

AMENDMENT NO. 2 TO SUPPLEMENT NO. 1
To the MASTER FUNDING AGREEMENT
Between the METROPOLITAN TRANSPORTATION COMMISSION
And COUNTY OF SONOMA
For SONOMA COUNTY AIRPORT AREA SPECIFIC PLAN

THIS AMENDMENT, effective as of October 1, 2025 is Amendment No. 2 to Supplement 1 by and between the Metropolitan Transportation Commission (“MTC”) and County of Sonoma (“AGENCY”), dated November 27, 2023 as amended on November 15, 2025 (collectively, “Agreement”). The Agreement supplements the Master Funding Agreement between MTC and Agency, dated September 20, 2023.

NOW, THEREFORE, the parties agree to modify the subject Agreement as follows.

1. Paragraph 2 is deleted in its entirety and replaced with the following:

Pursuant to this Supplement, MTC agrees to reimburse an amount not to exceed ~~eight hundred one million~~ fifty thousand dollars (~~\$850,000~~) (\$1,050,000), of which \$800,000 is state funding from the California Department of Housing and Community Development (HCD) Regional Early Action Planning Grants Program of 2021 (“REAP 2.0”) and ~~\$50,000~~ \$250,000 is federal Surface Transportation Block Grant funds, to AGENCY to fund the Sonoma County Airport Area Specific Plan (as more fully described in Annex I hereto, the “Supplement Project”). The estimated budget and payment milestones for the Supplement Project scope of work is attached as Annex II hereto. AGENCY shall comply with all applicable terms and conditions for the Annex III, REAP 2.0 Grant and Annex IV, Notice of Funding availability, attached hereto. *AGENCY will act in good faith with the intent to adopt policies that are compliant with the relevant portion/s of MTC’s Transit-Oriented Communities Policy (MTC Resolution 4530, attached as Annex V).*

2. Paragraph 3 is revised to extend the completion date from December 2025 to June 2026.
3. Annex I, Project Description and Scope of Work is revised as shown in the attached Exhibit 1.
4. Annex II, Project Schedule, Budget and Payment is revised as shown in the attached Exhibit 2.
5. Retention of Contract Provisions. Except as provided herein, all other terms and conditions of the Agreement remain unchanged.

IN WITNESS WHEREOF, this Amendment has been executed by the parties hereto as of the Effective Date written above.

METROPOLITAN TRANSPORTATION
COMMISSION

COUNTY OF SONOMA

Andrew B. Fremier, Executive Director

Scott Orr, Interim Director for Permit
Sonoma

Exhibit 1

Annex I

Project Description and Scope of Work Sonoma County Airport Area Specific Plan SCOPE OF WORK Amendment 2

BACKGROUND

The Sonoma County Airport Area Specific Plan (Specific Plan or AASP) updates and supersedes the Airport Area Industrial Plan, which was first adopted in 1984 to guide industrial development adjacent to the Sonoma County Airport. The Specific Plan Area (Plan Area) comprises over 800 acres that have since transitioned from primarily grazing lands and orchards into a predominantly industrial and commercial area that provides vital jobs, goods, and services for the region.

SCOPE OF WORK TASKS

TASK 1: PROJECT INITIATION

Update the Plan Area baseline conditions.

Task 1.1: Kick-Off Meeting and EIR Initiation

Project kick-off meeting to discuss the project, refine the EIR scope as needed, discuss potential EIR alternatives, and coordinate the scheduling and preparation of the Specific Plan and EIR.

Task 1.2: Refine Engagement Strategy

Prepare a tailored outreach strategy for the Specific Plan Including:

- Reach a wide range of residents, property owners, and business owners by facilitating a joint Technical Advisory Committee (TAC)/ Community Advisory Committee (CAC)
- Community meeting to engage with residents.
- Provide updates to the public through the project website.

Task 1.3: Establish Baseline Conditions

Update baseline existing conditions include but not be limited to:

- Remove housing overlay west of the railroad ROW
- Minimum residential density of 20 DU/acre within ½ mile of the SMART Station
- Laughlin Road Bridge replacement
- Road extensions
- Intersection improvements
- Hotel development
- Pipeline projects not previously documented as existing, and
- Any other significant changes to the Specific Plan Area

Task 1.4: Property Owner Meeting

Hold a meeting with property owners in the Plan Area to provide an update on the Specific Plan process and changes necessary to be in accordance with the County's direction for Specific Plan requirements.

