

AGREEMENT
AMONG
VERMONT AGENCY OF TRANSPORTATION (VTrans),
CHITTENDEN COUNTY REGIONAL PLANNING COMMISSION (CCRPC),
AND
CHITTENDEN COUNTY TRANSPORTATION AUTHORITY (CCTA)

This Agreement is entered into and effective (unless otherwise noted) on May 18, 2016 among the Vermont Agency of Transportation, hereinafter called VTrans, the Chittenden County Regional Planning Commission, an entity created by 24 V.S.A Chapter 117, hereinafter called CCRPC, and the Chittenden County Transportation Authority, an entity created by 24 Appendix V.S.A. Chapter 801, hereinafter called CCTA, collectively known as "the Parties". This Agreement will be appended to the annual grant agreement between CCRPC and VTrans, and the annual contract between the CCRPC and CCTA. The annual grant agreement with CCRPC will comply with all applicable state and federal contracting provisions. The terms of this Agreement shall remain in force indefinitely unless one of the Parties gives 6-months' notice of termination, at such a time all parties shall agree to negotiate a new agreement in good faith. It may be amended per section VI, below.

WHEREAS, the Burlington urbanized area of Chittenden County has been designated as an urbanized area, having a population in excess of 50,000, and is therefore required to have a cooperative, continuing, and comprehensive transportation planning process in accordance with 23 USC Section 134 and 49 USC Section 5303, and the CCMPO formation Memorandum of Understanding dated April 20, 1983; and,

WHEREAS, VTrans has funds available through the United States Department of Transportation (USDOT), Federal Highway Administration (FHWA), and Federal Transit Administration (FTA) and possibly funds from other federal and state agencies which may be used to facilitate urban and regional transportation planning; and

WHEREAS, USDOT regulations 23 CFR Part 450.314(a), (b), and (c) specify the need for an agreement between the CCRPC, State, and transit providers to identify the responsibilities in cooperatively carrying out transportation planning; and

WHEREAS, CCRPC, VTrans; and CCTA seek to strengthen their working relationship through open communications, shared objectives, and a collaborative approach to problem solving;

NOW THEREFORE, it is mutually agreed as follows:

I Communication, Cooperation and Coordination

1. Purpose

All of the items in this Agreement require communication, cooperation and coordination among the CCRPC, VTrans, and CCTA. This section defines some specific ways in which the CCRPC, VTrans, and CCTA agree to communicate, cooperate and coordinate.

2. Definitions

The definitions of "consultation", "cooperation" and "coordination" found in 23 CFR 450.104 shall apply throughout this Agreement for transportation-funded projects.

3. Geographic Issues related to Transportation Planning

- a. CCRPC will be responsible for transportation planning activities in the CCRPC geographic area. CCRPC will coordinate with CCTA on transit planning activities. There may be circumstances when CCRPC and VTrans agree that it is appropriate for VTrans, CCTA or another affected party to perform transportation planning work. These activities will be included in the Unified Planning Work Program (UPWP).
- b. Public involvement regarding UPWP tasks within the CCRPC area will be the responsibility primarily of CCRPC. VTrans may also conduct public involvement activities in consultation and coordination with CCRPC as the need may arise. CCTA will consult with CCRPC when public involvement activities are undertaken relative to work within the UPWP. CCTA may conduct their public involvement initiatives on any other activities within the CCRPC area as needed.

4. Relationship between the State Long Range Transportation Plan and the Metropolitan Transportation Plan

- a. The Metropolitan Transportation Plan (MTP) shall be developed in cooperation with VTrans and CCTA in conformance with 23 CFR 450.322.
- b. The Statewide Transportation Plan shall be coordinated with the MTP in conformance with 23 CFR 450.214(f).

5. Coordination on National Transportation Goals and Performance Measures

- a. CCRPC, CCTA and VTrans will work cooperatively to identify performance measure targets for the Metropolitan Planning Organization (MPO) area as required by MAP-21 and FAST Act. CCRPC and CCTA will work cooperatively with VTrans on data collection activities, annual documentation, and reporting as required to track progress towards attainment of performance measures and outcomes within the CCRPC region.

