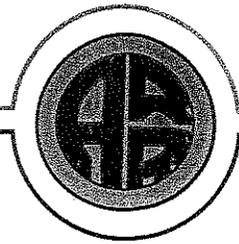


# ALASKA RAILROAD CORPORATION



## TECHNICAL ASSISTANCE GRANT AGREEMENT

### **Grantor:**

Alaska Railroad Corporation  
327 West Ship Creek Avenue  
P.O. Box 107500  
Anchorage, Alaska 99510-7500

### **Grantor Grant Administrator:**

Dave Vralsted  
Alaska Railroad Corporation  
327 West Ship Creek Avenue  
P.O. Box 107500  
Anchorage, Alaska 99510-7500  
Telephone: (907) 265-2478  
Fax: (907) 265-2625  
Email: [vralstedd@akrr.com](mailto:vralstedd@akrr.com)

### **Grantee:**

Anchorage Waterways Council, Inc.  
P.O. Box 241774  
Anchorage, Alaska 99524-1774

### **Grantee Project Manager:**

Holly Kent  
Executive Director  
Anchorage Waterways Council, Inc.  
P.O. Box 241774  
Anchorage, Alaska 99524-1774  
Telephone: (907) 272-7335  
Fax: (907) 277-9207  
Email: [holly@anchoragecreeks.org](mailto:holly@anchoragecreeks.org)

**Project Title and Description:**

The Alaska Railroad Corporation (ARRC) has entered into an Administrative Order on Consent (AOC) with the U.S. Environmental Protection Agency (EPA) under which ARRC is carrying out an environmental investigation known as a Remedial Investigation and Feasibility Study (RI/FS) at its Anchorage Terminal Reserve (Reserve or Site) in Anchorage, Alaska. The Reserve encompasses the lowermost segment of Ship Creek and its connection with the Knik Arm of Cook Inlet. The RI/FS will include an evaluation of this portion of Ship Creek.

This Agreement provides funding to Anchorage Waterways Council, Inc. (AWC) to retain one or more technical advisors to review the RI/FS documents and communicate Site technical information to the AWC membership and the local community. ARRC is providing this funding to the AWC under a Technical Assistance Grant (TAG). The technical advisor(s) will review the RI/FS work plans and reports, the risk assessment and other studies and reports that ARRC generates under the AOC, and review the alternatives for any Site remedial action that ARRC or EPA may determine is needed. The technical advisor(s) will communicate this Site information to the AWC membership and the local community through means such as newsletters, workshops and public meetings. This will facilitate better public understanding of the RI/FS process and technical findings and promote meaningful public participation. The AWC will utilize the TAG funding consistent with the attached *Terms and Conditions of Technical Assistance Grant*.

**Project Period:**

From the date that both ARRC and the AWC have executed this Agreement through the date EPA approves the Feasibility Study for the Anchorage Terminal Reserve RI/FS.

**Maximum Grant Amount:**

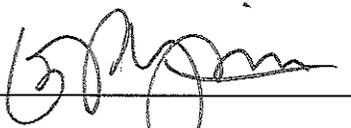
Not to exceed \$50,000.00.

**Offer and acceptance:**

ARRC through its undersigned representative hereby offers grant funding to AWC for 100% of all eligible documented costs, subject to the Maximum Grant Amount, for the costs that AWC incurs in carrying out this project as specified in this Agreement and the attached *Terms and Conditions of Technical Assistance Grant*, which is incorporated herein by reference. AWC through its undersigned representative accepts this offer.

The undersigned hereby represent that they are duly authorized to act of behalf of their respective organizations. The grantee agrees that this grant award is subject to this Agreement and that its acceptance of payments constitutes its agreement that any amounts that grantor determines have been overpaid will be refunded in full to grantor. The effective date of this Agreement is the date shown below when it has been signed by both the grantor and grantee.

