



**DATE:** October 22, 2015

**TO:** Transportation Authority of Marin Board of Commissioners

**FROM:** Dianne Steinhauser, Executive Director  
Nicholas Nguyen, Principal Project Delivery Manager

**SUBJECT:** Adopt Resolution Authorizing TAM to enter into a Memorandum of Understanding (MOU) to Jointly Study Improvements for State Route 37 (SR37) and to Participate in a SR37 Corridor Policy Committee (Action), Agenda Item No. 8a

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**RECOMMENDATION:**

Move to adopt a resolution authorizing the Executive Director to make any final minor adjustments and enter into a MOU to jointly study improvements for State Route 37 (SR37) and to participate in a SR37 Corridor Policy Committee.

**BACKGROUND:**

Highway 37 is a key transportation corridor linking several counties together- Marin, Sonoma, Napa, and Solano. Due to its strategic transportation role and environmentally sensitive natural footprint, Highway 37 has been the subject of not only a long-range planning study being conducted by UC Davis (UCD) and the California Department of Transportation (Caltrans), but now by an Advisory Committee comprised of transportation authorities from Marin, Sonoma, Solano, and Napa.

The Advisory Committee held its second meeting on July 8th to discuss guiding principles for the group and begin drafting a memorandum of understanding (MOU) to move forward with how to conduct coordination in the future and collective efforts in raising funds to prepare a Caltrans-oriented Project Study Report (PSR) or Project Initiation Document (PID). Steps were taken since then to fine-tune and finalize the draft MOU.

While the corridor study is focused on the segment of highway between Vallejo and Sonoma Raceway (Hwy 121), Marin's key interest will be the segment from Hwy 121 to Hwy 101 where sea-level rise is a concern, as well as the interchange with Hwy 101. Note Marin's segment of Highway 37 is already built to two lanes each direction.

No immediate opportunity for funding the needed planning work has come to the Advisory Committee's attention, and this is one of the group's immediate tasks—to seek funds for continuing planning efforts. A current improvement and funding option has been presented by a private consortium, United Bridge Partners, to fund and build the project. But this has been viewed as very speculative at this point in time.

At a recent September 9<sup>th</sup> meeting of the Advisory Committee, the MOU language was generally agreed to. Each of the four counties agreed to seek Board approval by each transportation authority, which will be necessary to accomplish future steps. The TAM Administration/Finance/Legislation/Planning Executive Committee heard this item on September 14<sup>th</sup> and recommended it to be forwarded to the full Board for

discussion. The item was brought to the Board on September 24<sup>th</sup>, but was not heard and continued to today's agenda.

**DISCUSSION/ANALYSIS:**

The MOU will be a joint understanding among the Napa County Transportation Planning Agency (NCTPA), the Solano Transportation Authority (STA), the Sonoma County Transportation Authority (SCTA) and the Transportation Authority of Marin (TAM), and constitutes solely as a guide to the respective intentions and policies of the parties involved for the State Route (SR) 37 Corridor. It is not intended to authorize funding or project effort nor is it a legally binding contract. Funding commitments providing for the deposit of funds for specific work phases or project effort committing resources will be covered by one or more separate cooperative agreements. These will come forward over time.

The intent of this MOU is to define how the four agencies will work together in cooperation to successfully promote and expedite the delivery of improvements in the SR 37 Corridor to address the threat of sea level rise, traffic congestion, transit options and recreational activities. It constitutes a guide to the intentions and strategies of the parties involved and provides the overall framework, including outlining their respective roles, responsibilities and potential funding strategy for the SR 37 Corridor.

It is to TAM's benefit to participate in the SR37 Corridor Policy Committee and the MOU by giving (1) TAM and the other three agencies a collaborative tool for joint resources, (2) access and information to the regional effort for the corridor, (3) an official platform to express Marin County's concerns and desires, and (4) access to potential future funding.

**FISCAL CONSIDERATION:**

There is no immediate financial consideration in this recommended action to enter into a MOU to jointly study improvements for SR37 and to participate in a SR37 Corridor Policy Committee.

**NEXT STEPS:**

Staff will execute the MOU.

