

## AMENDMENT NO. 1 TO COOPERATIVE TRAVEL MODEL SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

THIS Amendment No. 1 to the Memorandum of Agreement between the Atlanta Regional Commission (ARC) of Atlanta, Georgia, and the San Diego Association of Governments (SANDAG) of San Diego, California, and the Metropolitan Transportation Commission (MTC) of Oakland, California, and the Association of Metropolitan Planning Organizations of Washington, DC (AMPO)(collectively referred to herein as the "Parties"), dated June 1, 2013 ("Agreement"), is made and entered into as of October 1, 2014.

### RECITALS

WHEREAS, the Parties desire to add the Puget Sound Regional Council (PSRC) and the San Francisco County Transportation Authority (SFCTA) to the cooperative effort as MPO Partners under the Agreement; and

WHEREAS, the SFCTA is not a metropolitan planning agency (or MPO); and

WHEREAS, AMPO has established the AMPO Research Foundation (AMPORF) as a 501c3 organization and received official IRS designation creating an entity within AMPO that can receive foundation funding for research activities; and

WHEREAS, AMPO has assigned this cooperative effort to AMPORF, and AMPORF released the request for proposal to complete the deliverables described in Attachment 1 and entered into a contract with the selected vendor.

WHEREAS, the Parties desire to amend the Agreement as described in this Amendment 1.

NOW, THEREFORE, the parties agree to modify the Agreement as follows:

1. PSRC and SFCTA shall be added as partners to the Agreement and shall be listed in Article 6.
2. Recognizing that partner agency SFCTA is not an MPO, all references to "MPO Partners" shall be replaced with "Agency Partners".
3. Recognizing AMPO assigned AMPORF this effort, all references to "AMPO" in the Agreement shall be replaced with "AMPORF".
4. Article 4(a) is deleted in its entirety and replaced with the following:
  - a. Subject to annual budget decisions and the approval of their respective governing bodies, the Agency Partners identified in 6(c)(i), MTC, 6(c)(ii), SANDAG, and 6(c)(iii), ARC, intend to provide \$27,500 (twenty-seven thousand five hundred dollars) in Year 1 and \$35,000 (thirty-five thousand dollars) in Year 2.
5. The following is added to Article 4 as 4(f):

f. Subject to annual budget decisions and the approval of their respective governing bodies, the Agency Partners identified in 6(c)(iv), PSRC, and 6(c)(v), SFTCA, intend to provide \$52,500 each in Year 3.

6. Article 6(c) is deleted in its entirety and replaced with the following:

c. All notices or other communications to the Agency Partners and AMPO shall be deemed given when made in writing and delivered, mailed, emailed, or faxed to such party at their respective addresses as follows:

- i. To MTC:                   Attention: David Ory  
Metropolitan Transportation Commission  
101 Eighth Street  
Oakland, CA 94607-4700  
Email: [DOry@mtc.ca.gov](mailto:DOry@mtc.ca.gov)  
Phone: (510) 817-5755
  
- ii. To SANDAG:            Attention: Clint Daniels  
San Diego Association of Governments  
401 B Street, Suite 800  
San Diego, CA 92101  
Email: [Clint.Daniels@sandag.org](mailto:Clint.Daniels@sandag.org)
  
- iii. To ARC:                Attention: Guy Rousseau  
Atlanta Regional Commission  
40 Courtland Street, NE  
Atlanta, GA 30303-2538  
Email: [GRousseau@AtlantaRegional.com](mailto:GRousseau@AtlantaRegional.com)
  
- iv. To PSRC:                Attention: Billy Charlton  
Puget Sound Regional Council  
1011 Western Avenue, Suite 500  
Seattle, WA 98104  
Email: [BCharlton@psrc.org](mailto:BCharlton@psrc.org)
  
- v. To SFCTA:                Attention: Elizabeth Sall  
San Francisco County Transportation Authority  
1455 Market Street, 22<sup>nd</sup> Floor  
San Francisco, CA 94103  
Email: [Elizabeth.Sall@sfcta.org](mailto:Elizabeth.Sall@sfcta.org)

6. Attachment 1 is deleted in its entirety and replaced with the following:

ATTACHMENT 1

DELIVERABLES FOR CONSOLIDATED TRAVEL MODEL SOFTWARE

- Memorandum outlining the common and unique components of the existing Agency Partner implementations.
- Unified Modeling Language Diagrams including Object Diagrams, Activity Diagrams, and Use Cases necessary to convey the new software architecture and engineering design.
- Recommendations to Agency Partners for data and/or business process enhancements necessary to consolidate existing travel model implementations.
- Recommend and implement a testing framework and continuous integration platform for the new software.
- Project backlog identifying all tasks necessary to develop a consolidated travel model software package.
- Framework for releasing new versions of the software compatible with the model system integration needs of each Agency Partner.
- Fully functional software that meets the goals and objectives laid out by the Agency Partners.
- Complete Application Programming Interface documentation of new software.
- Software Users Guide.

7. Unless otherwise stated in this Amendment 1, all other terms and conditions of the Agreement remain in full force and effect.

8. This Amendment 1 may be executed in any number of identical counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument when each party has signed one such counterpart.

IN WITNESS THEREOF, the Agreement has been executed by the parties hereto as of the day and year first written above. This Amendment may be executed in counterparts by each party hereto and shall be effective as the effective date shown above.

Counterpart 1 of 6 to AMENDMENT NO. 1 TO COOPERATIVE TRAVEL MODEL SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

ASSOCIATION OF METROPOLITAN PLANNING ORGANIZATIONS

By: \_\_\_\_\_

Name: DELANIA HARDY

Title: Executive Director

Counterpart 2 of 6 to AMENDMENT NO. 1 TO COOPERATIVE TRAVEL MODEL  
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

METROPOLITAN TRANSPORTATION COMMISSION

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to read 'S. Heminger', is written over a horizontal line. The signature is stylized with loops and a long horizontal stroke.

Name: STEVE HEMINGER

Title: Executive Director

Counterpart 3 of 6 to AMENDMENT NO. 1 TO COOPERATIVE TRAVEL MODEL  
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

SAN DIEGO ASSOCIATION OF GOVERNMENTS

By: \_\_\_\_\_



 Name: GARY L. GALLEGOS

Title: Executive Director

Counterpart 4 of 6 to AMENDMENT NO. 1 TO COOPERATIVE TRAVEL MODEL  
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ATLANTA REGIONAL COMMISSION

By: 

Name: DOUGLAS R. HOOKER

Title: Executive Director

Counterpart 5 of 6 to AMENDMENT NO. 1 TO COOPERATIVE TRAVEL MODEL  
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

PUGET SOUND REGIONAL COUNCIL

By:  \_\_\_\_\_


Name: JOSH BROWN

Title: Executive Director

Counterpart 6 of 6 to AMENDMENT NO. 1 TO COOPERATIVE TRAVEL MODEL  
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY

By:

A handwritten signature in cursive script, appearing to read "Tilly Chang", is written over a horizontal line.

Name: TILLY CHANG

Title: Executive Director