

COMPREHENSIVE AGREEMENT

THIS COMPREHENSIVE AGREEMENT is made and entered into on this 20TH day of July, 2015 by and among the Oahu Metropolitan Planning Organization ("OahuMPO"), and the State of Hawaii ("State"), by its Governor of the State of Hawaii, and the Honolulu Authority for Rapid Transportation ("Operator") by its Executive Director and CEO, and the City and County of Honolulu ("City"), by its Chairperson of the City Council of the City and County of Honolulu.

WITNESSETH:

WHEREAS, 23 United States Code ("U.S.C.") Section 134 and 49 U.S.C. Section 5303, as amended, set forth the national statutory and policy requirements that the Metropolitan Planning Organization ("MPO") designated for each urbanized area is to carry out a continuing, cooperative, and comprehensive multimodal transportation planning process ("3-C Planning Process"), including the development of a long-range transportation plan (Oahu Regional Transportation Plan or "ORTP") and a transportation improvement program ("TIP"), that encourages and promotes the safe and efficient development, management, and operation of surface transportation system to serve the mobility needs of people and freight including accessible pedestrian walkways and bicycle transportation facilities; and

WHEREAS, 23 U.S.C. 104, as amended, and 49 U.S.C. 5305(d), as amended, authorize funds to be made available to the MPOs designated by the Governor to support the multimodal 3-C Planning Process; and

WHEREAS, the applicable sections of the Code of Federal Regulations ("CFR") require that: (1) to comply with 23 CFR 450.310 the MPO designation shall be made by agreement between the Governor and the City and (2) to comply with 23 CFR 450.314 the MPO, the State, the Operator, and the City shall jointly determine their mutual responsibilities for cooperatively carrying out the multimodal 3-C Planning Process. These responsibilities shall be clearly identified in an agreement among the MPO, State 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 City, the MPO, and the Operator to include specific provisions for cooperatively developing and sharing data and information related to the development of the financial and other plans that support the ORTP, the TIP, the annual listing of obligated projects, and other requirements established in 23 CFR 450 Subpart C; and

WHEREAS, there have been changes to the Federal laws and regulations that modified requirements and terminology used in the multimodal 3-C Planning Process; and

WHEREAS, OahuMPO is the MPO for the island of Oahu which includes the urbanized areas of Kailua-Kaneohe and Honolulu and is a transportation management area ("TMA") since it serves an area greater than 200,000 people; and

WHEREAS, 23 CFR 450.310 requires that each MPO designated as a TMA shall consist of local elected officials, officials of public agencies that administer or operate major modes of transportation in the metropolitan planning area, and appropriate State transportation officials; and

WHEREAS, 23 CFR 450.330 requires the TMA to select all 23 U.S.C. and 49 U.S.C. Chapter 5303 funded projects (excluding projects on the National Highway System and projects funded under the Bridge, Interstate Maintenance, and Federal Lands Highway programs) from the approved TIP and in accordance with the priorities in the TIP; and

WHEREAS, 23 U.S.C. 104, as amended, authorizes amounts apportioned or allocated to a State and attributed to an urbanized area of a State with a population of more than 200,000 individuals may be transferred only if the MPO designated for the area concurs, in writing, with the transfer request; and

WHEREAS, 23 CFR 450.314 requires that an agreement be developed and shall include specific provisions for cooperatively developing and sharing data and information and shall cooperatively determine their responsibilities in carrying out the multimodal 3-C Planning Process; and

WHEREAS, Act 132, Session Laws of Hawaii 2015 provides for a designation of an MPO for the TMA for the island of Oahu; and

WHEREAS, Act 132, Session Laws of Hawaii 2015 identifies the roles and responsibilities of OahuMPO staff; and

WHEREAS, the consequences of not having a TMA MPO for the island of Oahu include a portion of Federal Highway Administration ("FHWA") and Federal Transit Administration ("FTA") funds being withheld, and processing and approval of federally required documents cannot be completed; 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
JULY 20TH, 2015**

A.1. Rescinding Prior Comprehensive Agreement and Approving a New Comprehensive Agreement. The Comprehensive Agreement entered into on October 23, 2008 by the State, OahuMPO, and the City is hereby rescinded and is replaced by this Comprehensive Agreement, dated July 20TH, 2015.

