

FIRST AMENDMENT TO THE INTERLOCAL COOPERATION AGREEMENT AMONG

WALLA WALLA COUNTY, UMATILLA COUNTY, CITY OF COLLEGE PLACE, CITY OF MILTON-FREEWATER, CITY OF WALLA WALLA, PORT OF WALLA WALLA, VALLEY TRANSIT, OREGON STATE DEPARTMENT OF TRANSPORTATION, WASHINGTON STATE DEPARTMENT OF TRANSPORTATION

ESTABLISHING THE WALLA WALLA VALLEY METROPOLITAN PLANNING ORGANIZATION

This First Amendment to the Interlocal Cooperation Agreement noted above and effective March 25, 2013 ("First Amendment") is made by and among Walla Walla County, Umatilla County, the City of College Place, City of Milton-Freewater, City of Walla Walla, Port of Walla Walla, Valley Transit, Oregon Department of Transportation, Washington Department of Transportation, each hereafter referred to as a Member Agency or, collectively, as Member Agencies.

WHEREAS, the Interlocal Cooperation Agreement (hereinafter, the "Interlocal Agreement") among Walla Walla County, Umatilla County, the City of College Place, City of Milton-Freewater, City of Walla Walla, Port of Walla Walla, Valley Transit, Oregon Department of Transportation, and Washington Department of Transportation, became effective March 25, 2013, and created the Walla Walla Valley Metropolitan Planning Organization (WWVMPO);

WHEREAS, the Benton-Franklin-Walla Walla Regional Planning Transportation Organization (BFWWRTPO) (made up the counties of Benton, Franklin, and Walla Walla) chose to create a new sub-regional transportation planning organization (SRTPO) for that portion of the RTPO that lies within Walla Walla County;

WHEREAS, the WWVMPO agreed to serve as the Walla Walla SRTPO (WWSRTPO) lead agency and assume all RTPO duties (the WWVMPO and WWSRTPO are hereinafter referred to collectively as the MPO/SRTPO);

WHEREAS, the WWVMPO chose to expand the existing WWVMPO Policy Board and WWVMPO Technical Advisory Committee (TAC) to include members of the WWSRTPO, thus creating a joint MPO/SRTPO Policy Board (hereinafter referred to as the "Policy Board");

WHEREAS, the City of Prescott, Washington, and the City of Waitsburg, Washington, desired to be added as members of the MPO/SRTPO, and parties to the Interlocal Agreement as amended;

WHEREAS, the Mayor of the City of Waitsburg and the Mayor of the City of Prescott, with authority granted by their respective city councils, entered into a joinder agreement on November 4, 2014 and November 5, 2014, whereby the City of Prescott and the City of Waitsburg agreed to abide by the terms and conditions of the Interlocal Agreement, a copy of which is attached hereto and incorporated into this First Amendment;

WHEREAS, upon formation of the WWVMPO the Walla Walla Joint Community Development Agency (WWJCDA) was designated as the lead agency;

WHEREAS, the WWJCDA was disbanded effective December 31, 2014, thus necessitating the need for the MPO/SRTPO to function independently without a separate lead agency and necessitating the removal of references to the WWJCDA from the Interlocal Agreement and the WWVMPO By-Laws;

WHEREAS, the respective legislative bodies of each Member Agency have reviewed this First Amendment and each signatory to this First Amendment has been authorized by his or her respective legislative body to sign this First Amendment; and

WHEREAS, both ODOT and WSDOT authorize the execution of this First Amendment by their respective signatures hereto.

NOW, THEREFORE, pursuant to the above recitals that are incorporated as if included below, and in consideration of the premises and promises, terms and conditions set forth below, it is hereby agreed as follows:

Article II, Paragraph 2.01, Metropolitan Planning Organization Established, and Paragraph 2.02, Description of Member Agencies, shall be amended to read as follows:

"2.01 Metropolitan Planning Organization Established. The Walla Walla Valley Metropolitan Planning Organization (WWVMPO) is established pursuant to this Agreement.

- A. For the purposes of Article I through Article X of the Interlocal Agreement and this First Amendment, and as explained in the above recitals, the term "WWVMPO" is hereby replaced with the term "MPO/STRPO."

2.02 Designation of Member Agencies. At this time, the Member Agencies of the MPO/STRPO are Umatilla County, Walla Walla County, City of College Place, City of Milton-Freewater, City of Prescott, City of Waitsburg, City of Walla Walla, Port of Walla Walla County, Valley Transit, Oregon Department of Transportation, and the Washington State Department of Transportation. Additional members may be added later, by approval of the Policy Board."

Article III, Paragraph 3.01, Creation of MPO Policy Board, shall be amended to read as follows:

"3.01 Creation of MPO Policy Board.

