

Metropolitan Transportation Commission Programming and Allocations Committee

July 12, 2017

Agenda Item 2d

MTC Resolutions Nos. 3989, Revised, 4202, Revised and 4305

Subject: Agreement for the exchange of \$12 million in Sonoma County Measure funds with an equal amount of Surface Transportation Block Grant Program (STP) funds and/or Congestion Mitigation and Air Quality Improvement program (CMAQ) funds for the US 101 Marin Sonoma Narrows B2 Phase 2 project. From the exchanged funds, programming is proposed of \$8.2 million to the Regional Priority Conservation Area (PCA) program and \$2.8 million to the Regional Active Operational Management (AOM) Program. An additional \$1 million in exchange funds will be programmed through a future Commission action.

Background: In recent years, MTC has entered into several agreements to exchange federal STP and CMAQ funds with local funds. These exchanges do not increase the total amount of funds available to the region, but change the fund source for a portion of the federal STP/CMAQ program, allowing MTC greater flexibility to deliver select priority projects.

MTC Resolution No. 3989, Revised, describes the procedures governing MTC's Exchange Program and details the agreements and commitments that have been made to date.

The elements of the current proposed fund exchange are:

1. Exchange Agreement

Staff recommends approval of a funding agreement with Sonoma County Transportation Authority (SCTA) to exchange \$12 million in STP/CMAQ funds for an equal amount of Sonoma County Measure funds. MTC Resolution No. 4305, outlines the terms of the proposed funding agreement between MTC and SCTA.

On July 10, 2017, the SCTA Board is scheduled to approve the staff recommendation to execute the agreement.

2. Exchange Commitments

Staff recommends committing the \$12 million in exchanged Measure funds to the following projects and programs, as detailed in MTC Resolution No. 4202, Revised Attachment B-1. These funds are made available through the exchange agreement described under Item 1, above.

- ***Regional Priority Conservation Area (PCA) program***
Program \$8.2 million in exchange funds to the competitive PCA program for the counties of San Francisco, San Mateo, Santa Clara, Alameda, and Contra Costa.¹ The application of non-federal funds for this program will allow greater flexibility to select

¹ An additional \$8.2 million in federal funds is allocated to the four North Bay counties and is managed by each county's Congestion Management Agency.

project types that are consistent with the goals of the program, but are largely ineligible for federal transportation funding, particularly open space preservation projects.

- ***Regional Active Operational Management (AOM) Program***
Program \$2.8 million in exchange funds to the overall AOM program, with specific projects and programs to be determined through future Commission action. Candidate projects may include the Bay Bridge Forward Commuter Parking Initiative, connected/automated vehicles technologies, shared mobility pilots, and other small-scale innovation projects. By using non-federal funds, these candidate projects could be accelerated and forego cooperative agreements with Caltrans to cover Caltrans support costs.
- ***Regional Program***
Within the OBAG 2 Regional Programs, set-aside \$1 million in exchange funds as unprogrammed. These funds will be programmed to a specific project(s) through a future Commission action.

Issues: This fund exchange and associated agreement and programming actions are contingent upon California Transportation Commission (CTC) approval of the amendment to the baseline agreement for the Marin Sonoma Narrows project to accept STP/CMAQ funds rather than local funds. The CTC is expected to consider this amendment at their August meeting.

Recommendation: Refer MTC Resolution Nos. 3989, Revised, 4202, Revised, and 4305 to the Commission for approval.

Attachments: MTC Resolution No. 3989, Revised, Attachments A and B
MTC Resolution No. 4202, Revised, Attachment B-1
MTC Resolution No. 4305

Date: February 23, 2011
W.I.: 1512
Referred by: PAC
Revised: 10/26/11-C
02/26/14-C
12/21/16-C
07/26/17-C

ABSTRACT

Resolution No. 3989, Revised

This resolution establishes the procedures governing the MTC Exchange Program. This resolution supersedes MTC Resolution No. 3018.

Attachment B was revised on October 26, 2011 to provide \$376,000 Exchange Program funding to the intertribal Electric Vehicle project.

Attachments B and C were respectively revised on February 26, 2014 to include \$10 million in Exchange Program funding for Transit Oriented Affordable Housing (TOAH), and update final balances of the initial STP Exchange Program (Resolution 3018) to reflect final project close out.

Attachments A and B were revised on December 21, 2016 to program \$1.1 million to the Bay Bridge Forward Commuter Parking Initiative and update the name of the Transit Oriented Affordable Housing Program.

Attachments A and B were revised on July 26, 2017 to program \$8.2 million to the Regional Priority Conservation Area (PCA) program and \$2.8 million to the Regional Active Operational Management Program. An additional \$1 million in exchange funds will be committed to a specific project or program through a future Commission action. This action and associated agreement and programming actions are contingent upon California Transportation Commission (CTC) approval of the amendment to the baseline agreement for the Marin Sonoma Narrows project to accept STP/CMAQ funds rather than local funds.

Further discussions are contained in the Programming and Allocations Committee summary sheet dated February 9, 2011, October 12, 2011, February 12, 2014, December 14, 2016, and July 12, 2017.