6. Communication and Reporting Mechanisms

- a. Development of the UPWP, MTP, and the Transportation Improvement Program (TIP) will be mutually cooperative among CCRPC, VTrans, and CCTA. Contacts between CCRPC, VTrans, and CCTA will be through designated contacts or persons. Each party is free to direct any inquiry or exchange any information with representatives of the other organization.
- b. Each party shall have a primary contact.
 - 1) VTrans will designate a member of the VTrans Policy, Planning and Intermodal Development Division. This person will be known as the coordinator and will facilitate the cooperative interaction between VTrans and CCRPC.
 - 2) The primary contact for CCRPC is the Executive Director.
 - 3) The primary contact for CCTA is the General Manager
- c. VTrans, CCRPC, and CCTA will regularly exchange information regarding current policy directions, current issues of concern, current planning efforts, overall trends and directions, the efficiency and effectiveness of this Agreement, funding issues, and other matters as appropriate.
- d. VTrans conducts transportation planning throughout the state through the Transportation Planning Initiative (TPI), a cooperative program with the Regional Planning Commissions (RPCs). VTrans shall keep the CCRPC informed of transportation planning initiative activities relevant to Chittenden County by sending CCRPC copies of routine transportation planning initiative communications. CCRPC shall participate in TPI and shall cooperate with and coordinate transportation planning activities with the neighboring RPCs engaged in the TPI. CCRPC shall communicate relevant transit planning activities from the TPI to CCTA.
- e. To the extent VTrans plans to implement any management systems affecting the other parties, the other parties may participate in said management system development and oversight.

7. Routine Conduct of Business

- a. Consistent with the CCRPC bylaws and the Vermont Open Meeting Law, any material relevant to matters under consideration at a meeting of the CCRPC Board, or any duly appointed committee of CCRPC, shall be provided to all participants at least one week prior to the meeting.
- b. Materials related to the UPWP, TIP, MTP, and other items as appropriate, shall be provided to VTrans and CCTA by the CCRPC in a timely manner. Such materials will also be provided to FHWA and FTA by the appropriate party.
- c. VTrans and CCTA shall respond to submissions by CCRPC in a timely manner in light of relevant target dates.

8. Conflict Resolution

- a. In the event of written notice from any of the Parties that the Party seeks assistance in resolving any dispute arising under this Agreement between the Parties (Notice), each Party shall appoint a representative to a Conflict Resolution Committee (CRC), and agree to the appointment of a neutral tie-breaker representative to the CRC within 30 days of the receipt of such notice.
- b. The CRC shall investigate and prepare findings of fact and conclusions of law with respect to the dispute and make recommendations to the Parties for resolving the dispute within 30 days of receipt of the Notice.
- c. If any of the Parties is aggrieved by the CRC's Decision, the Parties agree to attempt to mediate the dispute with an experienced mediator; the cost of the mediator shall be paid for by VTrans.
- d. If the Parties are unable to resolve the dispute through mediation, they may take further legal action as provided by law.

II
Unified Planning Work Program

1. Purpose

CCRPC's Unified Planning Work Program (UPWP) is a statement of the planning work to be undertaken in a particular fiscal year. It describes the tasks and the budgeted costs of each task, identifies who will perform the work, offers a schedule for work completion, and lists the anticipated products of that work. The UPWP process also identifies coordination requirements for specific projects between CCRPC and VTrans or CCRPC and CCTA. The CCRPC UPWP shall be prepared in conformance with the requirements of 23 CFR 450.308.

2. Content

- a. The UPWP shall identify all work to be performed by CCRPC in the fiscal year.
- b. Work performed will be organized by categories mutually agreed upon by all parties.
- c. Within each category, work shall be described as a series of work tasks. Each task shall contain an overall description of work to be performed, a budget for performance of the task, the source of funds, which agency will perform the work, a timeline for completion of the task; and product(s) to be expected from the task. Relevant information shall be provided at a sufficient level of detail to allow CCRPC, VTrans and CCTA a clear understanding of the transportation task.
- d. The UPWP shall include work tasks identified in the TPI program.
- e. CCRPC and VTrans shall cooperatively select planning projects that support the attainment of national performance goals as identified in MAP-21, FAST Act, or subsequent federal legislation.
- f. For information purposes, the UPWP should also include other relevant surface transportation planning activities taking place in the CCRPC geographic area.
- g. All transportation activity undertaken in the UPWP tasks will be compatible with applicable VTrans and FHWA planning regulations, standards and guidelines.

3. Process

The UPWP will:

- a. Be developed annually by CCRPC through a UPWP committee and consistent with CCRPC's Public Participation Plan (PPP). VTrans and CCTA will participate on the UPWP committee.
- b. Be the basis for the annual work agreements between CCRPC and VTrans, and CCRPC and CCTA.
- c. Be the basis for financial participation by FHWA, FTA, state, and local government within the CCRPC geographic area.
- d. Be adopted by the CCRPC in accordance with its bylaws and PPP.
- e. CCRPC will execute annual contracts with VTrans and CCTA.

