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MICHELLE UTSLER
 RECORDER
 MADISON COUNTY, IOWA

**AMENDED AND SUBSTITUTED
 AGREEMENT ESTABLISHING
 THE**

DES MOINES AREA METROPOLITAN PLANNING ORGANIZATION

ARTICLE I - ESTABLISHMENT

The Des Moines Area Metropolitan Planning Organization (hereinafter referred to as "the MPO") is hereby established and created as a voluntary organization of certain county and city governments in the Metropolitan Planning Area, as set forth on Exhibit A, attached hereto and incorporated herein by this reference (hereinafter referred to as the "Metropolitan Planning Area"). The Metropolitan Planning Area includes the Des Moines Urbanized Area as defined by the U.S. Bureau of the Census (hereinafter referred to as the "Des Moines Urbanized Area").

ARTICLE II - ORGANIZATION, PURPOSE AND POWERS

The MPO is organized as a separate legal entity pursuant to the provisions of Chapter 28E, Code of Iowa, 1981, as amended, with the powers and purposes to carry out transportation planning activities for the metropolitan area. The purpose of the Amended and Substituted Agreement is to replace a previously existing agreement that became effective on July 1, 1983, and authorize the MPO to continue, pursuant hereto, to serve as a designated metropolitan planning organization, pursuant to Part 450 of Title 23 of the Code of Federal Regulations, and any amendment or successor section thereto; and to enable the MPO to carry out a transportation planning process as outlined therein.

The MPO is also authorized, upon designation by the State of Iowa, to review and comment on federal transportation planning or construction grants for which member governments have applied, and to determine their consistency with adopted areawide transportation plans. Except as otherwise hereinafter provided, the powers of the MPO shall be exercised by the member government representatives or, where appropriate, alternate representatives, acting by and through the MPO in accordance herewith.

ARTICLE III - MEMBERSHIP - VOTING REPRESENTATION

1. Membership - Except as restricted by section 4 of this Article, to become a member of the MPO, a governmental entity must: be located wholly or partially within the Metropolitan Planning Area; adopt this Amended and Substituted Agreement perpetuating the MPO by resolution of its governing body; and have a population of at least 2,400 as shown by the most recent federal census or official intercensal estimate. To retain membership in the MPO, each member government must comply with all requirements of this Amended and Substituted Agreement.

2. Representation
 - a. The representative or representatives of each member government who shall serve on the MPO shall be a member or members of its governing body or other person or persons appointed in the manner approved by such governing body. Alternate representatives may be similarly appointed on a temporary or permanent basis, as a member government shall determine. In case a member government has more than one representative, alternate representatives for that member government shall be entitled to vote in the absence of any representative of that member government.

- b. Each member government shall be entitled to one representative on the MPO, plus one or more additional representatives based on the member government's population within the Metropolitan Planning Area as follows: One additional representative for each 25,000 population or fraction thereof over the first 10,000, as shown by the most recent census or official intercensal estimate.

The foregoing to the contrary notwithstanding, the representation for each county member shall be based upon the portion of the population of its unincorporated area within the Metropolitan Planning Area and the population of incorporated areas within the Metropolitan Planning Area that is not otherwise represented on the MPO.

- c. Each representative shall serve at the pleasure of the governing body by which that representative was approved.
- d. The Director of the Planning and Research Division of the Iowa Department of Transportation, the Division Administrator of the Federal Highway Administration, the Chair of the Aviation Policy Advisory Board for the Des Moines International Airport, and the Chair of the Joint Board of Transit Trustees of the Des Moines Metropolitan Transit Authority, or their designated alternates, may serve as non-voting, advisory members of the MPO.
- e. Counties and incorporated areas wholly or partially within the Metropolitan Planning Area which are not eligible for full membership will be entitled to Associate Membership with one non-voting, advisory representative appointed by that governmental entity upon payment of an associate membership fee as established from time-to-time by the MPO.