**ATTACHMENTS:**

Attachment A: Resolution authorizing TAM to enter into a memorandum of understanding to jointly study improvements for State Route 37 and to participate in a SR37 Corridor Policy Committee.

Attachment B: Draft MOU

**TAM RESOLUTION NO. 2015-\_\_\_**

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE TRANSPORTATION  
AUTHORITY OF MARIN AUTHORIZING THE TRANSPORTATION AUTHORITY OF  
MARIN TO ENTER INTO A MEMORANDUM OF UNDERSTANDING (MOU) TO  
JOINTLY STUDY IMPROVEMENTS FOR STATE ROUTE 37 (SR37) AND TO  
PARTICIPATE IN A SR37 CORRIDOR POLICY COMMITTEE**

WHEREAS, the Transportation Authority of Marin (TAM) is designated as both the congestion management agency and the transportation sales tax authority for Marin County; and,

WHEREAS, as the Congestion Management Agency (CMA), TAM addresses Marin's unique transportation issues; and,

WHEREAS, State Route 37 is a regionally significant highway linking the north, east and west San Francisco Bay sub-regions through US 101 in Novato, Marin County, with Interstate 80 (I-80) in Vallejo, Solano County; and,

WHEREAS, by connecting US 101 to I-80, SR 37 connects job markets and housing within Marin, Sonoma, Napa and Solano Counties as well as commuters coming from the East Bay counties of Contra Costa and Alameda; and,

WHEREAS, the commute, freight movement, and recreational functions of the route require efficient traffic management and operations on both weekdays and weekends; and,

WHEREAS, a memorandum of understanding to jointly study improvements for the SR37 corridor is necessary and beneficial for the Napa County Transportation Planning Agency (NCTPA), the Solano Transportation Authority (STA), the Sonoma County Transportation Authority (SCTA) and the Transportation Authority of Marin (TAM); and,

WHEREAS, TAM staff will make any final adjustments to a MOU with fair terms for all parties that protects the interests of TAM; and now, therefore, be it

RESOLVED, that the Executive Director is hereby authorized to enter into a MOU with NCTPA, STA, and SCTA to jointly study improvements for the SR37 corridor.

PASSED AND ADOPTED at a regular meeting of the Transportation Authority of Marin held on the 22<sup>nd</sup> day of October 2015, by the following vote:

AYES: Commissioners:

NOES: Commissioners:

ABSENT: Commissioners:

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Stephanie Moulton-Peters, Chair  
Transportation Authority of Marin

ATTEST:

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Dianne Steinhauser  
Executive Director

MEMORANDUM OF UNDERSTANDING  
for  
THE STATE ROUTE 37 CORRIDOR  
between  
Napa County Transportation Planning Agency,  
Solano Transportation Authority,  
Sonoma County Transportation Authority  
and the Transportation Authority of Marin

## **I. INTENT**

This Memorandum of Understanding (MOU), entered into on \_\_\_\_\_, between the Napa County Transportation Planning Agency (NCTPA), the Solano Transportation Authority (STA), the Sonoma County Transportation Authority (SCTA) and the Transportation Authority of Marin (TAM), (collectively referred to as the Parties), constitutes solely a guide to the respective intentions and policies of the Parties involved for the State Route (SR) 37 Corridor. It is not intended to authorize funding or project effort nor is it a legally binding contract. Funding commitments providing for the deposit of funds for specific work phases or project effort committing resources will be covered by one or more separate cooperative agreements as may be outlined herein.

The intent of this MOU is to define how the four agencies will work together in cooperation to successfully promote and expedite the delivery of improvements in the SR 37 Corridor to address the threat of sea level rise, traffic congestion, transit options and recreational activities. It constitutes a guide to the intentions and strategies of the parties involved and provides the overall framework, including outlining their respective roles, responsibilities and potential funding strategy for the SR 37 Corridor.

In order to achieve the intent of this MOU, the Parties will work cooperatively, using staff, consultants and resources interchangeably, as part of the Project Team in a commitment to deliver improvements to the SR 37 Corridor and will coordinate with affected agencies and interested parties, as necessary. Cooperative agreements will be required and are expected for each specific phase of work requiring the expenditure of funds and/or staff services provided by the Parties.

