

**AMENDMENT NO. 2 TO COOPERATIVE TRAVEL MODEL SOFTWARE
DEVELOPMENT MEMORANDUM OF AGREEMENT**

THIS Amendment No. 2 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 Puget Sound Regional Council (PSRC) of Seattle, Washington, and the San Francisco County Transportation Authority (SFCTA) of San Francisco, California, and the Association of Metropolitan Planning Organizations Research Foundation of Washington, DC (AMPORF) (collectively referred to herein as the "Parties"), dated June 1, 2013 ("Agreement"), and amended October 1, 2014 ("Amendment No. 1"), is made and entered into as of December 1, 2015.

RECITALS

WHEREAS, the Parties successfully have completed an initial phase of the development of a consolidated travel model software platform; and

WHEREAS, the Parties original chosen consultant, Synthicity, is unable to continue to support the Parties due to acquisition; and

WHEREAS, the Parties required extra time to solicit and select a consultant to continue the program; and

WHEREAS, the Parties monetary contribution to the Agreement will remain unchanged; and

WHEREAS, the Parties desire to amend the Agreement as described in this Amendment 2.

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

1. Article 6(a) is deleted in its entirety and replaced with the following:
 - a. This MOA shall become effective as of the date first written above and shall continue in full force and affect until June 30, 2017. Each of the MPO Partners acknowledges that AMPO's performance hereunder is expressly conditioned upon the continued cooperation of all MPO Partners.

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. 2 TO COOPERATIVE TRAVEL MODEL
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

ASSOCIATION OF METROPOLITAN PLANNING ORGANIZATIONS RESEARCH
FOUNDATION

By:  _____

Name: DELANIA HARDY

Title: Executive Director

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

SAN DIEGO ASSOCIATION OF GOVERNMENTS

By: 

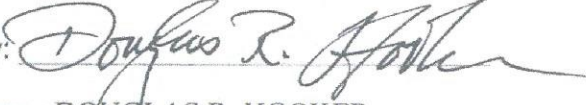
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Name: GARY L. GALLEGOS

Title: Executive Director

Counterpart 3 of 6 to AMENDMENT NO. 2 TO COOPERATIVE TRAVEL MODEL
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

ATLANTA REGIONAL COMMISSION

By: 

Name: DOUGLAS R. HOOKER

Title: Executive Director

Counterpart 4 of 6 to AMENDMENT NO. 2 TO COOPERATIVE TRAVEL MODEL
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

METROPOLITAN TRANSPORTATION COMMISSION

By:  _____

Name: STEVE HEMINGER

Title: Executive Director

Counterpart 5 of 6 to AMENDMENT NO. 2 TO COOPERATIVE TRAVEL MODEL
SOFTWARE DEVELOPMENT MEMORANDUM OF AGREEMENT

PUGET SOUND REGIONAL COUNCIL

By: *J. W. Brown*

Name: JOSH BROWN

Title: Executive Director

Counterpart 6 of 6 to AMENDMENT NO. 2 TO COOPERATIVE TRAVEL MODEL
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SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY

By: 

Name: TILLY CHANG

Title: Executive Director