

**MODIFICATION NUMBER 4 OF ORIGINAL AGREEMENT OF NOVEMBER 1, 1948
BETWEEN THE UNIVERSITY OF VIRGINIA
AND THE VIRGINIA DEPARTMENT OF TRANSPORTATION
ESTABLISHING THE VIRGINIA HIGHWAY AND TRANSPORTATION
RESEARCH COUNCIL AND MODIFIED JANUARY 1, 1966, JANUARY 1, 1975, AND
OCTOBER 7, 1997**

**MEMORANDUM OF AGREEMENT
August 5, 2004**

Preamble

The Virginia Transportation Research Council (hereinafter the Research Council) was established by a cooperative agreement between the Virginia Department of Highways (presently the Virginia Department of Transportation—VDOT) and the University of Virginia (hereinafter the University) dated November 1, 1948. The original Agreement called for a “mutual” undertaking to establish and operate by joint effort and for mutual benefit, laboratories for highway research.” That Agreement brought into being one of the most respected, comprehensive state transportation research bodies in the United States. For many years, the Research Council was housed with the Engineering School in Thornton Hall. However, as the research program grew, in 1970 the University donated land on Observatory Mountain and the Department of Transportation paid for the design and construction of the Shelburne Building to house the offices and laboratories of the Research Council. The Agreement was subsequently revised on January 1, 1975, to reflect the relocation of the Research Council to the Shelburne Building, the lease arrangements, the extension of faculty privileges to the scientific staff at the Council, and other ways of making the Council and its staff an integral part of the University. It was revised again on October 7, 1997 to modernize and clarify language in the original Agreement and to redefine the membership of the joint Board of Administration that has provided guidance for Research Council-University activities over the years.

Over the entire period since the 1948 Agreement and its supplementary modifications, the University and the Research Council have enjoyed a close and mutually beneficial working relationship. The University has benefited from the availability of laboratories, state-of-the-art equipment, the teaching expertise of Research Council staff, and extensive financial support for faculty and graduate and undergraduate students in the School of Engineering and Applied Science and other Schools in the University. The Department of Transportation has benefited from the broad base of intellectual resources available at the University that can be applied to the very complex problems and issues that characterize transportation in the modern age. Because of its close relationship with the University, the Research Council is able to address transportation research from not only an engineering sciences perspective, but also from the broader perspective of human and legal factors, as well as social, economic and environmental topics. VDOT also benefits from the caliber of staff the Research Council is able to attract and

retain through its association with and location at the University.

Recognizing the need to continue the mutual benefits derived from the engagement in activities for transportation research under the Agreement of November 1, 1948 (as modified January 1, 1966, January 1, 1975, and October 7, 1997) and further recognizing that significant changes in VDOT, in the University, and in both the national and state environments for transportation research have altered the ways in which the Board of Administration can be most valuable to the parties, further modification of the Agreement is desirable. For these purposes, the two signatory parties hereby enter into a revised agreement, set forth below, to create a more contemporary instrument, to reaffirm and strengthen the goals of the joint relationship and to fulfill the stated objectives more effectively.

Basis for Agreement

It is agreed that VDOT and the University will continue to jointly support, for their mutual benefit, laboratories and other facilities for a broad-based transportation research program. The name of the organization shall be The Virginia Transportation Research Council, and its offices and laboratories shall be located in the Shelburne Building at 530 Edgemont Road on the grounds of the University in Charlottesville. The Research Council's mission is to promote excellence in transportation through objective research and superior technical service. Three primary objectives give focus to this mission:

1. To carry out an objective and scientifically-based program of applied research and development, technical assistance, and technology transfer activities that will lead to a better understanding of transportation issues and problems. Overall, the thrust of this program of research will be to create innovations, technology improvements, cost savings, and improved practices in VDOT and other sponsoring organizations for the ultimate benefit of the traveling public.
2. To promote and facilitate the application of new technology and improved practices in the transportation community at large by presenting and publishing research results for national and international dissemination and by maintaining affiliations and cooperating with technical and scientific bodies, transportation industry associations, other academic institutions, and other transportation departments.
3. To help the University carry out its teaching and research mission by providing Support for the education, training, and professional development of both aspiring and practicing transportation professionals and by providing University faculty and students access to practical problems facing the transportation field.

