

COMPREHENSIVE AGREEMENT

THIS COMPREHENSIVE AGREEMENT is made and entered into on this 23rd day of October, 2008 by and among the State of Hawaii ("State"), by its Governor of the State of Hawaii, the Oahu Metropolitan Planning Organization ("OahuMPO"), by its Chairperson of the Policy Committee, and the City and County of Honolulu, on its own behalf and as the Operator of the Publicly Owned Transit Services ("Operator"), by its Chairperson of the City Council.

W I T N E S S E T H:

WHEREAS, the applicable sections of the Code of Federal Regulations ("CFR") require that: (1) the responsibilities for cooperatively carrying out transportation planning and programming shall be clearly identified in an agreement between the State, the Metropolitan Planning Organization ("MPO"), and the Operator, and (2) cooperative procedures for carrying out transportation planning be specified in an agreement between the State, the MPO, and the Operator; and

WHEREAS, the applicable federal regulations provide that, to the extent possible, there be one cooperative agreement containing the required understandings among the State, the MPO, and the Operator; and

WHEREAS, there have been some changes to the federal regulations that modified the requirements of and terminology used in the Metropolitan Transportation Planning Process; and

WHEREAS, Hawaii Revised Statutes ("HRS") Chapter 279E establishes an MPO in each county with population in excess of 200,000; and

WHEREAS, OahuMPO is the MPO for the City and County of Honolulu ("City"), which includes the urbanized areas of Kailua-Kaneohe and Honolulu; and

WHEREAS, the City, as authorized under HRS Chapter 51, owns, maintains, and operates a mass transit system; and

WHEREAS, Revised Ordinances of Honolulu 1990 Sections 4-2.1 through 4-2.6 provide for coordination between the City and the OahuMPO for the purposes of transportation planning, and authorize the presiding officer and Chair of the Honolulu City Council ("City Council") to execute the Comprehensive Agreement with the OahuMPO on behalf of the City; and

WHEREAS, the public is best served through an open and collaborative transportation planning process in which responsible government agencies have a common understanding of the needs and concerns of users, and work together to develop a transportation system that is responsive to those needs and concerns;

NOW THEREFORE, the parties hereto do mutually agree as follows:

A. COMPREHENSIVE AGREEMENT DATED

23 October 2008

A.1. Rescinding Prior Comprehensive Agreement and Approving a New Comprehensive Agreement. The Comprehensive Agreement entered into on February 14, 2001 among the Governor of the State of Hawaii, the Chair of the Oahu Metropolitan Planning Organization, and the Chair of the City Council is hereby rescinded and is replaced by this Comprehensive Agreement.

A.2. Revisions, Additions, or Modifications. This Comprehensive Agreement is subject to mutual understandings and agreements among the parties hereto; and any revisions, additions, or modifications are subject to the approval of all of said parties.

A.3. Termination. Any party may terminate this Comprehensive Agreement upon (30) days prior written notice of termination sent to all parties.

B. OAHUMPO ORGANIZATION AND STRUCTURE

B.1. Policy Committee. Pursuant to HRS Sections 279E-2 and 279E-3, the direction of the cooperative, comprehensive, and continuing Metropolitan Transportation Planning Process for Oahu shall be vested in the OahuMPO Policy Committee ("Policy Committee").

The Policy Committee shall be composed of thirteen (13) members. These members shall include:

- (a) Five (5) members of the City Council, and pursuant to Resolution 01-37:
 - (1) who shall be appointed by the Chairperson of the City Council; and
 - (2) at least three (3) of whom shall be members of the Council standing committee having primary responsibility for transportation issues;
- (b) Three (3) members of the State Senate:

- (1) one (1) of whom shall be the chairperson of the Senate Committee with primary responsibility for transportation issues. In the event there is more than one chairperson of the Senate committee with primary responsibility for transportation issues, the Senate President shall identify the chairperson who shall serve on the Policy Committee. Said chairperson is not required to be a resident of the City and County of Honolulu; and
- (2) two (2) of whom shall be residents of the City and County of Honolulu and shall be appointed by the Senate President;
- (c) Three (3) members of the State House of Representatives:
 - (1) one (1) of whom shall be the chairperson of the committee of the House of Representatives with primary responsibility for transportation issues. Said chairperson is not required to be a resident of the City and County of Honolulu; and
 - (2) two (2) of whom shall be residents of the City and County of Honolulu and shall be appointed by the Speaker of the House;
- (d) One (1) member shall be the State Director of Transportation; and
- (e) One (1) member shall be the director of the City department assigned primary responsibility for transportation planning.

