Meeting Date: 4-9-13

AGENDA REPORT

City of Santa Clara, California

Agenda Item # 6B4

Santa Clara All-America City 2001

Date: April 2, 2013

To: City Manager for Council Action

From: Director of Public Works / City Engineer

Subject: Approval of Amendments 6 and 7 to the Transit Shelter Advertisement Program Implementation Agreement with the Valley Transportation Authority and Clear Channel Outdoor.

EXECUTIVE SUMMARY:

Santa Clara Valley Transportation Authority (VTA) entered into a Transit Shelter Advertising Program Agreement with Clear Channel Outdoor (CCO, formerly known as Eller Media and Patrick Media Group, Inc.) on June 9, 1994. The agreement provided for the construction by CCO of up to 564 new bus shelters at bus stop locations throughout the County of Santa Clara, with three fourths (3/4) of all bus shelters to contain advertising panels as part of the program.

On October 31, 1995, VTA, CCO, and nine local jurisdictions, including the City of Santa Clara, entered into an implementation agreement. This agreement, among other items, transferred certain rights granted to VTA under the original agreement with CCO to local participating jurisdictions including revenue sharing. Subsequently, there were four other amendments between September 1997 and July 2003 to add a few more cities into the program and to add a liquidated damages clause. In November 2010, Amendment No. 5 was approved extending the term of the agreement to October 2012.

The VTA Board approved Amendment No. 6 in June 2011 to add the Town of Los Gatos into this program. For some reason, this amendment was not received by the City of Santa Clara for approval until recently. As noted above, the term of the agreement was extended to October 2012 with amendment No. 5. In September 2012, the VTA Board approved Amendment No. 7 with CCO to extend the term through October 2015. VTA is now requesting the City of Santa Clara approve these amendments.

A copy of Amendments 6 and 7 have been approved by the City Attorney's Office and placed in Council Offices for review.

ADVANTAGES AND DISADVANTAGES OF ISSUE:

An extension will continue the advertisement program and trash collection at these bus shelters. Cities and the County will continue to receive revenue and transit patrons can continue to enjoy clean and well maintained shelters.

ECONOMIC/FISCAL IMPACT:

Active participation in this program will continue to generate some revenue for the City. The revenue has ranged between $4200 to $9600 annually.

RECOMMENDATION:

That the Council:

1. Approve Amendments 6 and 7 to the Implementation Agreement between Santa Clara Valley Transportation Authority (VTA), Clear Channel Outdoor (CCO), and the City of Santa Clara to include the Town of Los Gatos into the Transit Shelter Advertisement Program and to extend the term of the agreement to October 2015 respectively, and
2. Authorize the City Manager to execute these amendments.

Rajeev Batra

Rajeev Batra
Director of Public Works / City Engineer

APPROVED:

Julio J. Fuentes
City Manager

Documents Related to this Report:
1) Amendment 6
2) Amendment 7

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AMENDMENT NO. 6 TO IMPLEMENTATION AGREEMENT FOR TRANSIT SHELTER ADVERTISING PROGRAM FOR EXECUTION BY TOWN OF LOS GATOS

WHEREAS, on October 31, 1995, Clear Channel Outdoor (formerly known as Eller Media and Patrick Media Group, Inc.), the County of Santa Clara and various cities in the county ("Participating Entities") entered into an Implementation Agreement for Transit Shelter Advertising Program ("Implementation Agreement") with the Santa Clara Valley Transportation Authority ("VTA") (formerly known as the Santa Clara County Transit District); and,

WHEREAS, the Implementation Agreement has been previously amended, and pursuant to Amendment No. 5 was extended through October 31, 2012: and,

WHEREAS, Section 2 of the Implementation Agreement, provides for subsequent execution of the Implementation Agreement by covered cities that did not originally execute said Agreement; and,

WHEREAS, the Town of Los Gatos at this time desires to execute the Implementation Agreement and to thereby become subject to its terms,

NOW, THEREFORE, the parties agree as follows:

1. By execution of this Amendment, pursuant to Section 2 of the Implementation Agreement, the Town of Los Gatos hereby becomes party to the Implementation Agreement, and thereby becomes subject to its terms and the terms of all amendments thereto.

