Amendment 01 to Voucher Agreement Number MP20W1A-11 Between CALSTART, Inc. and The City of Richmond

This Amendment No. 01 (Amendment) is dated for convenience as of August 09, 2023, and is made to Voucher Agreement number MP20W1A-11 between City of Richmond (Awardee) and CALSTART, Inc ("CALSTART"), executed September 13, 2021 ("Agreement"). The purpose of this amendment is to increase the voucher amount, update the budget, update the CMO Project Milestone Schedule, expand the project area, and update the project Financial Sustainability Plan.

Recitals

- On April 2, 2019, CALSTART executed grant number G17-CMDC-01 with the State of California Air Resources Board (CARB).
- On September 13, 2021, The City of Richmond (Awardee) entered into voucher agreement number MP20W1A-11 with CALSTART to perform the mobility project funded under CARB grant number G17-CMDC-01 for a reimbursable amount not to exceed one million and no/100 dollars (\$1,000,000).

NOW, THEREFORE, in consideration of the promises herein, and for good and valuable consideration, the Parties agree to amend Agreement as follows:

- 1. The reimbursable amount is increased by five hundred thousand dollars (\$500,000), for a total reimbursable amount not to exceed one million, five hundred thousand dollars (\$1,500,000).
- 2. Effective upon execution of this amendment, Attachment 1 (MOBILITY PROJECT VOUCHER BUDGET WORKSHEET) is replaced in its entirety per revised Attachment 1: MOBILITY PROJECT VOUCHER BUDGET WORKSHEET attached.
- 3. Effective upon execution of this amendment, CMO Project Milestone Schedule is replaced in it's entirety per revised CMO Project Milestone Schedule attached.
- 4. Effective upon execution of this amendment, the project area information: Location (City/Neighborhood) is updated to: City of Richmond, Belding Woods, North Richmond, East Richmond, and UC Berkeley Field Station. Map of Richmond Expanded Project Area is attached.
- 5. Effective upon execution of this amendment, the project financial sustainability plan is incorporated, Window 1 Mobility Project Voucher Awardees Updated Financial Sustainability Plan is attached.

Except as provided herein, all other terms and conditions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have caused their duly authorized officers to execute this Amendment as of the dates listed below, but to take effect as of August 09, 2023.

CALSTART, Inc.		The City of Richmond		
Ву:	(Signature)	Ву:	(Signature)	
Name:	Piero Stillitano (Print Name)	Name:	Eduardo Martinez (Print Name)	
Title:	Chief Financial Officer (Print Title)	Title:	Mayor (Print Title)	
Date:		Date:		

Attachment 1 (MOBILITY PROJECT VOUCHER BUDGET WORKSHEET)

Sample Mobility Provider Voucher Budget Worksheet (INCLUDES SAMPLE INFORMATION)
Instructions: This is a sample budget worksheet to provide examples of eligible costs and how funding can be allocated. Enter data in blue cells. Do not enter data in grey or white cells. Add rows as necessary. The entire sheet is "unlocked" and it is the applicant's responsibility to ensure that subtotals and calculations are accurate. Voucher amounts and category totals must comply with allowable voucher amounts in the Implementation Manual. For any contributed resource contributions to meet the 5-year Voucher Agreement Term, indicate monetary assets under "Community Resource Contributions", it is recommended that applicants additionally complete the optional "Category Eligibility Check Worksheet" in the table below to ensure that they meet eligibility equipments for categories that have minimum and maximum requirements. Please note that administrative activities can be reimbursed during the last year of your voucher agreement (Year 4 of Service Operation), this includes insurance compliance, activities associated with payment request submissions, issurance compliance, data reporting, printing, record retention, and mailing. Section 1: Project Components Section 2: Voucher Budget Section 3: Additional Funding Annual Budge Breakdown for Year 4 of Service Operation (Administrative Expenses Only) Annual Budget Breakdown Up to Year 3 of Service Operation (a) Expense Category and Sub-Category (b) Item description (c) Voucher amount (f) Project Launch requested per unit or hour (\$) (Up to 15 Months) (\$) or hours requested amount by item (\$) Operation (\$) Operation (\$) Operation (\$) Operation (\$) Approved oucher Cost Direct Labor Voucher Administration Operations and Maintenance Fringe Benefits Voucher Administration Planning Outreach and Marketing \$0 Voucher Administration Equipment/Capital Costs (Lead Only) Motor Vehicles and Associate Hardware Charging/Fueling Equipment and Installation and Installation