4. Amendment

- a. CCRPC will conduct a review of UPWP tasks and budgets at the midpoint of each year and, if changes are required, a mid-year adjustment to the UPWP will be prepared. The mid-year adjustment shall be developed cooperatively by CCRPC and VTrans. The mid-year adjustment requires the approval of the CCRPC Board. If the adjustment is significant or adds funds to the maximum limiting amount of the UPWP contract a formal contract amendment with VTrans will be necessary.
- b. If there is a significant adjustment to the UPWP required (as determined by VTrans) outside of the mid-year adjustment; CCRPC Board approval and a formal contract amendment with VTrans will be necessary.

5. Schedule

The UPWP will be developed annually based on the following schedule to achieve a contract by the end of July:

- a. VTrans, in consultation with FHWA and FTA, will inform CCRPC of the estimated available Consolidated Planning (PL) Funds on or about January 1st.
- b. CCRPC will provide a draft UPWP to VTrans and CCTA for review and comment on or about March 31st. VTrans and CCTA will provide review comments as part of the UPWP development process.

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- c. CCRPC will prepare a final UPWP for approval at the regularly scheduled May CCRPC board meeting, and deliver the approved UPWP to VTrans by May 31st.
 - d. VTrans/CCRPC and CCRPC/CCTA UPWP Contracts will be in place by July 31st.

6. Funding

UPWP cost sharing is as follows:

- a. Consolidated PL funds: Eighty percent (80%) federal, ten percent (10%) VTrans and ten percent (10%) CCRPC.
- b. The cost-sharing framework in paragraph 6(a) above may be modified for specific UPWP tasks and/or projects on a case-by-case basis by mutual agreement of the parties.

7. Progress

CCRPC staff will report to VTrans and CCTA monthly on progress towards achieving the UPWP goals including performance and expenditures.

III

CCRPC Metropolitan Transportation Plan (MTP)

1. Purpose

The CCRPC MTP will establish the overall regional strategy for transportation development and its relation to regional economic, environmental, land use and social issues over a planning horizon of at least twenty years. The MTP will establish the basic strategy to which all transportation improvement projects must adhere; all future projects, if not explicitly identified by the MTP, must be consistent with the MTP. The MTP may also identify specific projects required to address existing or future transportation problems or to further specific social, economic or environmental goals.

2. Format

The MTP may be in any format consistent with the other requirements of this Agreement and state and federal planning law.

3. Content

CCRPC's MTP shall be developed in accordance with the requirements of 23 CFR 450.322.

4. Process

CCRPC's MTP shall be developed by CCRPC in cooperation with VTrans and CCTA and consistent with CCRPC's PPP. It shall be adopted by CCRPC in accordance with its bylaws and PPP.

5. Amendment

The MTP may be amended from time to time in accordance with the CCRPC bylaws and PPP to reflect changes in the region, available funds, or for other reasons. Amendments shall be made by CCRPC in cooperation with VTrans and CCTA. Any amendment to the plan shall constitute an adoption of the plan as of the date of the amendment. A plan amendment is not the same as a plan update and may not be substituted for an update as referenced in III (6) below.

6. Schedule

The CCRPC MTP shall be updated at least every five (5) years.

IV

Project Planning/Development & Act 250/Sec. 248

1. Purpose

Several UPWP work items form a bridge between planning and subsequent project design and implementation. These items include project planning and scoping (including environmental issues identification related to the National Environmental Policy Act (NEPA), and issues identification related to Vermont's Act 250), CCRPC participation in Act 250 proceedings, and participation in Transportation Improvement District planning.

2. Corridor Studies and Other Transportation Planning Studies

- a. Corridor studies and other transportation planning studies are conducted to gain a thorough understanding of transportation issues in Chittenden County and to develop concepts for potential transportation improvements.

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- b. Transportation planning studies conducted by CCRPC are identified in the annual UPWP. Major projects requiring enhanced coordination between CCRPC and VTrans and CCRPC and CCTA will be identified.
 - c. CCRPC will consult with VTrans on projects involving State-owned assets. Coordination will include providing VTrans with the opportunity to review project scopes of work and will include meetings with VTrans staff as appropriate for each project. VTrans will participate in these planning processes.
 - d. On State-owned assets CCRPC will seek a formal municipal recommendation of a preferred alternative.
 - e. CCRPC will consult with CCTA for projects that are proximate to existing or future transit routes. CCTA will participate in these planning processes.