A.2 Sub-Agreements. For purposes of addressing the corrective actions identified in the *Oahu Metropolitan Planning Organization TMA Certification Review*, dated September 26, 2014, this document uses the term “supplemental agreement” in place of “sub-agreement”.

B. OAHUMPO ORGANIZATION AND STRUCTURE

B.1. Policy Board. Pursuant to 23 U.S.C. 134, the governing of the multimodal cooperative, comprehensive, and continuing (3-C) Planning Process for Oahu shall be vested in the OahuMPO Policy Board ("Policy Board").

The responsibilities of the Policy Board include assuring that full compliance is achieved with the requirements of 23 U.S.C. 134 and 135 and 49 U.S.C., Chapter 5303 and 5304, 23 CFR 450 Subpart C, 2 CFR 200, and other applicable Federal laws and regulations and approving the use of funds provided under this Comprehensive Agreement in accordance with 23 U.S.C. 134(f) and 49 U.S.C. 5303. The Policy Board is the decision-maker on the use of federal-aid transportation funds in the OahuMPO metropolitan planning area, which encompasses the island of Oahu.

The Policy Board shall be composed of eleven (11) members all of whom must be registered voters within, and permanent residents of, the island of Oahu. Each member of the Policy Board shall be entitled to vote on matters related to OahuMPO, and these members shall include:

- (a) The director of the Hawaii Department of Transportation or any successor department thereof with primary responsibility for statewide transportation project implementation;
- (b) The director of the City's Department of Transportation Services or any successor department thereof with the primary responsibility for transportation services and transportation project implementation on

Oahu;

- (c) The Executive Director and Chief Executive Officer of the Honolulu Authority for Rapid Transportation or any successor agency thereof with primary responsibility for operating rail transit on Oahu;
- (d) The director of the City's Department of Planning and Permitting, or any successor agency thereof with primary responsibility for land use planning on Oahu;
- (e) Three (3) members of the Honolulu City Council:
 - a. One member shall be the Committee on Transportation Chair, who is picked by the Council Chair;
 - b. One member shall be the Committee on Transportation Vice-Chair, who is picked by the Council Chair;
 - c. One member shall be chosen by the Council Chair from among the remaining Council members;
- (f) Two (2) members of the Senate, who shall be:
 - a. appointed by the Senate President, and
- (g) Two (2) members of the House of Representatives, who shall be:
 - a. appointed by the Speaker of the House, and

The Policy Board shall operate under bylaws that shall specify the name and authority of the OahuMPO Policy Board, consistent with applicable Federal statutes and regulations, and its purpose, qualifications of members, officers and elections, committees, meeting schedule, and other operating rules as needed. Policy Board decisions shall be made by a majority vote of the members present at a properly noticed meeting at which a quorum is present. Six voting members shall constitute a quorum. Support services for the Policy Board shall be provided by the OahuMPO staff.

The Policy Board Chair and Policy Board Vice-Chair shall be elected from among those Policy Board members who are elected officials of either the State or the City, as identified in (e) – (g) above. The Policy Board Chair shall be authorized to execute agreements on behalf of OahuMPO.

The provisions of this Section B.1 shall supersede and replace Section 2 of the Agreement to Establish a Metropolitan Planning Organization for the Island of Oahu, dated June 17, 2015, and effective July 1, 2015.

B.2 Ex Officio Policy Board Members. Ex officio members are those members which serve on the Policy Board by virtue of holding a particular office or position. As such, ex officio membership is not bestowed upon a specific individual, but rather upon the any person

who holds the identified office or position. The Policy Board members specified in Section B.1 (a) – (d) above shall serve as ex officio members, subject to membership delegation as identified in Section B.4 below.

B.3. Non-Voting Members. The Policy Board may appoint non-voting members as deemed essential or necessary to accomplish the 3-C Planning Process. Non-voting members of the Policy Board serve in an advisory capacity to the Policy Board and may not move or second formal motions or cast votes. Non-voting members do not count toward determining quorum.

The parties to this agreement hereby designate the following core non-voting members:

- (a) The administrator of the FHWA Hawaii Division Office
- (b) The director of the State’s Office of Planning
- (c) The director of the State’s Department of Health

In addition to these core non-voting members, the Policy Board may designate, in a manner prescribed in the Policy Board Bylaws, supplemental non-voting members.