3. Voting

- a. A quorum of the MPO shall be required for the conduct of its business. A quorum shall consist of a majority of the total number of persons who have been appointed as representatives of member governments.
- b. In the ordinary conduct of the MPO's business, each representative will have one vote; and the majority vote of those representatives present and voting shall decide such matters.
- c. The Transportation Planning Work Program and the annual budget must be submitted on an annual basis to the member governments and must be approved by resolution of the governing bodies of at least a majority of the member governments. The Work Program to be submitted for approval shall be based upon federal funding allocations issued by the Iowa Department of Transportation prior to any application for federal funds.

In the event there is a change in federal allocations and provided that the total local assessments remain unchanged, the MPO may make any amendments to the Work Program necessary to enable the MPO to make grant applications. The MPO shall submit the amended Work Program to the Iowa Department of Transportation as part of the grant application process.

During the ensuing budget year, the MPO may, for administrative purposes, amend the Work Program and the annual budget as long as the total budget does not increase or decrease by more than ten (10) percent and the local assessments remain the same.

- d. At any time, on any question before the MPO, other than those matters set out in subsection c. hereof, or review and comment on federal transportation grants (i.e. "A-95 reviews") or the Project Priority Selection Process for including projects in the Transportation Improvement Program, a minimum of any two member governments represented at a meeting may request a weighted vote. Under the weighted vote method, issues will be decided by assigning to each member government for which a representative is present and voting a number equal to the population within the Metropolitan Planning Area, by the most recent federal census or official intercensal estimate, for that member government. Under the weighted vote method, an issue must receive three-fourths of the total votes cast in order to be adopted.
- e. Only representatives of members within the Des Moines Urbanized Area may vote on the allocation of federal transportation grant funds provided to the Des Moines Urbanized Area.

4. Withdrawal and Readmission

- a. Withdrawal - A member government may withdraw from membership on the MPO when its governing body requests such withdrawal by resolution, sent by certified mail, return receipt requested, to the MPO. Any such withdrawal shall become effective on the date which is the later of the following: (1) the date specified in the resolution, or (2) upon receipt of the resolution by the MPO. As provided in Article IV hereof, a member government shall be deemed to have withdrawn upon nonpayment of assessment within thirty (30) days after notice thereof is sent by certified mail, return receipt

requested, to the Mayor or Chair of the Board of Supervisors and the City Clerk or County Auditor of the member government involved. In the event of withdrawal, such government shall not be relieved of its obligation to pay its share of the expenses of the MPO for the MPO fiscal year in which such withdrawal occurs.

- b. Readmission - Any member government which has withdrawn or has been deemed to have withdrawn from the MPO may apply for readmission. The MPO shall establish a readmission fee for any applicant. The minimum readmission fee shall not be less than twenty-five (25) percent of the assessment for which the applicant would have been obligated had it been a member of the MPO during the prior MPO fiscal year. The maximum readmission fee shall not exceed two hundred (200) percent of the assessments for which the applicant would have been obligated during its non-membership period.

ARTICLE IV - BUDGET AND ASSESSMENT SCHEDULE

The MPO shall approve an annual budget and assessment schedule. The assessment for each member government shall be based on the ratio of each member government's population within the Metropolitan Planning Area, as shown by the most recent federal census. For this purpose, a county member's population shall be the population of its unincorporated area within the Metropolitan Planning Area and the population of incorporated areas within the Metropolitan Planning Area that are not otherwise represented on the MPO. All annual assessments are due and payable on July 1 of each year. Any member government which fails to pay any assessment within 45 days (or such other period of time as may be requested by the member government and approved by the MPO)

after the due date of the full amount, shall, except as modified by the next sentence, be deemed to have withdrawn its membership on the MPO, as of the end of said 45-day period or the end of such other period of time approved by the MPO, and no representatives of that member government shall thereafter be allowed to vote on any matter coming before the MPO. Written notice of delinquency shall be sent by certified mail, return receipt requested, to the Mayor or Chair of the Board of Supervisors and City Clerk or County Auditor of the member government involved, at least thirty (30) days prior to the effective date of withdrawal, informing those officials of the payment delinquency.