Additional Transportation

Enhancements (Maximum 25% of Intel Insurance) ubcontractor \$5,000 \$2,804 \$1,149 Voucher Administration SO \$3,428 \$341,348 \$143,782 \$20,762 \$8,002 Operations and Maintenance \$1,065 \$160 \$61,5 \$66,305 \$27,177 \$53.9 \$18.43 \$28,107 Outreach and Marketing \$7,500 \$4,981 \$76,4 \$27,24 Charging/Fueling Equipment and Installation \$1,143 \$50,000 Voucher Administration Outreach and Marketing Voucher Administration Grand Total Community Resource Contributions
Resource contributions are assets contributed to the project to support long-term sustainability to meet the 5-year Voucher Agreement Term that includes a minimum of 4 years of service operation and beyond. Resource contributions are not eligible for payment through you wholer hunding Instructions. Add in-kind monetary resource contribution assets. Operations and Maintenance Subcontractor Optional: Category Eligibility Check Worksheet Instructions: Calculate sums in "Category Total" and "Applicable Denominator" Columns. User may need to adjust e Eligibility Requirement Summary (See Implementation Manual for Details) Category Total Conforms to Eligibility Requirement? Maximum of 300% of amount of electric bicycle/scooter vehicles or 200% of amount of non-electric bicycle/scooter vehicles amount Bicycle/Scooter Infrastructure and Yes. Less than 300% of requested voucher funds for electric bikes/scooters (nothing in this category requested). Additional Transportation Maximum of 10% of total voucher amount Yes. Less than 10% of total voucher request (nothing in this category requested). Enhancements

CMO PROJECT MILESTONE SCHEDULE

4/15/21

PURPOSE: The **Project Milestone Schedule** is a tool to help you know when you need to meet CMO program milestones and to think about the timing and sequence of the project milestones your project needs to have in place to have your project be successful. **This template will be included in your voucher agreement** and will help to track progress towards your project plan. *Your project milestone schedule can be modified and updated over the voucher agreement term.*

INSTRUCTIONS: To complete your Project Milestone Schedule, fill out the template below. Items marked RED are requirements, and items color-coded BLUE are for you to modify:

- Mark the milestone number (Column A), description of the milestone to achieve (Column B), and the
 month number (Column C) in which you plan to achieve the milestone over the 5-year voucher agreement
 term, starting with Voucher Execution (O month). Please leave Calendar Date (Column D) blank. You can
 insert actual calendar dates (Column D) after your voucher has been executed.
- 2. Add in milestones and details for your project that are other additional steps critical to achieving launch within 1 year of voucher execution.
- Add/modify rows to this template, as appropriate, based on your project plan. At a minimum, you may use this template as your project milestone schedule, but you are encouraged to modify this template to suit your project.
- 4. Include work start dates as individual milestones for sub-contractors and other partners.

NOTE 1: Key CMO Program Requirements with deadlines are already in the template; you may meet these deadlines sooner than listed, but no later than those listed in order for you to meet the project launch deadline of within 1 year of voucher execution.

NOTE 2: Quarterly status reporting and payment reimbursements templates will be distributed to awardees at a later date, and are intended as opportunities to reflect the progress made on each of the project milestones.

DEADLINE: Submit your completed Project Milestone Schedule to: admin@cleanmobilityoptions.org in Word or Excel Format PRIOR TO VOUCHER EXECUTION in order to include in your voucher agreement.

	City of Richmond			
PROJECT MILESTONE SCHEDULE OVER 5-YEAR MOBILITY PROJECT VOUCHER TERM				
A. B. DESCRIPTION OF MILESTONE TO BE ACHIEVED NUMBER C. MONTH NUMBER CALENDAR DATE ACHIEVED ACHIEVED VOUCHER EXECUTION]				
1st Funding	1st Funding Year - PLANNING (O - 4 months) (Launch is required by 12th month)			
1	Voucher agreement executed and project insurance is in compliance.	0 months		
2	Secure contract with a Mobility Provider. Provide proof of contract to the Program	1 month		

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CMO PROJECT MILESTONE SCHEDULE