## **II. ABBREVIATIONS AND SELECT DEFINITIONS**

- Agency Assignments – The four stakeholder agencies have agreed to share in the staffing of the work. This documents indicates the agreed upon agency responsibilities on each of the individual projects.
- BCDC – Bay Conservation and Development Commission
- CMAs – The four congestion management agencies, or equivalent, that are signatories to this MOU

- CTC – California Transportation Commission
- MTC – Metropolitan Transportation Commission
- SR 37 PROJECT – The project that is the subject of this MOU and which consists of multiple individual projects that will be managed collectively as defined herein.
- Department of Caltrans – California Department of Transportation
- ESC – Executive Steering Committee
- NCTPA – Napa County Transportation Planning Agency
- PLT – Project Leadership Team
- Policy Committee – Committee formed by elected representatives from Marin, Napa, Solano, and Sonoma Counties
- SCTA – Sonoma County Transportation Authority
- STA – Solano Transportation Authority
- Staffing Plan – Based upon the Agency Assignments, the SR 37 Project Executive Steering Committee will assign agency and consulting staff to perform work on both the SR 37 Corridor and the Individual Projects.
- TAM – Transportation Authority of Marin

### **III. PROJECT DESCRIPTION**

State Highway 37 (SR 37) is a regionally significant highway linking the north, east and west San Francisco Bay sub-regions. SR 37 follows 21 miles along the northern shore of San Pablo Bay linking US 101 in Novato, Marin County with Interstate 80 (I-80) in Vallejo, Solano County. It serves as a vital connection between the eastern and western counties of the northern San Francisco Bay Area, and the Central Valley. It is the northernmost non-mountainous east-west link between US 101 and I-5 (via I-80 and I-505) in the State.

From US 101 to the signalized SR 121 intersection at Sears Point, SR 37 is a four-lane expressway. Another signalized intersection is at Lakeville Road. East of Sears Point, it becomes two-lane conventional highway with a median barrier as it crosses the Napa-Sonoma marshlands. At Mare Island, a four-lane freeway begins. SR 37 continues eastward through Vallejo terminating at I-80.

By connecting US 101 to I-80, SR 37 connects job markets and housing within Marin, Sonoma, Napa and Solano Counties as well as commuters coming from the East Bay counties of Contra Costa and Alameda. The commute, freight movement, and recreational functions of the route require efficient traffic management on both weekdays and weekends. As a parallel route north of the Richmond-San Rafael Bridge (I-580), SR 37 functions as a State Recovery Route and is part of the Interregional Roads System (IRRS) between US 101 and I-80.

SR 37 is vulnerable to flooding during heavy storms repeatedly requiring its closure. SR 37 is also affected by the continual settling of the roadway from unstable soil structures and heavy truck traffic which requires frequent roadway repairs. SR 37 has been identified by BCDC and Caltrans through two separate studies as vulnerable to future

projected sea level rise making it more likely to experience increased flooding events and resulting in frequent need for more repeated repairs.

The purpose of the SR37 Corridor MOU is to develop an expedited funding, financing and project implementation strategy for the reconstruction of SR 37 to withstand rising seas and storm surges while improving mobility and safety along the route.

#### **IV. PROJECT STRATEGY**

The Parties intend to develop a project strategy that will expedite the delivery of the SR 37 Corridor improvements that improves the existing facility while protecting it from rising sea levels and flooding. To the extent feasible, the SR 37 Corridor would maximize benefits to marshland restoration and provide multi-modal services. The initial key SR 37 Corridor tasks, detailed in Appendix A, will be modified as necessary by the Policy Committee, without formally amending this MOU as the scope of the SR 37 Corridor improvements are refined.

The SR 37 Corridor strategy is intended to be a cooperative effort with oversight from the Policy Committee using a collaborative, integrated team comprised of staff from NCTPA, SCTA, STA, TAM and consultants, as needed. STA and SCTA will provide staff and legal support in support of the MOU's Policy Committee, Executive Steering Committee (ESC) and Project Leadership Team (PLT).

