

COMPOSITION OF COMMISSION – RECOMMENDATIONS PROPOSAL

COMPOSITION OF COMMISSION: (currently set forth in the Second Amendment to the Amended and Restated Agreement for the Des Moines Area Regional Transit Authority in Article III, Section 2, and in the Bylaws of the Des Moines Area Regional Transit Authority, Article II, Section 2.)

Significant changes include:

- Change to possible 19 member Commission, but leave open for the addition of additional DART member communities.
- Each participating member community would have a DART Commission seat.
- Each of these seats would be selected/appointed by the Mayor of the respective community (could be an elected person for Commission seat, and either an elected or non-elected person as the alternate, but Mayor (or elected official) would have ultimate authority to vote on the budget and for other decisions).
- Annual selection/appointment by the Mayor, but it could be the same person.
- All meetings of the DART Commission would be open meetings.

Proposed Language Change to the Substituted and Restated 28E Agreement:

Article I. DEFINITIONS

Section 1. Definitions.

(m) "Participating Communities" shall mean the cities of Alleman, Altoona, Ankeny, Bondurant, Carlisle, Clive, Des Moines, Elkhart, Granger, Grimes, Johnston, Mitchellville, Pleasant Hill, Polk City, Runnells, Urbandale, West Des Moines, Windsor Heights, and including Polk County, together with any other cities or counties that become Participating Communities under the provisions of this Agreement.

Article III. ORGANIZATION OF COMMISSION

Section 2. Composition of Commission.

- (a) Commencing on _____, 2017, the Commission shall be composed of members appointed as hereinafter provided.
- (b) Initially, each of the Participating Communities shall have one (1) member on the Commission, but the number of members may be increased to accommodate future participating communities in accord with Article X;
- (1) There shall be one (1) at-large Commission seat, which seat shall be an elected official selected by the Polk County Board of Supervisors. An alternate, either an elected official or a non-elected official, shall also be selected by the Polk County Board of Supervisors.

- (2) The remaining members of the Commission shall each be selected annually by the respective Mayor of each of the Participating Communities within the DART Transit Authority. The Mayors of each respective Participating Community will notify DART by November 1st of the name of the selected/appointed member of the Commission who will serve for the calendar year commencing on January 1st and ending on the subsequent December 31st. The member of the Commission shall serve until their term is terminated or until a new member of the Commission is selected/appointed by the Mayor of the Participating Community. The selected/appointed member of the Commission must be an elected official. The Mayor of each Participating Community shall also select/appoint an alternate. The alternate member may either be an elected official or a non-elected official.
 - (3) If a new community becomes a Participating Community, at the commencement of the next fiscal year, then the Mayor from said newly added Participating Community shall also be allowed to select/appoint a member of the Commission and an alternate, and said member of the Commission will have all the authority and power as any other member of the Commission.
- (c) In the event that a Participating Community provides its notice of withdrawal from DART in accord with Article XVI, then the Commissioner from said withdrawing Participating Community shall be removed from the Commission effective the date the withdrawing Participating Community is fully withdrawn.

VOTING – RECOMMENDATIONS PROPOSAL

VOTING: Standards/Process for Voting (currently set forth in Article II, Section 4. in the Bylaws of the Des Moines Regional Transit Authority).

Significant changes include:

- Quorum requirement.
- Key voting thresholds.

Proposed Language Change to the Substituted and Restated 28E Agreement:

Article III. Organization of Commission.

Section 3. Voting.

- (a) In the conduct of the Commission's business, each member of the Commission shall have one (1) vote, and the majority of those members of the Commission present and voting, if a quorum is established, shall decide such matters, unless a different voting threshold is specifically set forth in this Agreement. Having more than half (1/2) of the members of the Commission present and voting shall constitute that a quorum is established. No vote shall be taken without a quorum of the members of the Commission being present.
- (b) Action to establish, relocate, or discontinue a vehicle route or any portion of a vehicle route shall require the affirmative votes of at least two-thirds (2/3) of the members present at a meeting at which a quorum is established.
- (c) Action to alter the fare schedule applicable to a vehicle route or any portion of a vehicle route shall require the affirmative vote of at least two-thirds (2/3) of the members present at a meeting at which a quorum is established.
- (d) Action to approve a budget or add a new Participating Community shall require the affirmative votes of at least two-thirds (2/3) of the members present at a meeting at which a quorum is established.
- (e) The Chair, or in the Chair's absence the Vice-Chair, of the Commission may vote and participate in discussion, but shall not make or second a motion.
- (f) Any Participating Community represented at that meeting may request a population weighted vote on matters regarding the RTA budget, funding and/or transit service levels, whereupon the vote on that item will automatically be continued to the next regularly scheduled or specially called meeting of the Commission, and notice of the impending population weighted vote will be given in the agenda for that meeting, unless notice of the request for such weighted vote has been given to the Chair of the Commission by the requesting Participating Community at least seven (7) days prior to the date of the scheduled meeting. At such meeting, the decision on the question that is the subject of the population weighted vote shall be determined by a vote of at least three-fourths (3/4) of the votes outcome side of the question compiling the highest number of votes assigned under Section 3(g) of this Article. Each Participating Community shall make its vote during a called weighted vote by and through its elected official member on the Commission from said Participating Community.