Activities envisioned to accomplish the Research Council's objectives include, but are not limited to, the following:

- Consulting with the management and operating units of VDOT to identify high-priority research needs, to implement the findings from research, and to introduce and encourage innovations in the agency.
- Cooperating with and supporting the University to educate individuals in the fundamentals of transportation policy, planning, operations, engineering, management, finance and related subjects by teaching, offering laboratories for teaching purposes, and supporting graduate students and faculty on research projects with application to the sponsor's needs.
- Cooperating with the University to establish appropriate vehicles and mechanisms to attract and retain high-quality transportation research scientists and faculty who are leading scholars in engineering and other disciplines applicable to transportation; to acquire grants and other sources of funds for joint research efforts; to support programs that will attract and retain high-quality students in the field of transportation; and to market the Research Council and the University as having one of the most outstanding transportation research and education programs in the country.
- Maintaining strong relationships and cooperating with the Transportation Research Board, the American Association of State Highway and Transportation Officials, research offices in other transportation departments, transportation research programs and centers at other universities, other scientific and technical bodies, and transportation agencies in the United States and abroad to keep abreast of the latest issues and developments in the field of transportation.
- Encouraging and undertaking joint research with the University, other universities, and the private sector consistent with the Research Council's primary objectives.
- Sponsoring meetings, workshops, and conferences of persons and organizations interested in the development and improvement of transportation system planning, design, construction, finance, maintenance, and operations.
- Reporting and publishing findings from research through newsletters, research summaries, referred journal articles, web sites, and other media.

General Responsibilities of Each Party: VDOT will provide financial support to the Research Council from both state and federal sources and staff, equipment, and other support necessary to carry out a substantial program of research and related activities to meet the objectives set forth in this Agreement. The laboratories, staff expertise, library, and other

research facilities at the Research Council will be made available to the University to help support its educational mission, and wherever practical, the University will afford qualified scientists at the Council the opportunity to teach.

In consideration of the benefits outlined in the Preamble, the University agrees to provide the Research Council access to and participation in the University educational, social, recreational, and other programs, facilities, and services. This includes, under the same terms and conditions that govern access and use by University faculty and staff, the joint use in common with others of all University libraries; use of and access to all recreational and athletic areas, facilities, and programs; access to dining facilities, including access to membership in the Colonnade Club; use of and access to the University computer network and associated information technology; access to recycling, hazardous material handling, surplus property disposal, and energy savings and similar programs; and access to participation in University educational and training programs. Where costs are involved, the applicable fees may be higher than the University staff rates in instances where the particular fee is subsidized by the University for its staff.

In consideration of the payment by VDOT to the University for all costs incurred in the design and construction of the Shelburne Building, the building will continue to be assigned to the Research Council in accordance with the terms of the Lease signed May 4, 1973. Supplements to the original lease that specify the details of reimbursement to the University for maintenance and operating expenses are to be negotiated annually between the Research Council Associate Director for Administration and the University's Department of Facilities Management and executed by the appropriately designated officers of the University and VDOT.

Operation and Administration

Director: The Chief of Technology, Research & Innovation is the head of the Research Council, is responsible for all technical and administrative operations, and is the primary liaison with the University for all matters pertaining to the joint sponsorship of the Council by VDOT and the University.

University Liaison: The Dean of the School of Engineering and Applied Science will designate a liaison with the Research Council for educational and research matters pertaining to the joint relationship. Other contact points in the University will be utilized as appropriate for matters pertaining to the annual lease supplements, matters pertaining to building maintenance and operations, and other non-technical matters.

Advisory Board: A joint VDOT/University *Advisory Board*, hereinafter called *The Board*, shall continue as the body governing the joint relationship between the Council and the University. The Board will consist of the Commonwealth Transportation Commissioner; the head of the Research Council; the Dean of the School of Engineering and Applied Science;

the Chair of the University's Department of Civil Engineering and Applied Mechanics; one additional member appointed by the Commonwealth Transportation Commissioner; and one additional member appointed by the President of the University. The Commonwealth Transportation Commissioner shall serve as the Chair of *The Board*. *The Board* will meet no less than twice annually and may meet more frequently if warranted. The head of the Research Council will set the dates for the meetings of the Board.

