

**FIRST AMENDMENT TO AND RESTATEMENT OF
INTERGOVERNMENTAL AGREEMENT
TRANSPORTATION PROJECT FUNDING AGREEMENT**

This First Amendment ("Amendment") is made and entered into by and between the City of Portland (the "City") and Metro, a regional metropolitan service district organized under the laws of the State of Oregon and the Metro Charter ("Metro") (each referred to as a "Party" and jointly referred to as the "Parties") and is effective as of the date of last signature below.

RECITALS

- A. The "Southwest Corridor" is a transportation corridor located between downtown Portland and Sherwood. Metro and its regional partners, including TriMet, have initiated a comprehensive land use and transportation planning study to create a plan that will identify and prioritize public investments in the Southwest Corridor (the "Southwest Corridor Plan" or "Plan").
- B. The Southwest Corridor Plan is advancing in two phases. The first phase of the Plan is complete ("Phase 1") and resulted in the creation of the Southwest Corridor Shared Investment Strategy (the "Shared Investment Strategy") endorsed by the Southwest Corridor Plan Steering Committee ("Steering Committee").
- C. The Shared Investment Strategy identifies a need for enhanced local transit service, further study of high capacity transit ("HCT") from Portland to Tualatin via Tigard, over 60 roadway and active transportation projects that support the transit and the land use vision endorsed by the Steering Committee (the "Land Use Vision"), over 400 parks and natural resource projects that support the Land Use Vision, and a toolkit of policies and incentives to support development characteristic of the Land Use Vision.
- D. During the second phase of the Southwest Corridor planning process ("Focused Refinement"), Metro will refine the projects and strategies identified in Phase 1, including the HCT element of the Shared Investment Strategy, which requires refinement prior to defining the locally preferred alternative for the HCT project (the "LPA") and commencing creation of a Draft Environmental Impact Statement ("DEIS") to study the environmental impacts of the LPA and the Southwest Corridor Plan.
- E. The City, the Tri-County Metropolitan Transportation District of Oregon ("TriMet"), Metro, and other jurisdictional partners collaborated on Phase 1 of the Plan, as agreed in the Southwest Corridor Plan Charter adopted by the Steering Committee in December 2011 and endorsed by project partner jurisdictions. On December 8, 2014, the Steering Committee decided to shift the sequence of milestones and develop a locally-driven "Preferred Package" of transportation solutions prior to entering a federal planning process. Now the City and Metro desire to initiate work together on the work summarized in Exhibit A: Southwest Corridor Plan Focused Refinement to create the "Preferred Package," LPA and DEIS.

- F. The City and Metro entered into an Intergovernmental Agreement Transportation Project Funding Agreement, dated March 20, 2015, City Contract No. 30004541, Metro Contract No. 933291 (the "Original Agreement") to document each Party's understanding as to the services to be performed and obligations of each Party during Focused Refinement and definition of the LPA and creation of the DEIS. This Original Agreement was authorized by City Council by Ordinance No. 187005. The Original Agreement provided for a contribution from the City for FY 14-15 while acknowledging an anticipated request from Metro for additional funds in FY 15-16.
- G. Upon request from Metro, the City has agreed to provide additional funds for FY 15-16, and the Original Agreement must now be modified to provide for this second and final payment.
- H. The Parties now desire to amend the Original Agreement in its entirety to include additional funding by the City. Except for the Effective Date of the Original Agreement, this Amendment entirely supersedes and replaces the Original Agreement.

NOW THEREFORE, the premises being in general as stated in the foregoing recitals, it is agreed by and between the parties hereto as follows:

TERMS OF AGREEMENT

1. **FUNDS TO METRO.** Recognizing the importance of implementing the Southwest Corridor Shared Investment Strategy through Focused Refinement, definition of an LPA and creation of the DEIS (collectively, the "Work"), the City shall pay Metro a total of \$1,050,000 (the "Funds") toward the cost of the Work, substantially in accordance with the Focused Refinement, LPA, and DEIS Work Plan Summary attached as Exhibit A to this Agreement (the "Work Plan"). A total of \$500,000 was provided for FY 14-15 and \$550,000 will be provided for FY 15-16.
2. Within thirty (30) days of receipt of this fully executed Amendment, the City shall wire transfer \$550,000 to Metro:

US Bank
Routing # 123000220
Metro General Account #153 695 167 277
**Notify Calvin Smith at 503-797-1612 by 12 p.m. on the day prior to the wire
3. The Funds represent the City's total contribution to the Work for FY 14-15 and 15-16. It is anticipated that if any additional resources are needed that regional and state funds will be sought to fill the gap.
4. Metro shall apply the Funds, and all earnings on the Funds while they are held by Metro, to pay for costs of the Work. Any portion of the Funds and their earnings that are not so applied shall be promptly returned to the City.