3. Project Definition Studies

- a. Project Definition (Scoping) is the process that takes identified needs/ideas and generates the necessary information to turn an idea into a project. In general, projects must be defined before inclusion in the TIP.
- b. As part of UPWP development, VTrans and CCRPC will, on an annual basis, cooperatively determine the project definition studies to be conducted and the party responsible for conducting the studies. When mutually agreed to by VTrans and CCRPC, cost sharing for individual project planning studies may be on a basis different than provided for in Article II, part 6 of this Agreement.
- c. Project Definition studies undertaken by CCRPC will be conducted in cooperation with VTrans and CCTA, as appropriate, and in conformance with the VTrans Project Development Manual or the soon to be adopted VTrans Project Definition Process Guidebook.
- d. For projects involving State-owned assets, CCRPC will consult with VTrans. Coordination will include providing VTrans with the opportunity to review project scopes of work and will include meetings with VTrans staff as appropriate for each project. VTrans will participate in these planning processes.
- e. For projects that are proximate to existing or future transit routes, CCRPC will coordinate with CCTA. CCTA will participate in the planning process.

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- f. CCRPC, CCTA, and VTrans commit to actively collaborate on developing implementable solutions with the involved municipalities. On State-owned assets, CCRPC will seek a formal municipal recommendation of a preferred alternative and provide that recommendation to VTrans.
 - g. Projects selected for project definition must be determined to be consistent with the MTP.
 - h. Draft project definition reports prepared by CCRPC will be reviewed by VTrans and CCTA as appropriate.
 - i. CCRPC acknowledges that conducting a scoping study does not guarantee project advancement.
 - j. Because a number of years can pass between CCRPC's project scoping and VTrans project development, there may be occasions when VTrans will pursue a preferred alternative different from the municipally-preferred alternative. VTrans and CCRPC will work with the municipality in an effort to develop a mutually agreed-upon project. VTrans will communicate its final decision and rationale to the municipality following a project's acceptance into the Capital Program.

4. CCRPC Participation in Act 250/Sec. 248 Proceedings

- a. VTrans and CCTA may consult with CCRPC, and CCRPC may consult with any other party, for information and advice relevant to Act 250/Sec. 248 proceedings on projects in Chittenden County. VTrans and CCTA may request that CCRPC provide technical and policy information and data relevant to an Act 250/Sec. 248 proceeding in which they are participating. Each of the other parties may also ask CCRPC to testify on their behalf in Act 250/Sec. 248 proceedings.
- b. Regardless of whether CCRPC's participation in Act 250/Sec. 248 proceedings is at the request of the other parties or by its own initiative, CCRPC will consult appropriately with the affected municipality(ies), VTrans, and CCTA.

5. CCRPC Participation in Transportation Improvement Districts

CCRPC will participate with VTrans as necessary in analysis and project identification for Transportation Improvement Districts (TIDs) established in Chittenden County.

V
Transportation Improvement Program (TIP)

1. Purpose

The TIP is a multiyear, multi-modal program of transportation improvement projects, which is consistent with the MTP. It contains a priority list of projects, financially constrained by federal fiscal year, to be carried out during a period of no less than four years.

2. Format

- a. The TIP shall contain a listing of projects sorted by town/agency. At a minimum, project priority shall be indicated by grouping the projects into project years. In certain circumstances projects not defined (i.e. small capital projects, certain transit projects, projects which have already had a considerable design effort although they were never defined) may be included in the TIP. These circumstances will be determined on a case-by-case basis by agreement between CCRPC, VTrans and with CCTA as appropriate.
- b. The listing shall be accompanied by a narrative which addresses all applicable items of 23 CFR 450.324.
- c. The TIP shall be accompanied by a Certification of the Planning Process in accordance with the requirements of 23 CFR 450.334.

3. Content

The CCRPC's TIP shall be developed in accordance with the requirements of 23 CFR 450.324. The TIP shall, at a minimum:

- a. Be a financially constrained, by federal fiscal year, 4-year list of prioritized transportation projects within the metropolitan area paid for in part or in whole with federal funds.
- b. Include phases of activity related to construction of transportation projects (e.g. preliminary engineering, right-of-way, construction or capital expenses) and, for transit operational and capital expenses.
- c. Reflect adequate funding for operations and maintenance of the existing transportation system while implementing proposed projects.
- d. Contain any regionally significant transportation project even if funded without federal funds.