(g) In November of each year, the Executive Committee shall review the most recently available census data for each Participating Community and shall report to the Commission the population of each city that is a Participating Community and the population of each census tract situated within the service area of a county that is a Participating Community. Upon Commission approval of the population data and proportional assignments to Commission representatives, such populations and proportional assignments shall be binding on all Participating Communities. For each 25,000 in population or portion thereof a Participating Community shall be awarded one (1) vote when a population weighted vote of the Commission is called. Where the Participating Community is a county, such population shall be that of the unincorporated portion of the county.

Population Weighted Vote Estimate

*denotes Communities who have provided a withdrawal notice to DART

Name	Population		Population per 25,000	Weighted Vote 25,000
	2010 Census	2015 Census Estimate		
Alleman	432	443	0.02	1
Altoona	14,541	16,984	0.68	1
Ankeny	45,582	56,764	2.27	3
Bondurant	3,860	5,493	0.22	1
Carlisle*	3,876	4,168	0.17	1
Clive	15,447	17,506	0.70	1
Des Moines	204,220	210,330	8.41	9
Elkhart*	683	742	0.03	1
Granger	1,244	1,431	0.06	1
Grimes	8,246	11,853	0.47	1
Johnston	17,278	20,871	0.83	1
Mitchellville*	2,254	2,278	0.09	1
Pleasant Hill	8,785	9,314	0.37	1
Polk City*	3,418	4,323	0.17	1
Runnells*	507	516	0.02	1
Urbandale	39,463	44,062	1.76	2
West Des Moines	56,609	64,113	2.56	3
Windsor Heights	4,860	4,889	0.20	1
Polk County (MPO unincorp)	22,443	22,443	0.90	1
Total Votes				32
Total Votes without Communities Planning to Withdrawal				27

OFFICERS – RECOMMENDATIONS PROPOSAL

OFFICERS: Establishment of Officers (currently set forth in Article III of the Bylaws of the Des Moines Regional Transit Authority and in Article III, Section 4 of the Amended and Restated Agreement of the Des Moines Regional Transit Authority).

Proposed Language Change to the Substituted and Restated 28E Agreement:

ARTICLE III. ORGANIZATION OF COMMISSION

Section 4. Officers.

- (a) Number and Term. The officers of the Commission shall be the Chair, the Vice Chair and the Secretary/Treasurer, each of whom shall be elected each year by vote of the Commission at the annual meeting of the Commission for that year. Officers shall be elected for a one (1) year term, with a possible second term available. In no event shall a person hold one specific officer position for more than two (2) one year terms. Although not required, it is anticipated that the Vice-Chair shall move into the position of the Chair, and the Secretary/Treasurer shall move into the position of Vice-Chair.
- (b) Duties of Chair. The Chair shall preside at all meetings of the Commission. The Chair or the Vice Chair in the absence of the Chair shall sign any instruments which the Commission has authorized to be executed, except in cases where the signing of instruments shall be required by law or protocol to be otherwise signed or executed, or where the resolution of the Commission authorizes the signing of such instrument by another person.
- (c) Duties of Vice Chair. In the absence of the Chair, or in the event of the death, inability to act or refusal to act by the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon that office.
- (d) Duties of Secretary/Treasurer. The Secretary/Treasurer or as otherwise assigned, shall have the following duties and responsibilities:
 - (1) The taking and preservation of minutes of the proceedings of the Commission;
 - (2) The giving of all notices in accordance with this Agreement or any bylaws, or as otherwise directed by the Commission or required by law;
 - (3) Acting as custodian of the records of the RTA;
 - (4) Keeping a current registry of the names and addresses of the members of the governing body of each Participating Community, and of each Participating Community's principal officers and of the Commission representatives and alternates;
 - (5) Overseeing the safeguarding and depositing of all fares, monies, receipts, funds and other valuable effects collected or received in the name of and/or to the credit of the Des Moines Regional Transit Authority and, in this regard, complying with Iowa law including, but not limited to, Section 28M.6 of the Iowa Code and, if applicable, any successor thereto requiring all monies received by the Commission to be held by the

county treasurer.

- (6) Acting as the Chair of any Commission committee established to review and/or audit any financial matters of the RTA.

- (e) Election. The officers of the Commission shall be elected every year by and from the members of the Commission present at the annual meeting of the Commission for that year. The Nominating Committee shall select and offer nominations for each office at the annual meeting. Nominations for the officer positions shall also be accepted from the representatives present at that annual meeting. All nominees, including those offered by the Nominating Committee, must receive a second in order to be considered a candidate and voted on for said office.