5. Metro will provide written progress reports to the City's Steering Committee representative which shall summarize the percentage of the Work completed, report funds (including the Funds) on the Work spent to date for FY 14-15 and 15-16 and a list of tasks to be accomplished in the upcoming fiscal year. The first report was provided by March 1, 2015, and the second will be provided by March 1, 2016. Progress reports outlining funds spent, work accomplished in the prior year and tasks to be accomplished in the upcoming year shall be submitted to the City of Portland each year until the Work is complete.
6. Upon completion of Focused Refinement and agreement by the Steering Committee on a Preferred Package, Metro will lead work on the LPA and the DEIS to study the options as described in Exhibit A: Southwest Corridor Plan Implementation Work Plan Summary.
7. The City and Metro authorize Metro's Planning Director and the Portland Bureau of Transportation's Planning Policy and Projects Group Manager to modify the Work Plan, upon mutual agreement, provided that there are no changes to the City's contribution, total cost of the Work nor substantial changes to the schedule covered by the Work Plan.
8. Termination
 - a) This Amendment may be terminated by mutual written consent of both parties. Any termination of this Amendment shall not prejudice any rights or obligations accrued to the parties prior to termination.
 - b) If not earlier terminated, this Amendment shall terminate on the earlier of when Metro has expended all the Funds or the Work is completed.
 - c) If this Amendment or the Southwest Corridor Project is terminated while Metro holds any unexpended and unobligated Funds or earnings on those Funds, Metro shall pay those Funds and earnings to the City promptly after termination. The parties acknowledge that Metro may hold unspent Funds together with unspent monies contributed toward the cost of the Work by other jurisdictions. In that event, Metro will return unspent funds to each jurisdiction in amounts proportionate to the amounts contributed.
9. This Amendment constitutes the entire agreement between the parties on the subject matter hereof, unless amended in writing. There are no understandings, agreements, or representations, oral or written, not specified herein regarding this Amendment. No waiver, consent, modification or change or terms of this Amendment shall bind either party unless in writing and signed by both parties and all necessary approvals have been obtained. Such waiver, consent modification or change, if made shall be effective only in the specific instance and for the specific purpose given.

IN WITNESS WHEREOF, the parties have agreed to the terms and conditions of this Amendment.

CITY OF PORTLAND

By: _____

Name: _____

Title: _____

Date: _____

METRO

By: _____

Name: _____

Title: _____

Date: _____

Approved as to form:

APPROVED AS TO FORM

City of Portland

CITY ATTORNEY

4/1/16

Approved as to form:

Metro

EXHIBIT A:**Southwest Corridor Plan Focused Refinement, Preferred Alternative Package and Draft Environmental Impact Statement to Implement the Shared Investment Strategy and Coordinated Land Use Visions**

The Southwest Corridor Plan is a comprehensive approach to achieving community visions through integrated land use and transportation planning. The Southwest Corridor Plan incorporates high capacity transit (HCT) alternatives, multimodal projects and adopted local land use visions, including the Barbur Concept Plan, the Tigard High Capacity Transit Land Use Plan, Linking Tualatin and the Sherwood Town Center Plan. In July 2013, the Southwest Corridor Plan Steering Committee recommended a shared investment strategy to include key investments in roadways, active transportation, parks, trails and natural areas along with options for HCT. The Plan is exploring Bus Rapid Transit (BRT) and Light Rail Transit (LRT) alternatives for several alignments that connect the Portland Central City, Southwest Portland, Tigard, and Tualatin.

A refinement study was initiated to narrow HCT options, identify a preferred alternative (PA) and create a subset of road and active transportation projects to be studied jointly in a Draft Environmental Impact Statement (DEIS) under the National Environmental Policy Act (NEPA). In June 2014, the Steering Committee accepted the recommendation of a narrowed set of design options and directed staff to address eight specific issues in a more focused refinement.