The mix of staff assigned to each subsequent task may come from different sources provided by NCTPA, SCTA, STA and TAM but the primary sources will be STA and SCTA staff and consultants.

Regional, State and federal partners will also be included in the project strategy, including: Caltrans, MTC, BCDC, the CTC and numerous natural resource agencies.

#### **V. PROJECT DELIVERY ORGANIZATION – ROLES AND RESPONSIBILITIES**

Oversight and policy direction for the SR 37 Corridor MOU will be provided by the Policy Committee. The complete delivery of the SR 37 Corridor improvements shall be the responsibility of the Executive Steering Committee (ESC). The ESC will be assisted by the Project Leadership Team (PLT) which will provide direct support to the SR 37 Corridor Project Manager.

##### **A. SR37 Corridor Policy Committee**

- **Role:**

The SR37 Corridor Policy Committee representation is based on equal representation of the four North Bay counties however there is recognition that the bulk of the corridor improvement area is located in Sonoma and Solano Counties. The Policy Committee is comprised of up to three members from Napa County, up to three members from Marin

County, three members from Solano County, and three members from Sonoma County, appointed by the respective NCTPA, SCTA, STA, and TAM Board of Directors. The appointed members shall select a Chair and Vice-Chair.

- **Responsibilities:**

The Policy Committee's purpose is to provide policy oversight to the respective staffs and dispute resolution throughout the SR 37 Corridor implementation process. The Policy Committee will approve SR 37 Corridor scope, schedule and budget, including any necessary changes, and will agree on a funding plan for each SR 37 Corridor project phase. The Policy Committee will serve as the final level of review of any disputes amongst the Project team that may arise throughout the SR 37 Project.

- **Meetings:**

Meetings of the SR 37 Corridor Policy Committee will occur once per quarter or as needed. Meetings to be rotated between locations located to the West (Marin and Sonoma) and East (Solano and Napa) and in close proximity to the SR 37 Corridor or at a location determined by the MOU's Policy Committee.

- **Voting:**

All actions of the SR 37 Policy Committee require the affirmative vote of a majority of the members, which must include at least one affirmative vote of a member representing each Solano and Sonoma Counties. All actions require the affirmative vote of a majority of the members of the County in which the action is proposed to occur.

## **B. Executive Steering Committee (ESC)**

- **Role:**

The ESC will meet as necessary to assist the Policy Committee on developing agendas, minutes and staff reports and implementing the SR 37 Corridor improvements. The ESC will also review and provide recommendations regarding options for financing and funding, project delivery, and coordination with other agencies. It will hold the PLT accountable for delivering the SR 37 Corridor project phases in accordance with the scope, schedule and/or cost changes approved by the Policy Committee.

- **Members:**

- Executive Director of NCTPA
- Executive Director of SCTA
- Executive Director of STA
- Executive Director of TAM

- **Responsibilities:**

- Provide the Project Leadership Team and other project staff necessary feedback related to the SR 37 PROJECT
- Oversee overall SR 37 Corridor progress
- Review Project Staffing Plans, including the use of consultants
- Determine the lead entity for any phase or portion of work
- Determine how and when to brief the four participating CMA Boards, California Transportation Commission (CTC), Cal STA, Caltrans, MTC, BCDC, and other governmental agencies.

- Serve as the second level of review for unresolved Corridor implementation issues (such issues may be within or between task teams and members and/or the agencies).
- **Meetings:**
  - Once per quarter or as needed.

### C. Project Leadership Team (PLT)

- **Role:**

This team reports to the ESC and provides direct agency support and input on the SR 37 Corridor improvements. The ESC shall appoint the PLT members who will include at least one designated representative from the respective CMAs. The PLT will oversee the SR 37 Project Manager in delivering the SR 37 Corridor improvements within scope, schedule and budget and provide the ESC with recommendations for those items requiring ESC and Policy Committee approval per this MOU and subsequent Cooperative Agreements.