B.4. Delegation. For ex officio members specified in Section B.1 (a) – (d) above, and for core non-voting members as identified in Section B.3 (a) – (c) above, and at the discretion of the department director or administrator, a deputy director or designee may be delegated to serve as the Policy Board member in lieu of the department director or administrator. The designee may not be the Technical Advisory Committee member serving from said agency or department (see Section B.6 below). Such delegation shall be effective only if provided in writing to the OahuMPO Executive Director by the department director or administrator.

B.5. Alternate Members. For ex officio Policy Board members, specified in Section B.1 (a) – (d) above, and for core non-voting members identified in Section B.3 (a) – (c) above, a participating jurisdiction or authority may appoint by an action defined in the Policy Board bylaws, an alternate member for one or more of its ex officio or core non-voting Policy Board members. The alternate member shall serve in the same department as the ex officio or core non-voting member. It is the responsibility of the ex officio or core non-voting member to ensure that their respective alternate member has sufficient knowledge and authority to participate meaningfully in Policy Board meetings and, in the case of ex officio members, to vote on the issues that come before the Policy Board.

When an alternate member attends a Policy Board meeting in the place of an ex officio member, the alternate member will be counted for purposes of determining quorum, may move and second formal motions, and shall have the same voting rights as the ex officio member.

Policy Board members who are elected officials, as specified in Section B.1 (e) – (g) above, shall not have alternate members.

B.6. Advisory Committees ("ACs"). The OahuMPO shall have one Technical Advisory Committee ("TAC") to advise the Policy Board and the Executive Director on technical matters. The TAC shall be an integral part of the OahuMPO multimodal 3-C Planning Process and shall serve to keep the Policy Board informed as to the technical merits and issues of any plan, study, project, or other product or process of OahuMPO. The members of the TAC shall be determined by the Policy Board based upon adopted bylaws that govern the TAC and identify the TAC's purpose, membership, officer and elections, meetings and other operating rules as needed. The TAC may recommend that the Policy Board take specific action. Support services for the TAC will be provided by the OahuMPO staff.

The OahuMPO shall have a Citizen Advisory Committee ("CAC") through which it can solicit public input to advise the Policy Board 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 be an integral part of the OahuMPO multimodal 3-C Planning Process and shall keep the Policy Board members informed as to the public's opinion of any plan, study, project or other product or process of OahuMPO. The CAC may recommend that the Policy Board take specific action. The CAC will also serve as a means of keeping citizens' groups and the public informed of the work of OahuMPO. Members of the CAC shall be appointed and removed by the Policy Board based upon adopted bylaws to govern the CAC and to identify the CAC's purpose, membership, officers and elections, meetings and other operating rules as needed. Support services for the CAC shall be provided by the OahuMPO staff.

The Policy Board may, at its own discretion and upon approval of a majority of its members, authorize the formation of any additional advisory committees ("AACs"). Each AAC's member, officers and elections, meetings, and other operating rules as needed shall be identified in bylaws which must be approved by the Policy Board including any amendments thereto. The purpose of any AAC is to evaluate and advise the Policy Board as to the merits and issues of any plan, study, project or process of OahuMPO. AACs may recommend that the Policy Board take specific action. Support services for all AACs shall be provided by the OahuMPO staff. Any AAC, including the TAC and CAC, may, at its own discretion and upon approval of a majority of its members, form one or more sub-committee(s).

B.7. Executive Committee. The Executive Committee shall consist of the OahuMPO Policy Board Chair, its Vice Chair, and two other members as elected by the Policy Board. Executive Committee members will be elected immediately following any election of

the Policy Board Chair and Policy Board Vice-Chair.

The role of the Executive Committee is:

- To provide a forum for informal conversation and discussion about important matters;
- To consider, evaluate, and vet ideas and strategies before they are ready to be put before the full Policy Board for action;
- To provide informal guidance for OahuMPO staff between Policy Board meetings or as needed when timely meetings of the full Policy Board are not possible.

The Executive Committee shall not make decisions, but may make recommendations for consideration by the full Policy Board. They may also provide a sounding board for OahuMPO staff and offer informal guidance on the development of concepts or products of the OahuMPO. Meetings of the Executive Committee shall be held in accordance with Hawaii Revised Statutes (“HRS”) Chapter 92.

