

SUBJECT: 2010 PROCEDURES AMENDMENT FOR WMATA BOARD OF DIRECTORS

2010-49
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

WHEREAS, The Board of Directors adopted Resolution #2010-07 establishing the 2010 Procedures for WMATA Board of Directors ("Procedures"); and

WHEREAS, On August 10, 2010, the National Transportation Safety Board recommended that the Board of Directors, "Elevate the safety oversight role of the Washington Metropolitan Area Transit Authority Board of Directors by (1) developing a policy statement to explicitly and publicly assume the responsibility for continual oversight of system safety; (2) implementing processes to exercise oversight of system safety, including appropriate proactive performance metrics; and (3) evaluating action taken in response to National Transportation Safety Board and Federal Transit Administration recommendations, as well as the status of open corrective action plans and the results of audits conducted by the Tri-State Oversight Committee;" and

WHEREAS, The Board of Directors desires to emphasize its commitment to safety by creating a committee of the Board to provide safety oversight and develop safety policy proposals; and

WHEREAS, In order to create a new Board committee, it is necessary to amend the Procedures for the WMATA Board of Directors which govern the conduct of the Board and its Board meetings; and

WHEREAS, The Board of Directors further desires to modify the Authority's Mission Statement to clarify that safety is the top priority of the agency; now, therefore be it

RESOLVED, That the Board of Directors hereby adopts the Authority's Mission Statement shown in Attachment A; and be it further

RESOLVED, That the Board of Directors hereby amends the 2010 Procedures for WMATA Board of Directors in accordance with Attachment B; and be it further

RESOLVED, That the Board of Directors adopts the modified Committee membership for 2010 as shown in Attachment C; and be it finally

Motioned by Mr. Zimmerman, seconded by Ms. Hewlett
Ayes: 7 - Mr. Benjamin, Mrs. Hudgins, Mr. Giancola, Ms. Hewlett, Mr. Zimmerman, Mr. Graham and Mr. Downey

RESOLVED, That this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,

Bruce P. Heppner for

Carol B. O'Keeffe
General Counsel

Current Mission Statement:

Metro provides the nation's best transit service to our customers and improves the quality of life in the Washington metropolitan area.

Proposed Mission Statement:

Metro operates and maintains a safe, reliable and effective transit system that enhances mobility, improves the quality of life, and stimulates economic development in the Washington metropolitan area.

PROCEDURES
for
WMATA BOARD OF DIRECTORS

2 0 1 0

I. Role of the WMATA Board of Directors

The WMATA Board of Directors determines agency policy and provides oversight for the funding, operation and expansion of safe, reliable, and effective transit service within the Transit Zone.

The authority of the Board of Directors is vested in the collective body and not in its individual Members. Accordingly, the Board, in establishing or providing any policies, orders, guidance, or instructions to the General Manager or WMATA staff, shall act as a body. No Member individually shall direct or supervise the General Manager or any WMATA employee or contractor.

II. Board Directives

All requests made by Board Members for significant staff action are directed to the General Manager, General Counsel or the Inspector General. Copies of requests shall be provided to all Board Members and the Board Secretary. Unless otherwise agreed to at the time the request is made, the General Manager provides a response within two weeks. For complex requests, the response may be interim, in which case it includes a timetable for a complete response. Should the response require significant resources, the General Manager may forward the request to the next meeting of the Board or its appropriate Committee to discuss how to proceed. All responses to Board Member requests are distributed to all Board Members, as are pertinent inquiries from jurisdictions and the corresponding responses.

Any request for a study, which contemplates a change in the Adopted Regional System or other Board-approved plan, which affects more than one signatory, is referred to the Board for discussion and appropriate action before any staff resources are authorized by the General Manager.

III. Election of Board Officers

The Board annually elects a Chair, Vice Chair, and Second Vice Chair. These offices are rotated annually among the three signatory jurisdictions. The election is held at the January Board meeting each year.

IV. Board Meetings

A. Schedule and Quorum

The Board normally meets on the fourth Thursday of each month at a time specified by the Chair. A preliminary schedule for 2010 is shown in Attachment 1. The Board may vote to hold, or the Board Chair may also call, a special meeting of the Board. Except in emergencies, 48 hours advance notification is required to hold a special meeting.