- (f) Term/Vacancy. Each office shall be elected for a one (1) year term. Each officer shall hold office until his or her successor has been duly elected. Alternates, if any, shall not be eligible to serve as an officer. Each of the officers shall be from different DART Participating Communities. A vacancy in the office of Chair, Vice-Chair, or Secretary/Treasurer shall be filled by the Commission for the unexpired portion of the term.

COMMITTEES – RECOMMENDATIONS PROPOSAL

COMMITTEES: Description of Committees (currently set forth in Article V of the Amended and Restated Agreement for the Des Moines Regional Transit Authority, as amended, and in Article IV of the Bylaws).

Significant changes include:

- To provide most of Committee detail in the DART Bylaws.
- To provide flexibility in 28E Agreement for current and future use of Committees and evolution of such use.

Proposed Language Change to Substituted and Restated 28E Agreement:

Article V. COMMITTEES

Section 1. Executive Committee. An Executive Committee is hereby established for the purpose of oversight and review of the following:

- (a) The Commission's rules and structure
- (b) RTA policies
- (c) Financial plan and budget
- (d) Legislative plan
- (e) Government relations and communications strategies
- (f) Take action on behalf of the full board in true emergency situations where full board action is impossible
- (g) Evaluation and performance of the Chief Executive Officer/General Manager.

Members of the Executive Committee shall consist of the Chair, Vice-Chair, and the Secretary/Treasurer of the Commission.

Section 2. Nominating Committee. A Nominating Committee is hereby established for the purpose of selecting and offering nominations for each office of the Commission at the annual meeting in January. Members of the Nominating Committee shall be appointed by the Chair at a regular Commission meeting held at least three (3) months prior to the annual meeting in January. The Nominating Committee shall be chaired by a representative elected by the other members of the Nominating Committee.

Section 3. Other Standing Committees. The Commission shall have the authority to establish certain standing committees, such as the Strategic Planning and Operations Committee and/or a Finance/Audit and Administration Committee, as otherwise provided in the Bylaws of the Des Moines Regional Transit Authority, as amended. The Commission shall determine the makeup of these committees. The designation of such committee(s) shall not

operate to relieve the Commission of any responsibility imposed by this Agreement or any amendments or supplements thereto. If appropriate, the chairs of any standing committees could be asked to serve on the Executive Committee as liaisons.

Section 4. Other Committees. The Commission may, by resolution, designate two or more of its representatives to constitute an ad hoc committee or as otherwise authorized by the Bylaws of the Des Moines Regional Transit Authority, as amended. Such ad hoc committee shall, if authorized by regulation of the Commission, provide advice and recommendations to the Commission.

Section 5. Open Meetings. All of the committee meetings shall be open to the public, and notice of the time and place of such committee meetings shall be provided to all members of the Commission and any news media which have filed a request for the same, Minutes of such committee meetings shall be kept and provided.

TRANSITION MATTERS – RECOMMENDATIONS PROPOSAL

TRANSITION MATTERS: Transition from current Board of Commission to reconstituted Board of Commissioners (currently set forth in Article XIX of the Amended and Restated Agreement for the Des Moines Regional Transit Authority, as amended).

Significant changes include:

- Transition of Officers.

Proposed Language Change to the Substituted and Restated 28E Agreement:

Article XIX. TRANSITION MATTERS

Section 1. Prior Budget Actions. All prior actions of the Board of Commission undertaken pursuant to the terms of the Amended and Restated Agreement, prior to the Effective Date of said Amended and Restated Agreement with respect to the consideration and approval of the DART budget for the fiscal year beginning July 1, 2017, are hereby accepted and approved.

Section 2. Assumption of Contracts. All contracts entered into by the Commission or on its behalf and being performed on the Effective Date of this Substituted and Restated 28E Agreement shall be and hereby are approved and accepted under the terms of this Substituted and Restated 28E Agreement. The Commission hereto shall assume responsibility for administration of such existing contracts.

Section 3. Officers. The Chair, Vice-Chair and Secretary/Treasurer elected by the Commission in June of 2016 shall serve as the Chair, Vice-Chair and Secretary/Treasurer of the Commission under this Substituted and Restated 28E Agreement until their successors are elected under the restructured new Commission. Initial officers elected by the newly constituted Commission shall remain in position through December 31, 2018.

Section 4. Commission Members. Members elected to the Commission in 2016 shall stay until the new restructured Commission is constituted. Once the new Commission is in place, then these newly elected members of the Commission shall remain in place until December 31, 2018, unless otherwise provided for herein.

Section 5. Policies. All policies previously approved by the Commission under the Substituted and Restated 28E Agreement, and in effect on the Effective Date of this Substituted and Restated 28E Agreement shall continue in force as approved policies of the Commission until modified or rescinded by the Commission.