Date: February 23, 2011
W.I.: 1512
Referred by: PAC

Re: MTC Exchange Program

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 3989

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to California Government Code Section 66500 et seq.; and

WHEREAS, MTC is the designated Metropolitan Planning Organization (MPO) for the nine-county San Francisco Bay Area region (the region) and is the recipient for various federal fund sources for the San Francisco Bay Area; and

WHEREAS, MTC develops policies and procedures to be used in the selection of projects to be funded with various federal fund sources within the region consistent with the regional Transportation Plan (RTP); and

WHEREAS, selected projects are sometimes incompatible with or ineligible for federal funding and projects are often ready for implementation in advance of funding availability; and

WHEREAS, MTC assisted the Santa Clara County Traffic Authority (SCCTA) in 1994 by providing Surface Transportation Program (STP) funds, which initiated the original Exchange program implemented through MTC Resolution 3018; and

WHEREAS, the original exchange funding under MTC Resolution 3018 is nearly exhausted and MTC has entered into new funding exchange agreements where the implementation of specific projects with federal funds in exchange for local funds can achieve regional goals and objectives; now, therefore, be it

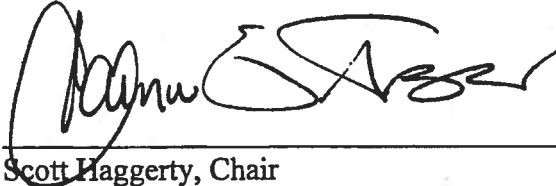
RESOLVED that Attachments A and B reflect the Exchange program balance and agreements approved by the Commission subject to this resolution; and be it further

RESOLVED, that attachment C lists the projects and amounts from the original STP Exchange program (MTC Resolution 3018) incorporated into the new MTC Exchange program; and be it further

RESOLVED that the Executive Director or designee is authorized to revise Attachments A, B and, C as necessary to reflect Commission actions and the on-going balances within the MTC Exchange program; and be it further

RESOLVED that MTC Resolution No. 3018 is superseded by this resolution.

METROPOLITAN TRANSPORTATION COMMISSION

A handwritten signature in black ink, appearing to read "Scott Haggerty", is written over a horizontal line.

Scott Haggerty, Chair

This resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in Oakland, California on February 23, 2011.

**MTC Exchange Program
Funding Agreements
Attachment A**

as of: July 26, 2017

	Agency	Project	Res No.	Res Date	Funding Provided by MTC		Funding Provided by Others	
1	SCTA	SON US 101 Steele Lane HOV	3731	2/22/2006	CMAQ	\$1,500,000	Meas M	\$1,500,000
2	TAM	MRN US 101 HOV Gap Closure	3842	11/28/2007	CMAQ	\$12,500,000	Meas A	\$13,253,052
3	SFMTA	SFPark Parking Pricing	3963	5/26/2010	CMAQ	\$22,000,000	Parking Rev	\$22,799,802
4	CCTA	I-80 San Pablo Dam Road I/C	4264	12/21/2016	STP	\$1,100,000	Meas J	\$1,100,000
5	<u>SCTA</u>	<u>SON US 101 MSN Phase B</u>	<u>4305</u>	<u>7/26/2017</u>	<u>STP</u>	<u>\$12,000,000</u>	<u>Meas M</u>	<u>\$12,000,000</u>
Total:						\$49,100,000		\$50,652,854

J:\PROJECT\Funding\Fund Exchanges and Swaps\Funding Exchanges Tracking 09-30-11.xls]3989 Attach A

MTC Exchange Program Funding Commitments

as of: July 26, 2017

Committed Funding To-Date

	Agency	Project	Res No.	Date	Committed by MTC
1	MTC	Transit Oriented Affordable Housing Development (TOD)	3940	2/24/2010	\$10,000,000
2	SP Rancheria	Intertribal Electric Vehicle Implementation	3925	10/26/2011	\$376,000
3	MTC	Affordable Housing Jumpstart	4276	12/21/2016	\$10,000,000
4	MTC	Bay Bridge Forward Commuter Parking Initiative	4264	12/21/2016	\$1,100,000
5	<u>MTC</u>	<u>Regional Priority Conservation Area (PCA) Program</u>	<u>4202</u>	<u>7/26/2017</u>	<u>\$8,200,000</u>
6	<u>MTC</u>	<u>Regional Active Operational Management</u>	<u>4202</u>	<u>7/26/2017</u>	<u>\$2,800,000</u>
Total Committed To-Date:					\$32,476,000

Revenue Received To-Date

			Res No.	Date	Revenue Received
1	SCTA	SON US 101 Steele Lane HOV	3731	2/22/2006	\$1,500,000
2	TAM	MRN US 101 HOV Gap Closure	3842	11/28/2007	\$12,500,000
3	SFMTA	SFPark Parking Pricing	3963	5/26/2010	\$22,000,000
4	CCTA	CCTA -I-80 San Pablo Dam Road Interchange	4264	6/30/2017	\$1,100,000
5	<u>SCTA</u>	<u>SON US 101 MSN Phase B</u>	<u>4305</u>	<u>6/30/2020 *</u>	<u>12,000,000</u>
Total Received To-Date:					\$49,100,000

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* Expected repayment per agreement with SCTA

Date: November 18, 2015
W.I.: 1512
Referred by: PAC
Revised: 07/27/16-C 10/26/16-C 12/21/16-C
03/22/17-C 04/26/17-C 05/24/17-C
06/28/17-C 07/26/17-C

ABSTRACT

Resolution No. 4202, Revised

Adoption of the project selection policies and project programming for the second round of the One Bay Area Grant program (OBAG 2). The project selection criteria and programming policy contain the project categories that are to be funded with various fund sources including federal surface transportation act funding available to MTC for its programming discretion to be included in the federal Transportation Improvement Program (TIP) for the OBAG 2 funding period.