Each member of the Policy Committee who is a member of the State Legislature or City Council shall serve for the same term as the term of office for which the member is elected. There shall be no remuneration for this service.

Vacancies in the Policy Committee which occur shall be filled in the same manner in which the original member was appointed. The Senate President, Speaker of the House, and Chairperson of the City Council may replace their appointee(s) to the Policy Committee at any time. The resignation or replacement of any Policy Committee member shall be in writing and shall be filed with the OahuMPO.

The Policy Committee shall provide the policy direction for the OahuMPO. It shall appoint all members of the OahuMPO staff. Support services for the Policy Committee shall be provided by the independent OahuMPO staff.

B.2. Chair: Function and Term of Office. The members of the Policy Committee shall elect annually a Chair and Vice Chair on a rotating basis between members of the State

Legislature and the City Council. In years where the rotating Chair is a member of the State Legislature, the Vice Chair shall be a member of the City Council. In years where the rotating Chair is a member of the City Council, the Vice Chair shall be a member of the State Legislature. In the event of the disability or absence of the Chair, the Vice Chair shall act on behalf of the Chair. The Chair shall be responsible for the establishment of the Policy Committee's meeting agenda. The Chair shall place on the agenda for full hearing any issue, project, or subject matter relating to transportation which is requested by at least three members of the OahuMPO Policy Committee or by its Executive Committee. Any written request for matters to be placed on the agenda from any governmental agency should be directed to the Chair, with copies distributed to the members of the Executive Committee. The Chair shall be authorized to execute all documents approved by the Policy Committee.

B.3. Executive Committee. The Executive Committee shall consist of OahuMPO's Policy Committee Chair, its Vice Chair, the Director of the State Department of Transportation, and the Director of the City department with primary responsibility for transportation planning. The presence of two (2) Executive Committee members shall constitute a quorum provided that: (a) at least one City and one State Executive Committee member is present; and (b) at least one is either a State legislator or a City Council member. The Executive Committee may assist the Chair in setting the agenda and make recommendations to the Policy Committee regarding policy direction and personnel actions.

B.4. Meetings. Policy Committee meetings shall comply with applicable provisions of HRS Section 279E-6 and Part I of Chapter 92, HRS (Sunshine Law).

When the Policy Committee makes any decision, there shall be at least six (6) members of the Policy Committee present, of whom at least three (3) shall be from the State and at least three (3) shall be from the City. Decisions shall be made by a majority vote of the members present.

Policy Committee meetings shall be conducted in accordance with Robert's Rules of Order, newly revised, where existing rules are silent.

B.5. Technical Advisory Committee ("TAC"). The OahuMPO shall have a TAC to advise the Policy Committee and the Executive Director on technical matters. The members of the TAC shall be:

- (a) Two (2) staff members from the State Department of Transportation;

- (b) Two (2) staff members from the State Department of Business, Economic Development, and Tourism, one (1) of whom shall be a staff member from the Office of Planning;
- (c) Two (2) staff members from the City Department of Transportation Services;
- (d) Two (2) staff members from the City Department of Planning and Permitting;
- (e) The Managing Director (serving as a non-voting member) of the Hawaii Transportation Association;
- (f) A faculty member (serving as a non-voting member) of the University of Hawaii with background in transportation or city planning; and
- (g) One (1) staff representative each (serving as non-voting members) from the Federal Highway Administration, Federal Transit Administration, and Federal Aviation Administration.

The TAC shall also include a staff member of any successor City or State agency that is assigned primary responsibility for transportation or planning on Oahu.

TAC staff members from the City and State transportation and planning agencies shall be designated by the Director of their respective agency. The faculty member from the University of Hawaii shall be appointed annually by the Policy Committee Chair.

TAC members may designate one or more alternates. Alternates must be members of the same governmental agency, organization, or institution as the designating TAC member. The names of alternates shall be submitted in writing and filed with the OahuMPO.

TAC staff members from the City and State transportation and planning agencies and their alternates shall not include Directors or appointed employees exempt from civil service. Civil service employees, including those serving as Deputy Director, may serve on the TAC, except when they are serving as Acting or Interim Director.

The TAC is to be an integral part of the OahuMPO's collaborative process. The efforts of the TAC will be directed toward ensuring technical competence in the Metropolitan Transportation Planning Process (see Part C herein) and making recommendations regarding the designation of specific agency responsibilities for the technical items noted in Table 1 attached hereto.

