

**FIRST AMENDMENT TO
FUNDING AGREEMENT BETWEEN
THE TOWN OF LOS GATOS
AND
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
FOR THE STATE ROUTE 17 CORRIDOR CONGESTION RELIEF PROJECT**

This FIRST AMENDMENT TO FUNDING AGREEMENT (“**First Amendment**”) is made and entered into by and between THE SANTA CLARA VALLEY TRANSPORTATION AUTHORITY, a public agency organized as a special district under California law (“**VTA**”) and the TOWN OF LOS GATOS, a municipal corporation of the State of California (“**TOWN**”), as of the date of the last signature set forth below (the “**EFFECTIVE DATE**”). Hereinafter, VTA and TOWN may be individually referred to as “**Party**” or collectively referred to as “**Parties**”.

I. RECITALS

- A. WHEREAS, on June 16, 2021, Parties entered into an agreement (“**FUNDING AGREEMENT**”) setting their respective obligations in regard to the modifications to the State Route (SR) 17 Corridor Congestion Relief Project (“**PROJECT**”).
- B. WHEREAS, under the original FUNDING AGREEMENT, the TOWN’s initial contribution to the Project was six hundred thousand dollars (\$600,000) for the development and completion of the Project Initial Document (“**PID**”) and Project Approval/Environmental Document (“**PA/ED**”) phases.
- C. WHEREAS, the PID phase was completed on August 9, 2021, and the PAED is scheduled to be completed on December 31, 2025.
- D. WHEREAS, the Plans, Specifications, and Estimate (“**PS&E**”) phase is scheduled to be completed on December 31, 2027.
- E. WHEREAS, the Parties recognize the need for the continuation of PROJECT development into the next phase.
- F. WHEREAS, the Parties wish to extend the term of the FUNDING AGREEMENT to allow for completion of the final design PS&E phase of the PROJECT.
- G. WHEREAS, the Parties wish to amend the FUNDING AGREEMENT to increase the TOWN's contribution from \$600,000 to \$1,470,000 to continue project development into the PS&E phase.
- H. WHEREAS, at the December 2, 2021 VTA Board of Directors (“**Board**”) meeting, the Board approved the 2016 Measure B Biennial Budget and the 2016 Measure B Highway Interchange Program, a competitive grant funding program. The Measure B budget included \$7,800,000 for the SR 17 Corridor Congestion Relief Project for Final Design PS&E work.

- I. WHEREAS, the Parties wish to amend the FUNDING AGREEMENT to increase the VTA's contribution from \$5,400,000 to \$13,200,000 to continue project development into the PS&E phase.

NOW, THEREFORE, the Parties agree to amend the FUNDING AGREEMENT as follows:

II. AMENDED AGREEMENT

1. SECTION II, Paragraph 2 of the AGREEMENT is hereby amended to include the PS&E PROJECT phase to the AGREEMENT'S Scope of Work. Paragraph 2 shall therefore be amended and restated in its entirety as follows:

"2. Scope of Work The scope of work of this AGREEMENT ("**Scope of Work**") includes but is not limited to: (i) all necessary approvals required from any and all governmental or regulatory agency or entity for the Project Initiation Document ("**PID**"), Project Approval/Environmental Document ("**PA/ED**"), and Plans, Specifications, and Estimates ("**PS&E**"), and (ii) those planning and design activities necessary to complete the PID, PA/ED, and PS&E."

2. SECTION II, Paragraph 3 of the AGREEMENT is hereby amended to increase the estimates cost of the PROJECT to account for addition of the PS&E PROJECT'S phase. Paragraph 3 shall be amended and restated in its entirety as follows:

"3. Cost of Scope of Work The estimated cost of PROJECT'S PID, PA/ED, and PS&E phases is Fourteen Million Six Hundred Seventy Thousand Dollars (\$14,670,000)."

3. SECTION II, Paragraph 4 of the AGREEMENT is hereby amended to increase VTA'S Financial Contribution for Cost of Scope of Work to account for addition of the PS&E PROJECT'S phase. Paragraph 3 shall be amended and restated as follows:

"4. VTA'S Financial Contribution for Cost of Scope of Work. VTA will contribute to the PROJECT up to Thirteen Million, Two Hundred Thousand Dollars (\$13,200,000) of HIGHWAY CATEGORY funds (herein after, "**VTA'S Contribution**") towards the development and completion of PID, PA/ED and PS&E."

4. SECTION II, Paragraph 5 of the AGREEMENT is hereby amended to increase TOWN'S Financial Contribution for Cost of Scope of Work to account for addition of the PS&E PROJECT'S phase. Paragraph 3 shall be amended and restated as follows:

"5. TOWN'S Financial Contribution for Cost of Scope of Work. TOWN will contribute to the PROJECT One Million, Four Hundred Seventy Thousand Dollars (\$1,470,000) (hereinafter, "TOWN'S Contribution") as the non-2016 Measure B project contribution towards the development and completion of PID, PA/ED and PS&E."

5. SECTION II, Paragraph 18 of the AGREEMENT is hereby amended to revise the party to be provided Notice in writing regarding this AGREEMENT, Paragraph 18 shall be amended and restated as follows:

“18. Notice. Any notice required to be given by either PARTY, or which either PARTY may wish to give, must be in writing and served by personal delivery or sent by certified or registered mail, postage prepaid, addressed as follows:

To VTA: Santa Clara Valley Transportation Authority
Gene Gonzalo, Deputy Director, Highway Capital Program Manager
3331 North First Street, Building B-2
San Jose, CA 95134-1906

To TOWN: Town of Los Gatos
Nicolle Burnham, Director, Parks and Public Works
Department of Public Works
110 East Main Street
Los Gatos, CA 95030

6. SECTION II, Paragraph 21 of the AGREEMENT is hereby amended to extend the AGREEMENT’S termination date due to the expansion of the Scope of Work and addition of PS&E PROJECT’s phase. Paragraph 3 shall be amended and restated in its entirety as follows:

“21. Term of AGREEMENT This AGREEMENT will become effective upon the Effective Date and will remain in effect through December 31, 2027. Upon written request of VTA, the Director of the Parks and Public Works for the TOWN, or a designee, is authorized to extend the term of the AGREEMENT for up to six (6) months after the initial termination date, upon written notice to VTA and without formal amendment of this AGREEMENT. Extensions of more than six (6) months must be incorporated by the formal Amendment process in Section 22.”

[signatures continue on next page]

WITNESS THE EXECUTION HEREOF the day and year first hereinabove set forth.

“TOWN”
TOWN OF LOS GATOS,
a California charter city and municipal
corporation

“VTA”
Santa Clara Valley Transportation Authority
a public agency

By: _____
Laurel Prevetti
Town Manager

By: _____
Carolyn M. Gonot
General Manager/CEO

Date: _____

Date: _____

APPROVED AS TO FORM:

APPROVED AS TO FORM:

By: _____
Gabrielle Whelan
Town Attorney

By: _____
Victor Pappalardo
Deputy General Counsel