

PROGRAM SUPPLEMENT NO. 00000A642
to
ADMINISTERING AGENCY-STATE AGREEMENT
FOR STATE FUNDED PROJECTS NO 04-6169S21

Adv. Project ID 0424000370
Date: June 28, 2024
Location: 04-SF-0-PTSF
Project Number: PFIPSL-6169(017)
E.A. Number:
Locode: 6169

This Program Supplement, effective 6/12/24, hereby adopts and incorporates into the Administering Agency-State Agreement No. 04-6169S21 for State Funded Projects which was entered into between the ADMINISTERING AGENCY and the STATE with an effective date of 7/8/24 and is subject to all the terms and conditions thereof. This PROGRAM SUPPLEMENT is executed in accordance with Article I of the aforementioned Master Agreement under authority of Resolution No. **24-13** approved by the ADMINISTERING AGENCY on **Feb. 27, 2024** (See copy attached).

The ADMINISTERING AGENCY further stipulates that as a condition to the payment by the State of any funds derived from sources noted below encumbered to this project, Administering Agency accepts and will comply with the Special Covenants and remarks set forth on the following pages.

PROJECT LOCATION: P5 Truck Fleets Zero Emissions Pilot Demonstration

TYPE OF WORK: Develop plan for mitigating air eimissions from marine terminal truck fleet **LENGTH:** 0.0(MILES)

Estimated Cost	State Funds		Matching Funds	
	STATE		LOCAL	OTHER
\$350,000.00	\$280,000.00		\$70,000.00	\$0.00

PORT OF SAN FRANCISCO

By Elaine Forbes DocuSigned by: Elaine Forbes
DD8F30808FEE48F
 Title Executive Director
 Date 8/21/2024
 Attest Emmanuel Aquino DocuSigned by: Emmanuel Aquino 8/21/2024
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STATE OF CALIFORNIA
Department of Transportation

By Darlene Wulff
 For: **Chief, Office of Project Implementation**
Division of Local Assistance
 Date 08/27/2024

I hereby certify upon my personal knowledge that budgeted funds are available for this encumbrance:

Accounting Officer  **Date** 07/08/2024 **\$280,000.00**

SPECIAL COVENANTS OR REMARKS

1.

A. This PROJECT is programmed to receive STATE funds from Port and Freight Program (PFIP). The ADMINISTERING AGENCY agrees to administer the PROJECT in accordance with the CalSTA PFIP Guidelines and amendments, the Local Assistance Procedures Manual (LAPM), the Local Assistance Program Guidelines (LAPG), and this PROGRAM SUPPLEMENT.

B. This PROGRAM SUPPLEMENT also serves as ADDENDUM to any prior MASTER AGREEMENT with the ADMINISTERING AGENCY but only with regard to this PROJECT.

C. ADDENDUM is defined a post-contract attachment that modifies, alters, or totally changes some of the terms of a previously established contract. Typically, this adds something new to a preexisting document. Once all parties named in a contract agree to an addendum, it becomes a part of the new contract. An amendment, on the other hand, is a change to the original contract that alters some of its original clauses or sections.

D. ADMINISTERING AGENCY and CALTRANS hereby agree that any references to CTC in the MASTER AGREEMENT are hereby deemed to be a reference to CalSTA for purpose of this PROJECT.

E. Funding may be provided under one or more components. Components are defined here as Environmental & Permits (E&P), Plans, Specifications and Estimate (PS&E), Right-of-Way (R/W) and Construction (CON) phases of a project. A component(s) specific fund allocation is required, in addition to other requirements, before reimbursable work can occur for the component(s) identified. Each allocation will be assigned an effective date and identify the amount of funds allocated per component(s).

F. This PROGRAM SUPPLEMENT, a STATE- approved Allocation Letter, STATE- approved Finance Letter, and approved updated Project Programming Request (PPR), are prepared to allow reimbursement of eligible PROJECT expenditures for the allocated component(s). The approved updated PPR is included by reference to this PROGRAM SUPPLEMENT. Unless otherwise determined, the effective date of the component specific allocation will constitute the start of reimbursable expenditures for that component.

G. STATE and ADMINISTERING AGENCY agree that any additional funds made available by future allocations will be encumbered on this PROJECT by use of a STATE-approved Allocation Letter, STATE- approved Finance Letter, and approve updated PPR. ADMINISTERING AGENCY agrees that STATE funds available for reimbursement will be limited to the amount allocated by the STATE. Funds may be moved between components as necessary with changes indicated in the ADMINISTERING AGENCY Quarterly Reporting.