The resolution includes the following attachments:

- Attachment A – OBAG 2 Project Selection Criteria and Programming Policy
- Attachment B-1 – OBAG 2 Regional Program Project List
- Attachment B-2 – OBAG 2 County Program Project List

On July 27, 2016, Attachment A, and Attachments B-1 and B-2 were revised to add additional funding and projects to the OBAG 2 framework, including \$72 million in additional Fixing America's Surface Transportation Act (FAST) funding, and to incorporate housing-related policies.

On October 26, 2016, Attachment A, and Attachment B-1 were revised to clarify language related to the North Bay Priority Conservation Area (PCA) Program in Attachment A and to deprogram \$2,500,000 from the Water Emergency Transportation Authority (WETA) Ferry Service Enhancement Pilot within the Regional Active Operational Management Program.

On December 21, 2016, Attachments B-1 and B-2 were revised to redirect \$417,000 in un-programmed balances from the Regional Active Operational Management program to MTC's Spare the Air Youth within the Climate Initiatives Program; divide MTC's Rideshare Program into three subcomponents totaling \$10,000,000: \$720,000 for Rideshare Implementation, \$7,280,000 for the Carpool Program, and \$2,000,000 for the Vanpool Program; direct \$1,785,000 from 511 Next Gen to the Commuter Benefits program; direct \$1,000,000 in un-programmed balances to SMART's Multi-Use Pathway; transfer \$1,000,000 from MTC's Casual Carpool project to MTC's Eastbay Commuter Parking project within the Bay Bridge Forward program, as the former will be funded

ABSTRACT

MTC Resolution No. 4202, Revised

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with non-federal funds; transfer \$500,000 from the Freeway Performance Initiative program and \$500,000 in un-programmed balances to US 101/Marin Sonoma Narrow's B2 Phase 2 project in the Regional Active Operational Management Program; shift \$40,000,000 from the BART Car Replacement/Expansion project to the Golden Gate Bridge Suicide Deterrent project and \$13 million from MTC's Clipper project to un-programmed balances within the Transit Priorities program as part of a RM2 funding action to address a cost increase on the Golden Gate Bridge Suicide Deterrent project; and program \$5,990,000 to Alameda County's Safe Routes to School Program in the County Program.

On March 22, 2017, Attachment B-1 was revised to program \$17,000,000 in un-programmed balances within the Regional Transit Priorities Program to MTC's Clipper Program, as part of the FY17 Transit Capital Priorities program.

On April 26, 2017, Attachment B-2 was revised to program \$1,655,000 to the Sonoma Safe Routes to School program; and redirect \$1,000 from Contra Costa Transportation Authority's Planning Activities Base to its discretionary balance and \$1,000 from San Francisco County Transportation Authority's Planning Activities Base to its discretionary balance to address an inconsistency between amounts programmed to planning activities in Appendix A-3 and reflect actual amounts obligated for planning.

On May 24, 2017, Attachment B-1 was revised to redirect \$1,237,000 from 511 Next Gen to AOM Implementation within the Regional Active Operational Management program to reflect re-organization of staff between program elements; direct \$18,000,000 in Arterial/Transit Performance to the Program for Arterial System Synchronization (\$5,000,000) and the Next Gen Arterial Operations Program (\$13,000,000) within the Regional Active Operational Management program; direct \$19,000,000 from the Transportation Management System (TMS) Field Equipment Devices Operations and Maintenance to TMS Implementation (\$2,910,000), Performance-Based Intelligent Transportation Systems Device Maintenance and Rehabilitation (\$5,940,000), Transportation Management Center Asset Upgrade and Replacement (\$4,000,000), I-880 Communication Upgrade and Infrastructure Gap Closures (\$4,000,000) and a Detection Technology Pilot (\$5,000,000) within the Regional Active Operational Management program; and remove \$290,556 in un-programmed balances from the Regional Active Operational Management program to address over-programming in a previous cycles of the STP/CMAQ regional programs.