Responsibilities of the Advisory Board: *The Board* shall administer policy in matters pertaining to the joint relationship between the Council and the University. *The Board's responsibilities* will include:

- Providing high-level, periodic reviews of the program of transportation research undertaken by the Council and the University to insure their relevance and value
- Identification of major new research initiatives, including ways to leverage research funds and to obtain joint research grants.
- Identification of new resources for transportation research and for the education of future transportation professionals
- Development and promotion of new programs involving the University and the Research Council
- Appointment of committees or task groups to study special issues relevant to the research program
- Exploration and development of recommendations and actions as may be necessary to maintain strong relationships between the Research Council, the University, and other universities and institutions engaged in transportation research.
- Recommending revisions to the Joint Agreement

Staffing: The staff of the Research Council will be composed of full and part-time Employees of VDOT, graduate and undergraduate students of the University, and University faculty. In addition, where it is advantageous to both parties and practical to do so, positions may be jointly funded by the Research Council and the University. Jointly funded positions have proven historically to be of great benefit to both VDOT and the University. Beyond the very practical aspect of sharing cost, jointly funded positions may be used to address a very specific need for a short period of time or may be used to attract staff to the Research Council or to the University for a longer period of time than either institution would be able to do solely on its own. The establishment of such positions, their length, the proportion of funding by each party, and other terms and conditions of these jointly funded positions are to be negotiated by the head of research and the Dean or the Dean's designate of the appropriate University school.

In most instances, such arrangements will be with departments in the School of Engineering and Applied Science, although jointly funded positions may be established with other schools in the University. When engaged in Research Council-sponsored activities, all members of the Council staff shall report to the head of research and observe all Research Council administrative policies and procedures. Likewise, any members of the Research Council staff who are engaged in University-sponsored activities shall be subject to the rules and regulations of the University for that portion of their work.

Financial Resources: The operations of the Research Council shall be supported by state and federal funds allocated to research by VDOT, contract or grant funds obtained jointly with or through the University or other institutions of higher learning, and/or contract or grant funds from other state, federal, or private sources. No funds shall be solicited or acquired from organizations or firms when such funding might result in a conflict of interest for the Research Council or its staff or the University.

Joint Use of Facilities: For their mutual benefit, the Research Council and the University are encouraged to take maximum advantage of the potential for joint use and sharing of facilities at the Shelburne Building, at the University's School of Engineering and Applied Science, and at other locations on the Grounds of the University. In particular, special emphasis is to be placed on the sharing of laboratories, equipment, information technology facilities, and library facilities for both research and teaching purposes and the use of other space and physical facilities for meetings, conferences, teaching and the like.

Allocation of Income, Royalty, and Other Benefits Resulting from the Creation of Intellectual Property: Intellectual property and the creation of intellectual property shall be defined as set forth in the relevant policies governing VDOT as an agency of the Commonwealth and the University as an institution of higher learning of the Commonwealth. Each item of intellectual property created will be attributed to the funded project most closely linked with that intellectual property. In the case of work funded only through VDOT or alternatively only through the University, intellectual property created as part of that work will be controlled by the policies of the funding organization. In the case of jointly funded projects, the allocation of any benefits resulting from the creation of intellectual property shall be apportioned by mutual agreement of the parties conducting the research and will be consistent with policies and law on intellectual property that govern VDOT and the University.

Arrangement for Modification or Termination of Agreement

This Agreement may be modified at any time by mutual agreement of the parties hereto. All modifications shall be in writing and shall be initiated by *The Advisory Board*, and approved by the Commonwealth Transportation Commissioner and the President of the University. It is further agreed that unless terminated by mutual consent by the parties hereto, either party may terminate this Agreement after written notice of intent to the other party one year in advance.

In concluding this Agreement, the cooperating bodies affirm and concur that the effectiveness of the Research Council and the mutual benefits to be derived from continuing this undertaking can be obtained only by the full support and cooperation of both VDOT and the University.

In WITNESS WHEREOF, the parties hereto have caused this Agreement, to be executed on this the 5th day of August, 2005.

/signed/ Phillip A. Shucet
Commonwealth Transportation Commissioner
Commonwealth of Virginia
Department of Transportation
State of Virginia

The foregoing instrument was acknowledged before me this 5th day of August, 2004, by Philip A. Shucet, Commonwealth Transportation Commissioner, Virginia Department of Transportation.

My Commission expires: October 31, 2006

/signed/ Ivy M Carlton
Notary Public

/signed/ John T. Casteen
President
University of Virginia

The foregoing instrument was acknowledged before me this 2nd day of September, 2004, by John T. Casteen, III, President, University of Virginia.

My Commission expires: March 31, 2008

/signed/ L/ N. Birckhead
Notary Public