2. To reflect the participation by the Town of Los Gatos in the Transit Shelter Advertising Program, Attachment "A" hereto, which attachment is incorporated herein by this reference, is added to the Implementation Agreement as Exhibit 'I".

3. As hereby amended, all terms and conditions of the Agreement and Amendment Nos. 1-5 thereof shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have signed this Amendment effective July 1, 2011.

Santa Clara Valley
Transportation Authority

By: Michael T. Burns 6/22/11
Name: Michael T. Burns
Title: General Manager

Clear Channel Outdoor

By:
Name: Todd Hanson
Title: Mgr SF

Attachment A

Town of Los Gatos Bus Shelter Locations:

Stop	Stop Name	Dir	On Street	At	Cross Street
285107	LOS GATOS CIVIC CENTER	E	MAIN	FS	PAGEANT
285206	SANTA CRUZ & LOS GATOS-SARATOGA	N	SANTA CRUZ	MD	LOS GATOS-SARATOGA
295706	POLLARD & LOS GATOS HOSPITAL	N	POLLARD	AT	LOS GATOS HOSPITAL
305303	LOS GATOS & BLOSSOM HILL	N	LOS GATOS	OP	LEROY
305710	KNOWLES & DARDENELLI	W	KNOWLES	MD	DARDENELLI
285101	UNIVERSITY & MULLEN	N	UNIVERSITY	NS	MULLEN

COUNTY OF SANTA CLARA

By:_____

Name:_____

Title:_____

CITY OF SAN JOSE

By:_____

Name:_____

Title:_____

CITY OF SUNNYVALE

By:_____

Name:_____

Title:_____

CITY OF SANTA CLARA

By:_____

Name: Julio J. Fuentes

Title: City Manager

ATTEST:

City Clerk

CITY OF MOUNTAIN VIEW

By:_____

Name:_____

Title:_____

CITY OF MILPITAS

By:_____

Name:_____

Title:_____

CITY OF GILROY

By:_____

Name:_____

Title:_____

CITY OF CUPERTINO

By:_____

Name:_____

Title:_____

CITY OF LOS ALTOS

By:_____

Name:_____

Title:_____

CITY OF MORGAN HILL

By:_____

Name:_____

Title:_____

CITY OF CAMPBELL

By:_____

Name:_____

Title:_____

CITY OF PALO ALTO

By: _____

Name: _____

Title: _____

TOWN OF LOS GATOS

By:_____

Name: Greg Larson

Title: Town Manager

Approved as to form:

Judith J. Propp
Town Attorney

AMENDMENT NO. 7 TO
IMPLEMENTATION AGREEMENT FOR
TRANSIT SHELTER ADVERTISING PROGRAM

This Amendment No. 7 to Implementation Agreement ("Amendment") for Transit Shelter Advertising Program is made this 27th day of September, 2012 (hereinafter referred to as the "Effective Date"), by and among the Santa Clara Valley Transportation Authority ("***VTA***") (formerly known as the Santa Clara County Transit District); Clear Channel Outdoor (formerly known as Eller Media and Patrick Media Group, Inc.) ("CONTRACTOR"); and the following California county and cities; the County of Santa Clara and the Cities of San Jose, Sunnyvale, Santa Clara, Mountain View, Milpitas, Gilroy, Cupertino, Los Altos, Morgan Hill, Campbell, Palo Alto and Los Gatos (the foregoing county and cities are hereinafter sometimes referred to collectively as the "Participating Entities" and individually as a "Participating Entity" or the "County" and/or a "City", as the case may be).

RECITALS

A. ***VTA*** and CONTRACTOR entered into that certain Transit Shelter Advertising Program Agreement dated June 9, 1994 (the "Advertising Agreement"). The Advertising Agreement provides for the construction by CONTRACTOR of up to 564 new bus shelters at bus stop locations throughout the County of Santa Clara, with three-fourths (3/4) of all bus shelters to contain advertising panels, as part of a transit advertising program ("Program").

