

EXHIBIT A

RESPONSIBILITY AND AUTHORITY OF THE RECIPIENT

1. Legal Authority.

The Recipient affirms that it has the legal authority to apply for the grant, and to finance and carry out the proposed project identified in its Application; that a resolution, motion or similar action has been duly adopted or passed as an official act of the Recipient's governing body authorizing the filing of the application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the Recipient to act in connection with the application and to provide such additional information as may be required.

2. Funds Availability.

Recipient affirms that it has sufficient funds available for that portion of the project costs that are not to be paid by the Government.

3. Preserving Rights and Powers.

Recipient will not take or permit any action that would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in the Agreement without the written approval of the Government, and will act promptly to acquire, extinguish, or modify any outstanding rights or claims of right of others that would interfere with such performance by the Recipient. The Recipient agrees that this will be done in a manner acceptable to the Government.

4. Accounting System, Audit, and Record Keeping Requirements.

(a) The Recipient agrees to keep all project accounts and records that fully disclose the amount and disposition by the Recipient of the proceeds of the grant, the total cost of the project in connection with which the grant is given or used, and the amount or nature of that portion of the cost of the project supplied by other sources, and such other financial records pertinent to the project. The accounts and records shall be kept in accordance with an accounting system that will facilitate an effective audit in accordance with the Single Audit Act of 1984, as amended (31 U.S.C. 7501-7507).

(b) The Recipient agrees to make available to the DOT and the Comptroller General of the United States, or any of their duly authorized representatives, for the purpose of audit and examination, any books, documents, papers, and records of the Recipient that are pertinent to the grant. The Government may require that a Recipient conduct an appropriate audit. In any case in which an independent audit is made of the accounts of a Recipient relating to the disposition of the proceeds of a grant or relating to the project in connection with which the grant was given or used, it shall file a certified copy of such audit with the Comptroller General of the United States not later than six (6) months following the close of the fiscal year for which the audit was made.

TRANSPARENCY ACT REQUIREMENTS

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**[THIS SECTION MAY BE UPDATED BASED ON
FURTHER OMB GUIDANCE OR REGULATION]**

Pursuant to the Federal Funding Transparency and Accountability Act of 2006, as amended (Pub. L. 109–282, as amended by section 6202 of Public Law 110–252, hereafter referred to as “the Transparency Act” or “the Act”) and the OMB Interim Final Rule (75 FR 55663 (September 14, 2010) (available at <http://www.gpo.gov/fdsys/pkg/FR-2010-09-14/pdf/2010-22705.pdf>) (codified at 2 CFR Part 170), the Recipient is required to report as required under the Act, in addition to including the following clause in all first-tier Subawards:

I. Reporting Subawards and Executive Compensation.

a. Reporting of First-Tier Subawards.

1) **Applicability.** Unless the Recipient (hereinafter in this section referred to as “you”) are exempt as provided in paragraph d. of this section, you must report each action that obligates \$25,000 or more in Federal funds that does not include Recovery funds (as defined in section 1512(a)(2) of the American Recovery and Reinvestment Act of 2009, Pub. L. 111-5) for a subaward to an entity (see definitions in subsection e. of this section).

2) **Where and when to report.**

a. You must report each obligating action described in subsection a.1. of this section to <http://www.fsrs.gov>.

b. For subaward information, report no later than the end of the month following the month in which the obligation was made. (For example, if the obligation was made on November 7, 2010, the obligation must be reported by no later than December 31, 2010.)

3) **What to report.** You must report the information about each obligating action that the submission instructions posted at <http://www.fsrs.gov> specify.

b. Reporting Total Compensation of Recipient Executives.

1) **Applicability and what to report.** You must report total compensation for each of your five most highly compensated executives for the preceding completed fiscal year, if—

a. the total Federal funding authorized to date under this award is \$25,000 or more;

b. in the preceding fiscal year, you received—

(1) 80 percent or more of your annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and

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(2) \$25,000,000 or more in annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and

c. The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm>.)

2) Where and when to report. You must report executive total compensation described in subsection b.1. of this section:

a. As part of your registration profile at <http://www.ccr.gov>.

b. By the end of the month following the month in which this award is made, and annually thereafter.

c. Reporting of Total Compensation of Subrecipient Executives.

