

AMENDMENT NO. 2 TO AGREEMENT TO ESTABLISH PROGRAM  
ELIGIBILITY AND FUNDING REQUIREMENTS  
Environmental Enhancement Program  
Transit Oriented Development (TOD) Subprogram  
(Construction Phase – Fulton Mall Redevelopment Project)

This Amendment No. 2 to “Agreement to Establish Program Eligibility and Funding Requirements” (“**Amendment No. 2**”) for the Fulton Mall Redevelopment Project is made and entered into the 10th day of September, 2014 by and between the Fresno County Transportation Authority (“**Authority**”) and the City of Fresno (“**Responsible Agency**”).

1. PARTIES. The Authority and the City of Fresno are collectively referred to herein as "the Parties".

2. RECITALS.

2.1 WHEREAS, the Parties previously entered into an “Agreement To Establish Program Eligibility and Funding Requirements,” dated May 29<sup>th</sup>, 2013 (“**Agreement**”), for funding of the Environmental Phase of the Fulton Mall Redevelopment Project (“**Project**”) in Fresno County, pursuant to the Measure “C” Strategic Implementation Plan (“**SIP**”); the Fresno County Measure “C” Extension Expenditure Plan (“**Expenditure Plan**”) and most particularly Appendix F thereto; and the “Fresno County Measure C Transit Oriented Development Program Policies and Guidelines,” Appendix I to the SIP and attached as Appendix 1 to the original Agreement; and,

WHEREAS, Authority is authorized to approve and revise Project funding for payment to Responsible Agency in accordance with the Agreement, the SIP and the Expenditure Plan regarding the Fulton Mall Redevelopment Project; and,

WHEREAS, the Parties previously modified the terms of the original Agreement by approval and execution of Amendment No. 1 to the Agreement, dated December 11, 2013, providing for an additional funding allocation of \$1,100,000, for a total funding allocation of \$1,574,810 for Phase 1 of the Project, which includes both Preliminary Design /Engineering (“PS&E”) and Environmental work as Eligible Costs; and

WHEREAS, it is the intent of the Parties, by means of this Amendment No. 2, to provide an additional allocation of Measure “C” Extension funding in the maximum (not to exceed) amount of \$425,000, for Phase 3 (Construction) of the Project; and

WHEREAS, under the Agreement as hereby modified by this Amendment No. 2, Authority shall provide funding to Responsible Agency for eligible Project costs “not to exceed” **\$1,999,810** of Measure “C” Extension funding.

2.2 The Parties now desire to amend the statements defining and delineating the Project Scope, Project Schedule and Project Funding Program, as set forth in the original Agreement and previously modified by Amendment No. 1, based on the following:

- Responsible Agency desires to increase Project funds for the Fulton Mall Redevelopment Project. Approval of the additional Measure “C” Extension funding will provide part of the non-federal construction funding required by the terms of the federal grant awarded for this project, and allow the Project to proceed on to the Construction phase of the subject transportation improvement project, the Fulton Mall Redevelopment Project, per the revised Exhibits as more thoroughly described in Section 3.1 of this Amendment No. 2.

3. TERMS.

3.1 Exhibit “A” (Project Scope), Exhibit “B” (Project Schedule) and Exhibit “C” (Project Funding Program), which hereinafter shall be referenced collectively the “Original Exhibits” as set forth in Section 1.1 of the original Agreement, which were fully incorporated therein by the provisions of Section 3.23 thereof, and were previously modified by Amendment No. 1 thereto, shall be and are hereby replaced by: Exhibit “A2” (Project Scope), Exhibit “B2” (Project Schedule) and Exhibit “C2” (Project Funding Program), which are attached hereto and incorporated herein by this reference, commencing upon the Effective Date of this Amendment No. 2 to the Agreement.

3.2 All work performed by the Responsible Agency under the Agreement prior to the Effective Date of this Amendment No. 2 shall be governed by and compensated pursuant to the applicable Exhibits and the terms of the original Agreement as previously modified by Amendment No. 1 thereto. All work performed commencing on or after the Effective Date of this Amendment No. 2 shall be governed by and compensated pursuant to the attached Exhibits A2, B2 and C2 and the terms of the Agreement as modified by this Amendment No. 2.

3.3 Effective Date. The Effective Date of this Amendment No.2 to the Agreement shall be 12:01 a.m. of the day following the date upon which it is signed by the Parties. In the event this Amendment No. 2 to the Agreement is signed by the Parties on different dates, the Effective Date shall be 12:01 a.m. of the day following that date upon which it is signed by the second of the Parties.