**Alaska Railroad Corporation**

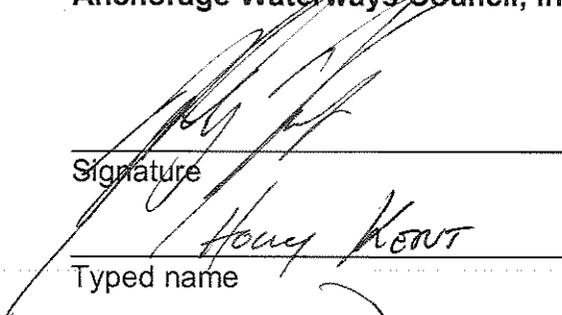
  
Signature

E.W. PIPER  
Typed name

AVP, SAFETY + OPERATIONS  
Title

8 FEB 06  
Date

**Anchorage Waterways Council, Inc.**

  
Signature

Holly KENT  
Typed name

EXECUTIVE DIRECTOR  
Title

1-25-06  
Date

## **Terms and Conditions of Technical Assistance Grant**

This document sets forth the terms and conditions for the Technical Assistance Grant (TAG or Grant) awarded by the Alaska Railroad Corporation (ARRC) to the Anchorage Waterways Council, Inc. (AWC). These terms and conditions are in addition to those set forth in the Technical Assistance Grant Agreement (Agreement) to which this is attached.

### **A. AWC demonstration of its status as a nonprofit corporation**

This Agreement shall not take effect until AWC has demonstrated to ARRC that it has incorporated as a nonprofit organization or filed the necessary documents for such incorporation with the appropriate state agency. AWC must demonstrate this status by providing ARRC with copies of the relevant incorporation documents.

### **B. ARRC funding under this Grant**

ARRC will provide 100% of the total AWC costs under this Grant that meet the eligibility criteria set forth below. AWC must document its TAG costs in the requests for reimbursement it submits to ARRC as described in Section E. below. ARRC will provide aggregate funding up to \$50,000 under this Grant.

### **C. TAG funding duration**

An important ARRC objective is that the TAG funding must be available throughout the Remedial Investigation and Feasibility Study (RI/FS) process at the Anchorage Terminal Reserve. That process will terminate with U.S. Environmental Protection Agency (EPA) approval of the Feasibility Study. AWC must plan its TAG activities and expenditures so that TAG grant funds remain available for the duration of the RI/FS process. The proposed TAG schedule that AWC provides to ARRC as required under Section E.2 below must be designed to meet this objective.

### **D. AWC costs eligible for Grant reimbursement**

- 1. Primary purpose of the TAG is to fund AWC technical advisor(s) to explain and interpret technical Site data to AWC members and the public***

AWC principally shall use the TAG funds to retain one or more technical advisors to review the RI/FS and risk assessment work plans, reports, analytical

data and other documentation that ARRC generates with respect to the ARRC Anchorage Terminal Reserve (Reserve or Site) under its RI/FS Administrative Order on Consent (AOC) with EPA and communicate that information to AWC members and the local community. If AWC already has an appropriate technical expert, procurement of an external advisor may be unnecessary. AWC also may use the TAG funds for related purposes such as newsletters, reports, public meetings and workshops, and other means of disseminating the technical advisor's work product to the public.

Examples of how technical advisors may support the process include the following:

- Reviewing the RI/FS and risk assessment work plans, findings and reports and communicating that technical information to the AWC membership and the local community through means such as newsletters, workshops and public meetings
- Visiting the Site periodically during the RI/FS process to observe the work to better communicate the RI/FS status and findings to the AWC members and the public

AWC may not use technical advisors who have a potential conflict of interest. Technical advisors will be deemed to have a potential conflict of interest if they currently conduct any work for EPA, the Alaska Department of Environmental Conservation (ADEC), the Federal Railroad Administration, ARRC, any current or past Site tenant or subtenant, or any potentially responsible party with respect to Site environmental conditions.