1) Applicability and what to report. Unless you are exempt as provided in subsection d. of this section, for each first-tier subrecipient under this award, you shall report the names and total compensation of each of the subrecipient's five most highly compensated executives for the subrecipient's preceding completed fiscal year, if—

a. in the subrecipient's preceding fiscal year, the subrecipient received—

(1) 80 percent or more of its annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and

(2) \$25,000,000 or more in annual gross revenues from Federal procurement contracts (and subcontracts), and Federal financial assistance subject to the Transparency Act (and subawards); and

b. The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm>.)

2) Where and when to report. You must report subrecipient executive total compensation described in subsection c.1. of this section:

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a. To the recipient.

b. By the end of the month following the month during which you make the subaward. For example, if a subaward is obligated on any date during the month of October of a given year (i.e., between October 1 and 31), you must report any required compensation information of the subrecipient by November 30 of that year.

d. Exemptions.

If, in the previous tax year, you had gross income, from all sources, under \$300,000, you are exempt from the requirements to report:

a. Subawards,

and

b. The total compensation of the five most highly compensated executives of any subrecipient.

e. Definitions. For purposes of this section:

1) Entity means all of the following, as defined in 2 CFR part 25:

a. A Governmental organization, which is a State, local government, or Indian tribe;

b. A foreign public entity;

c. A domestic or foreign nonprofit organization;

d. A domestic or foreign for-profit organization;

e. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.

2) Executive means officers, managing partners, or any other employees in management positions.

3) Subaward:

a. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.

b. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. — .210 of the attachment

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to OMB Circular A-133, “Audits of States, Local Governments, and Non-Profit Organizations”).

c. A subaward may be provided through any legal agreement, including an agreement that you or a subrecipient considers a contract.

4) Subrecipient means an entity that:

a. Receives a subaward from you (the recipient) under this award; and

b. Is accountable to you for the use of the Federal funds provided by the subaward.

5) Total compensation means the cash and noncash dollar value earned by the executive during the recipient's or subrecipient's preceding fiscal year and includes the following (for more information see 17 CFR 229.402(c)(2)):

a. Salary and bonus.

b. Awards of stock, stock options, and stock appreciation rights. Use the dollar amount recognized for financial statement reporting purposes with respect to the fiscal year in accordance with the Statement of Financial Accounting Standards No. 123 (Revised 2004) (FAS 123R), Shared Based Payments.

c. Earnings for services under non-equity incentive plans. This does not include group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of executives, and are available generally to all salaried employees.

d. Change in pension value. This is the change in present value of defined benefit and actuarial pension plans.

e. Above-market earnings on deferred compensation which is not tax-qualified.

f. Other compensation, if the aggregate value of all such other compensation (e.g. severance, termination payments, value of life insurance paid on behalf of the employee, perquisites or property) for the executive exceeds \$10,000.

SINGLE AUDIT INFORMATION FOR RECIPIENTS OF TIGER II GRANT FUNDS

1. To maximize the transparency and accountability of funds authorized under the Act as required by Congress and in accordance with 2 C.F.R. 215 “Uniform Administrative Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals, and other Non-Profit Organizations” and OMB Circular A-102 “Grants and Cooperative Agreements with State and Local Governments.” Common Rules provisions, recipients agree to maintain records that identify adequately the source

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and application of TIGER II Discretionary Grant funds. OMB Circular A-102 is available at <http://www.whitehouse.gov/omb/circulars/a102/a102.html>.

2. For recipients covered by the Single Audit Act Amendments of 1996 and OMB Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations," recipients agree to separately identify the expenditures for Federal awards under the Act on the Schedule of Expenditures of Federal Awards (SEFA) and the Data Collection Form (SF-SAC) required by OMB Circular A-133. OMB Circular A-133 is available at <http://www.whitehouse.gov/omb/circulars/a133/a133.html>. This shall be accomplished by identifying expenditures for Federal awards made under the Act separately on the SEFA, and as separate rows under Item 9 of Part III on the SF-SAC by CFDA number, and inclusion of the prefix "TIGER II -" in identifying the name of the Federal program on the SEFA and as the first characters in Item 9d of Part III on the SF-SAC.

