

CONTRACT SUMMARY SHEET

Contract No. C 09021 Amendment No. 01

By and Between

California Transportation Commission, Caltrans and City of San Bernardino

Contract Description Baseline agreement serves as a general scope/ benefit/ project sponsor agreement. Final funding contribution will be determined by co-op agreements for each phase.

| | |
|---|--|
| Board of Director's Meeting Date: 10/3/2012 | |
| Overview of BOD Action: Approve Amendment #1 to TCIF Baseline Agreement for Palm Ave Road Grade Separation Project C09021-01 | |
| Is this a Sole-Source procurement? <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| CONTRACT OVERVIEW | | | |
|---|-----------|----------|--|
| Original Contract Amount | \$ | 0 | Original Contingency Amount |
| Revised Contract Amount <i>Inclusive of prior amendments</i> | \$ | 0 | Revised Contingency Amount <i>Inclusive of prior amendments</i> |
| Current Amendment Amount | \$ | 0 | Contingency Amendment |
| TOTAL CONTRACT VALUE | \$ | 0 | TOTAL CONTINGENCY VALUE |
| TOTAL BUDGET AUTHORITY (contract value + contingency) | | | \$ 0 |

| | | |
|--|---|--|
| Contract Start Date 9/3/2008 | Current Contract Expiration Date 6/30/2014 | Revised Contract Expiration Date 9/1/2015 |
| Has the contract term been amended? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes - please explain. Contract expiration date extended | | |

| FINANCIAL INFORMATION | | | | |
|--|---|--------------------------------------|------------------------------------|--|
| <input type="checkbox"/> Budget authority for this contract currently exists in Task No. _____. | | | | |
| <input type="checkbox"/> A Budget Amendment is required. | | | | |
| How are we funding current FY? NA | | | | |
| <input type="checkbox"/> Federal Funds | <input checked="" type="checkbox"/> State Funds | <input type="checkbox"/> Local Funds | <input type="checkbox"/> TDA Funds | <input type="checkbox"/> Measure I Funds |
| Provide Brief Overview of the Overall Funding for the duration of the Contract: NA- This is a scoping documents only | | | | |
| <input type="checkbox"/> Payable <input type="checkbox"/> Receivable | | | | |

| CONTRACT MANAGEMENT INFORMATION | |
|---|--|
| Check all applicable boxes: | |
| <input type="checkbox"/> Retention? If yes, indicate % _____. | |
| <input type="checkbox"/> Disadvantaged Business Enterprise (DBE) Goal _____ % | <input type="checkbox"/> Underutilized DBE (UDBE) Goal _____ % |

| | | |
|--|-----------|------|
| Task Manager (Print Name) | Signature | Date |
| Project Manager (Print Name) | Signature | Date |
| Contracts Manager (Print Name) | Signature | Date |
| Chief Financial Officer Signature (Print Name) | Signature | Date |

Detail Contract Summary Sheet

Detail Contract Information (Provided by Project Manager)

Complete this form in conjunction with the Contract Summary Sheet for this Contract.

Finance Contract Summary Sheet

| | | |
|--|-----------------|---------------------------|
| Contract No: C09021 | Amendment No. 1 | Vendor No. |
| Vendor/Customer Name: California Transportation Commission. Caltrans, City of San Bernardino | | |
| Contract Description: Baseline Agreement for the Palm Avenue Grade Separation Project | | |
| List Any Related SANBAG Contracts Numbers: | | C12241 |
| Other Agency Contract Nos.: | | Contract Expiration Date: |

Contract Management: Payable/Miscellaneous

| | | | | | |
|-----------------|----------------|-----------------------------|----------------------------|----------------|-----------------------|
| Invoice Warning | 20% | Renewals: | | Contract Type: | Scoping document only |
| Retention: | 0% | Max Retention to be held: | | | |
| Construction | A & E Services | Other Professional Services | Intergovernmental/MOU/COOP | | |

Budget Authority for Current Fiscal Year

Approved Budget Authority: Fiscal year _____ Amount \$ -

| GL | Fund Source Description | Fund | Program | Project | Object | Amount |
|---------|-------------------------|------|---------|---------|--------|--------|
| Expense | | | | | | \$ - |
| | | | | | | \$ - |
| | | | | | | \$ - |

| Project String (if applicable) | Project | Level 1 | Level 2 | Object | Amount |
|--------------------------------|---------|---------|---------|--------|--------|
| | | | | | \$ - |
| | | | | | \$ - |
| | | | | | \$ - |