A quorum requires the presence of four voting Board Members, including one from each signatory jurisdiction. In the absence of a principal Board Member, the alternate for that Member shall be considered to be a voting Member except that either alternate from the District of Columbia is considered to be a voting Member if either Principal Director from the District of Columbia is absent.

B. Public Notice

Notifications for the public concerning Board and Board Committee Meetings shall be posted on the WMATA site on the world-wide web ("WMATA website").

C. Voting

If a Principal Director is absent, his or her alternate Director may vote, except that either alternate from the District of Columbia may vote if either Principal Director from the District of Columbia is absent. No action of the Board shall be effective unless a quorum is present and a majority of the voting Board Members vote affirmatively, which majority shall include at least one principal or eligible alternate from each signatory.

D. Agenda Development and Distribution

The final Board agenda and the supporting documents are ordinarily distributed to the Board Members at least five days in advance of the Board meeting, including executive sessions of the Board. Materials distributed to the Board Members for the public Board meeting shall be posted on the WMATA

website at least four days prior to the Board meeting. Any subsequent changes to the previously submitted agenda or other Board material shall be clearly highlighted and documented.

E. Parliamentary Authority

Except where inconsistent with the provisions of the Compact or these Rules and Regulations, Robert's Rules of Order Newly Revised (10th ed.), as revised from time to time, shall be the Parliamentary authority at all meetings of the Board and of Board Committees.

F. Board Meeting Agenda

The following agenda items shall ordinarily appear on each agenda in the order listed:

1. Call to Order
2. Public Comment (for members of the general public to comment on WMATA issues; 20 minutes total, up to 2 minutes per person (the actual time per individual is determined by the Board Chair), and pre-registration is required)
3. Approval of Agenda
4. Approval of Board Minutes
5. Report by Riders' Council (a report may be made by the Riders' Council, up to 5 minutes)
6. Report by the Chair
7. Report by General Manager
8. Reports by Board Committees (Committee recommendations for Board action, if so referred by the Committees)
9. Consent Items
10. Other Actions
11. Reports by Jurisdictions

Any of the above items may be deleted or additional items included at the discretion of the Board Chair.

A voting Board Member may move parts of, or the entire, Consent Items or Other Actions agenda items as single actions.

V. Record of Public Board and Committee Meetings

There shall be an audio recording of every public Board and Committee meeting, to be available for public review at the offices of the Authority and on the WMATA website. In addition, a written record of formal actions taken by the Board or Committees shall be filed in hard copy and posted on the WMATA website, including:

1. the kind of meeting (e.g. Board, Committee or special);
2. the date and time of the meeting;
3. the names of the Members present;
4. a listing of all actions considered by the Board, identifying the mover and seconder;
5. the votes on each side of each action, and the disposition of the action;
6. explanatory material for each action, such as a resolution, if passed, and staff information material, such as a BAIS;
7. the time of adjournment.

The written records of public Board meetings shall be prepared by the Secretary and shall be approved by the Board.

The Board Secretary shall be responsible for the posting and filing of all written and audio records of Board and Committee meetings, and shall prepare an index to audio records to assist in locating discussions of specific actions taken by the Board.

VI. Executive (Closed) Sessions of the Board

The Board may meet in executive session only to discuss critical, sensitive matters, and confidential or proprietary matters, the untimely disclosure of which may be detrimental to the Authority. Such topics include, but are not limited to, the following:

A. Budgetary matters which may affect legal positions, Authority contracts, or sensitive relationships with local jurisdictions or the Federal government.

B. Litigation, investigations and other legal matters requiring the provision of legal advice or consultation with counsel and staff members

C. Personnel or labor issues including discussions of labor contracts and labor negotiations, consideration or interviews of candidates for employment,

and the assignment, appointment, promotion, performance, demotion, or resignation of individuals

D. Contractual matters including discussion involving the award of a contract and other instances involving confidential or proprietary matters or the investment of public funds where discussion in public would adversely affect the financial interests of the Authority

E. Audit matters

F. Safety and security matters

G. Disposition of Authority property or acquisition of real property for Authority purposes where discussion in public would adversely affect the Authority's negotiating or bargaining position.

H. Legislative strategy

An executive session of the Board shall be scheduled to be held prior to each full Board meeting, subject to cancellation by the Chair should there be no need for such a session. The agenda for each session shall be made available to the public prior to the meeting and shall include the title of each topic to be discussed, reasonably identified without violating confidentiality. Other executive sessions may be authorized by a public action of the Board in which the purposes of the session are reasonably identified. If the Board is not in session, the Chair may convene an executive session, which shall be announced immediately. Committees shall not meet in executive session.

