

FA.MR 306.07
MEASURE R FUNDING AGREEMENT
Interstate 710 South Early Action Projects

This Funding Agreement ("FA") is dated as of June 29, 2012, and is by and between the Los Angeles County Metropolitan Transportation Authority ("LACMTA") and the City of Bell (Grantee) for the Review of the I-710 Draft EIR/EIS (the "Project") – LACMTA Project ID #MR306.07

WHEREAS, LACMTA adopted Ordinance #08-01, the Traffic Relief and Rail Expansion Ordinance, on July 24, 2008 (the "Ordinance"), which Ordinance was approved by the voters of Los Angeles County on November 4, 2008 as "Measure R" and became effective on January 2, 2009. This project is eligible for funding under Line 37 of the Measure R Expenditure Plan. Measure R authorizes funding for projects for Interstate 710 South and/or Early Action Projects.

WHEREAS, LACMTA Board, at its May 16, 2012 meeting authorized the Chief Executive Officer to enter into funding agreements with Gateway Cities Council of Governments and I-710 Corridor Cities for the review of the I-710 Corridor Project Draft Environmental Impact Report/ Environmental Impact Statement ("Project").

WHEREAS, LACMTA programmed \$75,000 in Measure R Funds (the "Funds") to the Grantee as the maximum allowable grant from LACMTA for the Project; and,

NOW THEREFORE, the parties hereby agree as follows:

1. CONDITIONS

1.1 The Grantee shall use the Funds, as described below, to complete the Project as described in the **Scope of Work** attached as **Attachment A**. The Funds, as granted under this FA can only be used towards the completion of this Scope of Work. The Grantee shall not use the Funds to substitute for any other funds or projects not specified in this FA.

1.2 The Grantee shall use the Funds in accordance with the Attachment B Expenditure Plan Guidelines as specified in **Attachment B**.

1.3 Grantee shall submit Expenditure Report **Attachment C** within 30 days after submittal of Comments to the EIR/EIS in accordance with the **Attachment A -Scope of Work**.

1.4 The Grantee will prepare and submit to LACMTA a Request for Reimbursement for actual allowable Project costs incurred and paid for by the Grantee consistent with the Scope of Work. Advance payments by LACMTA are not allowed. Each Request for Reimbursement shall indicate the total Project costs. Grantee's Request for Reimbursement shall include copies of invoices between Grantee and consultants.

1.5 This is a one time only grant subject to the terms and conditions agreed to herein. This grant does not imply nor obligate any future funding commitment on the part of LACMTA.

1.6 The term of this FA shall commence June 29, 2012 and shall terminate on September 28, 2012 – 90 days from the start of the FA, unless extended by LACMTA in writing. Grantee must submit final invoice to LACMTA within (30) thirty days from September 28, 2012, the date comments to the EIR/EIS are due.

1.7 The Grantee shall be subject to and shall comply with all applicable requirements of LACMTA regarding Project reporting. The Grantee shall use the FA number FA.MR 306.07 on all correspondence.

1.8 Unless written notification is otherwise provided by LACMTA, the effective date and start date of reimbursable activities is the June 29, 2012. Actual reimbursement of eligible costs cannot occur until LACMTA and the Grantee execute this agreement.

2. TRANSFER OF FUNDS

2.1 LACMTA shall reimburse the Grantee up to a maximum amount of \$75,000 as specified) for the Project subject to the terms and conditions contained herein.

2.2 LACMTA shall transfer the Funds to the Grantee on reimbursement basis only. No advance of Funds shall be allowed.

2.3 The Grantee is responsible for all cost overruns incurred as a result of this Project. Under no circumstances will the total amount of money that LACMTA reimburses the Grantee exceed the amount of the Funds committed by LACMTA.

2.4 LACMTA shall not be responsible to provide any funding in the event the Grant is withdrawn, recalled or not appropriated for any reason. In the event the Grant is closed, the Grantee will reimburse LACMTA any Funds paid by LACMTA.