3	Administrator that a mobility provider is secured and under contract. Finalized project scope. Establish service parameters. Define marketing plan. Secure project vehicles.	2 months	
	Localized software suite. Quality assurance and internal system testing completed.		
4	Complete final installation of all planned CMO-funded infrastructure and submit for reimbursement. Pre-launch driver training completed. The app is available for download. All training workshops for Richmond staff conducted. All drivers trained and approved for live service. Fleet ready for service. Live field testing completed. All pre-launch marketing completed.	3 months	
5	Launch mobility service. Intended users of the service start using the service (if services have not already been launched). Feedback gathered from initial users. Post-launch marketings and promotion plan initiated. Ongoing optimizations of day-to-day operations.	4 months	
2nd Funding	Year - OPERATION YEAR 1		
6	Continue operating mobility service in compliance with CMO T&Cs.	5-17 months (Program Requirement)	
3rd Funding	Year - OPERATION YEAR 2		
7	Continue operating mobility service in compliance with CMO T&Cs	18-29 months (Program Requirement)	
4th Voucher	Year (No CMO Funding) - OPERATION YEAR 3		
8	Continue operating mobility service in	30-41 months	



CMO PROJECT MILESTONE SCHEDULE

	compliance with CMO T&Cs.	(Program Requirement)	
9	Source additional grant funding and/or other revenue sources from local businesses, advertising, and/or public entities to sustain operations of service.	30-41 months	
5th Voucher	Year (No CMO Funding) - OPERATION YEAR 4		
10	Continue operating mobility service in compliance with CMO T&Cs.	42-53 months (Program Requirement)	
11	Source additional grant funding and/or other revenue sources from local businesses, advertising, and/or public entities to sustain operations of service.	42-53 months	
12	Voucher Agreement Term Ends.	60 months	

4/15/21 Page 3 of 3

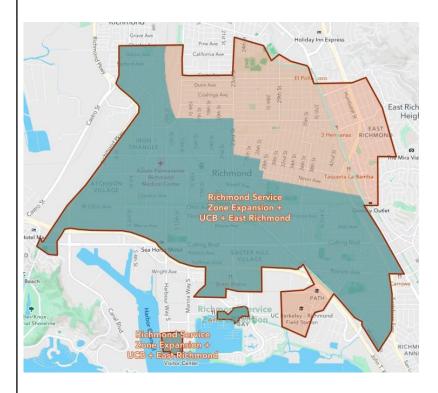
Overview

After launching in April 2022, Richmond Moves has filled a transit gap in the community by connecting residents to transit hubs like BART and the Ferry Terminal, as well as other places in town like MLK Park and Civic Center. Since launch, ridership has increased month after month, surpassing 12,000 total passenger trips. With current funding limitations, Richmond Moves can only cover a small portion of the city. With the additional Plus Up Funds from CMO, we would like to expand the service zone in order to meet the demands of the community. Additionally, at the start of service, there was not an electric Wheelchair Accessible Vehicle (WAV) on the market so had to outsource to a hydrogen power vehicle. We're excited to bring a WAV in house now that this is possible and will be using some of the plus up funds to pay for the operation of a WAV. While we wait for an electric WAV, we will be using a hybrid WAV. In summary, with the additional \$500,000, we plan to use the funds to 1) expand the service zone, 2) add a WAV EV (and hybrid in the short term), 3)add 1 PHEV to the fleet, and 4)invest in additional charging infrastructure.

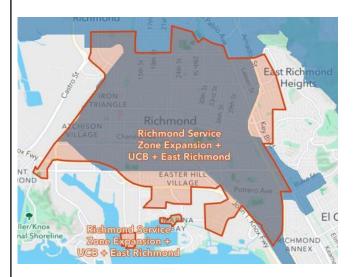
Map of Proposed Expanded Area

The current zone (blue) and proposed expanded zone (orange) are shown below. The proposed expanded zone includes:

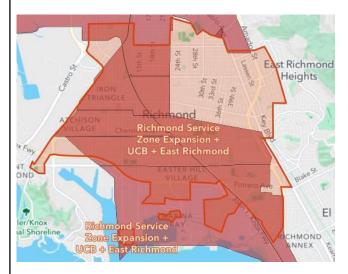
- Belding Woods
- North Richmond
- East Richmond
- UC Berkeley Field Station



AB 1550: The expanded zone covers almost all AB 1550 communities.