The Board will not take formal action in Executive Session. Actions resulting from discussion in Executive Session must be taken at an open meeting of the Board. Minutes of Executive Sessions will not be kept. Attendance at Executive Sessions of the Board is limited to Board Members, the General Manager, the Board Secretary, the General Counsel, and other staff and persons deemed by the General Manager and the Board to be necessary for the discussion.

VII. Emergency Sessions of the Board

The Board may meet by telephonic, video or other electronic communication means ("teleconference") in either open or executive session with or without a quorum when the Chair (or Vice Chair, if the Chair is unavailable) determines that there is an immediate need to provide Board Members with information regarding significant events which require their immediate notification and/or advice, or when Board action is critically required on an issue that could not reasonably have been foreseen, and that cannot wait until the next Board meeting, provided:

- A. The purpose of the meeting is to address the emergency situation.
- B. Public notice of the meeting is given using the best available method given the nature of the emergency situation.
- C. Procedures governing quorum and voting in a teleconference are the same as at a Board meeting.
- D. Actions taken at an emergency teleconference may take effect upon approval, but must be ratified at the next available open Board meeting.

VIII. Board Committees

Board Committees are as follows:

1. Safety and Security Committee
2. Finance and Administration Committee
 - a. Subcommittee: Audits and Investigations
3. Customer Service and Operations Committee
 - a. Subcommittee: Technology Review
4. Policy, Program Development and Intergovernmental Relations Committee
5. Joint Development and Real Estate Committee

The Chairs and Members of Board Committees are determined annually by the Board Chair. Each Committee shall be chaired by a Principal Board Member and shall have at least two additional Board Members, except for the Joint Development and Real Estate Committee and the Safety and Security Committee, which shall be committees of the whole, chaired by a Principal Member. All Board Members may attend and participate in Committee meetings, but only Committee members may vote on Committee actions. The Board Chair is an ex officio and voting Member of all Board Committees. The Chair may

establish special or ad hoc committees as needed, with Board concurrence. Any Committee Chair may establish a special, ad hoc or subcommittee consistent with the Committee's responsibilities. Any question of Committee jurisdiction over an issue is resolved by the Board Chair.

Committee actions are recommendations to the Board of Directors, to be placed on a Board agenda for consideration and action.

Occasionally, an item that would normally be reviewed and forwarded to the Board of Directors by the appropriate Committee may be presented directly to the Board, with the concurrence of the relevant Committee Chair.

A. Board Committee Responsibilities

The **SAFETY AND SECURITY COMMITTEE** provides continual oversight to assure that all facilities, equipment, and operations of the transit system are safe and secure for passengers, employees, and the public affected by Metro services, and recommends for Board adoption Authority safety and security policy direction as well as safety and security goals for the General Manager and for the agency. In doing so the Committee reviews the WMATA System Safety Program Plan for consistency with safety goals, receives periodic reports from the Tri-State Oversight Committee and works with the Federal Transit Administration and the National Transportation Safety Board as appropriate to review the status of Metro safety and to assure that all safety recommendations from any internal or external safety review or investigation are handled expeditiously and effectively. The Committee receives regular reports from the Chief Safety Officer and Chief of Police on the status of safety and security, on any significant accidents or incidents, on safety and security metrics, and on the responsiveness of the agency to any safety findings, both internal and external, including the status of corrective action plans. The Committee assures that both employees and the public have accessible channels for reporting safety and security concerns, that such reports are taken seriously, evaluated, and acted upon as appropriate, and that persons reporting such information are protected from reprisals.

The **CUSTOMER SERVICE AND OPERATIONS COMMITTEE** shall ensure that WMATA operational activities and programs are designed to provide reliable, effective and clean transit service, responsive to customer needs. The Committee oversees transit system performance and service standards, the quality of operations programs and procedures, and customer service, communication and outreach activities, including public and media relations.

The **FINANCE AND ADMINISTRATION COMMITTEE** monitors the financial integrity and viability of the Authority and its programs and services.

