



NAPA VALLEY TRANSPORTATION AUTHORITY COVER MEMO

SUBJECT

State Route 37 (SR 37) Memorandum of Understanding (MOU) Amendment No. 2

STAFF RECOMMENDATION

That the Napa Valley Transportation Authority (NVTA) Board approve Amendment No. 2 to the Resilient State Route 37 Memorandum of Understanding (MOU), substantially in the form (Attachment 1), updating segment naming for consistency with the Planning and Environmental Linkages (PEL) study and revising the funding plan for ongoing project activities within the SR 37 corridor.

EXECUTIVE SUMMARY

NVTA, as a member of the SR 37 Policy Board alongside other North Bay County Transportation Agencies, has been an active partner in advancing the Resilient SR 37 program since executing the original MOU in 2019. This partnership with the Metropolitan Transportation Commission (MTC) and Caltrans aims to address the corridor's growing vulnerabilities to sea level rise and flooding while supporting regional mobility and goods movement.

As the project has evolved, Amendment No. 1 to the MOU expanded stakeholder involvement by formally including Sonoma-Marín Area Rail Transit in the Executive Steering Committee and Project Leadership Team to reflect the corridor's multimodal future.

Amendment No. 2 aligns the corridor's segment naming conventions with the Planning and Environmental Linkages (PEL) study adopted by Caltrans and updates the funding plan for upcoming phases of development. These updates are critical to maintaining project momentum and delivering near- and long-term improvements across the corridor.

FISCAL IMPACT

None



NAPA VALLEY TRANSPORTATION AUTHORITY

Board Agenda Memo

TO: NVRTA Board of Directors
FROM: Danielle Schmitz, Executive Director
REPORT BY: Grant Bailey, Program Manager – Engineer
(707) 259-5951 / Email: gbailey@nvta.ca.gov
SUBJECT: State Route 37 (SR 37) Memorandum of Understanding (MOU) Amendment No. 2

RECOMMENDATION

That the Napa Valley Transportation Authority (NVRTA) Board approve Amendment No. 2 to the Resilient State Route 37 Memorandum of Understanding (MOU), substantially in the form (Attachment 1), updating segment naming for consistency with the Planning and Environmental Linkages (PEL) study and revising the funding plan for ongoing project activities within the SR 37 corridor.

COMMITTEE RECOMMENDATION

None

BACKGROUND

The Resilient SR 37 MOU was originally developed to formalize collaboration between the corridor partners and support implementation of planning, environmental, and capital improvements along SR 37 and was originally approved in 2019. The MOU was amended in 2023 to add the Sonoma-Marín Area Rail Transit (SMART) to the agreement.

Amendment No. 2 makes two key changes:

1. Segment Naming Update – Aligns corridor segments with the Planning and Environmental Linkages (PEL) study completed by Caltrans in December 2022.
2. Funding Plan Revision – Updates project funding commitments to reflect current priorities and project development status.

Prior to the PEL study, the corridor was divided into three broad segments (A–C). The PEL refined this into eight logical sections, based on independent utility and logical termini, running west to east as follows:

1. US 101/SR 37 Interchange (Marín County)

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2. US 101 to Atherton Ave – Flood Reduction Project (Marin County)
 3. Atherton Ave to Petaluma River (Marin County)
 4. Petaluma River to East of San Pablo Bay National Wildlife Refuge HQ (Marin/Sonoma Counties)
 5. East of San Pablo Bay National Wildlife Refuge HQ to SR 37/SR 121 Interchange (Sonoma County)
 6. SR 37/SR 121 Interchange (Sonoma County)
 7. SR 37/SR 121 Interchange to SR 37/Walnut Ave Interchange at Mare Island (Sonoma/Solano Counties)
 8. SR 37/Walnut Ave Interchange to I-80 (Solano County)

Amendment No. 2 updates the MOU to reflect these refined segments and clarifies project roles and responsibilities among partner agencies.