SB 535: As seen in orange, the expanded zone covers a portion of SB 535 communities, including Belding Woods.



Evidence from the Needs Assessment (Richmond First/Last Mile Transportation Strategic Plan)

The Richmond First/Last Mile Transportation Strategic Plan focuses on the development of a comprehensive strategy that focuses on development and implementation of a first mile/last mile transportation network across the entire city of Richmond. The recommendations in the report, including a first mile/last mile shuttle solution like Richmond Moves, seek to connect the City's existing mobility hubs, including Richmond BART Station, Richmond Ferry Terminal, and El Cerrito del Norte BART Station - all of which are covered in the Richmond Moves zone.

By focusing on first mile/last mile connections, the City of Richmond seeks to "improve connections between Richmond's neighborhoods and the Bay Area region". Currently due to funding constraints, the Richmond Moves zone covers only a small portion of the City, including City Central and the neighborhoods of Atchison Village, Santa Fe, Coronado, and Pullman. However, the Strategic Plan aims to bridge connections from all neighborhoods in Richmond, not just the city center core. By expanding into Belding Woods, North and East Richmond, more Richmond residents will be able to reach BART stations, AC Transit Bus Stops, and the Ferry Terminal - reaching the vision from the Strategic Plan.

Feedback or Comments from Community Members Showing Interest in Richmond Moves

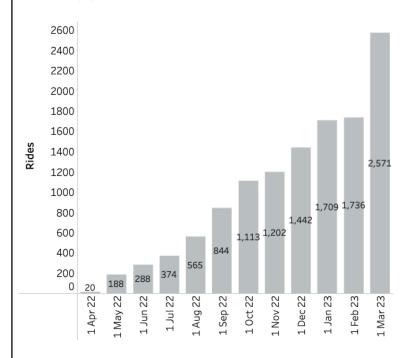
Rider Comments/Feedback from the Richmond Moves App

- "My first time using this service great driver and very quick .and professional this is a blessing to have. Thank you"
- "Richmond should have implemented this program many many moons ago.
- "Easy rides for sure!"
- "Nice and easy ride!"

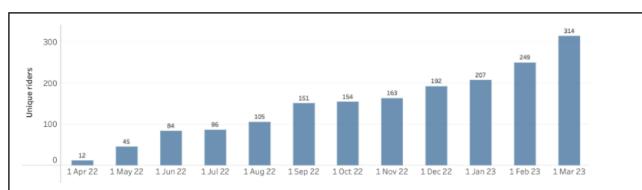
Ride Rating

Since launch, Richmond Moves has an average ride rating of 4.8/5.

Ridership per Month



Unique Riders per Month



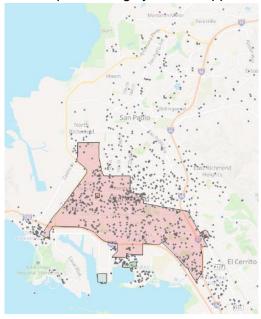
Additional Evidence of Community Engagement and Feedback that Shows Demand of Service and How Expanded Project Area helps meet the level of service needed for the Community.

Direct Email Outreach from Community Members

- "I was just reaching out because I wanted to know if there are plans to extend Richmond Moves service to cover all of Richmond? Right now, my house is a block outside of the range of service" (Feb 28, 2023)
- "I started a thread in the 'Everyone's Richmond' Facebook group and got a lot of feedback... others were upset that it doesn't include the North and East. Are there plans to expand the service?" (Dec 3, 2022)

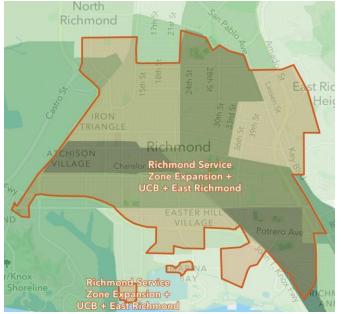
Richmond Moves App Downloads

The map below shows the locations of where the Richmond Moves app has been downloaded in the greater East Bay area, many of which are in the proposed expanded service area. Note - the chart captures roughly 70% of app downloads since launch.