Task 1.5: Establish Specific Plan Land Use Plan

Refine the previously developed preferred alternative and establish a land use plan for the Plan Area, including build-out assumptions and potential circulation improvements.

TASK 1 DELIVERABLES

- Community Engagement Strategy
- Land Use Plan and Build-out Assumptions for the Specific Plan.

TASK 2: PLAN AREA ASSESSMENT

Produce an assessment of the Plan Area, including the current conditions for affordable housing, jobs, mobility, community assets and infrastructure, and resilience and climate adaptation.

Task 2.1: Community Assessment

Produce a technical study of the Plan Area and the surrounding community that addresses equity, affordable housing and jobs, mobility, community assets and infrastructure, and resilience & climate adaptation.

2.1.1: Equity

Identify potential policies to address inequities identified through the research and conduct the following:

- Establish an Updated Business Profile for the Specific Plan Area.
- Conduct an Updated Employer Survey.

2.1.2: Affordable Housing and Jobs

Identify the characteristics of the existing and planned housing stock in the Plan Area and surrounding community, coupled with projected short-and long-term housing need to deliver affordable housing and potential policies to address the identified issues, including updating the Plan Area Analysis and forecasting locally generated housing demand and compare to housing supply provided in the local market.

2.1.3: Mobility

Conduct an assessment of the Plan Area to identify policies and infrastructure improvements for inclusion in the Specific Plan. The analysis will be structured along the following components:

- Trip Patterns.

- Vehicle-Miles Traveled.
- Safety.
- Pedestrian/Bicycle Access and Circulation.
- Carshare.
- Transit
- Parking and Curb Use.
- Local Policies and Constraints.

2.1.4: Community Assets and Infrastructure

Identify the availability of essential services and infrastructure related to current and potential needs in the Plan Area and surrounding community and develop policies to address these issues.

2.1.5: Resilience and Climate Adaption

Assess the vulnerability of the Plan Area and surrounding communities to natural hazards, with consideration towards anticipated climate change and seismic impacts to identify potential policies to adapt the community to these vulnerabilities and community response to future climatic conditions.

Task 2.2: Public Workshop

Facilitate an interactive meeting and provide workshop participants with an overview of issues identified in the assessment and potential Specific Plan policies or actions that could mitigate identified conditions.

Task 2.3: Policy Discussion and Development

Develop a series of policies in response to research collected on the Plan Area and surrounding community and incorporating potential workshop input from community members. Identified policies will align with the research and analysis conducted in the Task 2.1 and organized as follows:

2.3.1: Equity

The findings identified from this process will inform the following components of the policy development. Additional analysis will build off the identified inequities and policies to address the identified inequities.

2.3.2: Affordable Housing and Jobs

Policies will focus on a range of topics, such as affordable housing and employment, including eviction protections, housing preservation, affordable housing production, and funding mechanisms for the development of affordable housing.

2.3.3: Mobility

Policies will encompass topics including reducing vehicle-miles travelled, encouraging safe pedestrian and bicycle transportation use, improving mass transit access and ridership, addressing parking demand management strategies, and reducing greenhouse gas emissions related to transportation usage.

2.3.4: Community Assets and Infrastructure

Policies will respond to community needs including funding strategies for essential community services, community asset preservation and enhancement, and placemaking strategies to enhance the built environment within the Plan Area.

2.3.5: Resilience and Climate Adaption

Policies will encompass topics ranging from climate change adaptation strategies, mitigation responses to improve the built environment, and increased disaster preparedness amongst community members.

Task 2.4: Plan Area Assessment Report

Prepare a Plan Area Assessment Report detailing the analysis conducted in the Task 2.1 Community Assessment and the potential Specific Plan policies and actions derived from that research and analysis, including input from community members at the Public Workshop.

TASK 2 DELIVERABLES

- Plan Area Assessment Report

TASK 3: SPECIFIC PLAN PREPARATION

Develop an Administrative Draft of the Specific Plan that incorporates previous planning efforts and new Plan Area analysis conducted in Tasks 1 and 2.