SPECIAL COVENANTS OR REMARKS

H. Upon ADMINISTERING AGENCY request, the CalSTA and/or STATE may approve supplementary allocations, time extensions, and fund transfers between components. Funds transferred between allocated project components retain their original timely use of funds deadlines, but an approved time extension will revise the timely use of funds criteria for the component(s) and allocation(s) requested. Approved supplementary allocations, time extensions, and fund transfers between components made after the execution of this PROGRAM SUPPLEMENT will be documented and considered subject to the terms and conditions thereof. Documentation will consist of a STATE-approved updated PPR, Allocation Letter, Finance Letter, Fund Transfer Letter, and Time Extension Letter, as appropriate.

I. This PROJECT is subject to the timely use of funds provisions enacted by the PFIP Guidelines, as adopted or amended, and approved by CalSTA and State procedures as outlined below.

J. Funds allocated for the E&P, PS&E, and R/W components are available for expenditure until the end of the second fiscal year following the year in which the funds were allocated.

K. Funds allocated for the construction component are subject to an award deadline and contract completion deadline. ADMINISTERING AGENCY agrees to award the contract within 6 months of the construction fund allocation and to complete and accept the construction within 36 months of award, or within 3 months of expenditure deadline, whichever is sooner.

L. Award information shall be submitted by the ADMINISTERING AGENCY to the District Local Assistance Engineer immediately after project contract award and prior to the submittal of the ADMINISTERING AGENCY'S first invoice for the construction contract. Failure to do so will cause a delay in the State processing of invoices for the construction phase.

M. The ADMINISTERING AGENCY shall invoice STATE for E&P, PS&E, R/W and CON costs no later than 180 days from the expenditure deadline or within 3 months for fund expiration date, whichever is sooner. For construction costs, the ADMINISTERING AGENCY has 180 days after project completion or contract acceptance to make the final payment to the contractor, prepare the final Report of Expenditures and final invoice, and submit to STATE for verification and payment.

N. ADMINISTERING AGENCY agrees to submit the final report documents that collectively constitute a "Report of Expenditures" within 180 days of PROJECT completion. Failure of ADMINISTERING AGENCY to submit a "Final Report of Expenditures" within 180 days of PROJECT completion will result in STATE imposing sanctions upon ADMINISTERING AGENCY in accordance with the current LAPM provisions.

SPECIAL COVENANTS OR REMARKS

O. ADMINISTERING AGENCY agrees to comply with the requirements in 2 CFR Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (applicable to Federal and State Funded Projects).

P. Indirect Cost Allocation Plan/Indirect Cost Rate Proposals (ICAP/ICRP), Central Service Cost Allocation Plans and related documentation are to be prepared and provided to STATE (Caltrans Audits & Investigations) for review and approval prior to ADMINISTERING AGENCY seeking reimbursement of indirect costs incurred within each fiscal year being claimed for State reimbursement. ADMINISTERING AGENCY indirect costs, as defined in 2 CFR, Part 200, Uniform Administrative Requirements, Cost Principles and Audit Requirement for Federal Awards, to be claimed must be prepared, submitted, reviewed, and approved in accordance with the requirements set forth in 2 CFR, Part 200, Chapter 5 of the Local Assistance Procedural Manual, and the ICAP/ICRP approval procedures established by STATE.

Q. ADMINISTERING AGENCY agrees, and will assure, that every sub-recipient receiving PROJECT funds under this AGREEMENT shall comply with 2 CFR, Part 200, 23 CFR, 48 CFR Chapter 1, Part 31, Local Assistance Procedures, Public Contract Code (PCC) 10300-10334 (procurement of goods), PCC 10335-10381 (non-A&E services), and other applicable STATE and FEDERAL regulations.

R. ADMINISTERING AGENCY agrees and will assure that its contractors and subcontractors will be obligated to agree, that Contract Cost Principles and Procedures, 48 CFR, Federal Acquisition Regulations System, Chapter 1, Part 31, et seq., and all applicable Federal and State laws and regulations, shall be used to determine the allowability of individual PROJECT cost items.

S. Any Fund expenditures for costs for which ADMINISTERING AGENCY has received payment or credit that are determined by subsequent audit to be unallowable under 2 CFR, Part 200, or 48 CFR, Chapter 1, Part 3, are subject to repayment by ADMINISTERING AGENCY to STATE. Should ADMINISTERING AGENCY fail to reimburse Funds due STATE within 30 days of demand, or within such other period as may be agreed in writing between the Parties hereto, STATE is authorized to intercept and withhold future payments due ADMINISTERING AGENCY from STATE or any third-party source, including, but not limited to, the State Treasurer, the State Controller, and the California Transportation Commission.

