



Michael A. Mauro
 Secretary of State
 State of Iowa

28E Agreement

FOR OFFICE USE ONLY:

FILED

M503377

5/25/2010 4:59:30 PM

PLEASE READ INSTRUCTIONS ON BACK BEFORE COMPLETING THIS FORM

Item 1. The full legal name, organization type and county of each participant to this agreement are:

	Full Legal Name	Organization Type	*County
Party 1	Des Moines Regional Transit Authority "DART"	Other	Polk
Party 2	City of Mitchellville	City	Polk
Party 3	City of Sheldahl	City	Polk
Party 4	City of Alleman	City	Polk
Party 5	Runnells, Iowa	City	Polk

**Enter "Other" if not in Iowa*

Item 2. The type of Public Service included in this agreement is: 410 Public Transit
 (Enter only one Service Code and Description) Code Number Service Description

Item 3. The purpose of this agreement is: *(please be specific)*
 to amend the Amended and Restated Agreement for the Des Moines Regional Transit Authority

Item 4. The duration of this agreement is: *(check one)* Agreement Expires _____ Indefinite Duration
 [mm/dd/yyyy]

Item 5. Does this agreement amend or renew an existing agreement? *(check one)*

NO

YES Filing # of the agreement: M034101

(Use the filing number of the most recent version filed for this agreement)

The filing number of the agreement may be found by searching the 28E database at: www.sos.state.ia.us/28E.

Item 6. Attach two copies of the agreement to this form if not filing online.

Item 7. The primary contact for further information regarding this agreement is: *(optional)*

LAST Name Gentry FIRST Name Nolden

Title Attorney Department Attorney

Email nolden.gentry@brickgentrylaw.com Phone 515-274-1450

RECEIVED
SECRETARY OF STATE
IOWA

10 MAY 20 AM 10:43

FIRST AMENDMENT TO THE
AMENDED AND RESTATED
AGREEMENT

for the

DES MOINES REGIONAL TRANSIT AUTHORITY

Dated as of April 1, 2010

FIRST AMENDMENT TO THE
AMENDED AND RESTATED AGREEMENT FOR THE
DES MOINES REGIONAL TRANSIT AUTHORITY

THIS FIRST AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT FOR THE DES MOINES REGIONAL TRANSIT AUTHORITY (this "First Amendment"), is entered into as of the date set forth in Section 102 hereof, by and between the Participating Communities (as defined in the Amended and Restated Agreement for the Des Moines Regional Transit Authority (the "Original Amended and Restated Agreement")).

WITNESSETH:

WHEREAS, the Des Moines Regional Transit Authority ("DART") operates under the Original Amended and Restated Agreement, and pursuant to Chapter 28E and Chapter 28M of the Code of Iowa, 2009, as amended (collectively, the "Act"); and

WHEREAS, to better serve the citizens of the Participating Communities and to provide DART with the ability to manage its operations to the full extent permitted by the Act, the Participating Communities desire to amend the Original Amended and Restated Agreement; and

WHEREAS, this First Amendment is entered into pursuant to Article XIV, Section 1, of the Original Amended and Restated Agreement, to amend Section 2 of Article XI, as set forth below; and

WHEREAS, by their respective execution hereof, each of the Participating Communities adopts the changes set forth in this First Amendment; and

WHEREAS, all acts, conditions and things have been done and performed which are necessary to make this First Amendment a valid and binding agreement.

Section 101. Amendment to Article XI, Section 2. Pursuant to Article XIV, Section 1 of the Original Amended and Restated Agreement, the Participating Communities hereby agree to delete Section 2 of Article XI of the Original Amended and Restated Agreement in its entirety and replace said section with the following:

“Section 2. Obligations of RTA. Notwithstanding anything to the contrary contained herein, the RTA may issue its bonds in the types, for the purposes, and in the manner permitted by Chapter 28M of the Code, as amended; provided however, that general obligation bonds may only be issued (i) if the proceeds thereof are used to pay (whether directly or through refinancing of existing debt) obligations arising from accidents occurring on or prior to March 1, 2010, together with costs of issuance, (ii) with a term of not longer than ten years and (iii) in an aggregate principal amount which, when added to the principal amount of all other general obligation bonds issued pursuant to this provision, does not exceed \$3,500,000. Any excess proceeds from general obligation bonds remaining after paying or providing for the payment of such accident obligations shall be applied to the payment of debt service on the bonds.”

