

Modification No. 1

**Memorandum of Agreement
Between
The Denver Regional Council of Governments
and
The Colorado Department of Transportation
and
The Regional Transportation District
regarding
The Denver Urban Transportation Planning Process**

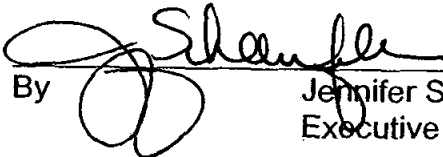
THIS MEMORANDUM OF AGREEMENT, entered into this 10th day of July 2001, by and between the Denver Regional Council of Governments (DRCOG), the Colorado Department of Transportation (CDOT), and the Regional Transportation District (RTD), is modified this 17th day of June, 2008, pursuant to action by the Governor on February 21, 2008 approving a revision of the Metropolitan Planning Area (MPA) boundary, as follows:

H. GEOGRAPHIC SCOPE

The metropolitan and regional transportation planning processes shall be carried out within the State of Colorado in the Denver metropolitan region. Such area shall include the entire geographic area of Adams, Arapahoe, Boulder, Clear Creek, Douglas, Gilpin, and Jefferson Counties, and the City and Counties of Broomfield and Denver, and a portion of Southwest Weld County.

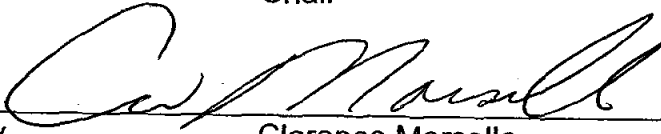
DENVER REGIONAL COUNCIL OF GOVERNMENTS

By 
Nancy McNally
Chair

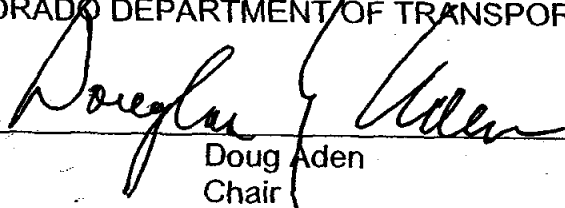
By 
Jennifer Schaufele
Executive Director

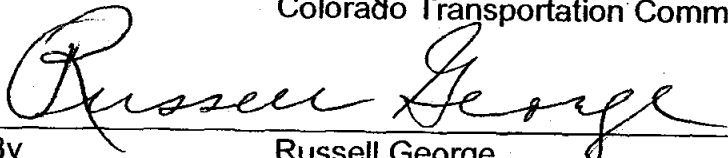
REGIONAL TRANSPORTATION DISTRICT

By 
Lee Kemp
Chair

By 
Clarence Marsella
General Manager

COLORADO DEPARTMENT OF TRANSPORTATION

By 
Doug Aden
Chair
Colorado Transportation Commission

By 
Russell George
Executive Director

**Memorandum of Agreement
between
The Denver Regional Council of Governments
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The Colorado Department of Transportation
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The Regional Transportation District
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The Denver Urban Transportation Planning Process**

THIS MEMORANDUM OF AGREEMENT is entered into this 10th day of July 2001, by and between the Denver Regional Council of Governments (DRCOG), the Colorado Department of Transportation (CDOT), and the Regional Transportation District (RTD).

WITNESS THAT

WHEREAS, pursuant to various federal statutes, the Federal Highway Administration (FHWA) and the Federal Transit Administration (FTA) have established regulations which call for each metropolitan area to have a continuing, cooperative and comprehensive transportation planning process that considers all transportation modes and supports metropolitan community development and social goals as a requirement for obtaining federal transportation funds; and

WHEREAS, federal statutes and regulations require each state to have a statewide transportation planning process that is fully coordinated with the metropolitan transportation planning process; and

WHEREAS, state statutes establish a coordinated statewide and regional transportation planning process that requires a twenty-year transportation plan for each region including those covered by a metropolitan planning organization (MPO); and

WHEREAS, the purpose for this Memorandum of Agreement (MOA) is to implement these statutes and regulations and to insure that a cooperative and collaborative transportation planning process is established among DRCOG, on behalf of its member governments, CDOT and RTD; and