ARTICLE V - OPERATIONAL MATTERS

1. In the conduct of its business, the MPO may cooperate with, contract with, and accept and expend funds from federal, state, and local agencies, public or semi-public entities, private individuals, profit and non-profit corporations, and any other legally recognized association or entity.
2. The MPO may appoint such advisors or create such technical or advisory committees as it deems desirable.
 - a. There shall be established a Transportation Technical Committee, composed of technical representatives appointed by the member governments and such other individuals appointed by the Chair of the MPO. No member government may have more technical representatives than it has representatives on the MPO, up to a maximum of three. The Director of the Office of Advance Planning and the District Planner of the Iowa Department of Transportation, and the Division Planning and Research Engineer of the Federal Highway Administration may serve as non-voting members of the

Transportation Technical Committee. The Transportation Technical Committee shall review and develop recommendations on all matters referred to it by the MPO, and it may adopt such rules or procedures for its operation as are not inconsistent with this Agreement.

- b. A member of the Transportation Technical Committee may not serve as a representative or alternate of a member government on the MPO.
3. The MPO shall approve such transportation plans, reports or recommendations as are required by the federal and state governments as prerequisites for eligibility for federal or state transportation grants. In addition, the MPO shall prepare annually a *Transportation Planning Work Program and Cost Allocation Plan* that details planning activities to be conducted, the responsibilities for conducting those activities, and the proposed budget for those activities. The MPO shall undertake such planning activities and prepare such plans as are required by the *Intermodal Surface Transportation Efficiency Act of 1991* and any amendments thereto. The MPO shall also coordinate the development of its long-range transportation plan with the process for maintaining and updating the *Iowa State Implementation Plan*, as required by the *Clean Air Act of 1990*.
4. The MPO may make such arrangements as it deems necessary to secure administrative, staff and planning services, including contracting with any member government or any other public or private entity. Such services shall be included in the annual *Transportation Planning Work Program* of the MPO.

5. The officers of the MPO shall be a Chair, Vice Chair, and Secretary/Treasurer, each of whom shall be elected annually from the representatives of the member governments, and each of whom shall have such duties as are customary to their respective offices.
6. There will be an Executive Committee composed of five members; the three officers of the MPO and two additional members elected by the MPO. At least one member of the Executive Committee shall be a representative from Des Moines. The Executive Committee shall have and exercise only such powers as may be delegated by the MPO from time-to-time. In no situation shall substantive decisions affecting the MPO be made exclusively by the Executive Committee; all such executive recommendations must be approved by the full MPO. The Executive Committee shall act only with a quorum of at least three members. The Executive Committee will provide public notice of the meeting time and place and provide for meetings to be open to the public, unless closed by resolution of the Executive Committee to deal with matters privately where Chapter 21 requires or allows the public to be excluded.
7. The MPO may adopt Bylaws and other rules or operational procedures which are not inconsistent with this Amended and Substituted Agreement.

ARTICLE VI - TERMINATION

The MPO may be terminated upon an affirmative vote of not less than three-fourths (3/4) of the representatives present at any regular meeting, or at a special meeting called for such purpose, which vote must be ratified by resolution of the governing bodies of not less than three-fourths (3/4) of the member governments.

In the event of termination, all assets of the MPO shall be distributed to and all liabilities of the MPO shall be assumed by those governments which are members at the time of such termination, based upon the ratio of each member government's population within the Metropolitan Planning Area to the total population of the Metropolitan Planning Area, as shown by the most recent federal census, with the population of each county member based upon the portion of the population of its unincorporated area within the Metropolitan Planning Area and the population of incorporated areas within the Metropolitan Planning Area that are not otherwise represented on the MPO.

ARTICLE VII - AMENDMENTS

The terms and provisions of this Amended and Substituted Agreement may be amended by a majority vote of the representatives on the MPO at any regular or special meeting called for such purpose, and approved by resolution of the governing bodies of three-fourths (3/4) of the member governments.