2.5 Send correspondence to LACMTA shall be addressed to:
Los Angeles County Metropolitan Transportation Authority
One Gateway Plaza
MS: 99-22-09
Los Angeles, CA 90012
Attn: Adrian Alvarez,
Project Manager, Highway Program

Phone: (213) 922-3001
Email: alvarez@metro.net

Send All invoices with supporting documentation to:
Los Angeles County Metropolitan Transportation Authority
Accounts Payable
P. O. Box 512296
Los Angeles, CA 90051-0296
Re: LACMTA Project ID# MR.306.07 and FA.MR.306.07
Attn: Adrian Alvarez, MS: 99-22-09
Project Manager, Highway Program

2.6 Payments and notices to the Grantee shall be addressed to:

City of Bell
6330 Pine Street
Bell, CA 90201
Attn: Nancy Fong, Interim Community Development Director

3. DEFAULT

LACMTA reserves the right to terminate this FA and withhold all payments of Funds in the event of Grantee's breach or default of any term or condition contained in this FA.

4. AUDIT REQUIREMENT

4.1 LACMTA shall have the right to conduct a financial and compliance audit(s) of the Project. Grantee agrees to establish and maintain proper accounting and procurement procedures and cash management records and documents in accordance with Generally Accepted Accounting Principles (GAAP). The Grantee shall reimburse LACMTA for any expenditure not in compliance with the Scope of Work and/or not in compliance with other terms and conditions of this FA.

4.2 Grantee's records shall include, without limitation, accounting records, written policies and procedures, contract files, original estimates, correspondence, change order files, invoices, and any other supporting evidence deemed necessary by LACMTA to substantiate charges related to the project (all collectively referred to as "records") shall be open for inspection and subject to audit and reproduction by LACMTA auditors or authorized representatives to the extent deemed necessary by LACMTA to adequately permit evaluation of expended costs. Such records subject to audit shall include, without limitation, those records deemed necessary by LACMTA to evaluate and verify direct and indirect costs, (including overhead allocations) as they may apply to costs associated with the Project.

4.3 Grantee shall cause all contractors to comply with the requirements of Paragraph 4.1 above. Grantee shall cause all contractors to cooperate fully in furnishing or in making available to LACMTA records which shall include, without limitation, accounting records, written policies and procedures, contract files, original estimates, correspondence, change order files, invoices and any other supporting evidence deemed necessary by LACMTA auditors or authorized representatives related to the Project.

5. MISCELLANEOUS

5.1 California law shall govern this FA. If any provision of this FA is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining provisions shall nevertheless continue in full force without being impaired or invalidated in any way; unless any of the stated purposes of the FA would be defeated.

5.2 The Grantee shall not assign this FA, or any part thereof, without written consent and prior approval of LACMTA Chief Executive Officer or designee, and any assignment without said consent shall be void and unenforceable.

5.3 This FA constitutes the entire understanding between parties, with respect subject matter herein. This FA shall not be amended, nor any provision or breach hereof waived except in writing signed by the parties.

5.4 The covenants and agreements of this FA shall inure to the benefit of, and shall be binding upon, each of the parties and their respective successors and assigns.

5.5 Neither LACMTA nor any officer or employee thereof shall be responsible for any damage or liability occurring by reason of anything done or committed to be done by Grantee under or in connection with any work performed by and or service provided by Grantee, its officers, agents, employees, contractors and subcontractors under this FA. Grantee shall fully indemnify, defend and hold LACMTA, and its subsidiaries and their respective officers, agents and employees harmless from and against any liability and expenses, including without limitation, defense costs, any costs or liability on account of bodily injury, death or personal injury of any person for damage to or loss of risk of property, any environmental obligation, any legal fees and any claims for damages of any nature whatsoever arising of the Project, including, without limitations, (i) use of the Funds by Grantee, or its officers, agents, employees, contractors or subcontractors; (ii) breach of the Grantee's obligations under this FA; or (iii) any act or omission of the Grantee, or its officers, agents, employees, contractors or subcontractors in the performance of the work or the provision of the services, in connection with the Project including, without limitation, the Scope of Work, described in this FA.