ABSTRACT

MTC Resolution No. 4202, Revised

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On June 28, 2017, Attachments B-1 and B-2 were revised to reprogram \$1,000,000 from the SMART Pathway – 2nd to Andersen to San Rafael's Grand Ave Bike/Pedestrian Improvements within the Regional Climate Initiatives program as part of a funding exchange within the City of San Rafael, conditioned on San Rafael committing \$1 million in non-federal funds to the construction of the pathway, and a resolution of local support for the use of federal funds on the Grand Ave project, and TAM approval of the redirection of local measure funds between the projects; split out \$8,729,000 from the 511 Next Gen program to 511 Implementation within the Regional Active Operational Management program; program \$1,250,000 to Golden Gate Bridge Highway and Transportation District for the Bettini Transit Center as part of the Marin County Program; and program \$2,617,000 within the San Mateo County Program to the San Mateo County Office of Education for the SRTS program, including \$223,000 in supplemental funds from San Mateo's discretionary balance.

On July 26, 2017, Attachment B-1 was revised to program \$12,000,000 to the US 101 Marin Sonoma Narrows project as part of a fund exchange agreement with Sonoma County Transportation Authority; \$11,000,000 in exchange funds are added to the program for tracking purposes, with the final \$1 million in exchange funds to be identified through a future Commission action.

Further discussion of the project selection criteria and programming policy is contained in the memorandum to the Programming and Allocations Committee dated November 4, 2015, July 13, 2016, October 12, 2016, December 14, 2016, February 8, 2017 (action deferred to March 2017), March 8, 2017, April 12, 2017, May 10, 2017, June 14, 2017, and July 12, 2017.

Date: November 18, 2015
W.I.: 1512
Referred By: Programming & Allocations

RE: One Bay Area Grant Program Second Round (OBAG 2) Project Selection Criteria and Programming Policy

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 4202

WHEREAS, the Metropolitan Transportation Commission (MTC) is the Regional Transportation Planning Agency (RTPA) for the San Francisco Bay Area pursuant to Government Code Section 66500 et seq.; and

WHEREAS, MTC is the designated Metropolitan Planning Organization (MPO) for the nine-county San Francisco Bay Area region and is required to prepare and endorse a Transportation Improvement Program (TIP) which includes federal funds; and

WHEREAS, MTC is the designated recipient for state and federal funding assigned to the RTPA/MPO of the San Francisco Bay Area for the programming of projects; and

WHEREAS, state and federal funds assigned for RTPA/MPO programming discretion are subject to availability and must be used within prescribed funding deadlines regardless of project readiness; and

WHEREAS, MTC, in cooperation with the Association of Bay Area Governments (ABAG), the Bay Area Air Quality Management District (BAAQMD), the Bay Conservation and Development Commission (BCDC), California Department of Transportation (Caltrans), Congestion Management Agencies (CMAs), county Transportation Authorities (TAs), transit operators, counties, cities, and interested stakeholders, has developed criteria, policies and procedures to be used in the selection of projects to be funded with various funding including regional federal funds as set forth in Attachments A, B-1 and B-2 of this Resolution, incorporated herein as though set forth at length; and

WHEREAS, using the policies set forth in Attachment A of this Resolution, MTC, in cooperation with the Bay Area Partnership and interested stakeholders, will develop a program of projects to be funded with these funds for inclusion in the federal TIP, as set forth in Attachments B-1 and B-2 of this Resolution, incorporated herein as though set forth at length; and

WHEREAS the federal TIP and subsequent TIP amendments and updates are subject to public review and comment; now therefore be it

RESOLVED that MTC approves the “Project Selection Criteria and Programming Policy” for projects to be funded in the OBAG 2 Program as set forth in Attachments A, B-1 and B-2 of this Resolution; and be it further

RESOLVED that the regional discretionary funding shall be pooled and distributed on a regional basis for implementation of project selection criteria, policies, procedures and programming, consistent with the Regional Transportation Plan (RTP); and be it further

RESOLVED that the projects will be included in the federal TIP subject to final federal approval and requirements; and be it further

RESOLVED that the Executive Director or designee may make technical adjustments and other non-substantial revisions, including updates to fund sources and distributions to reflect final funding criteria and availability; and be it further

RESOLVED that the Executive Director or designee is authorized to revise Attachments B-1 and B-2 as necessary to reflect the programming of projects as the projects are selected, revised and included in the federal TIP; and be it further

RESOLVED that the Executive Director or designee shall make available a copy of this resolution, and attachments as may be required and appropriate.

METROPOLITAN TRANSPORTATION COMMISSION



Dave Cortese, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at the regular meeting of the Commission held in Oakland, California, on November 18, 2015

Attachment B-1
MTC Resolution No. 4202
OBAG 2 Regional Programs
FY 2017-18 through FY 2021-22
July 2017

MTC Res. No. 4202 Attachment B-1
 Adopted: 11/18/15-C
 Revised: 07/27/16-C 10/26/16-C 12/21/16-C 03/22/17-C
 05/24/17-C 06/28/17-C 07/26/17-C