The TAC shall meet as frequently as necessary and shall assist the OahuMPO in the OahuMPO's decision-making process by providing advice on technical matters, including, without limitation, the technical items noted in Table 1, attached hereto and incorporated herein by reference.

Support services for the TAC shall be provided by the independent OahuMPO staff.

B.6. Citizen Advisory Committee ("CAC"). The OahuMPO shall have a CAC through which it can solicit public input to advise the Policy Committee and the Executive Director. The CAC shall be broadly based and consist of representatives from non-governmental organizations, including the City's Neighborhood Boards, having an interest in and concern with transportation issues and the development of Oahu. CAC membership shall include organizations representing segments of the population traditionally underserved by existing transportation systems.

The CAC shall advise the Policy Committee and Executive Director on transportation planning issues in accordance with the adopted OahuMPO public participation plan as it may be amended from time to time. The OahuMPO public participation plan shall, at a minimum, comply with the requirements of the appropriate implementing federal regulations. The CAC shall be an integral part of the OahuMPO public participation process and shall serve as a means of keeping citizens' groups and the public informed of the aims and progress of the cooperative, comprehensive, and continuing Metropolitan Transportation Planning Process. Members of the CAC shall be appointed and removed by the Policy Committee. Membership shall be reviewed and updated annually. The Policy Committee may adopt bylaws to govern the CAC.

Support services for the CAC shall be provided by the independent OahuMPO staff.

B.7. Executive Director and Staff. The OahuMPO shall have an Executive Director who shall be responsible for the conduct and administration of the cooperative, comprehensive, and continuing Metropolitan Transportation Planning Process. The State Department of Transportation shall act as fiscal agent for the OahuMPO.

The Executive Director and OahuMPO staff shall be appointed by the Policy Committee. The Executive Director shall be responsible for all matters of administration, implementation of policy, project direction, and coordination as directed by the Policy

Committee. The Executive Director shall consult, as needed, with the Policy Committee and/or Executive Committee in carrying out these responsibilities. The employment of the Executive Director and the staff of the OahuMPO shall be subject to the provisions of Act 180, Session Laws of Hawaii 1975.

The Executive Director shall be supported by a full-time staff independent of State and City agencies. All staff members shall be subject to the provisions of Act 180, Session Laws of Hawaii 1975. Nothing herein shall be deemed to prohibit the OahuMPO from utilizing, through contractual agreements, the staff resources of other local agencies, State agencies, and other quasi-public or private organizations to assist the OahuMPO in its functions.

B.8. Funding. The funding of the OahuMPO shall be identified in the Overall Work Program ("OWP") (described in paragraph D.2 herein), which is submitted by the OahuMPO with the cooperation of the participating State and City agencies and in accordance with the guidelines of the Federal Intermodal Planning Group.

It shall be the responsibility of the OahuMPO and the participating State and City agencies to seek the necessary Federal and local (State/City) planning funds to carry out the Metropolitan Transportation Planning Process. The State and the City shall share equally in the local funding necessary or required to maintain a viable and certifiable cooperative, comprehensive, and continuing Metropolitan Transportation Planning Process; provided that, in the case of those work elements which have been included in the OWP for the purpose of enabling modal agencies to perform their legally mandated planning responsibilities, the sharing of the costs of those elements shall be by agreement among the modal agencies involved.

C. METROPOLITAN TRANSPORTATION PLANNING PROCESS

C.1. Responsibilities. The Metropolitan Transportation Planning Process is an open and continuing collaborative process based upon the application of multi-disciplinary technical expertise to identify and address the transportation issues, needs, and concerns of the community. The early and ongoing involvement of the public is an integral part of this process; the Policy Committee will adopt a Public Participation Plan in support of this policy. In this context, the OahuMPO shall develop the transportation plans, programs, planning processes, and policies as required by the appropriate federal regulations. It may adopt procedures and enter into or concur with inter-agency agreements and understandings regarding agency responsibilities in order to facilitate the development and application of these plans, programs,

planning processes, and policies. The jurisdictional responsibilities for areas of basic technical support are identified in Table 1 attached hereto and made a part hereof.

The OahuMPO shall coordinate its programs with those of the City and with the Statewide Transportation Planning Process. It shall cooperate with the State Department of Transportation when matters affecting Oahu are involved.