3.4 All other terms and conditions contained in the Agreement are unaffected by this Amendment No. 2 and shall remain in full force and effect.

[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement on the day and year first written above.

FRESNO COUNTY TRANSPORTATION AUTHORITY

By [Signature]  
(Signature)

Name Harry Armstrong  
(Typed)

Title Chair of the Authority

ATTEST By [Signature]  
(Signature)

Name Ron Peterson  
(Typed)

Title Executive Director

APPROVED AS TO LEGAL FORM:  
DANIEL C. CEDERBORG, COUNTY COUNSEL

By [Signature]  
(Signature)

Name MICHAEL E ROWE

Title Senior Deputy County Counsel

APPROVED AS TO ACCOUNTING FORM:

By [Signature]  
(Signature)

Name VICKI CROW

Title Auditor-Controller/Treasurer-Tax Collector

CITY OF FRESNO

ATTEST

By [Signature]  
(Signature)

Name SCOTT MOZIER

Title Public Works Director

By [Signature]  
(Signature)

Name STERKIE L. BADERTSCHER  
8/28/2014

Title Deputy City Clerk.

APPROVED AS TO FORM  
DOUGLAS SLOAN, City Attorney

BY: [Signature] 8/29/14  
Deputy  
Brandon M. Collet

Attest:  
[Signature]  
Contracts Administrator-Board Clerk

Attest:  
[Signature]  
Contracts Administrator-Board Clerk



## EXHIBIT A2 – PROJECT SCOPE

# Project– Fulton Mall Redevelopment



**Responsible Agency**  
City of Fresno

### Project Limits

The Fulton Mall consists of six blocks bounded by Van Ness Avenue to the east, Inyo Street to the south, Broadway Street to the west, and Tuolumne Street to the north. Fulton Street, Merced Street, Mariposa Street, and Kern Street are currently pedestrian-only, while Fresno Street and Tulare Street continue to include traffic.

### Project Phase

- Phase 1 - Preliminary Engineering *[Includes Preliminary Design/Engineering (PS&E) and Environmental]*
- Phase 2 - Right-of-Way Acquisition
- Phase 3 - Construction *(Includes Project Construction & Construction Management)*

### Project Phase(s) Scope

Phase 1 includes completing preliminary plans and the environmental analysis including CEQA and NEPA documentation. Phase 3 includes the construction of the project under one construction contract, environmental mitigation, and construction management, which may include several consultant contracts.

### Complete Project Scope

Phase 1 involves development of the CEQA and NEPA environmental documents and the analysis of the alternatives. Phase 1 also includes the project design of the selected alternative to reconstruct the Fulton Mall as a traditional complete street, while relocating and restoring the water and art features on the mall. Phase 3 involves construction of the Project, the required environmental mitigation measures and construction management activities.

### Project Purpose

The revitalization of Downtown Fresno is one of the most important factors in the long-term success of the rest of the City. Revitalization of the thousands of acres that surround the Downtown depends entirely on the successful turnaround of Downtown's central business district.

### Transportation Benefit

The Fulton Mall is the City's most likely target for multi-modal Transit Oriented Development. It is one-block from the current Downtown transit bay, one-block from the future Downtown BRT station, and two-blocks from a potential High Speed Rail station. Already several high-density, high-quality housing developments have been proposed along Fulton Mall, with more expected as essential infrastructure investments occur on and around the Mall, and the revitalization of the area becomes visible. Over time, due to its dense building stock and location, the Fulton Mall area has the unique potential to become a very intense mixed-use TOD center.

### Implications of Not Doing the Project

Without the project the downtown would not enjoy the increased development and transit activity that the project envisions.

### Community Engagement

The project limits are within a commercial area. Businesses will be kept informed of the Project's status and schedule through Project newsletters and the Project Website. FCTA will be added as an informed party to those lists.

### Construction Staging

Construction phasing will be implemented to reduce or eliminate potential impacts on nearby residences and businesses.

### Detours

Detours during construction of this Project are not anticipated.

### Current Status

Phase 1 is currently 90% complete.

### Contact

For inquiries, you may contact Scott Mozier, P.E., with the City of Fresno Public Works Dept. at (559) 621-8650.



