

**AMENDMENT NO. 1 TO COOPERATIVE AGREEMENT  
BETWEEN**

**RIVERSIDE COUNTY TRANSPORTATION COMMISSION,  
CITY OF BANNING AND CITY OF BEAUMONT**

**FOR THE MANAGEMENT OF THE I-10/HIGHLAND SPRINGS AVENUE  
INTERCHANGE PROJECT STUDY REPORT  
AND TO INCLUDE  
APPROVAL AND ENVIRONMENTAL DOCUMENT (PA/ED) PHASE**

1. Parties and Date. This Amendment No. 1 to the Cooperative Agreement is made and entered into this \_\_\_\_ day of \_\_\_\_\_, 2021, by and between the Riverside County Transportation Commission (RCTC), City of Banning (Banning) and City of Beaumont (Beaumont).

2. Recitals.

2.1 RCTC and the Cities of Banning and Beaumont (collectively, Cities) have entered into an agreement entitled "Cooperative Agreement Between Riverside County Transportation Commission, City of Banning, and City of Beaumont for the Preparation of the Highland Springs Interchange Project Study Report" dated September 10, 2019 (Master Agreement).

2.2 The Master Agreement established RCTC as the lead agency for the preparation of the Project Study Report (PSR) for the Highland Springs Interchange (Project) to be funded with \$2,000,000 in funds allocated by Western Riverside Council of Governments (WRCOG).

2.3 WRCOG allocated the above referenced funding amount pursuant to Agreement No. 20-72-018-00 between WRCOG and RCTC.

2.4 It is anticipated that RCTC will complete the PSR for the Project in June 2021, at a total cost of approximately \$500,000. WRCOG has approved reallocation of the funds remaining from the PSR phase (approximately \$1,500,000) to the Project Approval and Environmental Document (PA/ED) phase of the Project.

2.5 WRCOG and RCTC have entered into a Funding Agreement allocating approximately \$1,500,000 for the PA/ED phase of the Project.

2.6 The Cities of Banning and Beaumont have requested that RCTC be the lead agency for the preparation and management of the PA/ED phase of the Project.

2.7 RCTC has agreed to act as the lead agency for the PA/ED phase of the Project.

2.8 The Parties now desire, pursuant to this Amendment No. 1, to memorialize the funding reallocation approved by WRCOG for the PA/ED phase, and to include the PA/ED phase under the Master Agreement.

3. Terms.

3.1 Capitalized terms used in the Master Agreement and not otherwise defined in this Amendment No. 1 shall have the meanings as set forth in the Master Agreement.

3.2 Recital 2.2 of the Master Agreement shall be amended to include the following:

WRCOG and RCTC will reallocate the funds remaining from the PSR phase (approximately \$1,500,000) to the Project Approval and Environmental Document (PA/ED) phase of the Project.

3.3 Section 3.1 of the Master Agreement shall be amended to include a new Section 3.1(C) to read as follows:

C. Administration of PA/ED Phase for Highland Spring Interchange Project.

RCTC shall administer, as lead agency, the PA/ED phase for the Project (PA/ED work) solely using funds allocated by WRCOG. The Parties agree that RCTC shall not have any obligation to fund the administration of the PA/ED work using its own funds. In the case that additional funds are needed to complete the PA/ED work, the source of funding for such work needed beyond the funding described in Section 2.2 or any other phases of the Project, or construction of any portion or all of the Project, shall be by separate agreement(s).

RCTC shall continue management activities for Project consultants, and shall award consultant contracts as required for the PA/ED work. RCTC shall complete the PA/ED work within the Term of this Agreement, as provided in Section 3.2, unless extended by mutual agreement of the Parties.

The Cities may elect to provide independent quality assurance (IQA) for the PA/ED work.

3.4 The term of the Master Agreement, as set forth in Section 3.2, shall be extended, for purposes of completion of the PA/ED work, through December 31, 2024, or until written agreement by the Parties that the PA/ED work has been completed, unless earlier terminated as provided in the Master Agreement.

3.5 Section 3.4, Cooperation, and 3.5, Reporting, of the Master Agreement shall be amended to provide that the obligations set forth in these provisions apply to the PA/ED work to the same extent as the same apply to the PSR.

3.6 This Amendment No. 1 is in all respects governed by California law and venue for any dispute shall be in Riverside County.

3.7 The recitals set forth above are true and correct and are incorporated by reference into this Amendment No. 1 as though fully set forth herein.

3.8 Except as amended by this Amendment No. 1, all provisions of the Master Agreement, including without limitation the indemnity provisions, shall remain in full force and effect and shall govern the actions of the Parties under this Amendment No. 1.

3.9 This Amendment No. 1 may be signed in counterparts, each of which shall constitute an original.

3.10 A manually signed copy of this Amendment No. 1 which is transmitted by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original executed copy of this Amendment No. 1 for all purposes. This Amendment No. 1 may be signed using an electronic signature.

[Signatures on following page]

**SIGNATURE PAGE  
TO  
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**IN WITNESS WHEREOF**, the parties hereto have executed this Amendment No. 1 as of the date first set forth above.

**RIVERSIDE COUNTY  
TRANSPORTATION COMMISSION**

**CITY OF BANNING**

By: \_\_\_\_\_  
Anne Mayer, Executive Director

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**APPROVED AS TO FORM:**

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
Best Best & Krieger LLP  
Counsel to the Riverside County  
Transportation Commission

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**ATTEST:**

By: \_\_\_\_\_  
Title: \_\_\_\_\_

<p><b>CITY OF BEAUMONT</b></p> <p>By: _____</p> <p>Title: _____</p>
<p><b>APPROVED AS TO FORM:</b></p> <p>By: _____</p> <p>Title: _____</p>
<p><b>ATTEST:</b></p> <p>By: _____</p> <p>Title: _____</p>