The amendment also reflects revised funding allocations to support the next phase of project development for key segments. These revisions align with the corridor prioritization process undertaken over the past year and have been endorsed by the Project Leadership Team (PLT) and Executive Steering Committee (ESC). Updated allocations are as follows:

- **\$15 million** to STA for the Fairgrounds Interchange (no change)
- **\$50 million** to SCTA/MTC for near-term improvements from Sears Point to Mare Island (\$30 million increase)
- **\$10 million** to SCTA for environmental work related to long-term SR 37/SR 121 improvements (\$6 million increase)
- **\$25 million** to TAM for construction of the SR 37 Flood Reduction Project (\$22 million increase)

The roles and responsibilities of the Policy Committee, Executive Steering Committee (ESC), and Project Leadership Team (PLT) remain unchanged.

ALTERNATIVES

If not approved, the corridor would retain outdated segment references which would jeopardize the timely advancement of several critical SR 37 projects.

STRATEGIC GOALS MET BY THIS PROPOSAL

Goal 5: Minimize the energy and other resources to move people and goods.

Goal 6: Prioritize the maintenance and rehabilitation of the existing system.

SR 37 is a vital transportation corridor in the North Bay and serves as an emergency evacuation route. It provides a critical east-west freight connection between two major trade corridors and runs through the ecologically rich San Pablo Baylands. Climate change-fueled storms periodically flood the route and, by 2050, portions of SR 37 are projected to be permanently inundated due to sea level rise.

ATTACHMENT(S)

- (1) Amendment No. 2 Resilient SR 37 Memorandum of Understanding

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SECOND AMENDED AND RESTATED MEMORANDUM OF
UNDERSTANDING

for
THE RESILIENT STATE ROUTE 37 PROGRAM
between
METROPOLITAN TRANSPORTATION COMMISSION
BAY AREA INFRASTRUCTURE FINANCING AUTHORITY
CALIFORNIA DEPARTMENT OF TRANSPORTATION
SOLANO TRANSPORTATION AUTHORITY
SONOMA COUNTY TRANSPORTATION AUTHORITY
TRANSPORTATION AUTHORITY OF MARIN
NAPA VALLEY TRANSPORTATION AUTHORITY
SONOMA-MARIN AREA RAIL TRANSIT DISTRICT

This Memorandum of Understanding (MOU) is entered into and effective as of the last date written below between the Metropolitan Transportation Commission ("MTC"), the Bay Area Infrastructure Financing Authority ("BAIFA"), the California Department of Transportation District 4 ("Caltrans"), the Solano Transportation Authority ("STA"), the Sonoma County Transportation and Climate Authority ("SCTA"), Transportation Authority of Marin ("TAM") and Napa Valley Transportation Authority ("NVTA") and Sonoma-Marín Area Rail Transit District ("SMART") referred to herein collectively as the "Parties" or individually as a "Party"), to cooperatively determine their mutual responsibilities in delivering the Resilient State Route 37 Program ("Program").

RECITALS

1. The Resilient SR 37 Program aims to address resiliency of transportation infrastructure to sea level rise and flooding, traffic congestion, and opportunities for habitat restoration, transit, multimodal use and public access along the SR 37 corridor from I-80 to US 101. The Program includes near- and longer-term improvements for a majority of the 20-mile corridor, including the long-term sea level rise vulnerability of several low-lying areas throughout the corridor.
2. The Resilient SR37 Baylands Restoration and Transportation Expanded Partnership was adopted in February 2024 by the SR37 Policy Committee. (See attachment A)
3. The SR 37 Policy Committee is composed of Board Members representing MTC/BAIFA, STA, SCTA, TAM, and NVTA, plus ex officio seats held by Congressional and State legislative officials and Tribal government chairs. Their responsibilities include:
 - a. Provide policy direction on how best to improve the SR37 corridor.
 - b. Receive regular reporting on transportation, equity, public access, and resource restoration projects.
 - c. Provide a venue for active public engagement.
 - d. Advocate for the project and support funding opportunities.