T. Payments to ADMINISTERING AGENCY will be released by STATE as reimbursements of actual allowable PROJECT costs already incurred and paid for by ADMINISTERING AGENCY.

U. By executing this PROGRAM SUPPLEMENT, ADMINISTERING AGENCY agrees to

SPECIAL COVENANTS OR REMARKS

provide the STATE, upon request, with the information related to the PROJECT for the purpose of project evaluation or other purposes, and comply with all reporting requirements in accordance with the CalSTA and Caltrans PFIP guidelines, as adopted or amended.

2. The ADMINISTERING AGENCY shall construct the PROJECT in accordance with the scope of work presented in the approved application, and as amended by the approved revised PPR, attached here by reference, or any amendments approved by the CalSTA. Any changes to the approved PROJECT scope without the prior expressed approval of the CalSTA are ineligible for reimbursement and may result in the entire PROJECT becoming ineligible for reimbursement.
3. The ADMINISTERING AGENCY agrees to complete engagement activities as identified in their Community Engagement Plan and Summary submitted to Caltrans and CalSTA.

RECOMMENDATION

Port staff recommend that the Port Commission approve the attached resolution authorizing staff to accept and expend \$21,582,000 from the Port and Freight Infrastructure Program implemented by the California State Transportation Agency for the Maritime Eco-Industrial Complex Improvement Project to fund pier, roadway, and utility upgrades and to develop a plan for mitigating air emissions from the truck fleet utilizing Port property and contributing to the City's zero-emission goals.

Prepared by: Boris Delepine
Legislative Affairs Manager

Noel Aquino
Project Manager

Prepared for: Wendy Proctor
Acting Deputy Director, Engineering

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 24-13

- WHEREAS, In October 2021, Governor Newsom signed Executive Order N-19-21 to address global disruptions to the goods movement supply chain and directed California state agencies to take near and long-term actions to address national port congestion and supply chain challenges; and
- WHEREAS, Governor Newsom proposed a \$2.3 billion supply chain resilience budget package, in January 2022, including one-time funding totaling \$1.2 billion for port and freight infrastructure; and
- WHEREAS, In January 2023, the Port submitted a grant application for funding consideration through the California State Transportation Agency Port and Freight Infrastructure Program (CalSTA PFIP) to improve the Port's Maritime Eco-Industrial Complex to increase service offerings to cargo shippers, boost the utilization of existing cargo facilities, create a safer workplace for our maritime workforce, and to develop a plan to mitigate air emissions while promoting equity and environmental justice; and
- WHEREAS, In July 2023, CalSTA PFIP announced a \$21,582,000 award to the Port for specific projects that include modernizing Pier 80 to accommodate larger oceangoing vessels with higher cargo volumes, supporting the rebuilding of Amador Street, and studying the development of a 100-vehicle electric truck fleet at Pier 96 to reduce carbon emissions and build a battery or hydrogen refueling station; and
- WHEREAS, Under the City Administrative Code Section 10.170-1, the Port must obtain the Board of Supervisors' approval to accept and expend grant funds of \$100,000 or more; and the Grant Agreement is subject to the Board of Supervisors' approval under Charter Section 9.118; and now, therefore be it
- RESOLVED, The Port Commission hereby authorizes the Port to accept and expend \$21,582,000, to improve the Port's Maritime Eco-Industrial Complex to conduct all negotiations, and execute and submit all documents, including, but not limited to applications, agreements, amendments, and payment requests, which may be necessary to secure the aforementioned grant funds; and be it further
- RESOLVED, The Port Commission authorizes its Executive Director to seek the Board of Supervisors' authorization to accept and expend the funds; and be it further
- RESOLVED, Upon the Board of Supervisors' approval, the Port Commission authorizes its Executive Director or her designee to act as a representative of the Port and to negotiate and execute a grant agreement and all other agreements and

instruments necessary to obtain and expend the grant monies on behalf of Port, in such form approved by the City Attorney.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of February 27, 2024.

DocuSigned by:

Secretary
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6169017 PSA

Final Audit Report

2024-08-27

Created:	2024-08-27
By:	Alberta Snowden (s140573@dot.ca.gov)
Status:	Signed
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-  Document created by Alberta Snowden (s140573@dot.ca.gov)
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