WHEREAS, the DRCOG is empowered pursuant to Title 30, Article 28, C.R.S, as amended, to make and adopt a Regional Plan for the physical development of the territory within its geographical area, including, but not limited to, transportation,

land use, and population growth, and nothing contained in this MOA shall be construed to abrogate or delegate the exercise of statutory powers and duties of a regional planning commission and, as a Council of general purpose local governments, limit its ability under state and federal law to review and take action on all matters within the scope of its statutory responsibilities; and

WHEREAS, the Colorado Transportation Commission is responsible for formulating the general policy and planning the statewide transportation system including the management, construction and maintenance of public highways in Colorado, for adopting a statewide transportation plan, state transportation improvement program and annual budgets for the construction, maintenance and operation of the state highway system, and nothing contained in this agreement shall be construed to abrogate or delegate the exercise of the statutory powers and duties of the Transportation Commission as the appropriate state agency under state and federal law to review and take action on all matters within the scope of its statutory responsibilities; and

WHEREAS, the Board of Directors of the Regional Transportation District is empowered pursuant to Title 32, Article 9, Colorado Revised Statutes 1973 as amended, to develop, maintain and operate a mass transportation system for the benefit of the inhabitants of the District, which powers include the adoption of a comprehensive plan for such system, and any amendments thereto, including the adoption of budgets for the development and operation of such mass transportation system and adherence to the requirements of 32-9-107.7, C.R.S. As specified by federal funding requirements, RTD holds public hearings to obtain input on planning, budgeting and scheduling. RTD is the Public Transit Operator within its six-county geographical area, and is the designated recipient of federal mass transportation funds apportioned to the urbanized areas in the District, and nothing in this Agreement shall be construed to abrogate or delegate the exercise of the statutory powers and duties of the Regional Transportation District as the appropriate entity under state and federal law to review and take action on all matters within the scope of its statutory responsibilities; and

WHEREAS, the DRCOG is the designated Metropolitan Planning Organization and Transportation Management Agency (TMA) pursuant to 23 USC 134 and 49 USC 1601 et seq. and continues to carry out its responsibilities in accordance with 23 CFR 450, 43-1 Part 11, C.R.S. and 32-9-107.7, C.R.S.; and

WHEREAS, the pertinent federal regulations require that there be agreements between each Metropolitan Planning Organization, the State, and operators of publicly owned transit services which specify cooperative procedures for carrying out transportation planning and programming; and

WHEREAS, it is the desire and intent of the parties to fulfill the pertinent federal requirements for the Denver, Boulder and Longmont urbanized areas through DRCOG, pursuant to this Memorandum of Agreement, while recognizing and

preserving the policies and statutory responsibilities of the CDOT and the RTD under their respective enabling legislation; and

WHEREAS, statutes and regulations require that the metropolitan transportation planning process consider all modes of transportation, and projects that will support the economic vitality of the metro area; increase the safety and security of the transportation system for motorized and non-motorized uses; increase the accessibility and mobility options available to people and freight; protect and enhance the environment, promote energy conservation and improve quality of life; enhance the integration and connectivity of the transportation system across and between modes, for people and freight; promote efficient management and operation; and emphasize the preservation of the existing transportation system consistent with metropolitan and local development goals; and

WHEREAS, successful implementation of the Denver region's comprehensive plans and programs requires the continuing cooperative effort of local, regional and state governments.

NOW, THEREFORE, BE IT RESOLVED THAT the parties hereto do mutually agree as follows:

A. PARTIES

The Denver Regional Council of Governments, the Colorado Department of Transportation, and the Regional Transportation District hereby agree to carry out and actively participate in the continuing, cooperative and comprehensive metropolitan transportation planning process in accordance with applicable federal and state law and regulations. Further, the parties agree to collaborate to establish effective mechanisms to meet the needs of the metropolitan and regional transportation planning process.

B. APPLICABILITY

This MOA applies to the continuing, cooperative and comprehensive transportation planning process required to be carried out in the Denver metropolitan area under 23 U.S.C. Section 134, and 49 U.S.C. Section 1601, et seq. and 43-1 Part 11, C.R.S. and 32-9-107.7, C.R.S. as implemented by the applicable regulations in order for the region to qualify for federal transportation funds and meet state regional transportation planning requirements.

C. PURPOSE

The purpose of the metropolitan transportation planning process, in addition to meeting federal requirements, is to develop through a collaborative process a multimodal transportation system for the region that (1) supports the region's Metro Vision Plan and amendments thereto, (2) meets each party's planning needs, roles and responsibilities, and (3) addresses the needs of the public.