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- e. Meet a minimum of three times annually and select a Chair and Vice Chair every two years.
- 4. Under the Expanded Partnership the SR 37 Policy Committee, Leadership Committee, Executive Steering Committee ("ESC"), the Project Leadership Team ("PLT"), Interagency Regulatory Coordination group, project and program teams, and the Program Coordination Team have varying roles and responsibilities in the development and delivery of the Program.
- 5. The Executive Directors of MTC/BAIFA, Caltrans, SMART, STA, SCTA, TAM, and NVTA serve on the ESC to provide strategic direction to the Policy Committee and PLT. Responsibilities include:
 - a. Project level decision making.
 - b. Guide the identification, development, funding plan, and implementation of transportation and related projects through regular coordination.
 - c. Meet regularly and select a Chair every other year to lead the ESC meetings and perform duties related to organizing the meetings and representing the ESC on the Leadership Committee.
 - d. Approve the scope, schedule, budget, and funding plans for individual projects.
 - e. Oversee overall project progress and support reporting of status, risk assessment, costs, and schedule.
- 6. The staffs of MTC/BAIFA, Caltrans, SMART, STA, SCTA, TAM, and NVTA participate in the PLT to assist the ESC in performance of its duties and coordinate at a management level on funding, cost estimates, risk assessment, scope, schedule, budget, project delivery and reporting.
- 7. State and regional partners signed a Partnership Agreement in January 2023 supporting the near- and long-term SR37 projects. This agreement includes Partner commitments to:
 - a. Improve travel time reliability and prioritize high occupancy vehicles,
 - b. Introduce bus transit along SR 37,
 - c. Reduce inequities in transportation due to severe travel delays to and from more affordable housing in Solano and Napa counties to and from job opportunities across the four counties,
 - d. Become resilient by reducing existing and future vulnerability to flooding due to storm events and sea level rise,
 - e. Increase public non-motorized and bicycle access along the corridor,
 - f. Preserve a critical regional transportation corridor while integrating ecological resiliency which facilitates adaptation to sea level rise,
 - g. Conserve California's biodiversity and ecosystems,
 - h. Provide important ecosystem services such as improved water quality and flood risk reduction,
 - i. Enhance wildlife and ecological connectivity,
 - j. Reduce historic inequities by ensuring and increasing public recreational access for all,
 - k. Preserve historical and cultural resources, and
 - l. Build climate resiliency.

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8. The SR37 Planning and Environmental Linkages (PEL) Study was approved in December 2022 and identified a preferred alternative alignment for the long term SR37 alignment.
9. The SR 37 Transportation and Sea Level Rise Corridor Improvement Plan the section from Sears Point to the Mare Island Bridge bottleneck as the highest priority. On November 2, 2017, the SR 37 Policy Committee confirmed that Sears Point to Mare Island is the priority segment. Subsequently, a Project Initiation Document (PID) and CEQA/NEPA documents for this project were completed and approved by Caltrans as the lead agency.
- ~~10. On November 8, 2018, the SR 37 Policy Committee unanimously approved a funding plan and authorized the applicable sponsor(s) to submit Initial Project Reports to the MTC for funding consideration under Regional Measure 3, as follows:~~
 - ~~a. \$15 million to STA for Segment C Fairgrounds Interchange,~~
 - ~~b. \$20 million to SCTA for Interim Segment B Environmental and Design Phases,~~
 - ~~c. \$4 million to SCTA for Environmental Phase for SR 37/121 improvements,~~
 - ~~d. \$3 million to TAM for Segment A levee study, and~~
 - ~~e. \$58 million to SCTA and TAM for Ultimate Segment A and Segment B improvements.~~
11. Under the Second Amendment to this MOU in 2025 an amended funding plan will be submitted to MTC, as follows:
 - a. \$15 million to STA for Fairgrounds Interchange;
 - b. \$50 million to SCTA/MTC for near-term improvements from Sears Point to Mare Island;
 - c. \$10 million to SCTA for Environmental Phase for long-term SR 37/121 improvements;
 - d. \$25 million to TAM for Flood Reduction Project construction
12. The Parties wish to organize the delivery of the SR 37 Program wherein:
 - a. MTC, Caltrans, SMART, SCTA and TAM are assigned to and have purview over US 101 to SR121;
 - b. MTC, BAIFA, Caltrans, SCTA, SMART, STA and NVTA are assigned to and have purview over Sears Point to Mare Island Bridge; and
 - c. MTC, Caltrans, SMART and STA are assigned to and have purview over Mare Island Bridge to I-80.