The Committee develops budget preparation guidance, recommends capital and operating budget approval to the Board, monitors capital and operating budget implementation and management, recommends proposed budgetary changes to the Board. The Committee recommends policies and programs for setting fares and fees and creating fare structures, oversees operation and development of fare media and fare collection mechanisms, and explores enhanced and expanded techniques for generating revenue. The development of guidance for administrative matters, including procurement/contracting issues and programs; human resources, compensation and benefits issues; civil rights programs; insurance coverages; and WMATA's business systems implementation also fall within the purview of this Committee.

The **JOINT DEVELOPMENT & REAL ESTATE COMMITTEE** is responsible for coordinating the community development and smart growth aspects of the Authority's system and service development and oversees the Joint Development Program, including the Transit Infrastructure Investment Fund (TIIF) and other Real Estate matters. The Committee specifically reviews and recommends to the Board actions on (1) Real Estate Acquisitions in the amount of \$250,000 or higher which have not been previously approved by the Board of Directors as part of a specific line expansion or facility project; and (2) Real Estate Dispositions where the estimated fair market value exceeds \$100,000.

The **POLICY, PROGRAM DEVELOPMENT AND INTERGOVERNMENTAL RELATIONS COMMITTEE** is responsible for capital program planning and oversight; regional corridor development and system expansion planning; coordination of regional planning issues through the Transportation Planning Board and other state, local and subregional agencies; regional transit service planning and coordination with other transportation service providers; project development; and transit access planning. In addition, the Committee investigates and develops innovative technological approaches to enhance the effectiveness of public transportation services. The Committee oversees WMATA's relationships with local, state and Federal governments, develops state and Federal legislative strategies and coordinated transit advocacy programs and pursues enhanced and expanded governmental funding for the Authority.

B. Committee Meetings

The Finance and Administration Committee, Customer Service and Operations Committee, and the Policy, Program Development and Intergovernmental Relations Committee normally meet on the second Thursday of each month, and the Safety and Security Committee and the Joint Development and Real Estate Committee normally meet on the fourth Thursday

of the month, except in November and December, when they meet on the first and third Thursdays, respectively, as shown on the calendar in Attachment 1.

C. Committee Agendas

The Chairs of Board Committees shall determine the need for a meeting and develop the agenda for the Committee meetings. To the extent possible, items will be presented to only one Committee, per the Committee responsibilities defined herein.

D. Committee Attendance and Voting

Committee Chairs are responsible for convening Committee meetings at the scheduled time. Except for the Safety and Security and the Joint Development and Real Estate Committee, one half of the Committee members, excluding the Board Chair sitting as an ex-officio member, shall constitute a Committee quorum. Full Board quorum rules shall apply for the Safety and Security and the Joint Development and Real Estate Committee.

In recognition of the limited time that is available for the conduct of Committee business, Committee Chairs may limit debate. At the discretion of the Chair, jurisdictional staff members, consultants, members of the Riders' Advisory Council, or other parties may be invited to make a presentation or comment on a particular issue.

IX. Public Hearings

The Board authorizes the conduct of public hearings for construction projects, major bus and rail service reductions, fare increases, and other WMATA activities as required by the WMATA Compact. The hearings will be advertised to the general public, and staff will coordinate with local officials and other interested parties in order to ensure adequate notice. In most cases, the hearing officer will be a Board Member. However, the Board Chair may delegate to the Secretary or another WMATA officer/executive the authority to conduct public hearings in the absence of a relevant Board Member, to ensure proper public review of WMATA activities. In an emergency resulting in the unexpected absence of a public hearing officer, the staff presenting the proposed action may conduct the hearing.

X. Jurisdictional Coordinating Committee

The Jurisdictional Coordinating Committee has been established by the Board to facilitate the exchange of information and viewpoints between jurisdictions and the WMATA staff and among the jurisdictions. The agenda for meetings is established by the WMATA staff in coordination with the annually elected Chair of the JCC.

Board Members are provided copies of the agenda and minutes. Results of JCC consideration of items referred by the Board or its Committees are transmitted to the appropriate Board Committee.

XI. Process to Amend These Procedures

A majority vote of the Board can amend these procedures.

XII. Standards of Conduct for Members of the WMATA Board of Directors

The Standards of Conduct for Members of the WMATA Board of Directors, adopted by the Board of Directors on August 22, 1991 and revised January 28, 2010, are attached as Attachment 2 and are incorporated by reference into the Board Procedures.