B.8. Administration. The OahuMPO shall enter into an administrative supplemental agreement with its host agency, the State of Hawaii Department of Transportation (“HDOT”), assigning responsibility for administrative tasks between HDOT and OahuMPO. The Policy Board shall approve the administrative supplemental agreement on behalf of OahuMPO.

Concerning those administrative tasks in the administrative supplemental agreement, the OahuMPO Executive Director, whose powers and duties are more fully described in Section D.3 below, and HDOT shall work cooperatively together to ensure the timely and efficient completion of administrative tasks. The OahuMPO shall reimburse the State for the administrative work completed by the HDOT, which is identified in the administrative supplemental agreement, up to an amount not to exceed the amount of funding budgeted for that purpose, as documented in the approved Overall Work Program (“OWP”) for the fiscal year in which the work occurred.

C. OAHUMPO FISCAL AND FUNDING RESPONSIBILITIES

C.1. Funding. The funding of the OahuMPO shall be identified in the OWP (described in paragraph E.2 herein), which shall be developed by the OahuMPO in consultation with the State, Operator, and City in accordance with the guidelines set forth in Federal regulations and submitted by the chair of the Policy Board for Federal Highway Administration (“FHWA”) and Federal Transit Administration (“FTA”) approval.

As the recipient of federal planning funds authorized under 23 U.S.C. 104, as amended, and 49 U.S.C. 5305(d), the State shall make the portion of the funds determined

by the agreed-to *Hawaii's Planning Funds Distribution Formula to the MPO's* available to OahuMPO. It shall be the responsibility of the OahuMPO and the State, Operator, and City to seek the necessary Federal and local (State, Operator, and City) planning funds to carry out the multimodal 3-C Planning Process. The State, Operator, and the City shall share equally in the local funding necessary or required to maintain a viable and certifiable multimodal 3-C Planning Process. The total amount of local funding required to sustain the OahuMPO will be determined by a financial supplemental agreement, as approved by the State, Operator, City, and OahuMPO. The amount of the local funding requirements shall be reviewed at least once every three (3) years, as stated in the financial supplemental agreement. The State, Operator, and City shall commit to recommending approval during their respective budget cycles of the amount of local funds agreed to by the parties. These funds will be considered as dues required to maintain the OahuMPO. The local source of the funds will not be linked to any specific OWP project and will not lapse less than three years after obligation, subject to any applicable federal or state law that requires the funds to lapse prior to the three year period. The balance of unencumbered local funds and dues budgeted and provided by the State, Operator, and City for that year's OWP shall be used towards the following year's OWP local funds and dues. The unencumbered balance shall be subtracted from the State, Operator, and City's following year's dues that the total equals to the agreed amount for the following year's local funds and dues amount. The pooled local funds will be used to match Federal funds based on the approved OWP. They may also be used to fully fund projects not involving any Federal funds as determined by the approved OWP.

C.2. Fiscal Responsibilities. The fiscal responsibilities of the OahuMPO and State are as follows:

(a) The OahuMPO shall establish policies and procedures consistent with 2 CFR 200 and the fiscal requirements for an administratively assigned agency pursuant to Act 132, Session Laws of Hawaii 2015. Due to the State's responsibilities as a pass through State Transportation Department for federal funds and the State Executive Branch which OahuMPO is administratively assigned these policies and procedures shall be concurred by HDOT, as it relates to these responsibilities.

(b) OahuMPO as a separate agency, sub-recipient of federal funds, and an administratively assigned agency shall maintain the required accounting records for Federal, State, and local funds consistent with current Federal and State regulations. Further, OahuMPO shall provide all appropriate financial controls to comply with current Federal and State regulations.

(c) As it pertains to the agency's operations the OahuMPO shall maintain the appropriate fiscal documents and financial controls for the agency's budget and expenditures, such as for the OWP, overhead, payroll, procurement, contracting and purchases. .

(d) HDOT shall provide the fiscal functions required for a pass through State Transportation Department of federal funds and as the State Executive Branch which OahuMPO is administratively assigned.

C.3. Federal Funding Authorization and Appropriation. HDOT will request authorization and appropriation of FHWA Planning (“PL”) funds and FTA 5303 funds as described in the OWP at the beginning of each federal fiscal year. OahuMPO will provide a written request to HDOT to modify the original authorization if the OWP is subsequently revised necessitating a revision to the original authorization.

