

AMENDMENT NO. 1
FUNDING AGREEMENT
BETWEEN
THE HIGH DESERT CORRIDOR JOINT POWERS AUTHORITY
AND
THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

This Amendment No.1 to Funding Agreement (this "Amendment"), is dated as of July 1, 2010 by and between the High Desert Corridor Joint Powers Authority (HDCJPA) ("Project Sponsor"), and the Los Angeles County Metropolitan Transportation Authority ("LACMTA").

RECITALS:

A. Whereas, the City of Victorville through council action on October 16, 2007 directed more than \$500,000 to be granted to HDCJPA for San Bernardino County's portion of the HDCJPA's efforts; and

B. Whereas, the LACMTA Board on May 22, 2008 directed that \$500,000 be granted to HDCJPA for Los Angeles County's portion of the HDCJPA's efforts for Fiscal Year (FY) 2008-09; and

C. Whereas, the Project Sponsor and LACMTA entered into that certain Funding Agreement No. MOU.P00HDC, dated September 12, 2008, (the "Existing Funding Agreement"), which Existing Funding Agreement provides for the High Desert Corridor (HDC) project; and

D. Whereas, LACMTA Board on July 23, 2009, requires a three-year timely use provision for the funds to the Project so that the funds programmed in FY 2009 must be expended by June 30, 2011; and

E. Whereas, the Project Sponsor and LACMTA desire to amend the Existing Funding Agreement as provided herein.

AGREEMENT:

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree as follows:

1. Section I, Term of Agreement of the Existing Funding Agreement is hereby amended by deleting it in its entirety and replacing it with the following: "The term of the Agreement shall commence on September 12, 2008 and terminate on June 30, 2011."

2. Section II, Paragraph A3 of the Existing Funding Agreement is hereby amended by deleting it in its entirety.

3. Section V, Paragraph A of the Existing Funding Agreement is hereby deleted and replaced with: "HDCJPA shall maintain all source documents, books, and

records connected with its performance of the work and procurement of any consultant(s) and all work performed under this Agreement for five (5) years.”

4. Section VI, Paragraph J of the Existing Funding Agreement is hereby amended by deleting it in its entirety and replacing it with the following:

“Any notice required or permitted under this Agreement shall be in writing and shall be deemed served if sent by registered mail addressed as follows, unless otherwise notified in writing of a change of address:

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

Attention: Robert Machuca
Transportation Planner
San Fernando Valley/North Los Angeles County Area Team
Los Angeles County Metropolitan Transportation Authority
One Gateway Plaza, Mail Stop 99-22-9
Los Angeles, CA 90012-2952
Phone: 213-922-4517, E-Mail: machucar@metro.net

HIGH DESERT CORRIDOR JOINT POWERS AUTHORITY

Attention: Gerry Newcombe
Assistant County Administrator
County Government Center
385 North Arrowhead Avenue, fifth Floor
San Bernardino, CA 92415-0120
Phone: 909-386-8701, E-Mail: gnewcombe@cao.sbcounty.gov

Further, any technical information and other communications shall also be sent to the addresses above.”

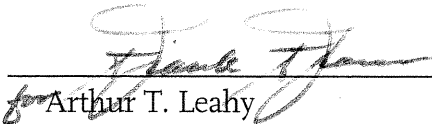
5. Attachment A (Scope of Work) of the Existing Funding Agreement is hereby amended by deleting it in its entirety and replaced with Attachment A1.

6. Attachment B (Project Budget) of the Existing Funding Agreement is hereby amended by deleting it in its entirety and replaced with Attachment B1.

7. Except as expressly amended hereby, the Existing Funding Agreement remains in full force and effect as originally executed. All rights and obligations of the parties under the Existing Funding Agreement that are not expressly amended by this Amendment shall remain unchanged.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 1 o be duly executed and delivered as of the above date.