- **Members:**
  - Deputy Director of NCTPA
  - Deputy Director of SCTA
  - Deputy Director of STA
  - Project Delivery Manager of TAM
- **Responsibilities:**
  - Monitor and review the SR 37 Corridor progress
  - Recommend changes to the SR 37 Corridor scope, schedule and/or budget to the ESC
  - Provide direction on issues as requested by the SR 37 Project Manager
  - Approve staff assignments to the SR 37-Corridor wide responsibilities
  - Recommend the award of consultant contracts by the contracting agency as submitted by the SR 37 Project Managers
  - Approve the SR 37 Corridor and IP Staffing Plans
  - Approve changes within the approved SR 37 Corridor scope, schedule and budget and notify the ESC of such changes
- **Meetings:**
  - Meet on an as needed basis as determined necessary by the members or by the SR 37 Project Manager.
  - Meeting participants will typically include, but not be limited to the following participants:
    - Project Delivery Manager
    - Public Information (s) Staff
  - Attend meetings of the ESC and other SR 37 PROJECT meetings as needed.

### D. Other Stakeholders

Due to the regional and environmental issues associated with the SR 37 Corridor, other non-party stakeholders may be invited to participate as needed for the SR 37 Corridor.

These stakeholders may be identified throughout the SR 37 Corridor through funding, financing, project delivery, traffic enforcement, and environmental concerns. To the extent their participation is formally warranted, this MOU will be amended to add these stakeholders as necessary.

## **VI. PROJECT FUNDING**

NCTPA, SCTA, STA, and TAM are the SR 37 Corridor co-sponsors and intend to jointly fund or seek funding options for the SR 37 Corridor. The four agencies will seek to identify and obtain available federal, state, regional and local resources for the SR 37 Corridor and will continue to strive for additional funding in a cooperative manner. This may include public financing, private ventures, and/or tolling. The Parties agree to evaluate all potential funding sources and financing options in order to expedite the delivery of the SR 37 Corridor improvements.

NCTPA, SCTA, STA, and TAM agree to meet and confer upon the request of any party to this MOU to discuss proposed changes to scope, limits, cost and/or schedule.

## **VII. ISSUE RESOLUTION**

As issues arise in the SR 37 Corridor life-cycle, time is of the essence and they need to be resolved as diligently as possible. To this end, a process has been built into the responsibilities described in this MOU.

Many of these issues can be resolved within these teams, especially those that do not change the scope of the SR 37 Corridor, require additional budget and that do not delay the approved schedule. The PLT shall be the first level of review of the issues, which these teams cannot resolve. If the PLT either does not have sufficient authority to resolve the issue or is unable to agree, then they will elevate the issue resolution after a maximum of two meetings (an initial meeting to hear the issue, and, if necessary, a second meeting to hear any additional information requested during the first meeting). If the PLT is unable to resolve the issue it will be elevated as follows:

Second-level review and resolution: the ESC will review the issue, the options for resolution, the pros and cons to each option, and the advocate's reasons in support of specific options. Provided the resolution falls within the authority granted the ESC, then they will determine the outcome. If, for some reason, the issue cannot be fully resolved by the ESC, the issue will be escalated to the Policy Committee.

Final review and resolution: any issue unable to be resolved by the ESC will be presented to the Policy Committee for final review. If, for some reason, the issue cannot be fully resolved without approval from an agency board then the Policy Committee will direct preparation of agenda items for any required action needed to ratify their agreed upon solution.

The Parties have executed this MOU as of the last date written below.

_____ Executive Director Napa County Transportation Planning Agency	_____ Date	_____ Executive Director Solano Transportation Authority	_____ Date
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_____ Executive Director Sonoma County Transportation Authority	_____ Date	_____ Executive Director Transportation Authority of Marin	_____ Date
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## **Appendix A - Key SR 37 PROJECT Tasks**

The Parties agree to cooperate and coordinate efforts on the initial priority action areas as follows:

1. Project Initiation Document
2. Defining of Corridor Project Scope of Work
3. Delivery Plan including Project Cost Estimate and Delivery Schedule
4. Development of Funding/Financing Plan
5. Corridor Transit Plans
6. Public Relations/Public Information
7. Environmental Approval and Mitigation Plan
8. Project Design
9. Operational and Maintenance Plan
10. Financing Policy
11. Right-of-Way
12. Construction

# Appendix B - Project Map