HDOT agrees to pass through to the OahuMPO the Federal funds identified in the OWP within 30 days of submittal of the OahuMPO appropriation request. Eligible funds shall be as defined by 23 CFR 420.113 and 49 CFR 5303, as amended. HDOT’s release of funds is contingent upon the projected expenditure being authorized in the OWP as approved by the Policy Board, the FHWA, and the FTA.

D. OAHUMPO MULTIMODAL 3-C PLANNING PROCESS

D.1. Responsibilities. The multimodal 3-C 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 Board 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 statutes and regulations. It may adopt procedures and enter into or concur with supplemental agreements and understandings regarding agency responsibilities in order to facilitate the development and application of these plans, programs, planning processes, and policies. The responsibilities for areas of basic technical support for OahuMPO, State, Operator, and City are as identified in Table 1 attached hereto and made a part hereof.

The OahuMPO shall coordinate its programs with those of the State, Operator, and the City. It shall consult with the State, Operator, and City whenever transportation planning matters affecting Oahu are involved as defined within Federal statutes and regulations.

D.2. Powers and Duties of the Policy Board. The OahuMPO Policy Board’s powers and duties shall include, but not be limited to, the following:

- (a) Fulfill the Federal requirements as set forth in Federal statutes and regulations 23 U.S.C. 134 and 135, 49 U.S.C. 53, 23 CFR 450, 49 CFR 5303 and 5304, and 2 CFR 200.
- (b) Fulfill the Federal purpose of the OahuMPO which is to carry out a

multimodal 3-C Planning Process, including the development of the ORTP and TIP (among others), that encourages and promotes the safe and efficient development, management, and operation of surface transportation systems to serve the mobility needs of people and freight including accessible pedestrian walkways and bicycle transportation facilities.

- (c) Fulfill the requirements of CFR 450.306 and CFR 450.308 by approval of Oahu's multimodal 3-C Planning Process and approval of the annual OWP to identify all of the activities, programs, projects, agreements, committees, studies, and funding needed to support the multimodal 3-C Planning Process.
- (d) Fulfill the requirements of CFR 450.318 by approval of transportation planning studies which lead to project development. The Policy Board shall approve the results of studies as part of the overall project development process consistent with the National Environmental Policy Act ("NEPA") 42 U.S.C. 4321 and associated implementing regulations 23 CFR 771 and 40 CFR 1500-1508.
- (e) Fulfill the requirements of CFR 450.320 by approval of the Congestion Management Process ("CMP") for developing a metropolitan-wide strategy of new and existing transportation facilities eligible for funding under 23 U.S.C. and title 49 U.S.C. Chapter 53 through the use of travel demand reduction and operational management strategies. Consideration should be given to: 1) demand management measures, including growth management and congestion pricing, 2) traffic operational improvements, 3) public transportation improvements, 4) intelligent transportation system technologies; and 5) additional system capacity; and
- (f) Fulfill the requirements of 23 CFR 450.322 by approval of the ORTP updated every five years with at least a twenty year planning horizon; and
- (g) Fulfill the requirements of 23 CFR 450.324 and 23 CFR 450.326 by approval of the TIP with a reasonable opportunity to comment by all interested parties as required by 23 CFR 450.316; and
- (h) Fulfill the requirements of 23 CFR 450.330 by approval of the selection of only those projects in the first year of the TIP. For projects included in the second, third, or fourth year of the TIP, the project selection process must be consistent with the procedures stated in 23 CFR 450.324(b)-(c) unless expedited project selection procedures are developed and approved under the multimodal 3-C Planning Process. As a designated TMA, select all 23 U.S.C.

and 49 U.S.C. Chapter 53 funded projects (excluding projects on the NHS and projects funded under the Bridge, Interstate Maintenance, and Federal Lands Highway programs) from the approved TIP and in accordance with the priorities in the TIP and as informed by the CMP.

- (i) Serve as the MPO and TMA for the island of Oahu and its boundaries shall be contiguous with the island of Oahu.

