

SECOND AMENDMENT TO THE AGREEMENT BY AND BETWEEN THE
TRANSPORTATION AUTHORITY OF MARIN AND THE COUNTY OF MARIN

COOPERATIVE FUNDING AGREEMENT NO. A-FY05/06-008 (FA)

This Second Addendum is made and entered into as of this day
_____ by and between the COUNTY OF MARIN hereinafter referred
to as "COUNTY" and the TRANSPORTATION AUTHORITY OF MARIN herein referred to as
"TAM."

RECITALS

- 1) TAM and COUNTY entered into a Funding Agreement on September 27, 2005 related to the Regional Measure 2 funded project, "Cal Park Tunnel Rehabilitation and Multi-Use Pathway Improvements".
- 2) Both parties desire to amend the Agreement to fund the construction and administrative costs of the project.
- 3) The parties agree to modify the following:

NOW, therefore, as a valuable consideration the parties hereto agree as follows:

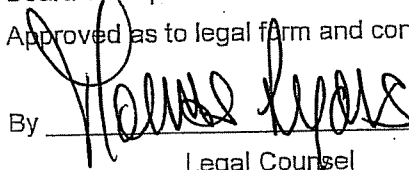
- 1) On Page 2, Paragraph 2 (a), "TAM Agrees:", shall be amended to read as follows:
To request RM2 funds in an amount of \$2,200,000 as set forth in Exhibit 1, providing for up to \$1,950,000 reimbursement to the COUNTY in accordance with the provisions of RM2 Regional Traffic Relief Policy and Procedures. TAM will submit a request for reimbursement to the MTC within ten (10) working days upon receipt from the COUNTY.
- 2) Amend Attachments as follows:
 - a. Attachment A-3 is amended to read as set forth on Exhibit 1 attached hereto.
 - b. Attachment C-3 is amended to read as set forth on Exhibit 2 attached hereto.
 - c. Attachment D-3 is amended to read as set forth on Exhibit 3 attached hereto.
- 3) Except as otherwise provided herein all the terms and conditions of this agreement shall remain in full force and effect.

COUNTY OF MARIN

TRANSPORTATION AUTHORITY OF MARIN

By _____
President,
Board of Supervisors
Approved as to legal form and content:

By _____
Chair,
Transportation Authority of Marin

By  _____
Legal Counsel

By _____
Legal Counsel

REGIONAL MEASURE 2 PROGRAM Allocation of Funds

Project Title: Cal Park Hill Tunnel Rehabilitation and Bikeway
Sponsor: Transportation Authority of Marin
Project Number: 11.3

REGIONAL MEASURE 2 Deliverable/Useable Segment Allocation of Regional Measure 2 Funds

Allocation No. 11.3-1					
Activities to be funded with Allocation #1:					
Allocation will fund design work for the rehabilitation of the Cal Park Hill Tunnel and construction of a pathway within the railroad right-of-way to provide bicycle/pedestrian improvements to connect the San Rafael Transit Center in downtown San Rafael and the Larkspur Ferry Terminal in Larkspur. The project includes the rehabilitation of the existing and partially collapsed 1,100 foot long Cal Park Tunnel for the dual use of future rail and a pedestrian pathway, and the use of the existing 72 foot long Auburn Street timber railroad trestle or a new pathway structure adjacent to it.					
Funding Information for Allocation #1:					
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
06364904	27-Jul-05	\$ 200,000	PSE	FY 2005-06	\$ 200,000

Allocation No. 11.3-2					
Activities to be funded with Allocation #2:					
Originally, the design phase was to be funded in part through State Transportation Enhancement Activities (TEA) funding. However, due to allocation issues regarding the TEA fund source, TAM is requesting that the RM2 funds be used to complete the design phase (which were originally budgeted for the construction phase). The TEA funds have been rebudgeted to the construction phase and a California Transportation Commission allocation request for the TEA funds is anticipated in December 2006.					
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
07364907	24-May-06	\$ 1,000,000	PSE	FY 2006-07	\$ 1,200,000

Allocation No. 11.3-3					
Activities to be funded with Allocation #3:					
This allocation will fund the construction of Phase A of the Tunnel Rehabilitation and Multi-Use Pathway Improvement project. Phase A includes all rehabilitation and improvement activities within the tunnel. Phase B, which is not included in this allocation, includes the construction of the approaches to the tunnel.					
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date
08364909	26-Mar-08	\$ 1,000,000	CON	FY 2007-08	\$ 2,200,000

