Adopted by the TAC on September 19, 2013; to be effective upon execution by all parties

MEMORANDUM OF UNDERSTANDING

BETWEEN

THE TOWN OF BERMUDA RUN, TOWN OF BETHANIA, VILLAGE OF CLEMMONS, TOWN OF KERNERSVILLE, CITY OF KING, TOWN OF LEWISVILLE, TOWN OF MIDWAY, TOWN OF RURAL HALL, VILLAGE OF TOBACCOVILLE, TOWN OF WALKERTOWN, TOWN OF WALLBURG, CITY OF WINSTON-SALEM, DAVIDSON COUNTY, DAVIE COUNTY, FORSYTH COUNTY, Stokes County, THE WINSTON-SALEM TRANSIT AUTHORITY (WSTA), and THE NORTH CAROLINA DEPARTMENT OF TRANSPORTATION (NCDOT)

WITNESSETH

THAT WHEREAS, the Town of Bermuda Run, Town of Bethania, Village of Clemmons, Town of Kernersville, City of King, Town of Lewisville, Town of Midway, Town of Rural Hall, Village of Tobaccoville, Town of Walkertown, Town of Wallburg, City of Winston-Salem, Davidson County, Davie County, Forsyth County, Stokes County, the Winston-Salem Transit Authority (WSTA), and the North Carolina Department of Transportation entered into a Memorandum of Understanding for Cooperative, Comprehensive, and Continuing Transportation Planning, last amended in March of 2008, regarding the Winston-Salem Urban Area Metropolitan Planning Organization (MPO);

WHEREAS, each MPO is required to develop a Metropolitan Transportation Plan in cooperation with NCDOT and in accordance with 23 U.S.C., Section 134, any subsequent amendments to that statute, and any implementing regulations; and a Comprehensive Transportation Plan as per Chapter 136, Article 3A, Section 136-66.2(a) of the General Statutes of North Carolina; and

WHEREAS, the transportation plan, once adopted shall serve as the basis for future transportation improvements within the MPO; and

WHEREAS, it is the desire of these parties that all prior Memoranda of Understanding between the parties be superseded and replaced by this Memorandum of Understanding.
NOW THEREFORE BE IT RESOLVED by the Winston-Salem Urban Area Metropolitan Planning Organization that the following Memorandum of Understanding (MOU) is made:

SECTION 1. It is hereby agreed that the municipalities of Bermuda Run, Bethania, Clemmons, Kernersville, King, Lewisville, Midway, Rural Hall, Tobaccoville, Walkertown, Wallburg, Winston-Salem and municipalities added to the MPO as per Section 6 of this document, the Counties of Davidson, Davie, Forsyth, and Stokes, the Winston-Salem Transit Authority, and the North Carolina Department of Transportation, in cooperation with the United States Department of Transportation, will participate in a continuing, cooperative, and comprehensive transportation planning process with the responsibilities and undertakings as outlined in the following paragraphs:

1. The MPO for the Winston-Salem Urban Area includes the governing boards of the aforementioned municipalities and counties; the Transportation Advisory Committee (TAC) (hereinafter defined), the Technical Coordinating Committee (TCC) (hereinafter defined), the Winston-Salem Transit Authority, the North Carolina Department of Transportation (NCDOT), and the various agencies and units of Federal, State and local government participating in transportation planning. The Winston-Salem Urban Area TAC shall act for the MPO.

2. The Winston-Salem Urban Area MPO will consist of the Winston-Salem Urbanized Area, as defined by the United States Department of Commerce, Bureau of the Census, plus that area beyond the existing urbanized area boundary that is expected to become urbanized within a twenty-year planning period. This area is hereafter referred to as the Metropolitan Planning Area (MPA) Boundary.

3. The projected MPA may be periodically reassessed and revised based upon new development, new Census data and new data projections for the design year.

4. The continuing transportation planning process will be a cooperative one reflective of and responsive to the plans and programs of the North Carolina Department of Transportation and the Winston-Salem Transit Authority, and the Comprehensive Plans for growth and development of Davidson, Davie, Forsyth and Stokes Counties, and the municipalities of Bermuda Run, Bethania, Clemmons, Kernersville, King, Lewisville, Midway, Rural
Hall, Tobaccoville, Walkertown, Wallburg, Winston-Salem and municipalities added to the MPO as per Section 6 of this document, with attention being given to cooperative planning with adjacent MPOs (Greensboro and High Point), adjacent RPOs (Northwest Piedmont and Piedmont Triad) and the Piedmont Authority for Regional Transportation (PART).

5. The continuing transportation planning process will be in accordance with the intent, procedures, and programs of Title VI of the Civil Rights Act of 1964, as amended.