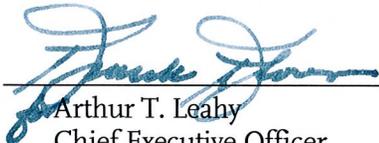
5.6 Grantee in the performance of the work required by this FA is an independent contractor and not an agent or employee of LACMTA. Grantee shall not represent itself as an agent or employee of LACMTA and shall have no powers to bind LACMTA in contract or otherwise.

5.7 The Grantee shall retain all original records and documents related to the work herein for a period of twelve (12) months after the grant closeout.

IN WITNESS WHEREOF, the parties have caused this FA to be executed by their duly authorized representatives as of the dates indicated below:

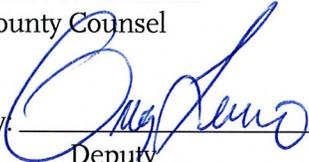
LACMTA:

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

By:  Date: 10/31/12
Arthur T. Leahy
Chief Executive Officer

APPROVED AS TO FORM:

JOHN F. KRATTLI
County Counsel

By:  Date: 8/15/12
Deputy

GRANTEE:

CITY OF BELL

By:  Date: 9/26/12
Doug Willmore
City Manager

APPROVED AS TO FORM:

By:  Date: 10/17/12
David Aleshire
City Attorney

Attachment A Scope of Work

Project Description:

This City will review the I-710 Draft EIR/EIS and submit comments to Caltrans. The City's Project Manager for this review will be Nancy Fong, Interim Community Development Director. The City will hire consultants to perform the technical review of the document.

Project Budget:

The City estimates a breakdown of the project budget to be:

City Staff Time	\$10,000
Consultant - Traffic	\$20,000
Consultant - Economic Development	\$20,000
Consultant - Planning	<u>\$25,000</u>
Total Budget	\$75,000

This breakdown is an estimate only and may be adjusted to reflect actual consultant costs. The maximum budget will be adhered to, but the individual categories may be revised.

Project Schedule:

Caltrans has determined comment period for the I-710 Draft EIR/EIS to be 90 days: June 29, 2012 – September 28, 2012. The City of Bell has determined the following milestones, and will submit comments to Caltrans on or before September 28, 2012.

Milestone 1 - Select Consultant Team and Approve Scope	July 10, 2012
Milestone 2 - Review EIR/EIS and submit Comments	September 28, 2012

Attachment B
EXPENDITURE PLAN GUIDELINES
I710 EARLY ACTION PROJECTS

State Law Requires All Measure R Project and Program Sponsors to Submit an Expenditure Plan

To be eligible to receive Measure R revenues, an agency sponsoring a capital project or program must by state law (AB 2321) submit an expenditure plan that is acceptable to the Los Angeles County Metropolitan Transportation Authority (LACMTA). Pursuant to this law, LACMTA cannot release Measure R funds to capital project or program sponsors until an expenditure plan containing the following elements is submitted, reviewed and deemed satisfactory by LACMTA. LACMTA staff will request that an expenditure plan be submitted before making a recommendation to the LACMTA Board to program funds to that project:

- The estimated total cost for each project and program and/or each project or program activity;
- Funds other than Measure R that the project or program sponsor anticipates will be expended on the projects and programs and/or each project or program activity;
- The schedule during which the project sponsor anticipates funds will be available for each project and program and/or each project or program activity; and,
- The expected completion dates for each project and program and/or project or program activity.

Each of the above elements must be provided in enough detail to determine consistency with Measure R, the Long Range Transportation Plan for Los Angeles County, and the Los Angeles County Transportation Improvement Program (also a statutorily mandated function), as follows:

- Project or program scope of work, including sufficient information to determine funding eligibility, including, but not limited to, the anticipated proportional use of current rail rights-of-way, state highways, and below-ground subways versus any other rights-of-way or above-ground work;
- A current-year cost estimate breakdown of the major sub-elements of the project such as overhead, environmental and permit work, design and engineering, right-of-way, construction/installation (including maintenance facilities, rail yard, equipment and other major components), construction/installation support, interest costs, rolling stock, and other supporting components;
- Any extraordinary project cost escalation issues, such as extraordinary commodity, right-of-way, surety, energy costs, etc.;
- A specific and accurate description of the source, commitment, and anticipated annual availability of any federal, state, local, or private funding identified for the project if applicable including a 3% local funding contribution to rail projects if indicated in Measure R and necessary to meet project expenses, and if the source funds are in current or year-of-expenditure dollars;
- An annual schedule, in current dollars, of anticipated costs by the cost estimate categories described above; and;

Attachment B
EXPENDITURE PLAN GUIDELINES
I710 EARLY ACTION PROJECTS

- The expected completion by month and year of project or program completion.