D.3. Powers and Duties of the OahuMPO Executive Director and Staff. The OahuMPO shall have an Executive Director who shall be responsible for the conduct and administration of the multimodal 3-C Planning Process. The Executive Director shall be appointed by the Policy Board. The Executive Director may be supported by staff known as the OahuMPO staff and shall be responsible for the management of said staff. Nothing herein shall be deemed to prohibit the OahuMPO from using, 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.

The Executive Director shall be responsible for those matters of administration assigned to the position in the administrative supplemental agreement. At a minimum, the Executive Director shall be responsible for day-to-day supervision and management of the OahuMPO staff; recruiting and hiring staff to fill positions authorized by the Policy Board; fiscal management, including procurement of goods and services consistent with 2 CFR 200; implementation of policy; and project direction, coordination, and oversight for activities within the purview of the OahuMPO. The Executive Director shall consult, as needed, with the Policy Board in carrying out these responsibilities. The duties of the Executive Director, together with other OahuMPO staff, shall include, but shall not necessarily be limited to, the following:

- (a) Provide information and analyses to the State Legislature and Executive Departments, the Operator's Board, the City Council, and the appropriate State, Operator, and City authorities in carrying out cooperative, comprehensive, and continuing multimodal transportation planning and programming for Oahu;
- (b) Obtain information and plans from the State, Operator, and City, review them for consistency with the ORTP, and advise the appropriate body whenever there appear to be inconsistencies;
- (c) Review the capital improvement programs of the State, the Operator, and the City for urbanized and rural areas of Oahu as they concern land use and transportation;
- (d) Cooperate and coordinate with the HDOT in the statewide transportation

- planning program;
- (e) Develop recommendations, based upon federal transportation planning regulations and guidelines, and upon any direction that may be provided by the Policy Board, to HDOT, the Operator, and the City Council regarding transportation policy matters;
 - (f) Obtain requisite data and update and maintain the Travel Demand Forecasting Model, which shall be deemed the definitive source of future travel demand for the island of Oahu, as further established in the data sharing supplemental agreement among the jurisdictions and authorities party to this Comprehensive Agreement;
 - (g) Execute a multimodal 3-C transportation planning process carried out cooperatively by the State, the Operator, and City.
 - (h) After authority has been provided by the Policy Committee, 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,
 - (i) Advise on plans, projects, and programs requiring action by the State Legislature, the Operator's Board, and/or City Council which have been submitted to the OahuMPO for review;
 - (j) 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 regulations and guidelines;
 - (k) Integrate the CMP as an integral part of the multimodal 3-C Planning Process and comply with the appropriate Federal regulations and guidelines; and
 - (l) Be responsible for the conduct and administration of the multimodal 3-C Planning Process, including the undertaking of such other functions as may become appropriate to ensure a cooperative, comprehensive, and continuing multimodal transportation planning process among the State, the Operator, the City and other entities; and consult, coordinate, and advise appropriate jurisdictions and authorities, legislative bodies, boards, and agencies, as necessary, consistent with Federal statutes and regulations.

E. OAHUMPO PRODUCTS

E.1. Oahu Regional Transportation Plan ("ORTP"). Pursuant to 23 CFR 450.322,

the OahuMPO staff, in consultation and cooperation with the State, the Operator, and the City, shall develop and submit to the Policy Board for their approval an ORTP, developed in accordance with Federal statutes and regulations, that includes at least a twenty-year planning horizon. It shall reflect early and continuing participation by the State, Operator, City, , private citizens, and other interested or involved parties, including those traditionally underserved as defined in Title VI and environmental justice Executive Orders and guidance from both FHWA and FTA. 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, consistent with the Federal planning factors established in Federal statutes and regulations. The ORTP shall be reviewed and updated, at least once every five years. The OahuMPO staff, State, Operator, and City 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 assured to be available to support ORTP implementation. The ORTP, its revisions, and updates shall be approved by the Policy Board. It shall be submitted for informational purposes to the Governor and provided to the FHWA and FTA. The Policy Board may adopt guidelines and procedures to facilitate development and administration of the ORTP. The ORTP shall comply with the appropriate implementing Federal regulations.

E.2. Overall Work Program ("OWP"). Pursuant to 23 CFR 450.308, the OahuMPO staff, in cooperation with the State, Operator, and City, shall develop, in accordance with Federal statutes and regulations, a Unified Planning Work Program, also known as the 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 and those planning projects to be funded exclusively with local funds.