6. Transportation policy decisions within the area are the responsibility of the North Carolina Board of Transportation, the TAC, and the governing bodies of the participating local governments.

7. Transportation and land use plans, programs and policies having regional impacts will be coordinated with the Piedmont Triad Regional Council, as well as the Greensboro and High Point MPOs and the Piedmont Authority for Regional Transportation (PART).

8. The Winston-Salem Urban Area TAC is hereby established with the responsibility for serving as a forum for open discussion, policy development, cooperative transportation planning and decision making for the MPO. Previous actions of the TAC are hereby ratified. The TAC shall have the responsibility for keeping the policy boards informed of the status and requirements of the transportation planning process; assisting in the dissemination, and clarification of the decisions, inclinations, and policies of the policy boards; ensuring meaningful citizen participation in the transportation planning process; and ensuring that the open meetings law will be followed.

It is hereby recognized that when the TAC votes on a matter, the TAC members are voting the policy direction of the unit of local government that they represent. Therefore, it is the responsibility of the TAC members to inform their member governments of those matters to be considered by the TAC so that those local governments may consider those matters prior to action by the TAC.
Voting representatives of the municipalities, the counties and the Winston-
Salem Transit Authority shall be designated by their respective governing
boards. A quorum is required for the transaction of all business, including
conducting meetings or hearings, participation in deliberations, or voting
upon or otherwise transacting the public business. A quorum consists of
fifty-one percent (51%) of the voting members of the TAC, plus as many
additional members as may be required to ensure that fifty-one percent
(51%) of the total optional weighted votes are present.

9. The TAC will be responsible for carrying out the provisions of 23 U.S.C.
134; and Sections 5(1) and 8(a) and (c) of the Federal Transit Act of 1964
as amended, (49 U.S.C. 1604(1) and 1607(a) and (c); including:

a. Review and approval of the annual Unified Planning Work Program
(UPWP), which defines work tasks and responsibilities for the
various agencies participating in the transportation planning process;

b. Review and approval of the Metropolitan Transportation
Improvement Program (TIP) for multimodal capital and operating
expenditures ensuring coordination between local and State capital
improvement and operating programs;

c. Review and approval of changes to the various elements which
constitute an adopted Multi-Modal Metropolitan Transportation Plan
(MTP) and the Comprehensive Transportation Plan (CTP.) As
required by North Carolina General Statutes Section 136-66.2(d),
revisions in the CTP must be jointly approved by the MPO and
NCDOT;

d. Review and approval of changes to maps and documents for the
National Highway System, Federal functional classification,
Urbanized Area Boundary, and Metropolitan Planning Area
Boundary;

e. Review, and approval of a Prospectus for transportation planning
which defines the work tasks and responsibilities for the various
agencies participating in the transportation planning process;

f. Review and approval of related air quality planning in conformance
with federal regulations if any part of the MPA becomes non-
attainment for air quality;

g. Establishment of goals and objectives for the transportation planning process, including the assumptions and conditions upon which the projections and conclusions are based;

h. Development and approval of TAC by-laws for the purpose of establishing operating policies and procedures; and,

i. Any other duties identified as necessary to further facilitate the transportation planning process.

10. The membership of the TAC shall include voting members and advisory, non-voting members.

a. Voting Members. Voting members shall each have one vote, except in cases where weighted voting has been invoked. A majority vote of the quorum present shall be sufficient for approval of matters coming before the TAC with the exception that any voting TAC member may invoke weighted voting provisions on any matter. When a weighted vote is taken, a majority of the total weighted votes present at the meeting during the vote will be required for a motion to pass. A weighted vote may not be split by the representative casting the vote. A weighted voting schedule shall be adopted as part of the TAC by-laws. Weighted votes shall be apportioned based on population as of the most recent decennial census with a minimum of one (1) vote per voting member.

Voting members shall include:

1. Three (3) elected officials from the City of Winston-Salem, one of whom shall be the Mayor;

2. Two (2) elected officials from Forsyth County Board of Commissioners;

3. One (1) elected official from each of the following municipalities:
   - Town of Bethania
   - Town of Bermuda Run
Village of Clemmons
-Town of Kernersville
-City of King
-Town of Lewisville
-Town of Midway
-Town of Rural Hall
-Village of Tobaccoville
-Town of Walkertown
-Town of Wallburg
-Municipalities joining the MPO by becoming party to this agreement and granted voting membership by the TAC as per Section 6 of this document;

4. One (1) elected official from each of the following counties:
- Davidson
- Davie
- Stokes; and

5. One (1) member of the North Carolina Board of Transportation;

6. One (1) member of the Board of Directors of the Winston-Salem Transit Authority.

b. Advisory, Non-voting Members. The TAC will also include advisory, non-voting members who represent agencies with an interest in transportation planning for the MPO area. Non-voting, advisory members shall include:

1. The Chairman of the City-County Planning Board (CCPB);

2. The Division Administrator of the Federal Highway Administration (FHWA) or his designee;

3. The Chairman of the Forsyth County Airport Commission; and

4. The Transportation Planning Coordinator of the CCPB who shall also serve as the TAC Secretary.
c. Designees. Any unit of government that is a party to this agreement may designate an alternate member to serve in the absence of a regular member. Such designee shall be an elected official of that unit of government and shall have the same number of votes as the regular member. Each designee must meet the same qualifications of membership as the regular member. The designee may serve as a full voting member during any meeting where that board's representative is not in attendance. Proxy and absentee voting are not permitted. The Board of Directors of the WSTA may designate an alternate member. The representative from the North Carolina Board of Transportation may designate another Board Member as his/her designee. Such designee shall have the same number of votes as the regular member and may serve as a full voting member during any meeting in which the regular member is not in attendance.

d. TAC Meetings, Officers and By-laws. The TAC will meet at least on a bi-monthly basis, unless additional meetings are required. On the basis of majority vote of its membership, the TAC may select a member of the Committee to act as Chairperson for a one year term with the responsibility for coordination of the Committee’s activities. A Vice-Chairman may also be selected to serve for a one-year term. The TAC shall adopt by-laws outlining the operating procedures of the TAC, including voting procedures, apportionment of weighted votes, and provisions for expansion of Committee membership to include other units of general-purpose local government.

11. A Technical Coordinating Committee, hereinafter referred to as the TCC, shall be established with the responsibility of advising the TAC on the technical aspects of the transportation planning process, performing such technical analysis as are necessary to support transportation planning, and for making recommendations to the TAC and local and State governmental agencies any necessary actions relating to the continuing transportation planning process. The TCC should include representatives of the municipalities and counties which belong to the MPO, NCDOT, and other organizations involved in the provision of transportation plans, programs and services. It is the responsibility of the TCC members to inform their member governments of those matters to be considered by the TAC and TCC so that those local governments may consider those matters prior to action by the TCC and the TAC and so that they may make a
recommendation to their TAC member.

The composition of the TCC shall include a representative, or his/her designee, from each of the following units of government:

- Deputy County Manager, Forsyth County
- Director, Forsyth County Office of Environmental Assistance and Protection
- Assistant City Manager for Public Works, City of Winston-Salem
- Director of Transportation, City of Winston-Salem DOT (WSDOT)
- Community Planner, North Carolina Division of FHWA
- Urban Area Coordinator, NCDOT Transportation Planning Branch
- Director, Public Transportation Division, NCDOT
- Division Nine (9) Engineer, NCDOT
- Director, City-County Planning Board
- Transportation Planning Manager, WSDOT
- Transportation Planning Coordinator, CCPB
- The Manager from each of the following municipalities:
  - Bermuda Run
  - Bethania
  - Clemmons
  - Kernersville
  - King
  - Lewisville
  - Midway
  - Rural Hall
  - Tobaccoville
  - Walkertown
  - Wallburg
  - Municipalities added to the MPO
- The Manager from each of the following counties:
  - Davidson
  - Davie
  - Stokes
- Director, Piedmont Authority for Regional Transportation (PART)
- Director, Winston-Salem Transit Authority (WSTA)
- Planner, Northwest Piedmont Rural Planning Organization (NWPPO)
- Representatives of Major Modes of Transportation (i.e., Trucking Firms, Railroads, Intercity Bus, Taxi Companies, etc.)
The TCC may organize as it chooses and may elect one of its members to serve as Chairman and one of its members to serve as Vice-Chairman. The TCC membership may be altered on the basis of a majority vote of its membership. Members shall be designated as voting members or as non-voting, advisory members as part of the TCC by-laws. A quorum is required for the transaction of all business, including conducting meetings or hearing, participation in deliberations, or voting upon or other otherwise transacting the public business. A quorum consists of fifty-one percent (51%) of the voting member of the TCC.

12. While the governing bodies remain as the primary means for citizen input, every effort will be made in the continuing transportation planning process to encourage and provide opportunities for citizen involvement. This citizen involvement may be obtained through such means as goals and objectives, surveys, neighborhood forums, or other methods as may be prescribed.