## **2. *Categories of costs eligible for reimbursement under this TAG***

AWC shall use the TAG funds only for the following purposes:

- Retaining one or more technical advisors to review the RI/FS work plans, analytical data and reports, the risk assessment work plans and reports, and the alternatives identified by ARRC or EPA for any remedial action that may be needed at the Site, and communicating that information to AWC members and the local community
- Funding a grant administrator who will help AWC manage and administer the grant
- Communicating the technical advisor's evaluations and summaries to the AWC members and the local community through means such as newsletters, fact sheets, newspaper notices or other means

- Holding public workshops and meetings
- Other activities not listed above may be eligible for TAG funding upon prior written approval from ARRC

**3. *Categories of costs not eligible for reimbursement under this TAG***

Costs outside those listed in Section D.2 above are not eligible for TAG funding. The following are examples of activities whose costs will not be reimbursed under this Grant:

- Lawsuits or other legal actions, such as paying for attorney fees for advice tied to any kind of legal action, or for any activities that would result in an attorney/ client relationship and associated attorney/ client privilege for project documents
- Political activity and lobbying
- Social, ceremonial, entertainment and related costs
- AWC member training or travel
- Generation of new primary data (e.g., collection and analysis of additional soil or surface water samples, or generation of biomedical data)
- Contesting EPA decisions relating to the Site (e.g., the EPA Record of Decision for any remedial actions that EPA may determine are necessary)
- Contesting ARRC decisions and actions relating to the Site (e.g., its use and management of the Site property and its compliance with AOC requirements)
- Resolving disputes with EPA or ARRC
- Epidemiological or health studies (e.g., urine or blood testing)

**E. *Grant performance monitoring and management***

**1. *ARRC and AWC grant and project managers***

Respecting the independence of any advice or work product by any technical advisor that AWC retains, ARRC will monitor AWC's technical and

financial performance under this Grant. ARRC will assign a Grant Administrator who will be responsible for distributing TAG funds and reviewing AWC's progress reports, the work product of its technical advisor(s), and its financial records that document the project costs and how the TAG funds have been spent. As of the date of this Agreement the ARRC Grant Administrator is the following:

Dave Vralsted  
Alaska Railroad Corporation  
P.O. Box 107500  
327 West Ship Creek Avenue  
Anchorage, Alaska 99501-7500  
Phone: (907) 265-2478  
Fax: (907) 265-2625  
Email: [vralstedd@akrr.com](mailto:vralstedd@akrr.com)

AWC also has designated a TAG Project Manager who will be the AWC point of contact for ARRC on all matters relating to this Grant. As of the date of this Agreement the AWC TAG Project Manager is the following:

Holly Kent  
Executive Director  
Anchorage Waterways Council, Inc.  
P.O. Box 241774  
Anchorage, Alaska 99524-1774  
Telephone: (907) 272-7335  
Fax: (907) 277-9207  
Email: [holly@anchoragecreeks.org](mailto:holly@anchoragecreeks.org)

ARRC and AWC will notify each other promptly in writing if there is any change in the contact persons designated above.

The AWC TAG Project Manager will have responsibility for the following tasks:

- Supervising the preparation of newsletters, newspaper notices or other means of communicating the technical advisor's summaries and other work product to the AWC members and the local community
- Scheduling and organizing public workshops and meetings where the technical advisor's work product can be presented and discussed
- Taking meeting notes and distributing meeting minutes

- Preparing contracts with any external technical advisor and grant administrator
- Documenting TAG-eligible expenses
- Maintaining project records and files
- Preparing quarterly progress reports, annual financial reports and the project close-out report to ARRC as described below

**2. *AWC schedule and status reports to ARRC***

AWC will submit to ARRC the following information regarding its performance of work under this Grant:

- a. Within 30 days after the effective date of this Agreement, a list of the activities AWC proposes to conduct under this TAG and the approximate schedule for this work. The overall purpose of this TAG is to assist AWC in communicating technical RI/FS information to the AWC members and the public - thus the TAG activities will be linked to the RI/FS technical documents that have been or will be generated during the project. ARRC will assist AWC in identifying these technical documents and the approximate dates when future documents will be generated. The AWC list of proposed TAG-funded activities and approximate schedule will assist in project planning and help ensure that the TAG funds will not be exhausted in the near term but will remain available for the duration of the RI/FS, specifically through EPA approval of the Feasibility Study report.
- b. Quarterly progress reports within 45 days after the end of each calendar quarter based on the progress report template that is included here as Attachment A. The quarterly progress reports shall include the following information:
  - Status of TAG-funded activities, including any changes to the AWC list of activities and approximate schedule described above
  - Budget performance status
  - Problems encountered
  - Copies of final versions of the newsletters, fact sheets, and other information distributed to AWC members or the

local community during the report period for which the AWC has sought or will seek TAG reimbursement

- c. Annual financial status reports within 90 days after the anniversary of the effective date of this Agreement
- d. Copies of final technical advisor work product within 10 days of its distribution to AWC members or the local community
- e. A final report containing the information specified at 40 CFR §35.4170(e) within 90 days after the TAG project has been completed.