EXHIBIT B

GOVERNING AND RELATED LAWS AND REGULATIONS

Performance under this Agreement shall be governed by and in compliance with all applicable Federal regulations and statutes, including the following requirements, as applicable to the type of organization of the Recipient and any applicable subrecipients:

- a. Federal Fair Labor Standards Act - 29 U.S.C. 201, et seq.
- b. Section 404 of the Clean Water Act, as amended 33 U.S.C. 1251, et seq.
- c. Section 7 of the Endangered Species Act, P.L. 93-205, as amended.
- d. Drug Abuse Office and Treatment Act of 1972, as amended, 21 U.S.C. 1101, et seq.
- e. Architectural Barriers Act of 1968 - 42 U.S.C. 4151, et seq.
- f. Federal Water Pollution Control Act, as amended - 33 U.S.C. 1251-1376
- g. Single Audit Act of 1984 - 31 U.S.C. 7501, et seq.
- h. Americans with Disabilities Act of 1990 - 42 U.S.C. 12101, et seq.
- i. Title IX of the Education Amendments of 1972, as amended - 20 U.S.C. 1681 through 1683, and 1685 through 1687
- j. Section 504 of the Rehabilitation Act of 1973, as amended - 29 U.S.C. 794
- k. Title VI of the Civil Rights Act of 1964 - 42 U.S.C. 2000d *et seq.*
- l. Limitation on Use of Appropriated Funds to Influence Certain Federal Contracting and Financial Transactions – 31 U.S.C. 1352
- m. Freedom of Information Act - 5 U.S.C. 552, as amended
- n. The Federal Funding Transparency and Accountability Act of 2006, as amended (Pub. L. 109–282, as amended by section 6202 of Public Law 110–252) (See Exhibit B for required clause).

Executive Orders

- a. Executive Order 11246 - Equal Employment Opportunity
- b. Executive Order 12372 - Intergovernmental Review of Federal Programs
- c. Executive Order 12549 – Debarment and Suspension
- d. Executive Order 12898 – Federal Actions to Address Environmental Justice in Minority Populations and Low-Income Populations
- e. Executive Order 13166 – Improving Access to Services for Persons With Limited English Proficiency

General Federal Regulations

- a. 49 CFR 18, Uniform Administrative Requirements for Grants and Agreements to State and Local Governments” [located at: <http://www.dot.gov/ost/m60/grant/49cfr18.htm>];
- b. Cost Principles for State and Local Governments – 2 C.F.R. Part 225
- c. Non-procurement Suspension and Debarment – 2 C.F.R. Part 1200
- d. Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor (Federal and federally assisted contracting

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- requirements) - 41 C.F.R. Parts 60, et seq.
- e. New Restrictions on Lobbying – 49 C.F.R. Part 20 [located at <http://www.dot.gov/ost/m60/grant/49cfr20.htm>];
 - f. Nondiscrimination in Federally Assisted Programs of the Department of Transportation –Effectuation of Title VI of the Civil Rights Act of 1964 – 49 C.F.R. Part 21
 - g. Nondiscrimination on the Basis of Sex in Education Programs or Activities Receiving Federal Financial Assistance - 49 C.F.R. Part 25
 - h. Nondiscrimination on the Basis of Handicap in Programs and Activities Receiving or Benefiting from Federal Financial Assistance - 49 C.F.R. Part 27
 - i. Enforcement of Nondiscrimination on the Basis of Handicap in Programs or Activities Conducted by the Department of Transportation – 49 C.F.R. Part 28
 - j. Governmentwide Requirements for Drug-Free Workplace (Financial Assistance) – 49 C.F.R. Part 32
 - k. DOT's implementing ADA regulations, including the ADA Accessibility Guidelines in Part 37, Appendix A - 49 C.F.R. Parts 37 and 38
 - l. Procedures for Transportation Workplace Drug and Alcohol Testing Programs – 49 C.F.R. Part 40
 - m. Participation by Disadvantaged Business Enterprises in Department of Transportation Financial Assistance Programs – 49 C.F.R. Part 26

The Recipient also agrees that it will comply with the applicable requirements of chapter 53, title 49, United States Code.

Office of Management and Budget Circulars

- a. A-87 – Cost Principles Applicable to Grants and Contracts with State and Local Governments [located at: <http://www.whitehouse.gov/OMB/circulars/a087/a087.html>];
- b. A-102 – Grants and Agreements with State and Local Governments [located at: <http://www.whitehouse.gov/omb/circulars/a102/a102.html>];
- c. A-133 - Audits of States, Local Governments, and Non-Profit Organizations [located at <http://www.whitehouse.gov/omb/circulars/a133/a133.html>];
- d. Any other applicable OMB Circular based upon the specific TIGER II Grant Recipient

Specific assurances required to be included in cooperative agreements and grant agreements by any of the above laws, regulations, or circulars and are not included in this Agreement, are hereby incorporated by reference into the Agreement.