONSTRUCTION SUPPORT expenditures up to a total of \$10,400,000.

CONSTRUCTION CAPITAL

8. CALTRANS will invoice SMCTA for a \$300,000 initial deposit after execution of this AGREEMENT and forty-five (45) working days prior to the commencement of CONSTRUCTION CAPITAL expenditures. This deposit represents one (1) month's estimated costs.

Thereafter, CALTRANS will invoice and SMCTA will reimburse CALTRANS for actual costs for CONSTRUCTION CAPITAL expenditures up to a total of \$56,000,000.

R/W CAPITAL

9. CALTRANS will invoice SMCTA for a \$100,000 initial deposit after execution of this AGREEMENT and forty-five (45) working days prior to the commencement of R/W CAPITAL expenditures. This deposit represents one (1) month's estimated costs for R/W CAPITAL work.

Thereafter, CALTRANS will invoice and SMCTA will reimburse CALTRANS for actual costs for R/W CAPITAL expenditures up to a total of \$4,000,000. Only utility relocation construction work shall qualify for reimbursement as R/W Capital expenditures by SMCTA under this AGREEMENT.

Department Furnished Materials (DFM)

10. CALTRANS will invoice and SMCTA will reimburse for actual DFM costs up to total of \$500,000.

SIGNATURES

PARTNERS are empowered by California Streets and Highways Code section 114 and 130 to enter into AMENDMENT 2 and have delegated to the undersigned the authority to execute AMENDMENT 2 on behalf of their respective agencies, and have followed all of the necessary legal requirements and covenants to validly execute AMENDMENT 2.


Signatories may execute through individual signature pages provided that each signature is an original. AMENDMENT 1 is not fully executed until all original signatures are attached.

**STATE OF CALIFORNIA
DEPARTMENT OF TRANSPORTATION**



Helena (Lenka) Culik-Caro
Deputy District Director, Design

Certified as to funds:

for 
Jeffrey Armstrong
District Budget Manager



HQ Accounting

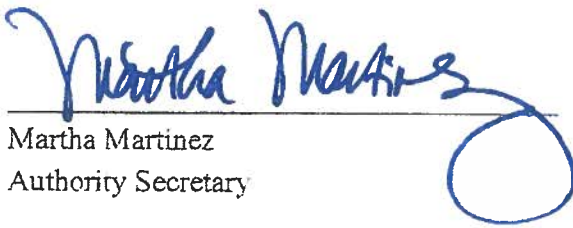
SAN MATEO COUNTY TRANSPORTATION AUTHORITY

Jim Hartnett
Executive Director



Attest:

Martha Martinez
Authority Secretary



Approved as to form and procedure:

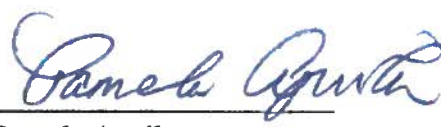
Shayna VanHofen
Attorney



CITY OF MENLO PARK

By: 

Alex D. McIntyre
City Manager

Attest:
By: 

Pamela Aguilar
City Clerk



William L. McClure
City Attorney

RESOLUTION NO. 2016 - 18

**BOARD OF DIRECTORS, SAN MATEO COUNTY TRANSPORTATION AUTHORITY
STATE OF CALIFORNIA**

• • •

**PROGRAMMING AND ALLOCATING TO ADVANCE \$10.4 MILLION OF MEASURE A FUNDING
FOR THE HIGHWAY 101/WILLOW ROAD INTERCHANGE PROJECT AND
AUTHORIZE A REIMBURSEMENT AGREEMENT WITH THE
CALIFORNIA STATE DEPARTMENT OF TRANSPORTATION**

WHEREAS, on June 7, 1988, the voters of San Mateo County approved a ballot measure known as "Measure A." which increased the local sales tax in San Mateo County by one-half percent with the new tax revenues to be used for highway and transit improvements pursuant to the Transportation Expenditure Plan (TEP) presented to the voters; and

WHEREAS, on November 2, 2004, the voters of San Mateo County approved the continuation of the collection and distribution by the San Mateo County Transportation Authority (TA) of the New Measure A half-cent transactions and use tax for an additional 25 years to implement the 2004 TEP beginning January 1, 2009; and

WHEREAS, the Highway 101/Willow Road Interchange Project (Project), sponsored by the city of Menlo Park, has completed the environmental, design and right-of-way phases funded with a combination of Measure A and State funding, and is ready to begin construction; and

WHEREAS, the Project is included and eligible to be funded under the 1988 and 2004 TEPs; and