Upon endorsement by the Policy Board, the OWP shall be transmitted by the Executive Director to the FHWA and FTA for approval.

E.3. Oahu Transportation Improvement Program ("TIP"). Pursuant to 23 CFR 450.324, the OahuMPO staff, in consultation and cooperation with the State, Operator, and City, in accordance with Federal statutes and regulations, shall develop a TIP that reflects the Policy Board'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, the Operator, and the City shall cooperatively develop estimates of the

assured sources of funds that are to be available to support TIP implementation.

The TIP shall cover a period of four years, and a new TIP will be adopted at least once every four years. The State, the Operator, and City 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") and the Operator's Financial Plan. Upon approval by the Policy Board, the TIP, together with all revisions, shall be transmitted to the Governor (or the Governor's designee) for incorporation as the Oahu element of the STIP.

The OahuMPO and the State, Operator, and City 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, Operator, and City shall cooperatively develop a listing of multimodal transportation projects 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 Board may adopt TIP development and revision guidelines and procedures to ensure: (1) consultation and 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.

E.4 Congestion Management Process ("CMP"). Pursuant to 23 CFR 450.320, the OahuMPO shall prepare, in coordination with the State, Operator, and City, a CMP to address congestion through a process that provides for safe and effective integrated management and operation of the multimodal transportation system, based on a cooperatively developed and implemented strategy of new and existing transportation facilities and operational management strategies.

The development of a congestion management process will result in multimodal system performance measures and strategies that can be reflected in the ORTP and the TIP. The CMP shall include:

- a) Methods to monitor and evaluate the performance of the multimodal transportation system, identify the causes of recurring and non-recurring congestion, identify and evaluate alternative strategies, provide information supporting the implementation of actions, and evaluate the effectiveness of implemented actions;
- b) Definitions of congestion management objectives and appropriate performance measures to assess the extent of congestion and support the evaluation of the effectiveness of congestion reduction and mobility

- enhancement strategies for the movement of people and goods;
- c) Establishment of a coordinated program for data collection and system performance monitoring to define the extent and duration of congestion, to contribute in determining the causes of congestion, and evaluate the efficiency and effectiveness of implemented actions;
- d) Identification and evaluation of the anticipated performance and expected benefits of appropriate congestion management strategies that will contribute to the more effective use and improved safety of existing and future transportation systems based on the established performance measures.

The Policy Board may adopt CMP implementation procedures to ensure that the CMP is playing a role in the decision-making process for the ORTP and the TIP.

E.5 Participation Plan. Pursuant to 23 CFR 450.316, the OahuMPO shall cooperatively develop, with the State, Operator, and City, a participation plan that defines a process for providing citizens, affected public agencies, representatives of public transportation employees, freight shippers, providers of freight transportation services, private providers of transportation, representatives of users of public transportation, representatives of users of pedestrian walkways and bicycle transportation facilities, representatives of the disabled, and other interested parties with reasonable opportunities to be involved in the metropolitan transportation planning process. The participation plan shall describe explicit procedures, strategies, and desired outcomes for:

- a) Providing adequate notice of public participation activities and times for review and comment at key decision points, including but not limited opportunities for comment on the proposed ORTP, TIP, and OWP;
- b) Providing timely notice and reasonable access to information about OahuMPO transportation issues and processes;
- c) Employing visualization techniques to describe the ORTP and TIP;
- d) Making public information available in electronically accessible formats and means;
- e) Holding public meetings at convenient and accessible locations and times;
- f) Demonstrating consideration of and response to public input received during the development of the ORTP, TIP, and OWP;
- g) Seeking out and considering the needs of those traditionally underserved by existing transportation systems, such as low-income and minority households;
- h) Providing additional opportunity for review and comment if the final ORTP, TIP, or OWP differs significantly from the version that was made

available for review and comment;

- i) Coordinating with the statewide transportation planning public involvement and consultation processes;
- j) Periodically reviewing the effectiveness and performance of the procedures and strategies contained in the participation plan to ensure a full and open public participation process.