SECTION 2. It is further agreed that the members of the TAC shall support the transportation planning effort; that the City of Winston-Salem and the counties of Forsyth, Davidson, Davie, and Stokes will share in payment of the required local match for Transportation Planning (PL) and Supplemental Planning (STP-DA) funds consistent with policies for equitable apportionment adopted by the TAC; and, that the Winston-Salem Department of Transportation (WSDOT) shall be the Lead Planning Agency (LPA) for transportation planning in the Metropolitan Planning Area. Additionally, it is agreed that all member governments shall coordinate zoning, subdivision approvals, and comprehensive land use planning with the MPO’s adopted Multi-Modal Metropolitan Transportation Plan (MTP), TIP, and other documents as approved by the TAC.

To further this objective, the following plans and studies shall be forwarded to the respective planning agency and planning board of the MPO member for review and recommendation prior to the items’ consideration before the TAC:

- Multi-Modal Metropolitan Transportation Plan (MTP)
- Comprehensive Transportation Plan (CTP), as required by NC GS 136-66.2;
- Air Quality Conformity Analyses;
- Environmental studies for major roads and other Transportation Facilities;
- Transit and Highway Corridor and Feasibility Studies;
- Public Transportation Plans; and
- Other major transportation plans or studies that impact local and/or regional land use practice or policy

It is the responsibility of the TAC and TCC members to inform their respective member governments, including their planning boards, of those matters to be considered by the TAC so that they (the local governments) may consider those matters prior to action by the TAC. Failure of a local government to act on a matter prior to consideration by the TAC shall not be a compelling reason to postpone TAC action.

The responsibilities of local agencies shall be as assigned in the *Prospectus of Transportation Planning Work Tasks, Products, and Responsibilities for the Winston-Salem Urban Area Metropolitan Planning Organization*, as adopted by the TAC on November 14, 2001, and as amended.

NCDOT will assist in the transportation planning process by providing planning assistance, data, and inventories in accordance with the Prospectus. NCDOT will, as permitted by existing State and Federal statutes and regulations, provide assistance in the protection of necessary rights-of-way for those streets and highways, as well as transit and other transportation facilities, designated in the various transportation plans and studies listed above.

SECTION 3. All transportation and related Federal Aid planning grant funds available to promote the cooperative transportation planning process will be expended in accordance with the Unified Planning Work Program adopted by the TAC. Administration of funding in support of the transportation planning process on behalf of the TAC will be conducted by the City of Winston-Salem, which will execute appropriate agreements with funding agencies as provided by the Unified Planning Work Program.

SECTION 4. Parties to this Memorandum of Understanding may terminate their participation in the continuing transportation planning process of the MPO by giving sixty (60) days written notice to the other parties prior to the date of termination. It is further agreed that these agencies will assist in the transportation planning process by providing planning assistance, data, and other requested information. Additionally, these agencies shall coordinate zoning and subdivision approval in accordance with the adopted Transportation Plan(s). All files, records and planning maps and documents will remain the property of the MPO.

SECTION 5. The rules contained in the current edition of *Robert’s Rules of
Order, Newly Revised, shall govern the TAC in all cases to which they are applicable and in which they are not inconsistent with this “Memorandum of Understanding”, the bylaws and/or any special rules of order the TAC may adopt.

SECTION 6. The TAC by a majority vote may invite other municipalities located within the Metropolitan Planning Area as defined in Section 1.2 to join the MPO. The municipality may join the MPO by agreeing to become party to this MOU by signing an Addendum to this MOU authorized by appropriate and proper resolution of the municipality to sign the Addendum. The Addendum shall become part of this MOU and shall be distributed to all parties to this MOU.

SECTION 7. This Amended Memorandum of Understanding supersedes and replaces any prior memorandum(s) of understanding between the parties regarding the Winston-Salem MPO.

SECTION 8. In witness whereof the parties of this Memorandum of Understanding have been authorized by appropriate and proper resolutions to sign the same: The Town of Bermuda Run by its Mayor, the Town of Bethania by its Mayor, the Village of Clemmons by its Mayor, the Town of Kernersville by its Mayor, the City of King by its Mayor, the Town of Lewisville by its Mayor, the Town of Midway by its Mayor, the Town of Rural Hall by its Mayor, the Village of Tobaccoville by its Mayor, the Town of Walkertown by its Mayor, the Town of Wallburg by its Mayor, the City of Winston-Salem by its Mayor, Davidson County by its Commission Chairman, Davie County by its Commission Chairman, Forsyth County by its Commission Chairman, Stokes County by its Commission Chairman, the Winston-Salem Transit Authority by the Chairman of its Board of Directors, and the North Carolina Department of Transportation by the Secretary of Transportation as designated by the Governor of the State of North Carolina executed this the 24th day of January, 2014.

Seal

Clerk

Town of Bermuda Run

Mayor
Winston-Salem Transit Authority
Chairman, Board of Directors

N.C. Department of Transportation
Secretary of Transportation