# EXHIBIT B2 – PROJECT SCHEDULE

## Project– Fulton Mall Redevelopment



**Responsible Agency**  
City of Fresno

**Project Limits**

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**Project Phase**

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- Phase 3 - Construction *(Includes Project Construction & Construction Management)*

**Contact**

For inquiries, you may contact Scott Mozier, P.E., with the City of Fresno Public Works Dept. at (559) 621-8650.

**Project Schedule**

	Mar-13	Apr-13	May-13	Jun-13	Jul-13	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15	Aug-15	Sep-15	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	
<b>Design and Environmental</b>																																										
Consultant Selection and Award																																										
Preparation of 30 Percent Plans & Alternatives Report																																										
Environmental Review																																										
Preparation of 60 percent Plans																																										
Completion of 100 percent Plans, Spec and Estimate																																										
<b>Construction</b>																																										
Advertise and Award Project																																										
Construction																																										
Construction Engineering																																										



# EXHIBIT C2 -PROJECT FUNDING PROGRAM

## Project– Fulton Mall Redevelopment



### Responsible Agency

City of Fresno

### Project Limits

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### Project Phase

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### Contact

For inquiries, you may contact Scott Mozier, P.E., with the City of Fresno Public Works Dept. at (559) 621-8650.

### Funding Program (\$ in millions)

Funding not to exceed \$425,000.00 under this amendment.

Measure "C" Transit Oriented Development| Project Funding Fulton Mall - Exhibit C2

Preliminary Engineering *1			\$0.000	\$2.597	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$2.597
<b>FUNDING PROGRAM</b>											
Measure "C" Original Program											\$0.000
Measure "C" Extension				\$1.575							\$1.575
RTMF											\$0.000
STIP											\$0.000
TCRP											\$0.000
Local Development Fees											\$0.000
Federal Aid - TCSP & TIGER				\$1.000							\$1.000
Other State (SLPP)											\$0.000
Comm San											\$0.000
General City											\$0.000
Prop. 111 Special Gas Tax				\$0.022							\$0.022
<b>TOTAL FUNDING PHASE 1:</b>			<b>\$0.000</b>	<b>\$2.597</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$2.597</b>

PROJECT PHASE	START YEAR	END YEAR	PRIOR COST & FUNDING '2007/08-11/12	NEW ALLOCATION							TOTAL COST & FUNDING
				MEASURE "C" TOD							
				2012/13	2013/14	2014/15	2015/16	2016/17	2017/18	2018/19	
Right-of-Way *2			\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000	\$0.000
<b>FUNDING PROGRAM</b>											
Measure "C" Original Program											\$0.000
Measure "C" Extension											\$0.000
RTMF											\$0.000
STIP											\$0.000
TCRP											\$0.000
Local Development Fees											\$0.000
Federal Aid - TCSP & TIGER											\$0.000
Other State (SLPP)											\$0.000
Comm San											\$0.000
General City											\$0.000
Prop. 111 Special Gas Tax											\$0.000
<b>TOTAL FUNDING PHASE 2:</b>			<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>

PROJECT PHASE	START YEAR	END YEAR	PRIOR COST & FUNDING '2007/08-11/12	NEW ALLOCATION							TOTAL COST & FUNDING
				MEASURE "C" TOD							
				2012/13	2013/14	2014/15	2015/16	2016/17	2017/18	2018/19	
Construction *3	2011/12	2012/13	\$0.000	\$0.000	\$16.349	\$0.250	\$0.000	\$0.000	\$0.000	\$0.000	\$16.599
<b>FUNDING PROGRAM</b>											
Measure "C" Original Program											\$0.000
Measure "C" Extension				\$ 0.425							\$0.425
RTMF											\$0.000
STIP											\$0.000
TCRP											\$0.000
Local Development Fees											\$0.000
Federal Aid - TCSP & TIGER					\$15.924						\$15.924
Other State (SLPP)											\$0.000
Comm San											\$0.000
General City											\$0.000
Prop. 111 Special Gas Tax						\$0.250					\$0.250
<b>TOTAL FUNDING PHASE 3:</b>			<b>\$0.000</b>	<b>\$0.000</b>	<b>\$16.349</b>	<b>\$0.250</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$16.599</b>
<b>TOTAL FUNDING ALL PHASES:</b>			<b>\$0.000</b>	<b>\$2.597</b>	<b>\$16.349</b>	<b>\$0.250</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$0.000</b>	<b>\$19.196</b>

\*1 Preliminary Engineering, Preliminary Design/Engineering (PS/E), Environmental

\*2 Right-of-Way Acquisition

\*3 Project Construction & Construction Management