Contract Management: Receivable

| | | |
|----------------|----------------------------|-------------------------|
| E-76 Date | (Attach Copy if Available) | Program Supplement No.: |
| Finance Letter | Reversion Date: | EA No.: |

All of the above MUST be submitted to FINANCE. Including Originals, Amendments & Misc transaction changes

Contract Details : Allocate the Total Contract or Current Amendment Amount by funding string

| GL | Billing Category <small>(Finance Use Only)</small> | Fund Source Description | Fund | Program | Project | Revenue | Amount |
|---------|---|-------------------------|------|---------|---------|---------|--------|
| Revenue | | | | | | | \$ - |
| | | | | | | | \$ - |
| | | | | | | | \$ - |

| Revenue Project String (if applicable) | Project | Fund | Level 2 | Revenue | Amount |
|--|---------|------|---------|---------|--------|
| | | | | | \$ - |
| | | | | | \$ - |
| | | | | | \$ - |

Notes

This agreement doesn't commit any funds; it only serves as a project scoping documents.

Finance Reviews

| | | |
|--------------------------------------|------------------------------------|------------------------|
| A/P Review (initials): | A/R Review (initials): | CFO Review (initials): |
| (Finance Use Only) Supplemental No.: | (Finance Use Only) Z Contract No.: | |

**TRADE CORRIDORS IMPROVEMENT FUND
PROJECT BASELINE AGREEMENT AMENDMENT #1**

On _____, with CTC Resolution TCIF _____, attached hereto for reference, the California Transportation Commission approved a TCIF Program Amendment to revise fund programming and project schedule of TCIF Project: the Palm Avenue Grade Separation Project.

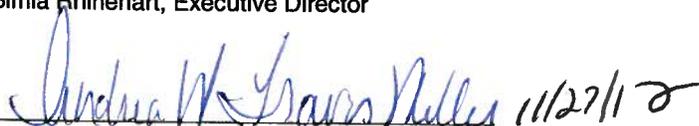
The Project Baseline Agreement provision for the Palm Avenue Grade Separation Project, effective on September 1, 2008, made by and between the California Transportation Commission, the California Department of Transportation, the City of San Bernardino, and San Bernardino Associated Governments remains in effect except for the following sections:

4.1 Project Schedule and Cost

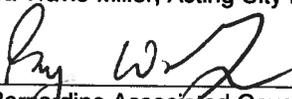
See Project Programming Request Form, attached as Exhibit A.

California Department of Transportation
Malcolm Dougherty, Director

California Transportation Commission
Bimla Rhinehart, Executive Director

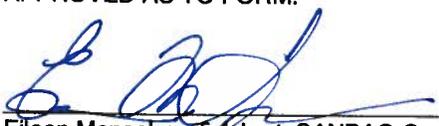


City of San Bernardino
Andrea Travis-Miller, Acting City Manager



San Bernardino Associated Governments
Raymond Wolfe, Executive Director

APPROVED AS TO FORM:



Eileen Monaghan Teichert, SANBAG General Counsel

Exhibit A

STATE OF CALIFORNIA • DEPARTMENT OF TRANSPORTATION

PROJECT PROGRAMMING REQUEST

DTP-0001 (REV. 6/11)