### **3. *Funding and Payment Procedures***

AWC will provide ARRC with requests for TAG fund reimbursement on a monthly basis, by the 15<sup>th</sup> of each month (or the following business day if the 15<sup>th</sup> falls on a weekend or federal or state holiday). AWC will send these funding requests to the ARRC Grant Administrator for evaluation and approval. AWC will provide these requests for reimbursement using the Request for Reimbursement Form that is included here as Attachment B.

ARRC will provide TAG funding on a cost reimbursement basis only, i.e., ARRC will not provide any advance payments under this Grant.

ARRC will reimburse AWC for the full amount listed on its monthly requests within 30 days of receiving the request, unless ARRC informs AWC in writing that some or all of the costs are not eligible for reimbursement or that ARRC requires additional information to evaluate the costs for TAG eligibility. ARRC and AWC will use good faith efforts to resolve any dispute regarding an AWC request for reimbursement. ARRC reserves the right to review the requests for disbursement and their supporting documentation to determine that payment is justified.

### **4. *Technical advisor reports***

AWC shall send EPA, ADEC and ARRC copies of the newsletters, reports, meeting presentation materials and other work products for which AWC has sought or will seek TAG funding within 10 days after their distribution to AWC members or the public.

### **5. *AWC document retention***

AWC agrees to retain for the duration of this Agreement and for one year thereafter all documents relating to 1) the costs for which it has sought reimbursement under this TAG, 2) its determination that the technical advisor(s) whose costs are reimbursed under this TAG do not have a potential conflict of

interest, 3) the documents generated using TAG funds that it distributes to AWC members of the public, and 4) documents demonstrating its compliance with this Agreement. AWC agrees to provide these documents to ARRC upon ARRC's written request.

**F. Cancellation prior to project completion**

Either party may, for its sole convenience, cancel this Grant at any time, without cause, by giving written notice to the other party of its intention to do so. In the event of such cancellation, AWC shall be entitled to receive payment in accordance with the payment provisions of this Grant for services rendered or charges incurred prior to the effective date of termination. AWC shall not be paid for any work done after receipt of a notice of cancellation or for any costs incurred by AWC's subcontractors thereafter. In no event shall ARRC be liable for unabsorbed overhead or anticipatory profit on unperformed services.

Upon receipt of a notice of cancellation from ARRC or upon delivery of such a notice by AWC, whichever be the case, AWC shall immediately discontinue all service and it shall immediately cause any of its subcontractors to cease such work unless the notice directs otherwise and deliver immediately to ARRC all reports, plans, drawings, specifications, data, summaries or other material and information, whether completed or in process, accumulated by AWC in performance of the work under this Grant, including but not limited to the documents listed to be retained by AWC in Section E.5 above. Within thirty (30) days after the cancellation, AWC shall submit its final reimbursement request to ARRC and ARRC will process the request and make payment in accordance with Section E.3 above.

Notwithstanding the foregoing, AWC may not cancel this Grant without cause after performing substantially all of the work without first submitting the final report required by Section E.2.e.