Section 102. Effective Date. This First Amendment is effective as of its date of execution by the last of the Participating Communities, which date shall be manually entered on the line set forth below.

Effective Date of First Amendment: May 17, 2010

Attest:

City of Mitchellville

By:

David Wieslander
Mayor

By:

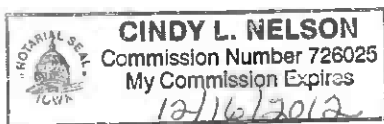
Ruth Norton
DEPUTY City Clerk

STATE OF IOWA, COUNTY OF POLK, ss:

On the 3rd day of May, 2010, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared David Wieslander and Ruth Norton, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk of the City of Mitchellville, Iowa, a municipal corporation; that the seal affixed to the above and foregoing instrument is the corporate seal of said municipal corporation, and that said instrument was signed and contained in the Resolution adopted by the City Council of Mitchellville, on the 3rd day of MAY, 2010 and the said City Clerk and Mayor acknowledged the execution of said instrument to be their voluntary act and deed and the voluntary act and deed of said municipal corporation, by it and by them voluntarily executed.

Cindy L. Nelson
Notary Public in and for the State of Iowa

4822-4323-9685\1



Attest:

By:

Horri Hester
City Clerk

City of Sheldahl

By:

Cam Town
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On the 10th day of May, 2010, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Horri Hester and _____, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk of the City of Sheldahl, Iowa, a municipal corporation; that the seal affixed to the above and foregoing instrument is the corporate seal of said municipal corporation, and that said instrument was signed and contained in the Resolution adopted by the City Council of Sheldahl, on the 10th day of May, 2010 and the said Mayor and City Clerk acknowledged the execution of said instrument to be their voluntary act and deed and the voluntary act and deed of said municipal corporation, by it and by them voluntarily executed.

Suzanne M. Robinson
Notary Public in and for the State of Iowa



Attest:

City of Alleman

By: Bin Bodum
Mayor

By: Kathleen A. Larson
City Clerk

STATE OF IOWA, COUNTY OF POLK, ss:

On the 10th day of May, 2010, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Kathleen A. Larson and _____, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk of the City of Alleman, Iowa, a municipal corporation; that the seal affixed to the above and foregoing instrument is the corporate seal of said municipal corporation, and that said instrument was signed and contained in the Resolution adopted by the City Council of Alleman, on the 10 day of May, 2010 and the said City Clerk and Mayor acknowledged the execution of said instrument to be their voluntary act and deed and the voluntary act and deed of said municipal corporation, by it and by them voluntarily executed.

Notary Public in and for the State of Iowa

4822-4323-9685\1



Attest:

Runnells, Iowa

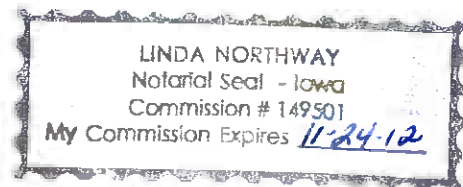
By: Carol S. Elam
City Clerk

By: Tony Steem
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 3rd day of May, 2010, before a Notary Public in and for the City, personally appeared Tony Steem and Carol S. Elam, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Runnells, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.

Linda Northway
Notary Public in and for the State of Iowa



Attest:

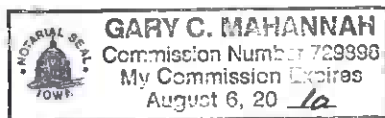
Polk City, Iowa

By: Sharon Nickles
City Clerk

By: [Signature]
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 13th day of April, 2010, before a Notary Public in and for the City, personally appeared Craig Hevedy and Sharon Nickles, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Polk City, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.



[Signature]
Notary Public in and for the State of Iowa

Attest:

Pleasant Hill, Iowa

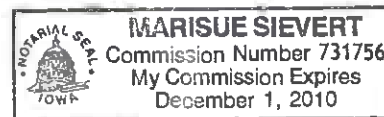
By: [Signature]
City Clerk

By: [Signature]
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 13th day of April, 2010, before a Notary Public in and for the City, personally appeared Jason Dively and Joni Klack, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Pleasant Hill, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.