OBAG 2 Regional Programs Project List

PROJECT CATEGORY AND TITLE	COUNTY	SPONSOR	TOTAL STP/CMAQ	Exchange
OBAG 2 REGIONAL PROGRAMS*			\$475,905,000	\$11,000,000*
1. REGIONAL PLANNING ACTIVITIES				
Regional Planning	Regionwide	MTC	\$9,555,000	
1. REGIONAL PLANNING ACTIVITIES		TOTAL:	\$9,555,000	
2. PAVEMENT MANAGEMENT PROGRAM				
Pavement Management Program	Regionwide	MTC	\$1,500,000	
Pavement Technical Advisory Program (PTAP)	Regionwide	MTC	\$7,500,000	
Statewide Local Streets and Roads (LSR) Needs Assessment	Regionwide	MTC/Caltrans	\$250,000	
2. PAVEMENT MANAGEMENT PROGRAM		TOTAL:	\$9,250,000	
3. PDA PLANNING & IMPLEMENTATION				
PDA Planning and Implementation	Regionwide	MTC	\$18,500,000	
Community-Based Transportation Plan (CBTP) Updates	Regionwide	MTC	\$1,500,000	
3. PDA PLANNING & IMPLEMENTATION		TOTAL:	\$20,000,000	
4. CLIMATE INITIATIVES				
Climate Initiatives Program of Projects	TBD	TBD	\$22,000,000	
Spare the Air Youth Program - 2	Regionwide	MTC	\$1,417,000	
Grand Ave Bike/Ped Imps (for SMART Multi-Use Pathway - 2nd to Anders Marin		San Rafael	\$1,000,000	
4. CLIMATE INITIATIVES		TOTAL:	\$24,417,000	
5. REGIONAL ACTIVE OPERATIONAL MANAGEMENT				
AOM Projects TBD	Regionwide	MTC		\$2,800,000
AOM Implementation	Regionwide	MTC	\$23,737,000	
511 Next Gen	Regionwide	MTC	\$27,249,000	
511 Implementation	Regionwide	MTC	\$8,729,000	
Rideshare				
Rideshare Implementation	Regionwide	MTC	\$720,000	
Carpool Program	Regionwide	MTC	\$7,280,000	
Vanpool Program	Regionwide	MTC	\$2,000,000	
Commuter Benefits Implementation	Regionwide	MTC	\$674,000	
Commuter Benefits Program	Regionwide	MTC	\$1,111,000	
Bay Bridge Forward				
Transbay Higher Capacity Bus Fleet/Increased Service Frequencies	Alameda	AC Transit	\$1,200,000	
Pilot Transbay Express Bus Routes	Alameda	AC Transit	\$800,000	
Eastbay Commuter Parking	Alameda	MTC	\$2,500,000	
Transbay Higher Capacity Bus Fleet/Increased Service Frequencies	Contra Costa	WestCat	\$2,000,000	
Columbus Day Initiative (CDI)				
Freeway Performance	Regionwide	MTC	\$43,000,000	
US 101/Marin Sonoma Narrows B2 Phase 2	Sonoma	SCTA	\$1,000,000	
US 101/Marin Sonoma Narrows B2 Phase 2 (fund exchange)	Sonoma	SCTA	\$3,800,000	
Program for Arterial System Synchronization (PASS)	Regionwide	MTC	\$5,000,000	
Next Gen Arterial Operations Program (NGAOP)	Regionwide	MTC	\$13,000,000	
Connected Vehicles/Shared Mobility	Regionwide	MTC	\$5,000,000	
Transportation Management System				
TMS Implementation	Regionwide	MTC	\$2,910,000	
Performance-Based ITS Device Maintenance & Rehabilitation	Regionwide	MTC	\$5,940,000	
TMC Asset Upgrade and Replacement	Regionwide	MTC	\$1,150,000	
I-880 Communication Upgrade and Infrastructure Gap Closures	Various	MTC	\$4,000,000	
Detection Technology Pilot	Regionwide	MTC	\$5,000,000	
Incident Management	Regionwide	MTC	\$13,000,000	
5. REGIONAL ACTIVE OPERATIONAL MANAGEMENT		TOTAL:	\$177,000,000	\$2,800,000
6. TRANSIT PRIORITIES				
BART Car Replacement/Expansion	Various	BART	\$110,000,000	
GGB Suicide Deterrent (BART Car Exchange)	SF/Marin	GGBH&TD	\$40,000,000	
Clipper	Regionwide	MTC	\$24,000,000	
Unprogrammed Balance			\$15,283,000	
6. TRANSIT CAPITAL PRIORITIES		TOTAL:	\$189,283,000	
7. PRIORITY CONSERVATION AREA (PCA)				
<i>Regional Peninsula, Southern and Eastern Counties PCA Program</i>				
US 101/Marin Sonoma Narrows B2 Phase 2 (fund exchange)	Sonoma	SCTA	\$8,200,000	
Peninsula, Southern and Eastern Counties PCA Program	TBD	MTC/CCC	\$8,200,000	\$8,200,000
<i>Local Northbay PCA Program</i>				
Marin PCA Program	Marin	TAM	\$2,050,000	
Napa PCA Program	Napa	NCTPA	\$2,050,000	
Solano PCA Program	Solano	STA	\$2,050,000	

Attachment B-1
MTC Resolution No. 4202
OBAG 2 Regional Programs
FY 2017-18 through FY 2021-22
July 2017

MTC Res. No. 4202 Attachment B-1
 Adopted: 11/18/15-C
 Revised: 07/27/16-C 10/26/16-C 12/21/16-C 03/22/17-C
 05/24/17-C 06/28/17-C 07/26/17-C