**ATTACHMENT A**

**TECHNICAL ASSISTANCE GRANT (TAG) FROM  
ALASKA RAILROAD CORPORATION (ARRC) TO  
ANCHORAGE WATERWAYS COUNCIL, INC. (AWC)**

**AWC QUARTERLY PROGRESS REPORT**

<b>Report date</b>	
<b>Report number [sequential starting with 1]</b>	
<b>Report period</b>	
<b>AWC representative providing this report</b>	

<b>AWC TAG activities this quarter</b>	
<b>Dates [specific dates or ranges of dates as appropriate]</b>	<b>Activities</b>

<b>TAG-funded newsletters, reports, meeting presentation materials and other communications to AWC members or the local community this quarter</b>	
<b>Dates</b>	<b>Type of document or other communication</b>

<b>AWC TAG activities anticipated in the next quarter</b>	
<b>Estimated dates</b>	<b>Activities</b>

<b>TAG funding status</b>	
<b>Amount of TAG reimbursement requests this quarter</b>	
<b>Total amount of TAG reimbursement requests to date</b>	
<b>Estimated TAG reimbursement requests during the next quarter</b>	

**ATTACHMENT B**

**Anchorage Waterways Council, Inc.**

**Request for Reimbursement from Alaska Railroad Corporation  
under Technical Assistance Grant**

Period from: \_\_\_\_\_ [month and day] \_\_\_\_\_ to \_\_\_\_\_ [month and day] \_\_\_\_\_

Year: \_\_\_\_\_

Reimbursement Request No. \_\_\_\_\_ [Sequential starting with 1] \_\_\_\_\_

<b>TABLE A</b>			
<b>Technical assistance contractor document review costs</b>			
<b>Activity</b>	<b>No. of hours</b>	<b>Fee/ hour</b>	<b>Amount paid</b>
Review EPA-approved Site Background Report (SBR)			
Review EPA-approved RI/FS Work Plan			
Review ARRC monthly progress reports under the AOC			
Review Site data, evaluations and reports referenced in the SBR or generated during the RI/FS, and related ARRC, EPA and ADEC correspondence			
Review ARRC human health and ecological risk assessment scoping memorandum when submitted to EPA			
Review ARRC risk assessment reports and related ARRC, EPA and ADEC correspondence			
Review ARRC Treatability Study proposals and results			
Review draft and final RI Report			
Review draft and final FS Report			

Review other Site evaluations, reports or correspondence  [specify]			
Participate in Site tours and visits			
Other document reviews  [specify]			
<b>Total technical assistance contractor document review costs</b>			

<b>TABLE B</b>			
<b>Costs of communicating Site information to the public</b>			
<b>A. Technical assistance contractor costs relating to communication of Site information</b>			
<b>Activity</b>	<b>No. of hours</b>	<b>Fee/ hour</b>	<b>Amount paid</b>
Draft summaries, fact sheets, notices, or other reports regarding RI/FS and risk assessment for distribution to AWC members and/or the local community			
Participate in meetings with AWC project managers and grant administrators			
Respond to AWC member or citizen inquiries, including phone contacts, walk-ins and emails			

Assist in developing agendas for public meetings regarding RI/FS status and findings			
Participate in public meetings and workshops with AWC members and/or the local community			
Other activities relating to disseminating Site information  [specify]			
<b>Subtotal re technical assistance contractor costs relating to communication of Site information</b>			
<b>B. Other public communication costs</b>			
<b>Activity</b>			<b>Amount paid</b>
Printing and distributing newsletter mailings to AWC members and the local community			
Newspaper notices			
Notices issued through other media  [specify]			
Public meeting and workshop expenses  [specify]			
<b>Subtotal re other public communication costs</b>			
<b>Total public communication costs</b>			

**TABLE C**

**AWC Grant administration costs**

<b>Activity</b>	<b>No. of hours</b>	<b>Fee/ hour</b>	<b>Amount paid</b>
Preparing and revising proposed project schedule			
Preparing quarterly progress reports for ARRC			
Preparing annual financial reports for ARRC			
Creating and maintaining records of payments to technical assistance contractor(s) and other expenses for which AWC requests TAG reimbursement			
Other TAG administration costs [specify]			
<b>Total AWC TAG administration costs</b>			

**TABLE D**

**Request for Reimbursement Summary**

<b>Total costs under Table A</b>	
<b>Total costs under Table B</b>	
<b>Total costs under Table C</b>	
<b>Total costs eligible for reimbursement: sum of costs under Tables A, B and C</b>	
<b>TOTAL AWC REQUEST FOR REIMBURSEMENT</b>	