Task 3.1: Administrative Draft Specific Plan

The Specific Plan chapters will include:

- Chapter 1: Introduction
- Chapter 2: Project Background
- Chapter 3: Land Use
- Chapter 4: Community Resiliency
- Chapter 5: Urban Design and Development Standards
- Chapter 6: Circulation and Connectivity
- Chapter 7: Infrastructure and Community Services
- Chapter 8: Implementation

Task 3.2: Incorporate Staff Review

Prepare the revised draft of the Administrative Draft Specific Plan based on consolidated comments from County staff in preparing for review by the TAC/CAC and relevant stakeholders.

Task 3.3: Property Owner Meeting

Discuss and review the revised Administrative Draft Specific Plan with property owners to solicit input and direction on potential revisions and/or refinements in preparation of the Public Review Draft Specific Plan.

Task 3.4: TAC Meeting – Specific Plan Review

Discuss and review the Public Review Draft Specific Plan with TAC.

Task 3.5: Prepare Public Review Draft

Prepare the Public Review Draft of the Specific Plan, incorporating input, as necessary received from property owners and TAC members on the revised Administrative Draft.

Task 3.6: Community Workshop – Specific Plan Review

Facilitate a workshop with the community to present the Public Review Draft.

TASK 3 DELIVERABLES

- Administrative Draft Specific Plan
- Revised Administrative Draft Specific Plan

TASK 4: ENVIRONMENTAL REVIEW

Prepare an Environmental Impact Report (EIR) for the Sonoma County Airport Area Specific Plan project. Tasks include:

- 1) Preparation of the Administrative Draft EIR and Notice of Preparation (NOP);
- 2) preparation of the Draft EIR and Notice of Completion (NOC);
- 3) preparation of the Final EIR, Mitigation Monitoring and Reporting Program (MMRP), and other related items; and
- 4) meeting and hearing attendance and project management.

These tasks are described below.

Task 4.1: Administrative Draft EIR and Notice of Preparation

Task 4.1.1: Kick-Off Meeting and EIR Initiation

Conduct a kick-off meeting with project team to refine the EIR scope as needed, identify alternatives, and coordinate the scheduling and preparation of the EIR.

Task 4.1.2: Project Description and Notice of Preparation

Draft a project description and circulate NOP.

Task 4.1.3: Preparation of Administrative Draft EIR

Prepare an EIR consistent with the requirements of the CEQA and the County of Sonoma.

Task 4.2: Draft EIR and Notice of Completion

Task 4.2.1: Revision of Administrative Draft EIR/Preparation of Draft EIR Task 4.2.2: Notice of Completion

Prepare the Notice of Completion (NOC), in accordance with the CEQA and Sonoma County requirements.

Task 4.3: Final EIR, Mitigation Monitoring and Reporting Program, and Other Related Items

Task 4.3.1: Preparation of Final EIR

Upon completion of the 45-day Draft EIR circulation period, the Consultant will prepare an Administrative Draft Final EIR. The Final EIR will contain the following:

- List of persons and agencies who commented on the Draft EIR;
- Responses to comments on the Draft EIR;
- Revisions to the EIR text, as necessary; and
- Copies of letters received on the Draft EIR.

Task 4.3.2: Preparation of Mitigation Monitoring and Reporting Program

The MMRP will summarize the mitigation measures identified, when mitigation measures will be implemented, who will be responsible for implementation, and who will provide oversight.

Task 4.3.3: Findings

Compile EIR findings required under CEQA Guidelines Section 15091

Task 4.3.4: Notice of Determination

Prepare a Notice of Determination (NOD), in accordance with CEQA and Sonoma County requirements.

Task 4.4: Meetings and Hearings

This task include scoping meetings and public hearings during the circulation of the NOP.

Task 4.5: Project Management and Contract Administration

This task includes general EIR project management, contract administration, and coordination with the project team throughout the EIR process.

TASK 4 DELIVERABLES

- Draft EIR

TASK 5: PRESENTATION AND ADOPTION OF SPECIFIC PLAN AND EIR

This task includes Planning Commission Meeting(s), Board of Supervisor adoption hearing(s), and preparation of the Final Specific Plan and EIR.

Task 5.1: Planning Commission Meeting(s) on Specific Plan and EIR

Present the Draft Specific Plan and Draft EIR at Planning Commission meetings for recommendation to the Board of Supervisors for approval.