WHEREAS, on October 1, 2015, the Board of Directors through Resolution 2015-19 programmed and allocated \$56.4 million of Measure A funding for the construction phase of the Project; and

WHEREAS, State funding was programmed in Fiscal Year (FY) 2018 to cover the balance of the construction cost of the Project; and

WHEREAS, in December 2015, in an effort to bring the funding in line with the project schedule and as part of the 2016 State Transportation Improvement Program (STIP) adoption process, the City/County Association of Governments (C/CAG) requested that the California Transportation Commission (CTC) advance the funding to FY2017; and

WHEREAS, due to diminishing gas tax revenue, the CTC was unable to accommodate C/CAG's request; and

WHEREAS, in an effort to advance the Project into the construction phase in summer 2016 and avoid a delay in the start of construction for a year or more, staff proposes to pursue and execute a California State Department of Transportation (Caltrans) advance reimbursement agreement; and

WHEREAS, this agreement allows a local agency to use its own funds to advance a project sooner than the State funding is programmed; and

WHEREAS, under this State process, the TA's advance of funds for the Project will be prioritized in the payment of programmed funds in the FY2016 STIP.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the San Mateo County Transportation Authority hereby programs and allocates an additional \$10.4 million to advance Measure A funding from the Highway Program Category for the Highway 101/Willow Road Interchange Project; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is authorized to execute a loan agreement with Caltrans under which Caltrans will reimburse these Measure A funds; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is authorized to take all other actions necessary to advance \$10.4 million of Measure A funding and be reimbursed with State funding at a future date.

Regularly passed and adopted this 4th day of August, 2016 by the following vote:

AYES: HORSLEY, MATSUMOTO, NIHART, GROOM

NOES: NONE

ABSENT: FRESCHET, IBARRA, JOHNSON

Carole Groom
Chair, San Mateo County Transportation Authority

ATTEST:

Neeka Mathias
Authority Secretary

RESOLUTION NO. 6270

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MENLO PARK TO
SUPPORT THE US 101/WILLOW ROAD INTERCHANGE PROJECT AND
SUBMIT AN APPLICATION FOR MEASURE A HIGHWAY PROGRAM
FUNDING FOR THE US 101/WILLOW ROAD INTERCHANGE PROJECT**

WHEREAS, there is increased congestion and limited access for bicyclists and pedestrians at the interchange of US 101 and Willow Road; and

WHEREAS, there is a proposed Caltrans project to improve the safety, multi-modal access and traffic operation at the interchange; and

WHEREAS, it will cost \$64,000,000 to implement the construction of the US 101/Willow Road Interchange Project; and

WHEREAS, the City wishes to sponsor the construction of the US 101/Willow Road Interchange Project; and

WHEREAS, the City seeks \$64,000,000 for the construction of the US 101/Willow Road Interchange Project; and

WHEREAS, on June 7, 1988, the voters of San Mateo County approved a ballot measure to allow the collection and distribution by the San Mateo County Transportation Authority (TA) of a half-cent transactions and use tax in San Mateo County for 25 years, with the tax revenues to be used for highway and transit improvements pursuant to the Transportation Expenditure Plan presented to the voters (Original Measure A); and

WHEREAS, on November 2, 2004, the voters of San Mateo County approved the continuation of the collection and distribution by the TA the half-cent transactions and use tax for an additional 25 years to implement the 2004 Transportation Expenditure Plan beginning January 1, 2009 (New Measure A); and

WHEREAS, TA issued a Call for Projects for the Measure A Highway Program funds on May 8, 2015; and

WHEREAS, TA requires a governing board resolution from the City in support of the City's application for \$64,000,000 in San Mateo County Measure A Highway Program funds for construction of the US 101/Willow Road Interchange; and

WHEREAS, TA requires a governing board resolution from the City committing the City to the completion of the construction of the US 101/Willow Road Interchange.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Menlo Park does hereby resolve as follows:

1. Directs staff to submit an application for TA Measure A Highway Program funds for \$64,000,000 for the construction of the US 101/Willow Road Interchange
2. Authorizes the City Manager to execute a funding agreement with the San Mateo County Transportation Authority to encumber any Measure A Highway Program funds awarded

I, Pamela Aguilar, City Clerk of Menlo Park, do hereby certify that the above and foregoing Council Resolution was duly and regularly passed and adopted at a meeting by said Council on this sixteenth day of June, 2015, by the following votes:

AYES: Carlton, Cline, Keith, Mueller, Ohtaki

NOES: None

ABSENT: None

ABSTAIN: None

IN WITNESS THEREOF, I have hereunto set my hand and affixed the Official Seal of said City, this sixteenth day of June, 2015.



Pamela Aguilar
City Clerk