General Instructions

| | | | | | | | | | | | |
|---|--|--|--|--|--|----------------|--|--|-----------------------|----------|--|
| <input type="checkbox"/> New Project | | | | <input checked="" type="checkbox"/> Amendment (Existing Project) | | Date: 11/25/12 | | | | | |
| District | | EA | | Project ID | | PPNO | | MPO ID | | TCRP No. | |
| 8 | | 925175L | | | | 1134 | | 200850 | | | |
| County | | Routes/Corridor | | PM Bk | | PM Ahd | | Project Sponsor/Lead Agency | | | |
| SBD | | | | | | | | San Bernardino Associated Governments (SANBAG) | | | |
| | | | | MPO | | | | Element | | | |
| | | | | SCAG | | | | LA | | | |
| Project Mgr/Contact | | | | Phone | | | | E-mail Address | | | |
| Dennis Saylor | | | | 909-884-8276 | | | | dsaylor@sanbag.ca.gov | | | |
| Project Title | | | | | | | | | | | |
| ACE: Palm Avenue Railroad Grade Separation | | | | | | | | | | | |
| Location, Project Limits, Description, Scope of Work, Legislative Description | | | | | | | | | | | |
| Near the city of San Bernardino. Construct grade separation for BNSF/UPRR lines at Palm Avenue (TCIF 63). | | | | | | | | | | | |
| Component | | Implementing Agency | | | | | | | Reimbursements | | |
| PA&ED | | San Bernardino Associated Governments (SANBAG) | | | | | | | | | |
| PS&E | | San Bernardino Associated Governments (SANBAG) | | | | | | | | | |
| Right of Way | | San Bernardino Associated Governments (SANBAG) | | | | | | | | | |
| Construction | | San Bernardino Associated Governments (SANBAG) | | | | | | | | | |
| Legislative Districts | | | | | | | | | | | |
| Assembly: 63 | | | | Senate: 32 | | | | | | | |
| Congressional: 43 | | | | | | | | | | | |
| Purpose and Need | | | | | | | | | | | |
| Palm Ave is a major east-west arterial that carries approximately 5,300 vehicles per day. The estimated 94 freight and two passenger trains that cross Palm Ave every day create substantial traffic delays and disrupt access to a developing industrial/warehouse area nearby. Separating the railroad crossing from Palm Ave will mitigate community impacts of goods movement and provide more reliable access to warehouse and truck facilities. | | | | | | | | | | | |
| Project Benefits | | | | | | | | | | | |
| | | | | | | | | | | | |
| Project Milestone | | | | | | | | | | | |
| | | | | | | Existing | | Proposed | | | |
| Project Study Report Approved | | | | | | | | | | | |
| Begin Environmental (PA&ED) Phase | | | | | | 07/01/08 | | | | | |
| Circulate Draft Environmental Document | | | | | | Document Type | | CE/CE | | NEPA CE | |
| Draft Project Report | | | | | | 06/30/09 | | | | | |
| End Environmental Phase (PA&ED Milestone) | | | | | | 12/30/09 | | 07/31/11 | | | |
| Begin Design (PS&E) Phase | | | | | | 01/01/10 | | | | | |
| End Design Phase (Ready to List for Advertisement Milestone) | | | | | | 06/30/12 | | 01/15/13 | | | |
| Begin Right of Way Phase | | | | | | 07/01/10 | | 09/24/11 | | | |
| End Right of Way Phase (Right of Way Certification Milestone) | | | | | | 06/30/12 | | 02/11/13 | | | |
| Begin Construction Phase (Contract Award Milestone) | | | | | | 07/01/12 | | 06/01/13 | | | |
| End Construction Phase (Construction Contract Acceptance Milestone) | | | | | | 12/30/13 | | 06/30/15 | | | |
| Begin Closeout Phase | | | | | | 01/01/14 | | 07/01/15 | | | |
| End Closeout Phase (Closeout Report) | | | | | | 06/30/14 | | 09/01/15 | | | |

ADA Notice For individuals with sensory disabilities, this document is available in alternate formats. For information call (916) 654-8410 or TDD (916) 654-3880 or write Records and Forms Management, 120 N Street, MS-89, Sacramento, CA 95814.

PROJECT PROGRAMMING REQUEST

DTP-0001 (REV. 6/11)

Date: 11/25/12

| District | County | Route | EA | Project ID | PPNO | TCRP No. |
|---|--------|-------|---------|------------|------|----------|
| 8 | SBD | | 925175L | | 1134 | |
| Project Title: ACE Palm Avenue Railroad Grade Separation | | | | | | |

| Existing Total Project Cost | | | | | | | | | Implementing Agency |
|-----------------------------|--------------|--------------|---------------|---------------|-------|-------|--------|---------------|---------------------------|
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | |
| E&P (PA&ED) | 750 | | | | | | | 750 | San Bernardino Associated |
| PS&E | 2,000 | | | | | | | 2,000 | San Bernardino Associated |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | 1,126 | | | | | | | 1,126 | San Bernardino Associated |
| CON | | | 31,300 | | | | | 31,300 | San Bernardino Associated |
| TOTAL | 3,876 | | 31,300 | | | | | 35,176 | |
| Proposed Total Project Cost | | | | | | | | | Notes |
| E&P (PA&ED) | 774 | | | | | | | 774 | |
| PS&E | | 2,024 | | | | | | 2,024 | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | 8,320 | | | | | 8,320 | |
| CON | | | | 15,280 | | | | 15,280 | |
| TOTAL | 774 | 2,024 | 8,320 | 15,280 | | | | 26,398 | |