Below is an excerpt of AB 2321 (2008, Feuer) the state legislation that requires the expenditure plan.

What AB 2321 (2008, Feuer) Says About the Expenditure Plan:

Section b (3) B

(f) Prior to submitting the ordinance to the voters, the MTA shall adopt an expenditure plan for the net revenues derived from the tax. The expenditure plan shall include, in addition to other projects and programs identified by the MTA, the specified projects and programs listed in paragraph (3) of subdivision (b), the estimated total cost for each project and program, funds other than the tax revenues that the MTA anticipates will be expended on the projects and programs, and the schedule during which the MTA anticipates funds will be available for each project and program. The MTA shall also identify in its expenditure plan the expected completion dates for each project described in subparagraph (A) of paragraph (3) of subdivision (b). To be eligible to receive revenues derived from the tax, an agency sponsoring a capital project or capital program shall submit to the MTA an expenditure plan for its project or program containing the same elements as the expenditure plan that MTA is required by this subdivision to prepare.

(k) No later than 365 days prior to the adoption of an amendment described in paragraph (1) to an expenditure plan adopted pursuant to subdivision (f), including, but not limited to, the expenditure plan adopted by the MTA board as "Attachment A" in Ordinance #08-01 adopted by the board on July 24, 2008, and in addition to any other notice requirements in the proposing ordinance, the board shall notify the Members of the Legislature representing the County of Los Angeles of all of the following:

(1) A description of the proposed amendments to the adopted expenditure plan that would do any of the following:

(A) Affect the amount of net revenues derived from the tax imposed pursuant to this act that is proposed to be expended on a capital project or projects identified in the adopted expenditure plan.

(B) Affect the schedule for the availability of funds proposed to be expended on a capital project or projects identified in the adopted expenditure plan.

(C) Affect the schedule for the estimated or expected completion date of a capital project or projects identified in the adopted expenditure plan.

(2) The reason for the proposed amendment.

(3) The estimated impact the proposed amendment will have on the schedule, cost, scope, or timely availability of funding for the capital project or projects contained in the adopted expenditure plan.

**LACMTA FA ATTACHMENT C
PROGRESS / EXPENDITURE REPORT**

Grantee To Complete	
Invoice #	
Invoice Date	
FA#	MR306.07
Quarterly Report #	

**GRANTEES ARE REQUESTED TO MAIL THIS REPORT TO
P.O. Box #512296, Los Angeles, CA 90051-0296** after the close of each quarter, but no later than November 30, February 28, May 31 and August 31. Please note that letters or other forms of documentation may not be substituted for this form. Refer to the Reporting and Expenditure Guidelines (Attachment D) for further information.

SECTION 1: QUARTERLY EXPENSE REPORT

Please itemize grant-related charges for this Quarter on Page 5 of this report and include totals in this Section.

	LACMTA Grant \$	Local Match (Incl. In-Kind) \$	Local Match %	Total \$
Project Quarter Expenditure				
This Quarter Expenditure				
Retention Amount				
Net Invoice Amount (Less Retention)				
Project-to-Date Expenditure				
Funds Expended to Date (Include this Quarter)				
Total Project Budget	\$ 75,000	\$ -	0%	\$ 75,000
% of Project Budget Expended to Date				
Balance Remaining				

SECTION 2: GENERAL INFORMATION

PROJECT TITLE: Review of the I-710 Draft EIR/EIS - City of Bell

FA #: FA.MR 306.07

QUARTERLY REPORT SUBMITTED FOR:

Fiscal Year : 2007-2008 2008-2009 2009-2010
 2010-2011 2011-2012 2012-2013

Quarter : Q1: Jul - Sep Q2: Oct - Dec
 Q3: Jan - Mar Q4: Apr - Jun

DATE SUBMITTED: _____

LACMTA MODAL CATEGORY:

Freeway RSTI Signal Synchronization
 TDM Bikeway Pedestrian
 Transit TEA

LACMTA Area Team Representative / Project Mgr.	Name:	Adrian Alvarez
	Area Team:	Highway Program
	Phone Number:	213.922.3001
	e-mail:	alvareza@metro.net

Project Sponsor Contact / Project Manager	Contact Name:	Nancy Fong
	Job Title:	Interim Community Development Director
	Department:	Community Development
	City / Agency:	City of Bell
	Mailing Address:	6330 Pine Street, Bell, CA 90201
	Phone Number:	323.588.6211
	e-mail:	nfong@cityofbell.org

SECTION 3 : QUARTERLY PROGRESS REPORT

1. DELIVERABLES & MILESTONES

List all deliverables and milestones as stated in the MOU, with start and end dates. Calculate the total project duration. **DO NOT CHANGE THE ORIGINAL MOU MILESTONE START AND END DATES SHOWN IN THE 2ND AND 3RD COLUMNS BELOW.**

Grantees must make every effort to accurately portray milestone dates in the original MOU Scope of Work, since this will provide the basis for calculating any project delay. If milestone start and/or end dates change from those stated in the Original MOU Scope of Work, indicate the new dates under Actual Schedule below and re-calculate the project duration. However, this does not change the original milestones in your MOU. **PER YOUR MOU AGREEMENT, ANY CHANGES TO THE PROJECT SCHEDULE MUST BE FORMALLY SUBMITTED UNDER SEPARATE COVER TO LACMTA FOR WRITTEN CONCURRENCE.**

FA Milestones	Original FA Schedule in Scope of Work		Actual Schedule	
	Start Date	End Date	Start Date	End Date
I-710 Draft EIR/EIS available for public Comment	06/29/12	N/A	6/29/2012	N/A
Submit Comments to Caltrans	9/28/2012			
Total Project Duration (days)	90			

2. TASKS / MILESTONES ACCOMPLISHED

List tasks or milestones accomplished and progress made this quarter.

3. PROJECT DELAY

If project is delayed, describe reasons for delay (this quarter). Pay particular attention to schedule delays. If delay is for the same reason as mentioned in previous quarters, please indicate by writing "Same as Previous Quarter".

4. ACTION ITEMS TO RESOLVE DELAY

If the project is delayed (as described in #4), include action items that have been, or will be, undertaken to resolve the delay.

SECTION 5: ITEMIZED LISTING OF EXPENSES AND CHARGES THIS QUARTER

All expenses and charges, including grant and local match, must be itemized and listed below. Each item listed must be verifiable by an invoice and/or other proper documentation. The total amounts shown here must be equal to this quarter's expenditures listed on page 1 of this report. All expenses and charges must be reflective of the approved budget and rates as shown in the FA Attachment A, Scope of Work. Use additional pages if needed.

ITEM	INVOICE #	TOTAL EXPENSES / CHARGES	\$ CHARGED TO LACMTA GRANT	\$ CHARGED TO LOCAL MATCH
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
TOTAL				

Notes:

1. Local match spent in each quarter, must be in the appropriate proportion to LACMTA grant.
2. All receipts, invoices, and time sheets, attached and included with this Expense Report must be listed and shown under the Invoice Number column of the Itemized Listing (above).

Invoice Payment Information:

LACMTA will make all disbursements electronically unless an exception is requested in writing.

ACH Payments require that you complete an ACH Request Form and fax it to Accounts Payable at 213-922-6107.

ACH Request Forms can be found at www.metro.net/callforprojects.

Written exception requests for Check Payments should be completed and faxed to Accounts Payable at 213-922-6107.

I certify that I am the responsible Project Manager or fiscal officer and representative of _____ and that to the best of my knowledge and belief the information stated in this report is true and correct.

Signature

Date

Name

Title