C.2. Functions. The OahuMPO's functions shall include the following:

- (a) Serve in an advisory capacity to the State Legislature, the City Council, and the appropriate State and City agencies in carrying out cooperative, comprehensive, and continuing transportation planning and programming for Oahu;
- (b) Obtain information and plans from the City and State agencies to formulate and update a master, multimodal, long-range transportation plan for Oahu in order to advise the State Legislature, the City Council, and other appropriate agencies regarding those plans;
- (c) Review the capital improvement programs of both the City and the State for urbanized and rural areas of Oahu as they concern transportation;
- (d) Cooperate and coordinate with the State Department of Transportation in the statewide transportation planning program;
- (e) Develop recommendations to the State Legislature and the City Council regarding transportation policy matters;
- (f) Act as liaison with the Intermodal Planning Group of the Secretary of Transportation;
- (g) Coordinate the mathematical modeling essential to the Metropolitan Transportation Planning Process for Oahu;
- (h) Ensure that a comprehensive and continuing transportation planning process is carried on cooperatively by the State and City;
- (i) Receive, expend, and distribute, as necessary:
 - (1) Federal funds to carry out the provisions of the appropriate federal highway and transit regulations; and
 - (2) Such other funds as may become available to support metropolitan transportation planning.

- (j) Advise on plans, projects, and programs requiring action by the State Legislature and/or City Council which have been submitted to the OahuMPO for review;
- (k) Coordinate the development and integration of intelligent transportation systems (“ITS”) to be consistent with the national architecture for ITS and comply with the appropriate federal guidelines and regulations;
- (l) Integrate the congestion management process as part of the Metropolitan Transportation Planning Process and comply with the appropriate federal guidelines and regulations; and
- (m) Undertake such other functions as may become appropriate in an advisory capacity to ensure a joint planning process between the City and the State; and advise appropriate legislative bodies and agencies, as necessary.

D. PLANNING PRODUCTS AND TIE-IN WITH STATEWIDE TRANSPORTATION PLANNING

D.1. Oahu Regional Transportation Plan ("ORTP"). The independent OahuMPO staff, in cooperation with the State and the City agencies, shall develop an ORTP that includes at least a twenty-year planning horizon. It shall reflect early and continuing participation by the OahuMPO's participating agencies, private citizens, and other interested or involved parties. The ORTP shall include both long-range and short-range regional strategies/actions that lead to the development of an integrated intermodal transportation system that facilitates the safe and efficient movement of people and goods in addressing current and future transportation demand.

The ORTP shall be a dynamic document with a scheduled review and update, at least once every five years, and with unscheduled revisions, as appropriate. The independent OahuMPO staff, State agencies, and City agencies shall validate data used in preparing other existing modal plans for providing input to the ORTP; and shall cooperatively develop estimates of funds that are reasonably expected to be available to support ORTP implementation. The ORTP, its revisions, and updates shall be approved by the Policy Committee. It shall be submitted for informational purposes to the Governor and provided to the Federal Highway and Transit Administrations. The Policy Committee may adopt guidelines and procedures to facilitate development and administration of the ORTP. The ORTP shall comply with the appropriate implementing federal regulations.

D.2. Overall Work Program ("OWP"). The independent OahuMPO staff, in cooperation with the State and City agencies, shall develop an OWP that describes the transportation and transportation-related planning activities anticipated on Oahu during the next fiscal period. It shall document the transportation planning activities to be funded under the appropriate federal regulations. The OahuMPO's participating agencies shall be responsible for their respective work elements in the OWP, complete each work element as a discrete product, and provide the required documentation identified by the OahuMPO to ensure proper grant management and oversight.

Upon approval by the Policy Committee, the OWP shall be transmitted to the State Department of Transportation and the Federal Highway and Transit Administrations for appropriate action.

D.3 Oahu Transportation Improvement Program ("TIP"). The independent OahuMPO staff, in cooperation with the State and City agencies, shall develop a TIP that reflects the Policy Committee's prioritization and selection of federally-assisted transportation programs and projects to be implemented for Oahu during the TIP program period. The TIP shall be: (1) financially constrained, recognizing that programmed revenues and project costs are estimates, and (2) consistent with the ORTP. The TIP shall comply with the appropriate implementing federal regulations. The OahuMPO and the State and City agencies shall cooperatively develop estimates of funds that are reasonably expected to be available to support TIP implementation.