- A. Membership. Management of the MPO/STRPO is vested in a Policy Board composed of each Member Agency appointing one (1) representative to serve on the Board and one (1) alternate to serve in the absence of the appointed representative. Representatives and alternates shall be as follows: an elected or officially designated representative of the legislative authority or governing body of Umatilla County, Walla Walla County, the City of College Place, the City of Milton-Freewater, the City of Prescott, the City of Waitsburg, the City of Walla Walla, the Port of Walla Walla, Valley Transit, ODOT, and WSDOT."

Article IV, Paragraph 4.02, Special Fund, and Paragraph 4.05, Accounting, shall be amended to read as follows:

"4.02 Special Fund. Paragraph Deleted (as no longer necessary).

4.05 **Accounting.** All budgeting, accounting and financial transactions shall be conducted in accordance with the budget and budget policies established by the MPO/SRTPO Policy Board, applicable federal and state requirements, Generally Accepted Accounting Principles (GAAP), and methods prescribed by the Washington State Budgeting, Accounting and Reporting System (BARS), and the Oregon Secretary of State's audit division standards and Department of Administrative Services rules."

Article X, Paragraph 10.05, Counterparts, and Paragraph 10.6, Filing and State Approval, shall be amended to read as follows:

"10.05 **Counterparts.** This Agreement and any amendments thereto may be executed by the Member Agencies using duplicate counterparts.

10.06 **Filing and State Approval.** Pursuant to RCW 39.34.040 this Agreement and any amendments thereto shall be filed with the County Auditor, and shall be filed with the City Clerk and District Clerk of each respective Member Agency (Washington only) prior to its entry into force. To the extent any state officer or agency has control over the operations which may be the subject of this Agreement, this Agreement shall be submitted to such state officer or agency for approval pursuant to RCW 39.34.050 and to the Oregon Attorney General for review pursuant to ORS 190.430 prior to its entry into force. This Agreement shall commence and be effective upon the last approval and/or filing required or anticipated by this Section."

Adopted: October 19, 2015

Walla Walla County Board of County Commissioners

Perry J. Dozier
Chair

(absent)
Commissioner

[Signature]
Commissioner

Attest:

Connie R. Vinti
Clerk of the Board

Approved as to form:

Jason B. Holte deputy
Prosecuting Attorney

Signed: October 26, 2015

Umatilla County Board of County Commissioners

George Murdock

George L. Murdock, Chair

W. Lawrence Givens

W. Lawrence Givens, Commissioner

William J. Effering

William J. Effering, Commissioner

Attest:

Jim Churchill
Office of County Records

Approved as to form:

[Signature]
County Counsel



Adopted: OCTOBER 12, 2015

City of College Place



Mayor

Attest:



City Clerk

Approved as to form:



City Attorney

Adopted: 1/11/16

City of Milton-Freewater

Lewis S. Key
Mayor

Attest:

Kearae Steadman
City Clerk

Approved as to form:

N/A
City Attorney

Adopted: 10/12/15

City of Prescott

Steven Kemberger
Mayor

Attest:

Dinda Vannest
City Clerk

Approved as to form:

Paul Haul
City Attorney

Adopted: 10/29/15

City of Waitsburg

W B Gobel
Mayor

Attest:

R. Sen
City Clerk

Approved as to form:

Paul H. H.
City Attorney

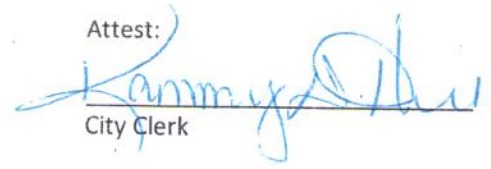
Adopted: 11/4/2015

City of Walla Walla


~~Mayor~~

City Manager

Attest:


City Clerk

Approved as to form:


City Attorney

Adopted: October 27, 2015

Port of Walla Walla

Chair

Commissioner

Commissioner

Attest:

Clerk of the Board

Approved as to form:

Port Attorney

Adopted: October 15, 2015

Board of Valley Transit

James K. Johnson

Chair

Perry L. Dugan

Board Member

[Signature]

Board Member

Attest:

[Signature]
Clerk of the Board, Acting

Approved as to form:

[Signature]
Attorney

Adopted: 12/7/2015

Oregon Department of Transportation



Region 5 Manager

Approved for Legal Sufficiency:

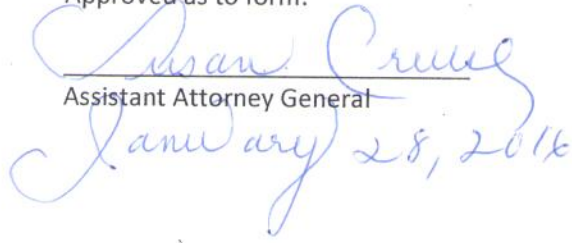
Assistant Attorney General

Adopted: _____

Washington State Department of Transportation


Secretary of Transportation

Approved as to form:


Assistant Attorney General
January 28, 2016