D. PARTICIPANT RESPONSIBILITY AND COMMITMENT

As the Metropolitan Planning Organization, the DRCOG is responsible for operation and maintenance of the metropolitan transportation planning process within the MPO planning area and the state regional transportation planning process within the region but outside the MPO planning area. Such responsibility includes preparing and adopting, in a manner consistent with this MOA, all required plans, programs and documents of the planning process.

The parties to this MOA agree to actively participate in the planning process, to collaborate to establish effective mechanisms to meet the needs of the planning process and to fulfill commitments established pursuant to this MOA. While it is recognized that the parties are ultimately bound by the actions of their respective agencies, they commit to present within their organizations the recommendations resulting from the planning process.

E. FUNCTIONS AND PRODUCTS OF THE PLANNING PROCESS

To ensure the availability of federal highway and transit funds to the region each entity eligible for federal funds must ensure that federal and state planning requirements are met. The involvement and cooperation of the Regional Transportation District and the Colorado Department of Transportation is necessary to insure implementation feasibility. To this end, the transportation planning process shall serve as the focal point for cooperative, multi-modal transportation planning, programming and decisionmaking for the region.

The parties shall cooperate in preparation, update and amendment of a Regional Transportation Plan and Transportation Improvement Program consistent with state and federal requirements. Descriptions of the work activities and stipulations of agency involvement on an annual basis shall be set forth and agreed upon each year in the Unified Planning Work Program.

The parties agree that to respond to the continuing needs of the transportation planning process, changing state and federal requirements and the necessity to establish specific procedures and interagency coordination mechanisms, the planning process will produce and maintain a program prospectus. This prospectus shall document policies, procedures, coordination mechanisms,

criteria and other agreements established through the transportation planning process.

F. ORGANIZATION OF PLANNING PROCESS

1. Policy Body

The Board of Directors of the Denver Regional Council of Governments, as prescribed in its Articles of Association, is the Metropolitan Planning Organization and policy body for the transportation planning region within its geographic area. Board of Directors policy actions that differ from the Regional Transportation Committee's (RTC) recommendation shall be referred back to the RTC for reconsideration.

2. Regional Transportation Committee

To assist the Board of Directors in discharging its transportation planning responsibilities, a Regional Transportation Committee is established. This committee shall prepare and forward policy recommendations to the Board of Directors as necessary and appropriate to the successful discharge of the Board's transportation responsibilities. Policy recommendations shall be considered as approved by the Regional Transportation Committee upon affirmative vote of 12 of its members.

The Regional Transportation Committee shall be comprised of the following members or persons, at an appropriate decisionmaking level, whom they designate in writing to represent them and vote on their behalf at a specific meeting:

DENVER REGIONAL COUNCIL OF GOVERNMENTS (5 members)

- Chairman of the Board of Directors (Committee Chairman)
- Vice-Chairman of the Board of Directors
- Two members of the Board of Directors
- Executive Director

COLORADO DEPARTMENT OF TRANSPORTATION (4 members)

- Three Denver metropolitan area Transportation Commissioners
- Executive Director

REGIONAL TRANSPORTATION DISTRICT (4 members)

- Three members of the RTD Board of Directors
- General Manager

OTHER MEMBERS (3 members)

- Three members appointed annually by the Committee Chairman upon unanimous recommendation of the Executive Directors of DRCOG, CDOT and the General Manager of RTD.

3. Transportation Advisory Committee

A Transportation Advisory Committee is established to assist the Board of Directors and the Regional Transportation Committee by reviewing the work of the transportation planning process, advising on methods of planning and implementation and working with staff to develop policy options and, as appropriate, making recommendations to the Regional Transportation Committee. The advisory committee's composition and operating procedures shall be documented in the prospectus. The intent is to have knowledgeable representatives from the parties to this agreement; local government staff; and representatives of air quality agencies, business, environmental organizations, and the freight industry serve on this committee.

4. Staff Coordination

To facilitate inter-agency coordination in carrying out the transportation planning process, staff coordination mechanisms and procedures shall be established and documented in the prospectus.

5. Public Participation

Public participation shall be afforded at all stages of the planning process. A public participation plan shall be prepared and adopted by the Board of Directors. This plan shall provide a structure to assure that public involvement occurs in the most appropriate manner given the issues and actions under consideration.