The TIP shall cover a period of four years, and a new TIP will be adopted every three years. The State and City implementing agencies for TIP programs and projects shall coordinate project proposals with the appropriate permitting and resource agencies, as necessary, in accordance with applicable inter-agency agreements. The TIP shall be prepared in conjunction with the Statewide Transportation Improvement Program ("STIP"). Upon approval by the Policy Committee, the TIP, together with all revisions, shall be transmitted to the Governor (or the Governor's designee) for approval and incorporation as the Oahu element of the STIP.

The OahuMPO and the State and City agencies shall cooperatively develop semi-annual status reports of progress toward TIP project implementation. On an annual basis, at the end of the program year, the OahuMPO and the State and City agencies shall cooperatively develop a listing of projects (including investments in pedestrian walkways and bicycle

transportation facilities) for which federal funds were obligated in the preceding program year. The listing shall include all federally-funded projects authorized or revised to increase obligations in the preceding program year.

The Policy Committee may adopt TIP development and revision guidelines and procedures to ensure: (1) cooperation with the appropriate permitting and resource agencies, (2) coordination with the STIP, (3) opportunities for public participation, (4) consistency with the ORTP, and (5) compliance with applicable federal requirements.

D.4. Other Planning Work Products. The OahuMPO shall cooperate and consult with the Operator and the State in other transportation planning matters that affect Oahu's transportation system. The OahuMPO may establish guidelines to ensure that planning work products reasonably expected to impact the ORTP, TIP, or OWP are prepared in accordance with the requirements of the Metropolitan Transportation Planning Process. Such planning work products include, but are not limited to, area transportation master plans, modal/facility master plans, management systems, and transportation enhancement programs.

E. CERTIFICATION OF PLANNING PROCESS

E.1. Self-Certification. The OahuMPO and the State shall certify, at least every four years, to the Federal Highway Administration and the Federal Transit Administration that the Metropolitan Transportation Planning Process is addressing the major issues facing the metropolitan planning area and is being conducted in accordance with all applicable federal requirements.

IN WITNESS WHEREOF, the State, by its Governor, the OahuMPO, by its Chair, and the Operator, by its Chairperson of the City Council, have executed this Comprehensive Agreement on this 23rd of October, 2008.

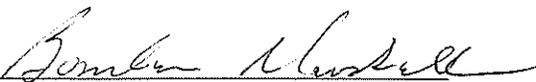
STATE OF HAWAII

By 
Its Governor

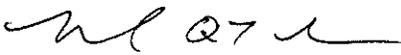
OAHU METROPOLITAN PLANNING ORGANIZATION

By 
Its Chair

CITY AND COUNTY OF HONOLULU, ON ITS OWN BEHALF, AND
OPERATOR OF THE PUBLICLY OWNED TRANSIT SERVICES

By 
Its Presiding Officer and Chair
City Council of the City and County of Honolulu

APPROVED AS TO FORM:


Deputy Attorney General

APPROVED AS TO FORM AND LEGALITY:

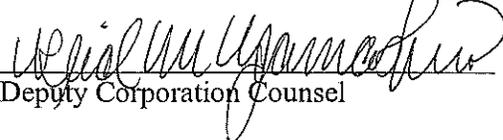

Deputy Corporation Counsel

TABLE 1

OAHU METROPOLITAN PLANNING ORGANIZATION
TRANSPORTATION PLANNING PROCESS
JURISDICTIONAL RESPONSIBILITY FOR TECHNICAL ELEMENTS

Technical Element	Lead Jurisdiction		
	OahuMPO	City	State
I. Data Update and Maintenance			
A. Population Forecasting			X
B. Population, Allocation of Forecasted Totals		X	
C. Socioeconomic, Demographic		X	
D. Land Use		X	
E. Air Quality			X
F. Highway System/Facilities		X	X
G. Transit System/Facilities		X	
H. Airport/Harbor Facilities			X
I. Bicycle/Pedestrian/Enhancement Facilities		X	X
J. Traffic	X	X	X
K. Travel Patterns	X		
II. Technical Documents			
A. Honolulu General and Development Plans		X	
B. Statewide Transportation Plan			X
C. Oahu Regional Transportation Plan	X		
D. Overall Work Program	X		
E. Statewide Transportation Improvement Program			X
F. Oahu Transportation Improvement Program	X		
G. Harbors Master Plan			X
H. Airports Master Plan			X
I. Local Area Plans		X	X
III. Models			
A. Transportation Forecasting	X		
B. Land Use		X	
C. Econometric			X
D. Population			X
IV. Management Systems			
A. Management Systems			X
B. Congestion Management Process	X	X	X
V. Intelligent Transportation Systems	X	X	X