The results from the work undertaken to address these additional questions is being woven into the next step of the process. These results along with further analysis and input from corridor stakeholders are anticipated to result in a PA Package in spring of 2016.

Preferred Alternative (PA) Package:

As summarized here, project partners will work together to develop the following components in order to address needs and aspirations of corridor residents and businesses and develop a recommended PA Package:

- Prioritized list of key multimodal (roadway, bicycle and pedestrian) projects from the shared investment strategy
- Preferred High Capacity Transit options, including mode, alignment and terminus
- Integrated Land Use and Development Strategies

Following are the key elements of the process to develop the Preferred Alternative (PA) Package:

1. **Focused Refinement analysis.** In June 2014, the Steering Committee directed staff to address the following eight specific issues in a more focused refinement period in order to further narrow the options:

- a) **Funding strategy:** Complete a preliminary assessment of potential funding sources and a strategy for a future HCT investment and associated multimodal projects to help inform Steering Committee and public conversations on HCT alignment choices.
 - b) **Traffic analysis to assess tie-in options:** Additional traffic analysis and partner discussion to determine the best approach to tie into downtown Portland and the existing transit system.
 - c) **HCT branch service to Tigard and Tualatin:** Look at options for branched service to downtown Tigard and Tualatin to achieve operational efficiencies and reduce travel time.
 - d) **Adjacent to I-5:** Further examine and discuss the tradeoffs of providing HCT adjacent to I-5 rather than on Barbur Boulevard.
 - e) **OHSU Marquam Hill access:** Explore options for pedestrian/bicycle access to Marquam Hill from a surface alignment on Barbur or Naito, including outreach to neighborhoods, stakeholder groups, OHSU, Portland Parks and Recreation and the Veterans Hospital.
 - f) **Medium tunnel that serves Marquam Hill and Hillsdale:** Look into replacing the short tunnel that serves Marquam Hill with the medium tunnel that also serves Hillsdale. Outreach to communities and stakeholders regarding refined tunnel costs, construction impacts, travel time, ridership and equity issues.
 - g) **Hillsdale:** Evaluate the benefits as compared to the costs and travel time losses of directly or indirectly serving the town center and look at enhanced pedestrian/bicycle connections from Barbur Boulevard.
 - h) **Direct service to Portland Community College – Sylvania:** Assess the potential of a more robust pedestrian and bicycle connection from Barbur Boulevard to PCC along SW 53rd Ave while working with PCC and the neighborhood to understand the tradeoffs of direct service for the future of the campus.
2. **Preferred Alternative (PA) Package.** Project partners will assess the positive and negative impacts of BRT and LRT options to define a Preferred Alternative to serve the needs in the Southwest Corridor, which would identify the preferred mode, alignment, and terminus. The Preferred Alternative and a select set of associated multimodal projects will be described in a Preferred Alternative Report and recommended for further study in a DEIS. Project partners shall work with SWNI to identify associated multimodal projects to recommend for study in the DEIS, including but not limited to those projects shown in currently adopted Portland and regional plans. Note that a project's inclusion in the Shared Investment Strategy and/or DEIS is not a guarantee of project funding, in whole or in part, by the Southwest Corridor Plan.

Public involvement. PA selection will include public involvement work that aims to gain meaningful input from a diverse range of corridor stakeholders, and integrate this into the decision making and deliberation process in a transparent manner. Detailed technical information will be released to the public no less than 60 days prior to any expected decisions to be made by the SW Corridor Steering Committee on a given topic or milestone. Recommendations and reports based on the technical information will be released to the public no less than 30 days prior to any expected decisions to be made by the Steering Committee on a given topic or milestone. Public involvement tools may include My Place community dialogues, HCT Project Workshops, local Design Dialogues to develop local multimodal and streetscape plans, online engagement including map-based input tool and survey, presentations at local association meetings and community events, and youth and senior storytelling project. Metro and the City of Portland shall acknowledge receipt of written letters sent by SWNI and

individual Portland neighborhood associations and community groups to the SW Corridor Steering Committee or the Metro project manager (Chris Ford as of the date of this IGA); such letters will continue to be part of the public record maintained by Metro. Responses to correspondence will be in compliance with protocol used for the Environmental Impact Statement process.