Car-Free Households

A portion of the proposed expanded zone includes a dense area of car free households, including part of North Richmond neighborhood. By expanding the zone, more of these households will have access to mobility hubs and other resources within the Richmond core.



2020 Car Free Households

Households per square mile with no vehicle available, by census tract.

American Community Survey 5-year; 2020-16. Last updated in Remix: 9 months ago



Letters of Support from Community Members

See attached for letters from:

- City of El Cerrito
- West Contra Costa Transportation Advisory Committee

Community Interest for Expansion

When surveyed, 83 riders wrote it with areas to expand the service to. Responses included North Richmond, Iron Triangle, Hilltop, El Cerrito, San Pablo, and multiple responses for "All neighborhoods".

WINDOW 1 MOBILITY PROJECT VOUCHER AWARDEES UPDATED FINANCIAL SUSTAINABILITY PLAN

ADDITIONAL FUNDING FOR WINDOW 1 MOBILITY PROJECT VOUCHER AWARDEES OVERVIEW

There is a set-aside fund specifically for current MPV funded projects. Window 1 MPV Awardees are eligible for up to \$500,000 in additional funding for their current funded project without submitting a new voucher application. The additional funds for Window 1 MPV Awardees may be applied to a variety of eligible activities related to insurance compliance, capital acquisition, planning and operations, administration, outreach and marketing, participation in the Clean Mobility Equity Alliance (CMEA) meetings and other program activities only in support of the project scope outlined in their voucher agreement. Awardees must submit an updated financial sustainability plan and a revised budget that justifies the need and use of additional funds based on the current approved milestone schedule and budget to the Program Administrator for review and approval within 90 business days of receipt of their notification email. The Program Administrator will work with each awardee to process their voucher agreement amendment.

To apply for Additional Funding, please complete this Updated Financial Sustainability Plan by answering all required questions in the boxes, provide all relevant documentation and signatures.

Attachment 1. Mobility Project Voucher Budget Worksheet

Attachment 2. Updated Project Milestone Schedule

In order to be eligible to receive additional funding set aside for Window 1 Mobility Project Voucher Awardees, the entire request and supporting documents must be completed and submitted, including all required attachments.

 $^{^{1}}$ Window 1 MPV awardees who have less than \$1M in voucher funding in their current voucher agreement may

	PROJECT INFORMATION			
	VOUCHER NUMBER: _MP20W1A-1	11		
	EXECUTED VOUCHER AMOUNT: _\$	\$1,000,000		
1.	LEAD APPLICANT (AWARDEE) INFO	RMATION		
	Organization Name: City of Richmond			
	Mailing Address: 440 Civic Center Plaz	a, 2nd Floor		
	City: Richmond	State: CA		Zip Code: 94804
	Project Lead Primary Contact Name: D	enee Evans		
	Phone: (510)621-1718		Email: denee.evans	@ci.richmond.ca.us
2.	MOTOR VEHICLE OWNER INFORM Information about the Party that will tak party than the lead applicant. Organization Name:			<u>v CMO</u> . _. May be the same or d ^{iff} erent
	0.802000			
	Malling Address:			
	City:	State:		Zip Code:
	Project Lead Primary Contact Name:	ı	'	
	Phone:		Email:	
3.	MICROMOBILITY DEVICES OWNER Information about the party that will tak <u>CMO</u> . May be same or different party th	ke ownership of <u>micro</u>	omobili ^t y devices (e. <u>c</u>	g., bicycles, scooters. etc-} funded by
	Organization Name:			
	Mailing Address:			
	City:	St�te:		Zip Code:
	Project Lead Primary Contact Name:	1		
	Phone:		Email:	

4. MOBILITY OPERATOR INFORMATION

May be the same or different party than the lead applicant and/orfleet and micromobility devices owner. Indicate the mobility operatorfor each applicable project service model.

Project Service Model: Mlcrotransit				
Organization Name: Nomad Transit, LLC	C (a subsidiary of Via	Transportation, Inc.)		
Malling Address: 10 Crosby Street, F	loor 2			
City: New York	State: NY		Zip Code: 10013	
Project Lead Primary Contact Name:	Alex Seidel			
Phone: 206-669-5988 Email: alexandra.seidel@ridewithvia.com			eidel@ridewithvia.com	
Project Service Model:				
Organization Name:				
Mailing Address:				
City:	State: Zip Code:		Zip Code:	
Project Lead Primary Contact Name:				
Phone:		Email:		

PROPOSED BUDGET AND PLAN FOR FINANCIAL SUSTAINABILITY

This section collects information about the proposed budget and your plan/orfinancial sustainability. Projects must operate for at least 4 years from the date that operations fully launch (when participants start using the service). This period is referred to as the Project Operation Period. In this section, Window 1 MPV Awardees must describe strategies for maintaining the proposed services at least throughout the project operations period in the required Financial Sustainability Plan in their additional funding request.