G. PRINCIPLES AND OBJECTIVES OF THE MPO PLANNING PROCESS

The parties agree that the transportation planning process will be carried out in a manner consistent with the following principles and objectives:

1. To annually solicit input on the goals and objectives of the planning process and collaboratively establish goals and objectives for transportation planning that will guide ongoing and future transportation investment decisions in the Denver metro region.
 - Members of the governing boards of each agency should meet annually to discuss goals and objectives of the transportation planning

process and comments solicited from the greater community. Members should also set the agenda and framework of the planning program for the given year. Issues relating to the coming year's planning program as well as future transportation investment priorities should be discussed along with other relevant matters.

- Coordinate the different project priority setting processes within the three agencies, local municipalities and counties to mesh with regional goals and objectives set by the governing boards to minimize overlapping efforts that prove to be confusing to the general public.
 - Provide opportunities for meaningful participation by members of the public and private sector as part of the transportation planning process.
 - Establish a clear decision-making structure that defines the roles and responsibilities of each agency but allows for flexibility in transportation planning and administration.
 - Establish cooperative interagency staff and key state and federal agency communications to resolve technical and financial issues that must be addressed as part of the planning and implementation process.
2. Provide for the integration of development and transportation plans so that both are mutually supportive.
- Work with local municipalities and counties to coordinate the integration of transportation planning and land use including the encouragement of transit oriented development at designated locations.
 - Coordinate with local entities to assure that adequate right-of-way preservation is made to optimize future transportation options.
 - Coordination with local entities between the three agencies for land use and transportation should address regional needs.
 - Coordinate and prioritize transportation investments to achieve a balance between transportation and quality of life issues for communities. In the planning and design of transportation projects, the three agencies need to recognize and be responsive to community needs.

H. GEOGRAPHIC SCOPE

The metropolitan and regional transportation planning processes shall be carried out within the State of Colorado in the Denver metropolitan region. Such area shall include the entire geographic area of Adams, Arapahoe, Boulder, Clear Creek, Douglas, Gilpin, and Jefferson Counties, and the City and Counties of Broomfield (after November 1, 2001) and Denver.

I. CHANGES IN AGREEMENT

Any alteration, extension, supplement, or modification of the terms of this MOA as detailed herein shall be agreed in writing by the parties to this MOA.

J. TERMINATION OF AGREEMENT

This MOA was entered into by the parties to carry out the metropolitan and regional transportation planning processes. Any one of the parties may terminate its interest and obligations under this MOA by giving at least 60 days notice in writing to the other parties.

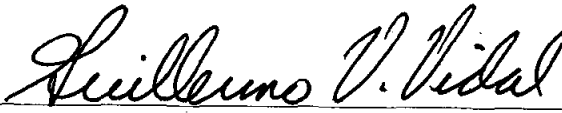
K. SUPERSESSION OF PREVIOUS AGREEMENTS

This MOA supersedes the previous Memorandum of Agreement between these parties or their predecessors dated January 28, 1977.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day first written above.

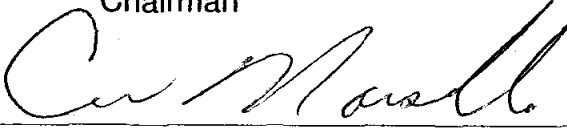
DENVER REGIONAL COUNCIL OF GOVERNMENTS


By Jan Scherck
Chairman

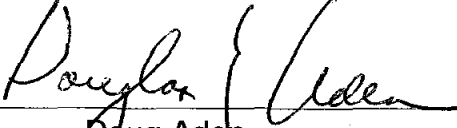

By Guillermo V. Vidal
Executive Director

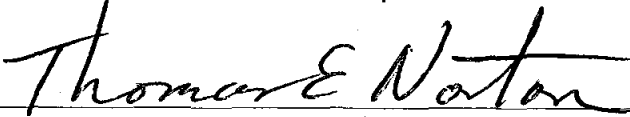
REGIONAL TRANSPORTATION DISTRICT


By Mary Blue
Chairman


By Clarence W. Marsella
General Manager

COLORADO DEPARTMENT OF TRANSPORTATION


By Doug Aden
Chairman
Colorado Transportation Commission


By Thomas E. Norton
Executive Director