

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

## A. What is a Complete SPA Packet?

The SPA packet must be produced in PIMMS. *See PIMMS Submissions and Updates to App A/B Process [here](#)*

A complete SPA packet is comprised of electronic copies of the PIMMS forms:

- Signed SPA document (Contract)
- Signed Appendix A/B Form, which includes any scope changes to the project and/or explanation of schedule changes happening after the Application was approved by the Authority Board. The App A/B form must include:
  - The updated Total Project Cost broken out by fiscal year (FY), a breakout of the SECURED Other Funding Sources applied to the Project, a breakout of NVTA Funding by Phase and FY and a breakout of NVTA Funding by quarter and FY.
  - Approved Project Description Form (the project description form used for project approval)
- 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 for NVTA staff review prior to submission to locality/ agency Boards **one month ahead of the project sponsors Board/Council meeting** where you intend to 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 the Final signed SPA packet (including signed appendices & resolutions) to be uploaded in PIMMS **30 calendar days** prior to the Authority meeting. The 30 calendar days includes final NVTA staff, CFO & CEO review, Council of Counsel (C of C) review/response and preparation time for the Authority meeting packet. NVTA will email a copy of the fully executed SPA agreement after Authority approval.

Two months prior to the Authority meeting requesting approval of the SPA, 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. Please take advantage of the NVTA Draft review process. **Any Final SPAs not received at least 30 days prior to the Authority meeting will be held until the next scheduled meeting.**

## 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 and listed in PIMMS). Please leave the date field blank. You cannot change the language in this document.

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Ultimately it must be signed by the person so designated in your board/council resolution (Appendix E).

2. **Appendix A/B Scope, Schedule, Cost and Funding Updates:** The Project Title and SPA number will be auto populated by PIMMS. In PIMMS, you can copy the data from the approved application to the App A/B form or start afresh. You will then add the changes below.
  - a. Project Scope Changes - enter any changes in project scope, cost, and/or schedule that have occurred since the initial Project Description Form was approved by NVTA. Describe the changes and provide the rationale for changes in scope, cost, and/or schedule. Contact NVTA immediately to discuss any major project scope/schedule changes.
  - b. Project Schedule Changes per Phase - in PIMMS the project phases and schedule will auto populate if you are copying from application. Update the schedule by phase for the Total Project, not just the NVTA funded portion.
  - c. Total Cost by Phase & FY – this information will auto populate if you are copying from application. Enter any changes to the Total Cost of the Project by Phase & FY, not just the NVTA funded portion.
  - d. Update Other Secured Funding Sources - this information will auto populate if you are copying from application. Enter any changes to the “Other” funding sources already secured for each Phase of the project. For example, local funding, CMAQ, Smart Scale, etc.
  - e. Update Project Reimbursement Cash Flow for NVTA Funds in this SPA Only - this information will auto populate if you are copying from application. Enter any timing changes related to the schedule for the approved NVTA funding amounts by Phase and Fiscal Year for this specific SPA.
  - f. Quarterly Project Reimbursement Cash Flow by Quarter of Expenditure – Enter the breakout of the NVTA Funding per FY into quarters.
  - g. Once completed, print the App A/B form and have it signed by the signatory specified in the Resolution. Any subsequent updates can be signed by the signatory or Transportation Director. Upload the signed document to the site.
  
3. **Notes concerning the App A/B Form:**
  - a. **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.
  - b. **Appendix A/B:** NVTA may request updates to Appendix A/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. **Preliminary Engineering (PE):** The cost of preliminary engineering, environmental work, design, public involvement, contract preparation, permits, and associated staff time and oversight costs.
      - ii. **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.
      - iii. **Construction (CN):** Construction, construction engineering, inspection, and associated staff time and oversight charges.
      - iv. **Capital Asset Acquisition:** Purchase of capital assets or equipment.
      - v. Staff time should be charged to the appropriate project phase.

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- 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 B3 and B4 refer to the NVTA funded portion only, and both tables must match;
  - f. NVTA's CFO in conjunction with the Transportation Planners, will confirm the other funding sources reflected under Other Secured Funding Sources;
  - 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;
4. **Appendix D:** Tax Covenants is required with all SPAs irrespective of whether the particular SPA is specifically marked to be funded with bond funds or PayGo. 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.
  5. **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 SPA ID, project title, and NVTA-approved amount for the project. If the resolution was prepared and authorization approved as part of application, it must mention TransAction ID, TransAction project title, and the requested amount. The original signed or certified copy of the resolution must be included in the SPA package.

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

For approval, NVTA requires the PIMMS prepared signed Final SPA packet (including Appendices) 30 calendar days prior to the Authority meeting. The NVTA staff is available to review draft SPA documents 30 days prior to the Authority deadline above. 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?

Notify Lee Ann Henderson, Board Secretary to the Authority, [LeeAnn.Henderson@theNoVaAuthority.org](mailto:LeeAnn.Henderson@theNoVaAuthority.org) when your draft is available for preliminary review and again when your FINAL SPA document has been submitted in PIMMS. Lee Ann will route both draft copies and final copies through the NVTA review and approval processes. During the review process, you will be notified of any issues or corrections .

### 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 all of the Appendices A/B & E (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.

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- Signed SPA document
  - Signed Appendix A/B and a copy of the approved Project Description Form
  - Signed Appendix D
  - Signed Appendix E -Resolution or certified copy
2. NVTA Transportation Programming & Planning team will review the complete package and project description form.
  3. ACFO will review the Appendix A/B forms for accuracy
  4. CFO will review the complete package
  5. CEO will review and forward copy of complete packet to Council of Counsels for review.
  6. Board Secretary will add the SPA to the Authority Meeting Agenda for approval
  7. Once approved by the Authority, the Board Secretary will circulate the SPA to the CFO & CEO for final approval.
  8. The fully executed copy of the SPA will be emailed to the project sponsor and uploaded in PIMMS by the Board Secretary.

**Note:** Non-adherence to [Policy 29](#) may lead to the CEO taking a de-obligation request to the NVTA Finance Committee with a request for a recommendation to the Authority.