OBAG 2 Regional Programs Project List

PROJECT CATEGORY AND TITLE	COUNTY	SPONSOR	TOTAL	
			STP/CMAQ	Exchange
OBAG 2 REGIONAL PROGRAMS*			\$475,905,000	\$11,000,000*
Sonoma PCA Program	Sonoma	SCTA	\$2,050,000	
7. PRIORITY CONSERVATION AREA (PCA)		TOTAL:	\$16,400,000	\$8,200,000
8. LOCAL HOUSING PRODUCTION INCENTIVE				
Local Housing Production Incentive	TBD	TBD	\$30,000,000	
8. LOCAL HOUSING PRODUCTION INCENTIVE		TOTAL:	\$30,000,000	
OBAG 2 REGIONAL PROGRAMS		TOTAL:	\$475,905,000	\$11,000,000*

*Additional \$1 million in exchange funds will be committed to specific projects or programs through a future Commission action.

Date: July 26, 2017
W.I.: 1515
Referred by: PAC

ABSTRACT

Resolution No. 4305

This resolution establishes the conditions for the exchange of Sonoma County Transportation Authority (SCTA) unrestricted Measure funds with Surface Transportation Block Grant Program (STP) and /or Congestion Mitigation and Air Quality Improvement (CMAQ) funds. An agreement for the conditions of this exchange of funds between MTC and SCTA is included.

The resolution includes the following attachments:

Attachment A – Funding Exchange Agreement

Appendix A to Attachment A – SCTA Repayment Schedule

Further discussion of this action is contained in the Programming and Allocation summary sheet dated July 12, 2017.

Date: July 26, 2017
W.I.: 1515
Referred by: PAC

RE: Agreement to Exchange Sonoma County Transportation Authority Measure funds with MTC Regional Discretionary Funds

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 4305

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning AUTHORITY for the San Francisco Bay Area pursuant to Government Code § 66500 et seq.; and

WHEREAS, MTC is the designated Metropolitan Planning Organization (MPO) for the nine-county San Francisco Bay Area region; and

WHEREAS, the Sonoma County Transportation Authority (SCTA) is the sponsoring agency for the Marin Sonoma Narrow B2 Phase 2 Sonoma Widening Project which is part of the Highway 101 Program identified in the Measure M Expenditure; and

WHEREAS, SCTA has requested the assistance of MTC to expedite delivery of the Marin Sonoma Narrow B2 Phase 2 Sonoma Widening Project by providing \$12.0 million in Surface Transportation Block Grant Program and /or Congestion Mitigation and Air Quality Improvement funds (STP/CMAQ) in fiscal year 2017-18 in exchange for Sonoma Measure M funds; and

WHEREAS, SCTA has agreed to repay MTC for the STP/CMAQ FUNDS pursuant to the terms set forth in an agreement between MTC and SCTA; and

WHEREAS, the agreement is substantially in the form set forth in Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length; now, therefore, be it

RESOLVED, that MTC approves the exchange of STP/CMAQ funds with SCTA Measure funds for the purposes and within the maximum amount established, and subject to the conditions, set forth in Attachment A; and, be it further

Date: July 26, 2017
W.I.: 1515
Referred by: PAC

RESOLVED, that Appendix A to Attachment A sets forth the agreed-upon funding amounts for the exchange, and that the Executive Director may amend Appendix A to Attachment A within the limits set forth in Attachment A; and, be it further

RESOLVED, that the exchanged Measure funds shall be placed into an exchange account for programming to project(s) at the discretion of the Commission; and, be it further

RESOLVED, that MTC's Executive Director is authorized to execute Attachment A, and to make non-substantive changes or minor amendments as deemed appropriate: and, be it further

RESOLVED, that upon execution of Attachment A by the signatory agencies, MTC staff shall implement the exchange of the STP/CMAQ funds with SCTA Measure Funds.

METROPOLITAN TRANSPORTATION COMMISSION

Jake Mackenzie, Chair

This resolution was entered into
by the Metropolitan Transportation
Commission at a regular meeting of
the Commission held in San Francisco,
California, on July 26, 2017.

Agreement between the Metropolitan Transportation Commission and the Sonoma County Transportation Authority for the exchange of regional discretionary funds, such as Surface Transportation Block Grant Program and/or Congestion Mitigation and Air Quality Improvement (STP/CMAQ) funds, for Measure funds

This AGREEMENT is entered into on the 22nd day of August, 2017, by and between the SONOMA COUNTY TRANSPORTATION AUTHORITY, ("AUTHORITY"), created under California Public Utility Code 180000 et seq. and the METROPOLITAN TRANSPORTATION COMMISSION ("MTC"), a regional transportation agency created under California Government Code Sections 66500 et seq.