| Fund No. 1: | State Bond - Trade Corridor Program (TCIF) | | | | | | | | Program Code |
|------------------|--|-------|--------------|--------------|-------|-------|--------|--------------|----------------|
| Existing Funding | | | | | | | | | 20.XX.723.000 |
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | Funding Agency |
| E&P (PA&ED) | | | | | | | | | Caltrans |
| PS&E | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | | | | | | | |
| CON | | | 9,390 | | | | | 9,390 | |
| TOTAL | | | 9,390 | | | | | 9,390 | |
| Proposed Funding | | | | | | | | | Notes |
| E&P (PA&ED) | | | | | | | | | |
| PS&E | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | | | | | | | |
| CON | | | | 4,560 | | | | 4,560 | |
| TOTAL | | | | 4,560 | | | | 4,560 | |

| Fund No. 2: | Local Funds - Developer Fees (DEV) | | | | | | | | Program Code |
|------------------|------------------------------------|------------|--------------|--------------|-------|-------|--------|--------------|-------------------------------|
| Existing Funding | | | | | | | | | 20.10.400.100 |
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | Funding Agency |
| E&P (PA&ED) | | | | | | | | | San Bernardino Associated Gov |
| PS&E | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | | | | | | | |
| CON | | | 5,136 | | | | | 5,136 | |
| TOTAL | | | 5,136 | | | | | 5,136 | |
| Proposed Funding | | | | | | | | | Notes |
| E&P (PA&ED) | 113 | | | | | | | 113 | |
| PS&E | | 296 | | | | | | 296 | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | 1,215 | | | | | 1,215 | |
| CON | | | | 1,917 | | | | 1,917 | |
| TOTAL | 113 | 296 | 1,215 | 1,917 | | | | 3,541 | |

| Fund No. 3: Local Funds - Local Measure (MEA) | | | | | | | | | Program Code |
|---|-------|-------|--------|-------|-------|-------|--------|--------|-------------------------------|
| Existing Funding | | | | | | | | | 20.10.400.100 |
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | Funding Agency |
| E&P (PA&ED) | 750 | | | | | | | 750 | San Bernardino Associated Gov |
| PS&E | 2,000 | | | | | | | 2,000 | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | 1,126 | | | | | | | 1,126 | |
| CON | | | 16,774 | | | | | 16,774 | |
| TOTAL | 3,876 | | 16,774 | | | | | 20,650 | |
| Proposed Funding | | | | | | | | | Notes |
| E&P (PA&ED) | 661 | | | | | | | 661 | |
| PS&E | | 1,728 | | | | | | 1,728 | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | 2,805 | | | | | 2,805 | |
| CON | | | | 3,289 | | | | 3,289 | |
| TOTAL | 661 | 1,728 | 2,805 | 3,289 | | | | 8,483 | |

| Fund No. 4: Congestion Management Air Quality (CMAQ) | | | | | | | | | Program Code |
|--|-------|-------|-------|-------|-------|-------|--------|-------|----------------|
| Existing Funding | | | | | | | | | |
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | Funding Agency |
| E&P (PA&ED) | | | | | | | | | SANBAG |
| PS&E | | | | | | | | | SANBAG CMAQ |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | | | | | | | |
| CON | | | | | | | | | |
| TOTAL | | | | | | | | | |
| Proposed Funding | | | | | | | | | Notes |
| E&P (PA&ED) | | | | | | | | | |
| PS&E | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | 4,300 | | | | | 4,300 | |
| CON | | | | | | | | | |
| TOTAL | | | 4,300 | | | | | 4,300 | |

| Fund No. 5: BNSF RR Contribution | | | | | | | | | Program Code |
|----------------------------------|-------|-------|-------|-------|-------|-------|--------|-------|----------------|
| Existing Funding | | | | | | | | | |
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | Funding Agency |
| E&P (PA&ED) | | | | | | | | | BNSF Private |
| PS&E | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | | | | | | | |
| CON | | | | | | | | | |
| TOTAL | | | | | | | | | |
| Proposed Funding | | | | | | | | | Notes |
| E&P (PA&ED) | | | | | | | | | |
| PS&E | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | |
| R/W | | | | | | | | | |
| CON | | | | 550 | | | | 550 | |
| TOTAL | | | | 550 | | | | 550 | |

| Fund No. 6: | | SAFETEA-LU DEMO | | | | | | | Program Code | |
|------------------|-------|-----------------|-------|-------|-------|-------|--------|-------|------------------------------|--|
| Existing Funding | | | | | | | | | | |
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | Funding Agency | |
| E&P (PA&ED) | | | | | | | | | Federal Demo Fund SAFETEA LU | |
| PS&E | | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | | |
| R/W | | | | | | | | | | |
| CON | | | | | | | | | | |
| TOTAL | | | | | | | | | | |
| Proposed Funding | | | | | | | | | Notes | |
| E&P (PA&ED) | | | | | | | | | | |
| PS&E | | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | | |
| R/W | | | | | | | | | | |
| CON | | | | 1,600 | | | | 1,600 | | |
| TOTAL | | | | 1,600 | | | | 1,600 | | |