Regional Measure 2 Regional Traffic Relief Plan

July 27, 2005
Attachment C-3
MTC Resolution No. 3649
Rev. 5/24/06-DA, 3/26/08-C

RM2 Project Number: 11.3

Cal Park Hill Tunnel Rehabilitation and Bikeway

Lead Sponsor Transportation Authority of Marin		Other Sponsors(s) Sonoma Marin Area Rapid Transit (SMART)		Implementing Agency (if applicable) Marin County		
Legislated Project Description Greenbrae Interchange/Larkspur Ferry Access Improvements. Provide enhanced regional and local access around the Greenbrae Interchange to reduce traffic congestion and provide multimodal access to the Richmond-San Rafael Bridge and Larkspur Ferry Terminal by constructing a new full service diamond interchange at Wornum Drive south of the Greenbrae Interchange, extending a multiuse pathway from the new interchange at Wornum Drive to East Sir Francis Drake Boulevard and the Cal Park Hill rail right-of-way, adding a new lane to East Sir Francis Drake Boulevard and rehabilitating the Cal Park Hill Rail Tunnel and right-of-way approaches for bicycle and pedestrian access to connect the San Rafael Transit Center with the Larkspur Ferry Terminal. Sixty-five million dollars (\$65,000,000). The project sponsor is Marin County Congestion Management Agency.						
RM2 Legislated Funding (in \$1,000)			Total Estimated Project Cost (in \$1,000)			
Total Overall Funding: \$65,000			\$25,116			
11.1 U.S. 101 Greenbrae Interchange Improvements (\$48,723)						
11.2 Sir Francis Drake Blvd. Widening (\$825)						
11.3 Cal Park Hill Tunnel Rehabilitation and Class 1 Bikeway (\$5,092)						
11.4 Central Marin Ferry Access Improvement (\$10,360)						
Project Purpose and Description This project is to rehabilitate the Cal Park Hill Tunnel and construct a pathway within the railroad right-of-way to provide bicycle/pedestrian improvements to connect the San Rafael Transit Center in downtown San Rafael and the Larkspur Ferry Terminal in Larkspur. A graded bench will be created adjacent to the new pathway to provide a sufficient cross-section to accommodate future rail service operations (this project element will be funded by Sonoma-Marin Area Rail Transit (SMART) using their RM2 allocation).						
Funding Description Committed Funds: RM2 - \$5,092,000; State Bicycle Transportation Account - \$908,000; State Transportation Enhancements - \$3m; MTC Transportation for Livable Communities - \$1.5m; NTPP (Federal) - \$2m; TFCRA - \$536,000, SMART RM2 - \$11,680,000; Local - \$400,000 Uncommitted Funds: This project is fully funded. Operating Capacity: The project will be maintained by the County of Marin.						
Overall Project Cost and Schedule						
Phase		Scope		Start	End	Cost (in \$1,000)
1	Final Environmental Document (CEQA)			08/2001	03/2006	\$640
2	Plans, Specifications and Estimates			05/2004	03/2008	\$3,468
3	Right-of-Way			06/2006	07/2008	\$400
4	Construction			01/2008	12/2009	\$20,608
Total:						\$25,116

EXHIBIT 2

Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

Project Title		Cal Park Tunnel Rehabilitation and Bikeway						Project No. 11.3		
Lead Sponsor		Transportation Authority of Marin						Revised: 3/26/2008		
Fund Source	Phase	Prior	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	Future	Total
Committed										
BTA	ENV	550	50	40						640
BTA	PSE			268						268
BTA	PSE		100	100						200
Local	PSE			1,200						1,200
RM2 (TAM)	PSE			1,800						1,800
RM2 (SMART)	PSE									200
Local	ROW				200					200
RM2 (SMART)	ROW				200					200
State TE	CON - Phase A					3,000				3,000
TLC / CMAQ	CON - Phase A					1,500				1,500
RM2 (TAM)	CON - Phase A					1,000				1,000
RM2 (SMART)	CON - Phase A					7,800				7,800
NTPP (Federal)	CON - Phase A					2,000				2,000
TECA	CON - Phase A					536				536
RM2 (TAM)	CON - Phase B						2,892			2,892
RM2 (SMART)	CON - Phase B						1,880			1,880
RM2 (SMART)	CON - Phase B									
Total:		550	150	3,408	400	15,836	4,772	0	0	25,116
Uncommitted										
										0
										0
Total:		0	0	0	0	0	0	0	0	0
Total Project Committed and Uncommitted										
	Prior	550	150	3,408	400	15,836	4,772	0	0	25,116
Total:		550	150	3,408	400	15,836	4,772	0	0	25,116

EXHIBIT 2

REGIONAL MEASURE 2 PROGRAM Project Cash Flow Plan

July 27, 2005
Attachment D-3
MTC Resolution No. 3649
Page 4 of 4
Revised: 05/24/06-DA
03/26/08-C

Project Title: Cal Park Tunnel Rehabilitation and Bikeway
Sponsor: Transportation Authority of Marin
RM2 Project Number: 11.3

As Adopted March 26, 2008

RM2 Project #11.3	PRIOR	FY 2004-05	FY 2005-06	FY 2006-07	FY 2007-08	FY 2008-09	TOTAL
RM2 Funds Total			160,000	1,040,000	1,000,000		2,200,000
Environmental (ENV)		0	0	0	0	0	0
							0
							0
							0
							0
							0
Final Design (PS&E)	0	0	160,000	1,040,000	0	0	1,200,000
RM2			160,000	1,040,000			1,200,000
							0
							0
							0
Right of Way	0	0	0	0	0	0	0
							0
							0
							0
Construction	0	0	0	0	1,000,000	0	1,000,000
RM2					1,000,000		1,000,000
							0
							0
							0
TOTAL FUNDING							
Environmental (ENV)	0	0	0	0	0	0	0
Final Design (PS&E)	0	0	160,000	1,040,000	0	0	1,200,000
Right of Way	0	0	0	0	0	0	0
Construction	0	0	0	0	1,000,000	0	1,000,000
PROJECT TOTAL	0	0	160,000	1,040,000	1,000,000	0	2,200,000