

# NVTA's Standard Project Agreement (SPA) Approval Guidelines

## A. What is a Complete SPA Packet?

A complete SPA packet comprises original hard copies & electronic copy of:

- Signed SPA document
- Signed Appendix A Narrative Description of Project along with:
- Approved Project Description Form (the project description form used for project approval)
- Signed Appendix B Project Budget & Cash Flow
- Signed Appendix D Tax Covenant
- Appendix E Original Signed or Certified Copy of Board/Council Authorizing Resolution

### Please Note:

- Appendix C1 Form of Requisition and Appendix C2 Detail Requisition Form are not part of the SPA Package. These appendices are used to request cost reimbursements after the SPA is approved. *See NVTA's Project Reimbursement Requests Submission Guidelines*
- Please submit draft versions of SPA appendices ahead of time (preferably one month ahead of your Board/Council meeting where you seek approval to execute SPA with NVTA) so that we can work with you to resolve any errors, omissions, or inconsistencies prior to signature.
- Plan your jurisdiction/agency approval steps carefully to ensure you can meet your governing body agenda process requirements.
- When referencing dates, please refer to fiscal year (FY).

## B. What information do I need to submit a complete SPA packet?

For approval, NVTA requires two complete hard copies of each SPA packet (including Appendices) with original signatures 30 calendar days prior to the Authority meeting, together with an electronic version of the complete SPA packet, and Appendix B in Excel format. The 30 calendar days includes Final review, Council of Counsel (C of C) review/response and preparation time for the Authority meeting packet.

NVTA will return one SPA package to you after execution.

Prior to the 30 day deadline for an Authority meeting, the NVTA staff will work with you using draft electronic versions of these documents. Staff's review process generally focuses on Appendix A and Appendix B in conjunction with the approved Project Description Form, and Appendix E Governing Body Resolution. There are specific requirements on what should be included in each appendix and NVTA staff review can be helpful in ensuring the accuracy and timely execution of the SPA.

## C. Document-Specific Comments

1. **SPA document:** You cannot change the language in this document. Please leave the NVTA Project Number field blank and fill-in the Approved Project Name (the project name must match the name approved by the Authority). You cannot change the language in this document. Ultimately it must be signed by the person so-designated in your board/council resolution (Appendix E).
2. **Appendix A:** In the Project Title, please include the NVTA (numeric) project ID used to identify the project during the approval process. It is only necessary to complete Table A1- Project/Schedule Changes and Table A2- Project Milestone by Phase Changes if there has been a change to the project scope or project schedule since approval by NVTA. Ensure to include the rationale for changes. Contact NVTA immediately to discuss any major project scope/schedule changes. It must be signed by the SPA signatory as per Appendix E. Any subsequent updates can be signed by the signatory or Transportation Director.