[Signature]
Notary Public in and for the State of Iowa



Attest:

Des Moines, Iowa

By: *Diane Rauh*
City Clerk

By: *T. M. Franklin Cownie*
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 12th day of April, 2010, before a Notary Public in and for the City, personally appeared T. M. Franklin Cownie and Diane Rauh, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Des Moines, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.



Karen Marie Herzberg
Notary Public in and for the State of Iowa

Attest:

By:

Jamie Fitzgerald
County Auditor

Polk County, Iowa

By:

John F. Mauro
Chair, Board of Supervisors

STATE OF IOWA, COUNTY OF POLK, ss:

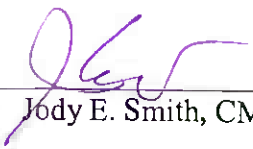
On this 16TH day of APRIL, 2010, before a Notary Public in and for said State, personally appeared JOHN F. MAURO and JAMIE FITZGERALD, to me personally known, who being duly sworn, did say that they are the ^{VICE-}Chair of the Board of Supervisors and County Auditor, respectively of Polk County, Iowa, a political subdivision, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said County by authority and resolution of its Board of Supervisors and said ^{VICE-}Chair of the Board of Supervisors and County Auditor acknowledged said instrument to be the free act and deed of said County by it voluntarily executed.

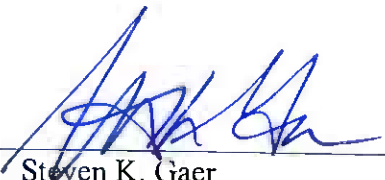


Rebecca Dewey
Notary Public in and for the State of Iowa

City of West Des Moines, Iowa


Attest:

By: 
Jody E. Smith, CMFA/MMC
City Clerk

By: 
Steven K. Gaer
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 5th day of April, 2010, before a Notary Public in and for the City, personally appeared Steven K. Gaer and Jody E. Smith, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of West Des Moines, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.


Notary Public in and for the State of Iowa



Attest:

By: Randy Lewis
City Clerk

City of Altoona

By: Timothy J. Burget
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 6 day of April, 2010, before a Notary Public in and for the City, personally appeared Randy Pierce and Timothy J. Burget, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Altoona, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.

Jody A. Evans
Notary Public in and for the State of Iowa



Attest:

City of Urbandale, Iowa

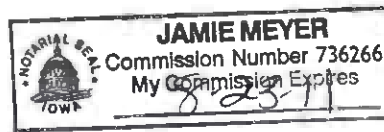
By: Debra Mains
City Clerk

By: [Signature]
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 6th day of April, 2010, before a Notary Public in and for the City, personally appeared Robert D. Andeweg and Debra Mains, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Urbandale, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.

[Signature]
Notary Public in and for the State of Iowa

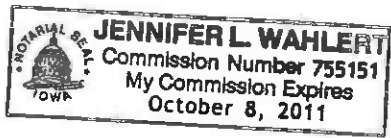


Attest:
By: [Signature]
City Clerk

City of Johnston
By: [Signature]
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On the 5th day of April, 2010, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared PAULA S. Dierenfeld and Cyndee RHAMES, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk of the City of Johnston, Iowa, a municipal corporation; that the seal affixed to the above and foregoing instrument is the corporate seal of said municipal corporation, and that said instrument was signed and contained in the ~~Resolution~~ ^{ACTION} adopted by the City Council of Johnston, on the 5th day of April, 2010 and the said Mayor and City Clerk acknowledged the execution of said instrument to be their voluntary act and deed and the voluntary act and deed of said municipal corporation, by it and by them voluntarily executed.



[Signature]
Notary Public in and for the State of Iowa

Attest:

Granger, Iowa

By: Anita C. Gibbs
City Clerk

By: Tom Schenk
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 14th day of April, 2010, before a Notary Public in and for the City, personally appeared Anita C. Gibbs and Tom Schenk, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Granger, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.

Suzanne M. Robinson
Notary Public in and for the State of Iowa



Attest:

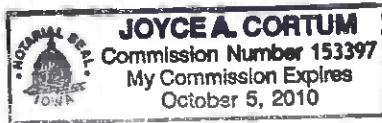
By: Pamela L Blessman
City Clerk

City of Clive, Iowa

By: [Signature]
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 15th day of April, 2010, before a Notary Public in and for the City, personally appeared Scott Cirksema and Pamela Blessman to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Clive, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.