The SR 37 Policy Committee, ESC and PLT continue to perform the same roles and responsibilities except for the technical work, discussions, actions and decisions of the individual Party would be targeted and applicable to the project segment for which that Party is assigned.

13. The Parties commit to continue to make progress on the delivery of the priority

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Sears Point to Mare Island near-term and long-term projects, while also performing feasibility studies, environmental studies, PIDs, and related studies with the goal of coordinating the longer-term delivery of the SR 37 Program.

14. The Parties acknowledge the likely need for funding above and beyond tolling and as such, intend to develop a financing and funding plan consisting of other traditional and untraditional funding sources to deliver the Program.
15. The Parties wish to work cooperatively to deliver the Program by exploring alternative project delivery methods (including, but not limited to, Construction Management / General Contractor or Design Build contracts), early habitat restoration, and funding and partnerships.
16. Caltrans is the owner of SR37.
17. SMART is the owner of the railroad corridor that is adjacent to portions of SR 37, including running parallel in Segment A and in the proximity of Segments B and C. The addition of SMART to the Resilient State Route 37 Program is a commitment to the multi-modal nature of the Program beyond bus transit and carpooling.
18. BAIFA has secured tolling authority between Sears Point and Mare Island from the California Transportation Commission.

TERMS

- I. Term
The term of this MOU shall commence when fully executed, and unless amended earlier, shall terminate at a date agreed upon by the Parties.
- II. SR 37 Program Delivery Organizational Structure
 - A. Executive Steering Committee (ESC)
 1. Role
The ESC shall guide the identification, development, funding plan and implementation of projects to improve State Route 37. The ESC will select a Chairperson. The Chairperson will rotate between the members every two years. The Chairperson shall preside over the meetings of the ESC and shall perform all other duties incident to the position or as assigned to her or him by the ESC.
 2. Members
 - a. Executive Director, MTC/BAIFA (or designee)
 - b. District 4 Director, Caltrans (or designee)

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- c. Executive Director, STA (or designee)
- d. Executive Director, SCTA (or designee)
- e. Executive Director, TAM (or designee)
- f. Executive Director, NVTA (or designee)
- g. General Manager, SMART (or designee)

3. Assignment

- a. US 101 to SR121: MTC, Caltrans, SMART, SCTA, TAM
- b. Sears Point to Mare Island Bridge: MTC, BAIFA, Caltrans, SMART, SCTA, STA, NVTA
- c. Mare Island Bridge to I-80: MTC, Caltrans, SMART, STA

4. Responsibilities

- a. Approve implementation and funding plan(s), which may include one or more projects.
- b. Define agency roles and responsibilities for individual projects, including project managers.
- c. Approve the scope, schedule, budget and funding plan for individual projects within funding levels approved by the MTC, BAIFA or other funding agencies, as applicable.
- d. Oversee overall project progress and reporting of project status, risk assessments, costs and schedule.
- e. Advise the MTC on contract matters.
- f. Review and approve project staffing plans.

5. Decision-making

The ESC will endeavor to make decisions on a consensus basis. To ensure public accountability, transparency and public disclosure, the decisions will be documented.

6. Meetings

Regular meetings of the ESC shall be held quarterly as otherwise determined by the ESC. Notice shall include an agenda of items on which the ESC will act. Each member of the ESC has the right to place a matter on the ESC's agenda for consideration. Meetings to be rotated between MTC, Caltrans, STA, SCTA, NVTA, TAM offices or at a location determined by the ESC.