B. On October 31, 1995, ***VTA***, CONTRACTOR and nine local jurisdictions, consisting of the County of Santa Clara and the Cities of San Jose, Sunnyvale, Santa Clara, Mountain View, Milpitas, Gilroy, Cupertino, Los Altos, entered into an Implementation Agreement for Transit Shelter Advertising Program ("Implementation Agreement"), which amended the Advertising Agreement, to among other things, include the local jurisdictions in the Program and transferred certain rights that were granted to ***VTA*** under the Advertising Agreement to the local participating jurisdictions.

C. On September 8, 1997, ***VTA***, CONTRACTOR and the participating jurisdictions entered into Amendment No. 1 to the Implementation Agreement, to add the City of Morgan Hill as a participating entity in the Program.

D. On March 23, 1997, *VTA*, CONTRACTOR and the participating jurisdictions entered into Amendment No. 2 to the Implementation Agreement, to add the City of Campbell as a participating entity in the Program.

E. On March 23, 1999, *VTA*, CONTRACTOR and the participating jurisdictions entered into Amendment No. 3 to the Implementation Agreement, to establish a schedule of liquidated damages to be assessed in the event CONTRACTOR fails to comply with certain requirements of the Implementation Agreement.

F. On July 1, 2003, *VTA*, CONTRACTOR and the participating jurisdictions entered into a fourth amendment to the Implementation Agreement, erroneously entitled "Amendment No. 5", to add the City of Palo Alto as a participating entity in the Program.

G. On November 1, 2010, *VTA*, CONTRACTOR and the participating jurisdictions entered into Amendment No. 5 to the Implementation Agreement to extend the term through October 31, 2012.

H. On March 23, 2011, *VTA*, CONTRACTOR and the participating jurisdictions entered into Amendment No. 6 to the Implementation Agreement, to add the City of Los Gatos as a participating entity in the Program.

NOW, THEREFORE, for valuable consideration, the parties agree to amend the Implementation Agreement, as follows:

(1) The term of the Implementation Agreement, and the Advertising Agreement, is hereby extended through October 31, 2015 with the option of two additional years per *VTA* Board of Directors action dated September 6, 2012.

(2) CONTRACTOR agrees to refurbish/repaint one third (1/3) of the shelters each year. Such Capital Improvements shall commence May 2013.

(3) CONTRACTOR shall provide and install a custom shelter at the San Jose Airport Terminal A bus stop. *VTA* shall have final approval on proposed shelter. Such work shall commence May 2013.

(4) The CONTRACTOR agrees to achieve and maintain a level of 564 shelters as required for the program.

(5) Except as hereby amended, each of the terms and conditions of the Implementation Agreement and the Advertising Agreement and Amendments thereto, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have signed this Amendment as of the date first set forth below.

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY

By: Michael T. Burns
Name: Michael T. Burns
Date: 10/5/12

CLEAR CHANNEL OUTDOOR

BQ By: Robert Schmitt
Name: Robert Schmitt
Date: 10-25-12

COUNTY OF SANTA CLARA

By: _____
Name: _____
Date: _____

CITY OF SAN JOSE

By: _____
Name: _____
Date: _____

CITY OF SUNNYVALE

By: _____
Name: _____
Date: _____

CITY OF SANTA CLARA

By: _____
Name: Julio J. Fuentes
Date: _____

ATTEST:

City Clerk

CITY OF MOUNTAIN VIEW

By:_____
Name: _____
Date: _____

CITY OF MILPITAS

By:_____
Name: _____
Date: _____

CITY OF GILROY

By:_____
Name: _____
Date: _____

CITY OF CUPERTINO

By:_____
Name: _____
Date: _____

CITY OF LOS ALTOS

By:_____
Name: _____
Date: _____

CITY OF MORGAN HILL

By:_____
Name: _____
Date: _____

CITY OF CAMPBELL

By:_____
Name: _____
Date: _____

CITY OF PALO ALTO

By:_____
Name: _____
Date: _____

TOWN OF LOS GATOS

By:_____
Name: _____
Date: _____