Joyce A. Cortum
Notary Public in and for the State of Iowa

Attest:

City of Elkhart

By: Jeanne M Uhl
City Clerk

By: [Signature]
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On the 20th day of April, 2010, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Andrew Cory and Jeanne M. Uhl, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk of the City of Elkhart, Iowa, a municipal corporation; that the seal affixed to the above and foregoing instrument is the corporate seal of said municipal corporation, and that said instrument was signed and contained in the Resolution adopted by the City Council of Elkhart, on the 20th day of April, 2010 and the said Mayor and City Clerk acknowledged the execution of said instrument to be their voluntary act and deed and the voluntary act and deed of said municipal corporation, by it and by them voluntarily executed.



Jeanne M. Uhl
Notary Public in and for the State of Iowa

Attest:

City of Grimes

By: [Signature]
Mayor

By: Rockelle Williams
City Clerk

STATE OF IOWA, COUNTY OF POLK, ss:

On the 11 day of May, 2010, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Thomas M. Armstrong and Rockelle Williams, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk of the City of Grimes, Iowa, a municipal corporation; that the seal affixed to the above and foregoing instrument is the corporate seal of said municipal corporation, and that said instrument was signed and contained in the Resolution adopted by the City Council of Grimes, on the 11 day of May, 2010 and the said City Clerk and Mayor acknowledged the execution of said instrument to be their voluntary act and deed and the voluntary act and deed of said municipal corporation, by it and by them voluntarily executed.

[Signature]
Notary Public in and for the State of Iowa
4822-4323-96851



Attest:

By:

City Clerk

Marilyn Arentsen

City of Bondurant

By:

Mayor

Keith Ryan

STATE OF IOWA, COUNTY OF POLK, ss:

On the 3rd day of May, 2010, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Keith Ryan and Mark Arentsen, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk of the City of Bondurant, Iowa, a municipal corporation; that the seal affixed to the above and foregoing instrument is the corporate seal of said municipal corporation, and that said instrument was signed and contained in the Resolution adopted by the City Council of Bondurant, on the 3rd day of May, 2010 and the said Mayor and City Clerk acknowledged the execution of said instrument to be their voluntary act and deed and the voluntary act and deed of said municipal corporation, by it and by them voluntarily executed.

Michelle Wells
Notary Public in and for the State of Iowa



Attest:

Carlisle, Iowa

By: Neil Ruddy
City Clerk

By: Ruth Rendleman
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 13th day of May, 2010, before a Notary Public in and for the City, personally appeared Neil Ruddy and Ruth Rendleman, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Carlisle, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.

Ruth Rendleman
Notary Public in and for the State of Iowa

4.26.12

Attest:

Windsor Heights, Iowa

By:

[Signature]
City Clerk

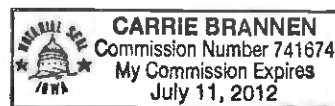
By:

[Signature]
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 17th day of May, 2010, before a Notary Public in and for the City, personally appeared Marketa Oliner and Jerry Sullivan, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Windsor Heights, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and resolution of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.

[Signature]
Notary Public in and for the State of Iowa



Attest:

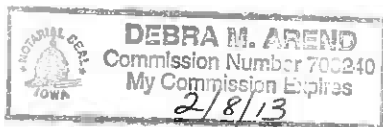
Ankeny, Iowa

By: Pamela DeMuth
City Clerk

By: Steven D. Van Cort
Mayor

STATE OF IOWA, COUNTY OF POLK, ss:

On this 17th day of May, 2010, before a Notary Public in and for the City, personally appeared Steven D. Van Cort and Pamela DeMuth, to me personally known, who being duly sworn, did say that they are the Mayor and City Clerk, respectively of the City of Ankeny, Iowa, a Municipality, created and existing under the laws of the State of Iowa, and that the seal affixed to the foregoing instrument is the seal of said Municipality, and that said instrument was signed and sealed on behalf of said Municipality by authority and action of its City Council and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said Municipality by it voluntarily executed.



Debra M. Arend
Notary Public in and for the State of Iowa