## NVTA's Standard Project Agreement (SPA) Approval Guidelines

3. **Project Description Form:** You cannot change the language in this document. Scope and milestone changes must be included in Appendix A. The Project Description Form approved by the Authority must be attached to Appendix A.
4. **Appendix B:** NVTA may request updates to Appendix B from time to time, but it is the responsibility of the project sponsor to alert NVTA of any cost over runs or significant changes to the monthly/quarterly cash flow schedule provided in Appendix B. It must be signed by the SPA signatory as per Appendix E. Any subsequent updates can be signed by the signatory or Transportation Director.
  - a. Table B1: 'Total Project Costs' should equal the total estimated cost of completing the project including the NVTA funded portion and 'Other Sources of Funds' included in the approved Project Description form;
    - i. Please do not modify the project cost categories; these amounts must match the approved Project Description forms.
    - ii. **Preliminary Engineering (PE):** The cost of preliminary engineering, environmental work, design, public involvement, contract preparation, permits, and associated staff time and oversight costs.
    - iii. **Right of Way (ROW):** The cost of right of way acquisition activities such as appraisals, negotiations, legal, settlements, utility relocations (design, acquisition of easements, relocations), and associated staff time and oversight charges.
    - iv. **Construction (CN):** Construction, construction engineering, inspection, and associated staff time and oversight charges.
    - v. **Capital Asset Acquisition:** Purchase of capital assets or equipment.
    - vi. **Other:** Miscellaneous charges not easily categorized. Staff time should not be charged here. It should be charged to the appropriate project phase.
  - b. Please make sure the approved NVTA-funded project amounts are entered under the correct project cost categories and agree with the approved Project Description form;
  - c. Please list the source and dollar amount of other funds being used to finance the total project cost to include recipient local funds;
  - d. All three tables in Appendix B must be complete and consistent with each other and with the scope/schedule in the Project Description Form or Appendix A;
  - e. Tables B2 and B3 refer to the NVTA funded portion only, and all the three tables must match;
  - f. NVTA's CFO in conjunction with the Transportation Planners, will confirm the other funding sources reflected in Appendix B;
  - g. NVTA's CFO will evaluate the project cash flow in the context of the overall NVTA cash flow. Efforts will be made to accommodate jurisdiction/agency cash flow requests in a fiscally prudent manner and consistent with NVTA's debt policy, budget process, cash flows, and revenue estimates;
  - h. Any conflicting cash flow requests will be brought to the attention of the Executive Director and discussed with the submitting jurisdiction/agency. If conflicts are not resolvable at the Executive Director level, the issue will be presented to the Finance Committee.
5. **Appendix D:** Tax Covenants is required only for Bond Funded Projects. The Tax Covenants must be approved by the local governing body and certified by the designated person authorized in the Board/Council Resolution. Therefore it must be part of the package of documents submitted to your governing body for approval. Appendix D must be signed by the SPA signatory as per Appendix E.
6. **Appendix E:** Signed Board/Council Resolution Authorizing the respective designee. It must designate who can sign the SPA document for the jurisdiction/agency; and refer to the project ID, project title, and NVTA-approved amount for the project. The original signed or certified copy of the resolution must be included in the SPA package.

# NVTA's Standard Project Agreement (SPA) Approval Guidelines

## **D. When does NVTA need these documents?**

For approval, NVTA requires hard copies of the SPA packet (including Appendices) with original signatures 30 calendar days prior to the Authority meeting. The NVTA staff is available to review draft SPA documents prior to the 30 day deadline. NVTA staff will not forward draft or incomplete SPA packets to the C of C. Also, NVTA staff will not forward SPA packets to the C of C, and consequently not to the Authority, if there is insufficient review time prior to the next Authority meeting.

## **E. Whom to send the SPA Draft and Final Packets to?**

Send all hardcopy materials to Yolanda Thomas-Jones, Clerk to the Authority, NVTA, 3040 Williams Drive, Suite 200, Fairfax, VA 22031. Soft copy drafts could be sent to the Transportation Planning staff. Please contact NVTA for specific details.

## **F. SPA Approval Process Checklist**

For a SPA to be approved, it needs to be complete, correct and signed. It is an optional step but NVTA recommends an informal review of Appendices A & B (by jurisdiction/agency and NVTA staff). This informal review may allow you to avoid having to resubmit documents for signature. The steps are:

1. Examine for complete SPA package.
  - a. Signed SPA document
  - b. Signed Appendix A and a copy of the approved Project Description Form
  - c. Correctly filled out and signed Appendix B
  - d. Signed Appendix D
  - e. Signed Resolution or certified copy
2. Transportation Planner review of complete package and project description form.
3. CFO review of Appendix B cash flow.
4. Forward copy of complete packet to Council of Counsels for review.
5. Schedule for Authority meeting.

**Note:** For projects specifically approved for the FY2017 Program, if the project sponsor is unable to meet the commitment to submit the initial reimbursement request to NVTA by June 30, 2019, regardless of when the SPA is executed, the project shall be considered for NVTA action to de-obligate funds for the project. In all cases, agreement will be sought with the implementing jurisdiction or agency. If agreement is not forthcoming, the Executive Director may take a de-obligation request to the NVTA Finance Committee with a request for a recommendation to the Authority.