



March 12, 2026

To: Transit Committee

From: Darrell E. Johnson, Chief Executive Officer

Subject: Master Agreements for Transit and Intercity Rail Capital Program and State-Funded Transit Projects

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Overview

The Orange County Transportation Authority must execute two master agreements with the California Department of Transportation to access Transit and Intercity Rail Capital Program funding and other state funding for transit capital and operations projects. Board of Directors' approval is requested to execute these agreements.

Recommendations

- A. Authorize the Chief Executive Officer to negotiate and execute Master Agreement No. 64OCTAMA2026 for the Transit and Intercity Rail Capital Program and all necessary program supplement agreements with the California Department of Transportation for the reimbursement of Transit and Intercity Rail Capital Program-funded projects.
- B. Authorize the Chief Executive Officer to negotiate and execute the Master Agreement for state-funded transit projects, Agreement No. 64A0172 2026, and all necessary program supplement agreements with the California Department of Transportation for the reimbursement of state-funded transit projects.
- C. Approve Orange County Transportation Authority Resolution No. 2026-013, as required by the California Department of Transportation, to execute the above agreements No. 64OCTAMA2026 and 64A0172 2026 and authorize the Chief Executive Officer, or his designee, to sign future program supplements.

Background

On May 24, 2019, the Orange County Transportation Authority (OCTA) Board of Directors (Board) approved Master Agreement No. 64OCTAMA for the Transit and Intercity Rail Capital Program (TIRCP). The master agreement governs the

general use of TIRCP funding. The current agreement with the California Department of Transportation (Caltrans) expired on September 30, 2024, and must be updated if OCTA is to access TIRCP funding for new grants and allocations.

On January 11, 2016, the Board approved Master Agreement No. 64A0172 A01 for state-funded transit projects. The Master Agreement governs the general use of state funds for transit projects in the County. The current agreement with Caltrans expired on February 1, 2026, and must be updated if OCTA is to access state funding for transit projects.

Ongoing projects covered by program supplements to the current master agreements will not be affected by these expirations. Caltrans monitors the execution and expiration of these master agreements. Master agreements are updated when new transportation funding legislation is enacted or if an agency is awarded new funding that requires updated agreements. The California State Transportation Agency has released a new TIRCP call for projects, with awards expected later this year, and a revised master agreement will allow OCTA to access these funds if OCTA is awarded a grant. A new master agreement for state-funded transit projects would allow OCTA to apply for transit projects under the upcoming release of SB 1 (Chapter 5, Statutes of 2017) grant programs.

Discussion

The execution of two master agreements is required by Caltrans to access state funds for transit projects. The master agreements include:

- Master Agreement No. 64OCTAMA Transit and Intercity Rail Capital Program required to access TIRCP funds.
- Master Agreement No. 64A0172 2026 for state-funded transit projects is required by Caltrans to access state funds.

The master agreements outline the overall funding requirements for all projects which receive state funding. Individual projects are amended into the master agreement through individual program supplements, which outline the more detailed requirements for each specific project, allowable costs and payments, funding, audits and reports, and special requirements. Both master agreements will be effective from April 1, 2026, through April 1, 2036.

The new master agreements include updated definitions, added requirements for reporting and final reports, and added repayment terms for projects that are cancelled. The remaining terms in the new agreements are unchanged from the prior agreements. Additional information on changes from the prior agreements to Master Agreement No. 64OCTAMA and 64A0172 2026 are included in Attachments A and B, respectively. Staff from OCTA's Finance and

Administration, Internal Audit, and Planning divisions, and OCTA's legal counsel, have reviewed the agreement and are confident that OCTA can meet the requirements.

These master agreements must be accompanied by a certifying resolution (Attachment C), which authorizes the Chief Executive Officer to sign and execute this agreement, as well as the necessary program supplement agreements.

Summary

On May 24, 2019, the Board approved the current TIRCP master agreement, which has expired. Staff is requesting that the Board approve Master Agreement No. 64OCTAMA2026 and the accompanying resolution to access future TIRCP funding.

On January 11, 2016, the Board approved the current master agreement for state-funded transit projects Agreement No. 64A0172 A01, which has expired. Staff is requesting that the Board approve the new Master Agreement No. 64A0172 2026 and accompanying resolution to access future state funding for transit projects.

Attachments

- A. Changes in Master Agreement No. 64OCTAMA2026 Transit and Intercity Rail Capital Program Projects
- B. Changes in Master Agreement No. 64A0172 2026 Master Agreement State Funded Transit Projects
- C. Resolution No. 2026-013, Authorization for the Execution of Master Agreements and Program Supplements for Transit and Intercity Rail Capital Program-Funded Projects and State-Funded Transit Projects

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