

**AMENDMENT NO.2 TO COOPERATIVE FUNDING
AGREEMENT**

This Amendment No. 2 TO AGREEMENT, ENTERED INTO EFFECT ON _____, between the CITY of SANTA CLARA, whose address is 1500 Warburton Avenue, Santa Clara, California ("CITY"), and:

Santa Clara Valley Transportation Authority (VTA), whose address is 3331 North First Street, San Jose, California 95134 ("VTA").

RECITALS

1. CITY and VTA entered into Funding Agreement, referred to herein as ORIGINAL AGREEMENT, on October 28, 2014 and amended on June 5, 2017, to define the terms and condition under which the Limited 323 bus signal priority upgrades will be installed and implemented.
2. CITY and VTA now seek to revise the estimated date for COMPLETION OF WORK from September 29, 2017 to June 30, 2018.

IT IS THEREFORE MUTUALLY AGREED

3. Article 22 is hereby replaced in its entirety to read as follows:

22. *The Agreement shall become effective on the date on first page hereof and shall remain in effect until June 30, 2018. CITY shall complete the Work described in this Agreement by June 30, 2018.*
4. All other terms and conditions of ORIGINAL AGREEMENT shall remain in full force and effect.
5. This AMENDMENT is hereby deemed to be a part of ORIGINAL AGREEMENT.

SIGNATURES

PARTIES declare that:

1. Each party is an authorized legal entity under California state law.
2. Each party has the authority to enter into this agreement.
3. The people signing this agreement have the authority to do so on behalf of their public agencies.

CITY

City of Santa Clara, a California Municipal corporation

VTA

Santa Clara Valley Transportation Authority (VTA)

By: _____
Deanna J. Santana
City Manager

By: _____
Nuria I. Fernandez
General Manager

APPROVE AS TO FORM

APPROVE AS TO FORM

By: _____
Brian Doyle
City Attorney

By: _____
Victor Pappalardo
Senior Assistant Counsel