B. Corridor Director of the ESC

- 1. The Corridor Director serves as staff to the ESC, represents all ESC members and works directly with member agency Executive Directors and their staffs.
 - a. MTC will select, with the ESC, and employ the Corridor Director.
 - b. MTC reserves the right to make decisions regarding hiring, promotion, termination, compensation, and removal of the Corridor Director, in

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- consultation with the ESC.
- c. The Corridor Director may serve the SR37 Corridor Policy Committee in a similar capacity.
- 2. The Corridor Director shall work with the Project Leadership Team, collaborate and provide direction to the project managers, as appropriate, to:
 - a. Develop an implementation plan(s) and funding plan(s), including delivery methods
 - b. Develop the scope, schedule, budget and funding plan for individual projects.
 - c. Report regularly to the ESC on project status, risks assessments, change, costs and schedule.
 - d. Develop project staffing plans.
 - e. Prepare agendas for ESC meetings.
 - f. Deliver progress reports to and consult with the SR 37 Corridor Policy Committee.
 - g. Deliver progress reports to ESC and Policy Committee.
 - h. Provide oversight and direction to project managers.

The Corridor Director will also advise the SR37 Corridor Policy Committee on the SR 37 program.

C. Project Leadership Team

1. Role

The ESC hereby establishes a Project Leadership Team (PLT) that shall assist the ESC in the performance of its duties. The members of the PLT shall advise the Corridor Director on matters that are to be brought before the ESC.

2. Members

- a. Deputy Executive Director, Operations, MTC (or designee)
- b. Chief Deputy Director, Caltrans District 4 (or designee)
- c. Director of Projects, STA (or designee)
- d. Deputy Executive Director, SCTA (or designee)
- e. Principal Project Delivery Manager, TAM (or designee)
- f. Director of Programs, Projects and Planning, NVTA (or designee)
- g. Chief Engineer, SMART (or designee)

3. Assignment

- US 101 to SR121: MTC, Caltrans, SMART, SCTA, TAM
- Sears Point to Mare Island Bridge: MTC, BAIFA, Caltrans, SMART, SCTA, STA, NVTA
- Mare Island Bridge to I-80: MTC, Caltrans, SMART, STA

4. Responsibilities

The PLT shall assist the Corridor Director and ESC in the performance of their

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duties for their assigned segments by

- a. Developing an implementation plan(s) and funding plan(s)
- b. Developing the scope, schedule, budget, and funding plan for individual projects.
- c. Reviewing cost estimates, risk assessments, and cash flow requirements.
- d. Reviewing project status, scope and budgets, expenditures, staffing and contractor services to anticipate, identify, evaluate, and report to the Corridor Director concerning any project issues.
- e. Developing project staffing plans and structures.
- f. Preparing other project related reports for ESC review.
- g. Performing such other assignments as appropriate.

5. Meetings

The PLT will meet on an as-needed basis as determined necessary by the members or by the Corridor Director.

III. GENERAL

A. Integration Clause

This MOU constitutes the complete and entire understanding among the Committee Members.

B. Amendments

This MOU may be amended in writing from time to time upon agreement of the Committee Members.

C. Counter Parts

This MOU may be executed in counterparts, each one of which will be an original or the equivalent thereof.

D. Miscellaneous

This MOU is intended solely as a guide to the obligations, intentions, and policies of the Committee Members. It does not constitute an authorization for funding a project nor does it constitute a legally binding MOU amongst the Agencies.

IN WITNESS WHEREOF, the Parties hereto have agreed to this MOU on the date opposite their respective names.

**ATTACHMENT 1
AGENDA ITEM 11.2
JULY 16, 2025**

**MTC/Caltrans/STA/SCTA/TAM/NVTA/SMART
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District 4 Director
Caltrans

Sue Noack
Chair
Metropolitan Transportation Commission

Mitch Mashburn
Chair
Solano Transportation Authority

Lynda Hopkins
Chair
Sonoma County Transportation Authority

Eric Lucan
Chair
Transportation Authority of Marin

Mark Joseph
Chair
Napa Valley Transportation Authority

Chris Coursey
Chair
Sonoma Marin Area Rail Transit