ARTICLE VIII - SEPARABILITY

If any one or more of the provisions of this Agreement is declared unconstitutional or otherwise illegal, the validity of the remainder hereof shall not be affected thereby. If the unconstitutionality or illegality is due to the scope or breadth of the provision then the same shall be deemed valid to the extent that it is constitutional and legal.

ARTICLE IX - EFFECTIVE DATE AND DURATION

1. This Amended and Substituted Agreement shall not be effective until such time as it shall have been approved by at least three-fourths (3/4) of the

following governmental entities: Polk County, Warren County, the City of Altoona, the City of Clive, the City of Des Moines, the City of Johnston, the City of Pleasant Hill, the City of Urbandale, the City of West Des Moines, the City of Windsor Heights, and the City of Norwalk; and shall have been thereafter filed and recorded as provided by law.

2. It is the intention of this Amended and Substituted Agreement that the MPO be a perpetual organization made up of the original parties hereto and any eligible parties which may later adopt this Amended and Substituted Agreement.
3. This Amended and Substituted Agreement may be simultaneously executed in several counterparts, each of which shall be deemed an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Amended and Substituted Agreement to be executed by their duly authorized officers on the day and year indicated below.

CITY OF ALTOONA

By: _____
Timothy J. Burget, Mayor

Date: _____

Attest:

Robert L. Fagen, City Clerk

CITY OF ANKENY

By: Ollie J. Weigel
Ollie Weigel, Mayor

Date: August 19, 1993

Attest:

JoAnn Goins
JoAnn Goins, City Clerk

CITY OF CARLISLE

By: _____
Dennis D. Rhodes, Sr., Mayor

Date: _____

Attest:

Ethel L. Lee, City Clerk

CITY OF CLIVE

By: _____
Robert D. Brownell, Mayor

Date: _____

Attest:

Marjorie S. Roberts, City Clerk

DALLAS COUNTY

By: _____
Don Langford, Board of Supervisors Chair

Date: _____

Attest:

Carole Bayeur, County Auditor

CITY OF DES MOINES

By: _____
John P. Dorrian, Mayor

Date: _____

Attest:

Donna Boetel-Baker, City Clerk

CITY OF GRIMES

By: _____
Merle E. Alexander, Mayor

Date: _____

Attest:

Diane Oltmann, City Clerk

CITY OF JOHNSTON

By: _____
John R. VerHoef, Mayor

Date: _____

Attest:

Teresa Peterson, City Clerk

CITY OF NORWALK

By: _____
Newton Standridge, Mayor

Date: _____

Attest:

Mark Miller, City Administrator

CITY OF PLEASANT HILL

By: _____
Phil Hildebrand, Mayor

Date: _____

Attest:

Shona Ringgenberg, City Administrator/Clerk

POLK COUNTY

By: _____
John Mauro, Board of Supervisors Chair

Date: _____

Attest:

Tom Parkins, County Auditor

CITY OF URBANDALE

By: _____
E. J. Giovanetti, Mayor

Date: _____

Attest:

Debra Mains, City Clerk

WARREN COUNTY

By: _____
Bill McClymond, Board of Supervisors Chair

Date: _____

Attest:

Beverly Dickenson, County Auditor

CITY OF WAUKEE

By: _____
Floyd D. Rosenkranz, Mayor

Date: _____

Attest:

Brian Redshaw, City Clerk

CITY OF WEST DES MOINES

By: _____
Jim Fleming, Mayor

Date: _____

Attest:

Jody E. Smith, City Clerk

CITY OF WINDSOR HEIGHTS

By: _____
Donald C. Steele, Mayor

Date: _____

Attest:

James H. Spradling, City Clerk

EXHIBIT A
DES MOINES AREA METROPOLITAN PLANNING ORGANIZATION (MPO)
ADOPTED METROPOLITAN PLANNING AREA BOUNDARY
 (COUNTY BOUNDARY)