1. Please indicate the total voucher amount you are requesting not-to-exceed \$1,500,000.

Note: Window 1 MPV awardees who have Jess than \$1M in voucherfunding in their current voucher agreement may applyfor more than \$500k to reach up to \$1.SM total in their amended voucher agreement. However, approval is upon availability offunds and CARB's discretion.

1 \$1,500,000		

2, Describe your strategies for maintaining the proposed service(s) for a minimum of 4-year project operation period.

Note: This response must explain how the service will be maintained for at least 4 years of full operations and sustained beyond the Project Operation Period. Include resources required to fully operate the project for at least 4 years from the date that operations fully launch.

Years 1-2

During the first two years of operations, the service will be primarily sustained through the CMO Voucher Program. The service will also be collecting farebox revenue.

Years 3-4

For years 3-4, Richmond will utilize several strategies to ensure that the service is sustainable. Revenues from the farebox will continue to be utilized. Additionally, the City and Via are exploring partnership opportunities with stakeholders in the region. For example, the team is in conversations with UC Berkeley contributing funds to the service once the service zone expands to include the UC Berkeley Field Station.

In addition to these partnership opportunities, the City of Richmond was recently awarded a TIRCP grant that, matched with funds from Richmond's ECIA fund, will enable the service to expand dty-wide and carry on for an additional 3 years once CMO funds are exhausted.

Describe your strategies for ensuring vehicles and equipment continue to serve the community if operation discontinues after the 5-year voucher agreement term.
If operation discontinues after the 5-year voucher term, Richmond would work with Via to develop various
strategies to continue to service the community. These might include:
 A lease-to-own model for vehicles. Vehicle cost could be amortized over the five years, or longer, to eventually ensure that Richmond owns the vehicles. Via is open to explore other innovative mode.
for the vehicles to continue to service the community.

3.

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- Existing charging stations. All EV charging stations will remain permanently for the lifetime of the hardware, usable by all Richmond residents.
- If Richmond takes over the operations of the service, Richmond Moves could transition to a Software-as-a-Service (Saas) model, where Via no longer coordinates and integrates the service and ensures vehicle maintenance, but only provides the software. Via's Saas solution allows partners to plug its transit management software into a fleet operated by the partner or a third-party agency. Partners rely on Via to provide, maintain, and support the technology system - including the backend routing and ride aggregation system, service management interface, and the Via Rider and Driver Apps. The Saas solution offers a full suite of tools and support services for partners to operate on-demand transit services with their own drivers, vehicles, dispatchers, and customer support representatives.

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ATTESTATIONS AND SIGNATURE

- I, the authorized officer to represent and sign this request on behalf of my organization/tribe as
 the Lead Applicant, have read, understand and agree to abide by all of the requirements, terms
 and conditions in the <u>CMO Implementation Manual</u>;
- 2. I attest to all of the following:
 - a. Our organization agrees that the eligible additional funds will be used directly towards the awarded project's eligible activities only in support of the project scope outlined in the

b. The total voucher award does not exceed \$1,500,000 In the Awardee's amended Voucher Agreement.

Signed by the authorized officer:

Name:	11
Eduardo Martinez	// bolene
Title:	Date:
Mayor of Richmond California	05/19/2023

Window 1 Mobilit y Profect Voucher Awardees Additional Funding Request and supporting documents may be submitted by email at admln@cleanmobflityoptlons.org, or by mail to the following address:

PLEASE RETURN SIGNED DOCUMENTS TO: Attention: Clean MobJllty Options

CALSTART

48 South Chester Avenue

Pasadena, CA 91106

www.cleanmobilityoptions.org

Describe your strategies for ensuring vehicles and equipment continue to serve the community
If operation discontinues after the 5-year voucher agreement term.
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3.

support representatives.