Task 5.2: Board of Supervisors Hearing(s) on Specific Plan and EIR

Present the Draft Specific Plan and Draft EIR and the Planning Commission's recommendations at the Board of Supervisors hearings for adoption.

Task 5.3: Final Adopted Specific Plan

Prepare the Final Adopted Airport Area Specific Plan document.

TASK 5 DELIVERABLES

- Staff Report and Hearing Materials
- Final Adopted Specific Plan
- MTC Plan Summary

TASK 6: ON-GOING PROJECT MANAGEMENT

This task includes project management for the AASP, including weekly check in calls and associated public and plan related meetings.

TASK 7: TOC IMPLEMENTATION COMPLIANCE

This task includes ongoing TOC implementation compliance, including:

Zoning Updates: Update zoning regulations and re-zone parcels and the related work necessary for adoption, including community outreach, analysis, staff reports, presentations to policy makers, and CEQA review.

Exhibit 2

Annex II Project Schedule, Budget and Payment Revised via Amendment 2

FIRM-FIXED PAYMENT

~~Payment to AGENCY shall be due in the firm fixed amounts indicated below, upon acceptance by the MTC Project Manager of the following deliverables or milestones, described in detail in Attachment A: Budget amounts may be reallocated between line items at the discretion of the MTC Project Manager in consultation with the AGENCY.~~

~~AGENCY shall submit an invoice identifying the project deliverable or milestone for which payment is sought no later than thirty (30) days after MTC's acceptance of such deliverable/milestone. Final payment request shall be submitted no later than 30 days after the end date of this supplement.~~

MTC will reimburse AGENCY for all expenses deemed reasonable and necessary by MTC incurred by AGENCY in the performance of this Agreement. Such reimbursement shall include travel and personal expenses incurred by employees or agents of AGENCY in accordance with 48 Code of Federal Regulations Part 31 or 2 CFR Part 200, as applicable.

AGENCY shall submit a request for reimbursement at least annually, by July 31, to request reimbursement for costs incurred in the preceding fiscal year. The request shall identify the amount requested by task and/or deliverable, total amount requested, total of any prior requests and total remaining balance under this Agreement. The request shall also include proof of expenses incurred, a summary of work completed by task and any deliverables completed associated with the task. Final invoice shall be submitted no later than 30 days after the end date of this supplement.

The estimated amount by task is provided below. Budget may be reallocated between tasks at the written request of the AGENCY and approval of the MTC Project Manager. AGENCY shall provide all deliverables associated with a task before full disbursement is made for any task. If applicable, AGENCY shall provide Caltrans' Local Assistance Procedures Manual Exhibit 10-02: Consultant Contract DBE Commitment with the first invoice. If applicable, AGENCY shall provide Caltrans' Local Assistance Procedures Manual Exhibit 17-F: Final Report-Utilization of DBE and First-Tier Subcontractors with the final invoice.

The estimated budget by Task and Deliverable is described below.

#	Deliverable	Estimated Date of Completion:	Amount Due
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1.0	<u>Project Initiation:</u> - Community Engagement Strategy - Land Use Plan and Build-out Assumptions for the Specific Plan	February 2024	\$52,870
2.0	<u>Plan Area Assessment:</u> Plan Area Assessment Report	May 2024	\$98,006
3.0	<u>Specific Plan Preparation:</u> - Administrative Draft Specific Plan. - Revised Administrative Draft Specific Plan	September 2024 November 2025	\$131,863
4.0	<u>Environmental Review:</u> Draft EIR	December 2024 January 2025	\$405,773
5.0	<u>Presentation and Adoption of Specific Plan and EIR:</u> - Staff Report and Hearing Materials - Final Adopted Specific Plan - MTC Plan Summary	February 2025 July 2026	\$51,024
6.0	<u>Ongoing Project Management</u>	December 2025	\$60,464
7.0	<u>Research and Assessment of TOC Policy</u>	December 2025	\$50,000
7.0	<u>TOC Implementation Compliance</u> <i>Permit Sonoma Staff Time</i> <i>County Counsel Time</i>	December June 2026	\$150,000 \$50,000
TOTAL			\$850,000 \$1,050,000