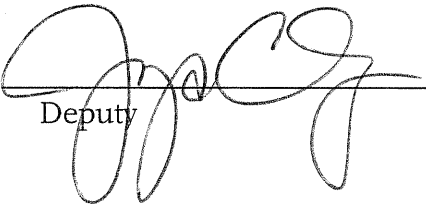
LOS ANGELES COUNTY
METROPOLITAN TRANSPORTATION AUTHORITY

By: 
for Arthur T. Leahy
Chief Executive Officer

Date: 02-07-11

Approved as to form:


ANDREA SHERIDAN ORDIN
County Counsel

By: 
Deputy

Date: 12/17/10

Project Sponsor:

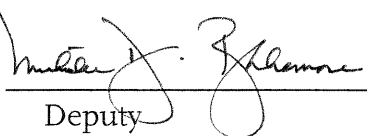
HIGH DESERT CORRIDOR JOINT POWERS AUTHORITY

By: 
Brad Mitzelfelt
Chairman

Date: 1-19-11

APPROVED AS TO FORM:

Michelle Blakemore
General Counsel for HDCJPA

By: 
Deputy

Date: 1-18-11

Attachment A1 Scope of Work

The High Desert Corridor Joint Powers Authority (HDC JPA) was formed in 2007 and is intended to further the development of the Project through:

- A. Coordination with the partner agencies' efforts (Counties of Los Angeles and San Bernardino; Cities of Palmdale, Lancaster, Adelanto, Victorville and the Town of Apple Valley; LACMTA and SANBAG); and
- B. Project policy development and advocacy; stakeholder, public political and legislative outreach; and key Project development decisions involving procurement, delivery model and financing.

The anticipated activities of the HDC JPA with respect to the Project under this Agreement include:

- I. Schedule and Administer HDC JPA Board Meetings to consider policy positions, participate in discussion with the Project Development Team (PDT) and/or the Policy & Technical Advisory Committee (PTAC) and items to move the PROJECT forward**
- II. Provide Leadership, Representation and primary spokesman role, via Board of Directors Chair and Vice Chair**
 - A. Input to determine press strategy and content
 - B. In coordination and consultation with LACMTA and SANBAG prepare presentations, speeches and authorship of articles on the PROJECT
 - C. Ensure consistency of HDC data including schedules & costs in all outreach materials and applications
- III. Over see the provision of in-kind service from member agencies (Los Angeles and San Bernardino Counties) and contract with advisors/consultants for the following:**
 - A. Tolling/Financial Feasibility Study
 - Review and provide input on Scope of Work
 - Participate in meetings regarding Project and study assumptions
 - Review/Comment on findings
 - Participate in meeting regarding findings
 - B. Post-Feasibility Study
 - Participate in discussions, meetings and development of PROJECT schedule, project development activities including environmental, funding, CTC approval, procurement and public outreach activities
 - Participate with development of procurement approach [e.g. Public-Private Partnership (PPP) Pre-Development Agreement (PDA)] and identification of the stakeholder agencies roles and responsibilities
 - Advise and coordinate with LACMTA's New Business Development Team on issues regarding Public-Private Partnership outreach and research

- C. CTC Application
- Work in partnership with LACMTA and SANBAG for PPP authorization
 - Participate in development of application – review, comment and provide input
 - Help develop public and private sector political support at CTC, state and local effort for application
- D. Procurement
- Assist in the development of proposal and evaluation criteria
 - Review and provide input on solicitation documents [Request for Qualifications/Proposals (RFQ/P), etc.]
 - Review and provide input and participate in negotiations with potential private sector partners
 - In coordination with LACMTA and SANBAG, outreach to stakeholders, agencies, and community regarding the PROJECT and the Public-Private Partnership approach if utilized
- F. High Speed Rail/Greening of the PROJECT
- Provide support for inclusion of high speed rail transit in the HDC alignment
 - Help develop strategies to position the PROJECT as one that is environmentally beneficial, including reducing greenhouse gases/carbon footprint overall in the region, including consideration of utility corridors and renewable energy
 - Develop and provide concepts on land use issues that may affect HDC corridor
- G. Legislative/Advocacy
- Develop Legislative Program for guidance for Member Agencies in coordination with Metro, SANBAG, Caltrans, Counties and Cities
 - Monitor and provide input to provide information on the HDC for federal reauthorization and local, regional, state and federal legislation and regulation that could benefit the Project, with particular focus on potential funding opportunities, tolling issues, PPP issues, Tax Incremental Financing (TIFIA), Private Activity Bonds (PABs), environmental and land use issues
 - Provide focused input and guidance to LACMTA, SANBAG, Caltrans, Los Angeles County and San Bernardino County lobbyist on information relevant to the Project.
 - Work to educate and build political, business and stakeholder coalitions in support of the Project
 - Work to identify key federal elected official and agency officials to meet and work with to advance the Project and organize and participate in those meetings
 - If needed, supervise lobbyist
 - Ensure data consistency on the environmental clearance document process
- H. Assist in preparing for presentations, speeches, and articles about the PROJECT
- I. Provide other assistance to LACMTA and SANBAG as requested