RECITALS

- (1) As authorized by a ballot measure ("Measure M") approved by the voters in the County of Sonoma ("Sonoma County") on November 2, 2004, AUTHORITY established a sales tax (the "Measure M Sales Tax") to establish a source of funding for traffic relief goals and improvements set out in the expenditure plan (the "Measure M Expenditure Plan") included in Measure M.
- (2) AUTHORITY is the sponsoring agency for the Marin Sonoma Narrow B2 Phase 2 Sonoma Median Widening Project ("PROJECT") which is part of the Highway 101 Program identified in the Measure M Expenditure Plan.
- (3) PROJECT design work is substantially complete and with adequate funds construction will commence in fiscal year 2017-18 to relieve traffic congestion in Sonoma County.
- (4) AUTHORITY has requested the assistance of MTC to identify construction funds needed for the PROJECT.
- (5) AUTHORITY has requested the assistance of MTC to expedite delivery of the PROJECT by providing \$12.0 million in Surface Transportation Block Grant Program (STP) and/or Congestion Mitigation and Air Quality Improvement (CMAQ) funds ("STP/CMAQ FUNDS") for PROJECT in fiscal year 2017-18 in exchange for Sonoma Measure M funds ("MEASURE FUNDS").
- (6) MTC, the transportation planning, coordinating and financing agency for the nine-county San Francisco Bay Area, is eligible to program and assign STP/CMAQ FUNDS, and has discretionary funding authority of the \$12.0 million in STP/CMAQ FUNDS.
- (7) AUTHORITY is able to provide \$12.0 million in unrestricted MEASURE FUNDS in exchange for expedited delivery of \$12.0 million in STP/CMAQ FUNDS.
- (8) AUTHORITY and MTC desire to proceed with this funding exchange immediately, as nothing in this Agreement adversely affects MTC's responsibility to program regional discretionary funds to other programmed projects in the Bay Area.

- (9) AUTHORITY and MTC mutually desire to specify the terms and conditions under which MTC is to provide STP/CMAQ FUNDS to AUTHORITY, in exchange for AUTHORITY's assignment of MEASURE FUNDS to be repaid to MTC.

Now, therefore, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

Section I

MTC AGREES:

- (1) To perform such actions and to deliver such documents as are necessary to complete the delivery of STP/CMAQ FUNDS to AUTHORITY in accordance with this Agreement.
- (2) Upon execution of this Agreement, to ensure the programming of a maximum total of \$12.0 million of MTC-apportioned STP/CMAQ FUNDS, including authorizing apportionment and obligation authority to AUTHORITY for implementation of PROJECT (contingent upon the availability of federal apportionment), Obligation Authority, allocation capacity and required approvals by CTC.

Section II

AUTHORITY AGREES:

- (1) To make payments of MEASURE FUNDS to MTC as outlined in the payment schedule of Appendix A and to the AUTHORITY'S continued authorization to collect and expend the sales tax proceeds provided by MEASURE M.
- (2) To secure allocation/obligation, extensions, and/or reprogramming of entire amount of the STP/CMAQ FUNDS by January 31, 2018.
- (3) To pay interest at the simple annual rate of two (2) percent on the unpaid balance remaining after June 30, 2020, and before June 30, 2022, as listed in the payment schedule of Appendix A.
- (4) To pay interest at the simple annual rate of five (5) percent for any unpaid balance, including interest, greater than the amounts listed on the repayment schedule outlined in Appendix A, including any balance remaining, after June 30, 2022.
- (5) AUTHORITY shall have no obligation to make any payments unless and until such time as a contract for the construction of the Project has been awarded by the State of California, Department of Transportation ("Caltrans"). If no contract is awarded, or if the Project becomes unfunded, AUTHORITY may terminate this Agreement pursuant to the terms of Section III, Paragraph 1 below.
- (6) To meet all federal, state and regional project funding delivery requirements associated with STP/CMAQ FUNDS.

Section III

IT IS MUTUALLY AGREED:

- (1) The term of this Agreement shall commence on August 22, 2017. This Agreement shall terminate upon the satisfaction of AUTHORITY's obligation to pay MTC with MEASURE FUNDS and the completion of the PROJECT, as outlined in Section II of this Agreement. Notwithstanding the above, AUTHORITY may terminate this Agreement by written notice to MTC, if without a request from the AUTHORITY, the CTC does not amend the Marin-Sonoma Narrows (MSN) baseline agreement to replace local funds with STP/CMAQ funds or AUTHORITY has not received an obligation of the STP/CMAQ FUNDS by December 31, 2017, and no arrangement for availability of these funds after December 31, 2017 has been made by MTC to the satisfaction of AUTHORITY. AUTHORITY may also terminate this Agreement if PROJECT becomes unfunded at any time prior to project award due to cost increases or loss of other funds. If the Agreement is terminated by AUTHORITY prior to transfer of MEASURE FUNDS to MTC outlined in payment schedule in Appendix A, AUTHORITY shall secure a de-obligation of any obligated funds greater than MEASURE FUNDS transferred to MTC. MTC will reprogram the \$12.0 million in STP/CMAQ funds to other project(s).
- (2) Each party shall indemnify, defend, protect, hold harmless, and release the other, its officers, commissioners, agents, and employees, from and against any and all claims, loss, proceedings, damages, causes of action, liability, costs, or expense, arising from the negligence of each such indemnifying party in the performance of this Agreement.
- (3) Nothing in this Agreement shall preclude AUTHORITY from making payments, including interest payments in advance of the schedule or in excess of the annual amounts outlined in Appendix A, thus reducing the balance remaining. There shall be no pre-payment penalty for any such advance or excess payments.
- (4) MTC reserves the right to withhold from AUTHORITY future regional discretionary funds otherwise allocated to AUTHORITY, after consultation with AUTHORITY, if AUTHORITY fails to meet its obligation to make payments to MTC with MEASURE FUNDS, including interest, as specified in this Agreement.
- (5) MTC and AUTHORITY acknowledge and agree that AUTHORITY's obligation to provide Measure Funds in exchange for the STP/CMAQ FUNDS is and shall constitute a Subordinate Obligation as such term is defined in the Indenture, dated January 1, 2008, as supplemented, between the AUTHORITY and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust company, N.A., as trustee.
- (6) This Agreement shall bind and benefit the parties hereto and their heirs, successors, and permitted assigns.
- (7) MTC and AUTHORITY agree to do all such things and take all such actions, and to make, execute and deliver such other documents and instruments, as shall be reasonably requested to carry out the provisions, intent and purpose of the Agreement.