| Fund No. 7: | | PNRS | | | | | | | Program Code | |
|------------------|-------|-------|-------|-------|-------|-------|--------|-------|------------------------------|--|
| Existing Funding | | | | | | | | | | |
| Component | Prior | 10/11 | 11/12 | 12/13 | 13/14 | 14/15 | 15/16+ | Total | Funding Agency | |
| E&P (PA&ED) | | | | | | | | | | |
| PS&E | | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | | |
| R/W | | | | | | | | | | |
| CON | | | | | | | | | | |
| TOTAL | | | | | | | | | | |
| Proposed Funding | | | | | | | | | Notes | |
| E&P (PA&ED) | | | | | | | | | PNRS savings from Hunts Lane | |
| PS&E | | | | | | | | | | |
| R/W SUP (CT) | | | | | | | | | | |
| CON SUP (CT) | | | | | | | | | | |
| R/W | | | | | | | | | | |
| CON | | | | 3,364 | | | | 3,364 | | |
| TOTAL | | | | 3,364 | | | | 3,364 | | |

PROJECT PROGRAMMING REQUEST

DTP-0001 (REV. 6/11)

Complete this page for amendments only

Date: 11/25/12

| District | County | Route | EA | Project ID | PPNO | TCRP |
|----------|--------|-------|---------|------------|------|------|
| 8 | SBD | | 925175L | | 1134 | |

SECTION 1 - All Projects**Project Background**

Palm Ave is a major east-west arterial that carries approximately 5,300 vehicles per day. The estimated 94 freight and two passenger trains that cross Palm Ave every day create substantial traffic delays and disrupt access to a developing industrial/warehouse area nearby. Separating the railroad crossing from Palm Ave will mitigate community impacts of goods movement and provide more reliable access to warehouse and truck facilities.

Programming Change Requested

The Palm Avenue Grade Separation Baseline Agreement Amendment changes the project delivery schedule, revises the project scope, updates the total project cost from \$35.176 million to \$26.398 million and adds BNSF Railroad, CMAQ, SAFETEA-LU Demo, and PNSR funding to the project. The TCIF programming amount has been reduced from \$9,390,000 to \$4,560,000 as a result in the scope being reduced from four lanes to two lanes. Additionally, the local Development Impact fees and Measure I have been reduced due to the reduction in scope and addition of other funding sources.

Reason for Proposed Change

The project was in the preliminary project development phase when the original baseline agreement was executed and included widening of Palm Avenue from two to four lanes. Upon completion of the traffic study, it was determined, with concurrence from the City of San Bernardino, that two lanes were sufficient. The project is now in final design and sufficient design has been completed to confirm the right of way (ROW) requirements and develop a more precise project estimate. The updated cost reflects the selected two lane alternative and is consistent with current design optimization efforts and bid prices. The reduction in scope requires a proportional reduction in the TCIF programmed for the project.

If proposed change will delay one or more components, clearly explain 1) reason the delay, 2) cost increase related to the delay, and 3) how cost increase will be funded

Initially the project was funded with only State and local funds (no federal funds). Subsequent to the start of the project, a federal grant in the amount of \$1,600,000 was obtained, which required federal environmental clearance and additional resource agency coordination. The result of this additional effort was that final environmental clearance for the project was not obtained until July 2011, which also resulted in the federal authorization to begin ROW activities being delayed. The ROW certification is anticipated in January 2013, and the construction award milestone is schedule for June 2013, which is well ahead of the TCIF construction deadline of December 2013. The construction completion date is scheduled for June 2015.

Other Significant Information**SECTION 2 - For TCRP Projects Only**

- Alternative Project Request (Please follow Instructions at <http://www.dot.ca.gov/tcrp/LETTERguidelines>)
- Letter of No Prejudice (LONP) (Please follow Guidelines at <http://www.dot.ca.gov/tcrp/docs/042706.pdf>)

SECTION 3 - All Projects**Approvals**

I hereby certify that the above information is complete and accurate and all approvals have been obtained for the processing of this amendment request.*

| Name (Print or Type) | Signature | Title | Date |
|----------------------|-----------|-------|------|
| | | | |

Attachments

- 1) Concurrence from Implementing Agency and/or Regional Transportation Planning Agency
- 2) Project Location Map