E.6. Other Planning Work Products. The OahuMPO shall prepare such other plans, programs, or documents necessary to fulfill applicable Federal requirements. The OahuMPO shall consult with the State, the Operator, and the City in other transportation planning matters that affect Oahu's transportation system. The OahuMPO may establish guidelines to ensure that planning work and environmental compliance products reasonably expected to impact the ORTP, TIP, or OWP are prepared in accordance with the requirements of the multimodal 3-C Planning Process and NEPA. Such planning work products include, but are not limited to, Environmental Impact Statements, Environmental Assessments, area transportation master plans, modal/facility master plans, corridor studies, management systems, and the Transportation Alternatives Program.

E.7 Coordination with Other Planning Products. As necessary, OahuMPO may establish guidelines to ensure that planning work and environmental compliance products reasonably expected to impact the agency's work products are prepared in accordance with the requirements of the multimodal 3-C Planning Process and NEPA. Such planning work products include, but are not limited to, Environmental Impact Statements, Environmental Assessments, area transportation master plans, modal/facility master plans, corridor studies, management systems, and the Transportation Alternatives Program.

F. MANAGEMENT OF THIS AGREEMENT

F.1. 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. This Comprehensive Agreement will be reviewed and reevaluated periodically by the parties of the said agreement to ensure the OahuMPO is meeting the needs of the parties.

F.2. Disputes. The parties hereto shall make a good-faith effort to resolve any disputes related to OahuMPO.

G. CERTIFICATION OF PLANNING PROCESS

G.1. Certification. For TMAs, the FHWA and the FTA are required pursuant to 23 CFR 450 Subpart C, as amended, to review and evaluate the transportation planning process of OahuMPO no less than every four years to determine if the process meets the requirements of

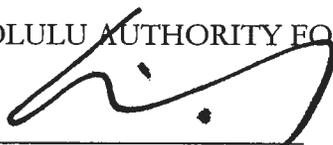
applicable provisions of Federal law. Past certifications identified required changes to the 2008 Comprehensive Agreement. The undersigned participating agencies pledge their full concurrence with the corrective actions of the 2014 TMA Certification Review. The intent of this new Comprehensive Agreement is to bring OahuMPO into full compliance with all applicable Federal laws and regulations.

IN WITNESS WHEREOF, the State, by its Governor; the Operator, by its Executive Director and Chief Executive Officer; and, the City, by its Chairperson of the City Council, and OahuMPO, by its Chairperson, have executed this Comprehensive Agreement to be effective on this 20TH day of July, 2015.

STATE OF HAWAII

By 
Its Governor

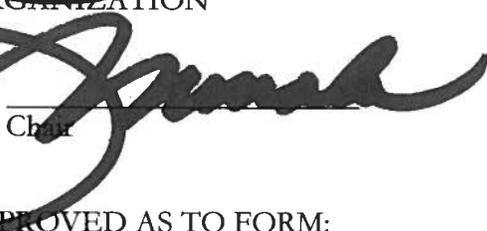
HONOLULU AUTHORITY FOR RAPID TRANSPORTATION

By 
Its Executive Director and Chief Executive Officer

CITY AND COUNTY OF HONOLULU

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

OAHU METROPOLITAN PLANNING
ORGANIZATION

By 
Its Chair

APPROVED AS TO FORM:


Deputy Attorney General

APPROVED AS TO FORM AND LEGALITY:

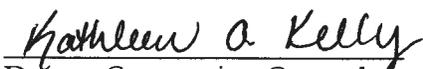

Deputy Corporation Counsel

TABLE 1
Oahu Metropolitan Planning Organization
Transportation Planning Process
Responsibility for Technical Elements

Technical Element	Participating Agency			
	OahuMPO	Operator	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	X
G. Transit System/Facilities	X	X	X	
H. Airport/Harbor Facilities				X
I. Bicycle/Pedestrian Enhancement Facilities	X	X	X	X
J. Traffic	X		X	X
K. Travel Patterns	X	X	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
1. Local Area Plans			X	X
J. Transportation Subarea Planning Studies	X			
K Multimodal Corridor Planning Studies	X			
L. Coastal Zone Management Plan				X
M. Ocean Resources Management Plan				X
N. Climate Change and Extreme Weather Studies	X	X	X	X
III. Models				
A. Transportation Forecasting	X			
B. Land Use			X	

C. Econometric				X
D. Population			X	X
E. Climate and Weather				X
IV. Management Systems				
A. Management Systems			X	X
B. Congestion Management Process	X	X	X	X
V. Intelligent Transportation Systems	X	X	X	X