SW Corridor Plan Tangible Products Expected in FY 2014-15 and FY 2015-16

- Work plan for development of the Preferred Alternative (PA) Package that includes an HCT package, and a set of multi-modal projects that are coordinated with local land use visions, including the Barbur Concept Plan.
- Staff recommendations on HCT options to advance in the Preferred Alternative (PA):
 - Tie-in to the Downtown
 - Tigard/Tualatin branch service
 - South Portland: Tunnels, Marquam Hill access, Naito improvements and Ross Island Bridgehead
 - Hillsdale direct service and alternatives
 - Barbur Stations/Adjacent to I-5
 - Portland Community College (PCC) Sylvania Campus service
 - Tigard Triangle, Kruse Way, downtown Tigard connections
 - Bridgeport Village, downtown Tualatin
 - Sherwood, Washington Square connections
- Public involvement activities to engage local communities in the development of recommendations and decisions
- Steering Committee decisions on staff recommendations for the PA Package

Budget:

- The total budget for FY14-15 through FY 17-18 work plan items inclusive of all partner contributions is \$9,680,000
- Work plan through FY 17-18 includes selection of the PA Package, completion of the DEIS, and confirmation on the Locally Preferred Alternative
- Of this 4-year budget, \$3,697,000 is from local partner contributions (excluding TriMet, an additional \$2,500,000)
- As of 12/31/15 approximately 60% of the total \$9.68M budget remains

Entities Responsible for Activities

- Metro: Lead Agency – Overall Southwest Corridor Plan and technical work, including:
 - Project Management
 - FTA Coordination
 - Committee Support
 - Technical Work and Consultant Management
 - Lead Public Involvement
 - Decision Process

- City of Portland:
 - Committee participation
 - Technical review
 - Partner coordination and issues resolution
 - Support decision-making
 - Support Public Involvement Plan

Future work and the Draft Environmental Impact Statement (DEIS)

Following endorsement of the PA by project partners and adoption of the PA by Metro Council, it will be studied in a DEIS along with associated multimodal projects. After this, the project will move into Project Development for more refined design and engineering while finalizing the environmental analysis (Final Environmental Impact Statement (FEIS)). With this schedule, the project could begin construction in 2021 and open for service in 2025.

SW Corridor HCT and its associated multimodal investments will undergo environmental review in accordance with NEPA, following FTA regulations and policies. The project will address related federal, state and local environmental laws, regulations and guidelines, affected environment of the potential alternatives and potential mitigation. Metro and FTA agreed that an Environmental Impact Statement (EIS) and Record of Decision (ROD) was the appropriate environmental process to follow.

Following are the key phases of the project's environmental review and documentation process:

1. **DEIS Public involvement.** Throughout PA Selection through Project Development, Metro and project partners will provide a clear and transparent manner to engage the public and to support the Southwest Corridor DEIS and decision-making process. The DEIS public involvement plan will be based on outcomes and lessons learned from the PA selection period and will include best practices for Environmental Justice and Title VI outreach.
2. **DEIS Scoping.** Scoping includes: Notification of Intent (NOI) to publish an EIS; identification of the project's Lead, Cooperating (if appropriate) and Participating Agencies; Purpose and Need Statement; range of alternatives (despite selecting a preferred alternative, reasonable alternatives may be considered within the DEIS in accordance with NEPA); and scope of and methods for the environmental review and analysis.
3. **DEIS preparation and publication.** Based on the results of Scoping, Metro and FTA will prepare a DEIS documenting the environmental analysis. As much of the analysis completed during the PA selection process will be included in the DEIS using Planning and Environment Linkages (PEL) guidelines.
4. **DEIS public and agency comment period.** In compliance with NEPA, Metro and FTA will provide a 45 to 60-day public and agency comment period for the DEIS. The comment period will include one or more public hearings, which will be held no sooner than 15 days following publication of the DEIS.

5. **Confirmation of the Locally Preferred Alternative (LPA).** Following the close of the DEIS comment period, Metro and project partners will finalize an LPA, considering the DEIS, public and agency comments and recommendations from the project's local and regional partners agencies and jurisdictions. The LPA decision will be based on the earlier defined PA, but will be distinguished by the removal of any "reasonable alternatives" that were studied further in the DEIS and the review of federal agencies. The LPA decision will have been made in partnership with FTA and will set the stage for moving into Project Development. The LPA and the rationale for its selection will be documented in a final LPA report.