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- e. Be consistent with the MTP.
 - f. Contain at least the same informational items as the State Transportation Improvement Program (STIP).

4. Process

- a. The TIP will be developed by CCRPC in cooperation with VTrans and CCTA, and in consultation with other transportation providers.
- b. The TIP will be developed by CCRPC consistent with the CCRPC bylaws, PPP, and other applicable policies.
- c. The TIP will contain only projects for which adequate funding can be expected. VTrans will provide the CCRPC with an estimate of available Federal and State funds for the CCRPC's use in determining financial constraint. Estimates may be updated subsequent to the adjournment of the General Assembly and the Governor signing into law the Capital Program and Capital Development Plan. The CCRPC may also develop alternate funding estimates for purposes of analyzing alternative TIP program development scenarios. Unless mutually agreed by the parties, no alternative funding estimate shall be considered binding on VTrans, CCTA or CCRPC.
- d. Upon adoption of the TIP by the CCRPC and approval by the Governor, the TIP will become, without modification, part of the STIP (per 23 CFR 450.326).
- e. An affirmative vote by VTrans for TIP adoption at a CCRPC meeting constitutes a commitment to recommend approval of the TIP by VTrans to the Governor.
- f. Changes made to the VTrans Capital Program by the Vermont General Assembly and signed by the Governor that affect the TIP will be considered for TIP amendment by CCRPC.

5. Amendment

- a. When amendments to the TIP are necessary, they will be made in conformance with the CCRPC bylaws, TIP Amendment Procedures and PPP.
- b. CCRPC shall prepare, adopt, and maintain TIP Amendment procedures. They shall be prepared in cooperation with VTrans and CCTA and adopted by the CCRPC Board.

6. Schedule

- a. VTrans shall notify CCRPC of estimated available funds for the following four (4) fiscal years by January 31st.
- b. CCRPC will send CCTA a TIP funding request by March 1st. CCTA will respond by April 1st.
- c. CCRPC, in coordination with VTrans and CCTA, shall develop a draft TIP to be submitted to VTrans and CCTA for comments by May 15th. Copies will also be provided to FHWA and FTA. VTrans and CCTA will provide review comments by May 30th as part of the TIP development process.
- d. In accordance with the bylaws and PPP, CCRPC will prepare a final draft TIP to be warned for public hearing at the regularly scheduled June Board meeting. A public hearing shall be held at CCRPC's regularly scheduled July meeting and, if the Board so chooses, the TIP shall be adopted.
- e. CCRPC shall submit the Adopted TIP to the Governor by July 30th for inclusion in the State Transportation Improvement Program (STIP). VTrans shall submit the STIP to FHWA and FTA.
- f. CCRPC, VTrans and CCTA recognize the importance of continuity in carrying out a program of transportation improvements. Should CCRPC, VTrans and CCTA fail to agree on whether to include a given project in the TIP, the TIP development process will continue to move forward on the above schedule. Within the financial constraint, a financial "place holder," equivalent to the value of the project will be placed into the TIP and the disagreement will be referred to the Conflict Resolution mechanism in Section I (8) above.

7. TIP Project Tracking

The CCRPC shall track TIP projects as they pass from planning through design into completion. Such tracking will consist primarily of reviewing and monitoring projects to be implemented for conformance with the MTP and for consistency with the project idea as originally scoped and the project budget.

VI
Agreement Amendment

Any of the Parties may propose changes to this Agreement. Changes that are mutually agreed upon shall be incorporated as written amendments to this Agreement. No variation or alteration of the terms of this Agreement will be valid unless made in writing and signed by authorized representatives of the Parties.

Following enactment of reauthorization of surface transportation funding by the federal government, the parties will reexamine this Agreement and appropriate amendments offered to assure Agreement's conformity with federal law and regulations.

CHITTENDEN COUNTY
REGIONAL PLANNING
COMMISSION:

VERMONT
AGENCY OF TRANSPORTATION:


Andrew Montroll, Chair

5/17/16
Date


Chris Cole, Secretary

5/18/11
Date

CHITTENDEN COUNTY TRANSPORTATION AUTHORITY


Karen Walton, General Manager

5/18/16
Date

APPROVED AS TO FORM:

DATE: 5/18/2016


ASSISTANT ATTORNEY GENERAL