- (8) This Agreement may not be changed, modified or rescinded except in writing, signed by all parties hereto, and any attempt at oral modification of this Agreement shall be void and of no effect.
- (9) All required or permitted payments, reports, demands and notices may be sent by regular mail or electronic mail. Notices that are mailed by regular mail shall be deemed delivered two (2) business days after deposited in the mail. Notices may be personally delivered and shall be deemed delivered at the time delivered to the appropriate address set forth below. Notices delivered by electronic mail shall be deemed received upon the sender's receipt of an acknowledgment from the intended recipient (such as by the "return receipt requested" function, as available, return electronic mail or other written acknowledgment of receipt); provided that, if such notice is not sent during normal business hours of the recipient, such notice shall be deemed to have been sent at the opening of business on the next business day of the recipient. Unless and until notified otherwise in writing, a PARTY shall send or deliver all such communications relating to this Agreement to the following address:

James R. Cameron
Sonoma County Transportation Authority
490 Mendocino Avenue, Suite 206
Santa Rosa, CA 95401
james.cameron@scta.ca.gov

Ross McKeown
Metropolitan Transportation Commission
Bay Area Metro Center
375 Beale Street, Suite 800
San Francisco, CA 94105
rmckeown@bayareametro.gov

- (10) This Agreement is the entire agreement among MTC and AUTHORITY relating to the subject matter of this Agreement. MTC and AUTHORITY acknowledge they have not relied upon any promise, representation or warranty not expressly set forth in this Agreement in executing this Agreement.
- (11) Should any part of this Agreement be declared unconstitutional, invalid, or beyond the authority of MTC or AUTHORITY to enter into or carry out, such decision shall not affect the validity of the remainder of this Agreement which shall continue in full force and effect; provided that the remainder of this Agreement can, absent the excised portion, be reasonably interpreted to give effect to the intentions of the parties.
- (12) No waiver by either party of any default or breach of any covenant by the other party shall be implied from any omission to take action on account of such default if such default persists or is repeated and no express waiver shall affect any default other than the default specified in such waiver and then such waiver shall be operative only for the time and to the extent stated in such waiver. Waivers of any covenant, term or condition contained herein shall not be construed as a waiver of any subsequent breach of the same covenant,

term or condition. No waiver of any provision under this Agreement shall be effective unless in writing and signed by the waiving party.

- (13) MTC and AUTHORITY represent and warrant that they are authorized to execute this Agreement.
- (14) This Agreement may be executed in counterparts.

IN WITNESS WHEREOF, MTC and AUTHORITY have executed this Agreement as of the date first written above.

SONOMA COUNTY
TRANSPORTATION AUTHORITY

METROPOLITAN TRANSPORTATION
COMMISSION

SCTA Chair

Steve Heminger, Executive Director

Suzanne Smith, Executive Director

Approved as to Form:

Adam Brand, Legal Counsel

Appendix A
Agreement for federal STP/CMAQ Funds
Payment Schedule
August 1, 2017

Exchange Fund Source	Exchange Funding Years and Payment Dates				
	Initial Amount	Year 1	Year 2	Year 3	TOTAL
	2017	2018	2019	2020	

<i>1-Oct-2017</i>	<i>30-Jun-2018</i>	<i>30-Jun-2019</i>	<i>30-Jun-2020</i>
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Funds Provided by MTC					
STP/CMAQ	12,000,000				12,000,000
Cumulative Total:	12,000,000				12,000,000

<i>1-Oct-2017</i>	<i>30-Jun-2018</i>	<i>30-Jun-2019</i>	<i>29-Jun-2020</i>
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Exchange Funds Provided by CCTA					
SCTA Unrestricted Measure Funds - Principal		4,000,000	4,000,000	4,000,000	12,000,000
SCTA Unrestricted Measure Funds - Interest	No Payment	No Payment	No Payment	No Payment	0
Total Payment:	0	4,000,000	4,000,000	4,000,000	12,000,000
Cumulative Total:	0	4,000,000	8,000,000	12,000,000	12,000,000