FEBRUARY

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | 1 | 2 | 3 | 4 | 5 | 6 |
| 7 | 8 | 9 | 10 | 11 | 12 | 13 |
| 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| 21 | 22 | 23 | 24 | 25 | 26 | 27 |
| 28 | | | | | | |

MAY

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | | | | | 1 |
| 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |
| 23 | 24 | 25 | 26 | 27 | 28 | 29 |
| 30 | 31 | | | | | |

AUGUST

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| 22 | 23 | 24 | 25 | 26 | 27 | 28 |
| 29 | 30 | 31 | | | | |

NOVEMBER

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | 1 | 2 | 3 | 4 | 5 | 6 |
| 7 | 8 | 9 | 10 | 11 | 12 | 13 |
| 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| 21 | 22 | 23 | 24 | 25 | 26 | 27 |
| 28 | 29 | 30 | | | | |

MARCH

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | 1 | 2 | 3 | 4 | 5 | 6 |
| 7 | 8 | 9 | 10 | 11 | 12 | 13 |
| 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| 21 | 22 | 23 | 24 | 25 | 26 | 27 |
| 28 | 29 | 30 | 31 | | | |

JUNE

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | 1 | 2 | 3 | 4 | 5 |
| 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| 13 | 14 | 15 | 16 | 17 | 18 | 19 |
| 20 | 21 | 22 | 23 | 24 | 25 | 26 |
| 27 | 28 | 29 | 30 | | | |

SEPTEMBER

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | | 1 | 2 | 3 | 4 |
| 5 | 6 | 7 | 8 | 9 | 10 | 11 |
| 12 | 13 | 14 | 15 | 16 | 17 | 18 |
| 19 | 20 | 21 | 22 | 23 | 24 | 25 |
| 26 | 27 | 28 | 29 | 30 | | |

DECEMBER

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | | 1 | 2 | 3 | 4 |
| 5 | 6 | 7 | 8 | 9 | 10 | 11 |
| 12 | 13 | 14 | 15 | 16 | 17 | 18 |
| 19 | 20 | 21 | 22 | 23 | 24 | 25 |
| 26 | 27 | 28 | 29 | 30 | 31 | |

APRIL

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | | | 1 | 2 | 3 |
| 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| 11 | 12 | 13 | 14 | 15 | 16 | 17 |
| 18 | 19 | 20 | 21 | 22 | 23 | 24 |
| 25 | 26 | 27 | 28 | 29 | 30 | |

JULY

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | | | 1 | 2 | 3 |
| 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| 11 | 12 | 13 | 14 | 15 | 16 | 17 |
| 18 | 19 | 20 | 21 | 22 | 23 | 24 |
| 25 | 26 | 27 | 28 | 29 | 30 | 31 |

OCTOBER

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | | | | 1 | 2 |
| 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| 10 | 11 | 12 | 13 | 14 | 15 | 16 |
| 17 | 18 | 19 | 20 | 21 | 22 | 23 |
| 24 | 25 | 26 | 27 | 28 | 29 | 30 |
| 31 | | | | | | |

JANUARY 2011

| S | M | T | W | T | F | S |
|----|----|----|----|----|----|----|
| | | | | | | 1 |
| 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |
| 23 | 24 | 25 | 26 | 27 | 28 | 29 |
| 30 | 31 | | | | | |

| FEBRUARY 2011 | | | | | | |
|---------------|----|----|----|----|----|----|
| S | M | T | W | T | F | S |
| | | 1 | 2 | 3 | 4 | 5 |
| 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| 13 | 14 | 15 | 16 | 17 | 18 | 19 |
| 20 | 21 | 22 | 23 | 24 | 25 | 26 |
| 27 | 28 | | | | | |

| MARCH 2011 | | | | | | |
|------------|----|----|----|----|----|----|
| S | M | T | W | T | F | S |
| | | 1 | 2 | 3 | 4 | 5 |
| 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| 13 | 14 | 15 | 16 | 17 | 18 | 19 |
| 20 | 21 | 22 | 23 | 24 | 25 | 26 |
| 27 | 28 | 29 | 30 | 31 | | |

ADOPTED: August 22, 1991
REVISED: January 27, 1994
REVISED: February 16, 2006
REVISED: January 28, 2010

**STANDARDS OF CONDUCT FOR
MEMBERS OF THE WMATA BOARD OF DIRECTORS**

Article I. Purpose and Scope.

These Rules shall govern the conduct of all Members of the Board of Directors in all their activities relating to their positions as Board Members. They also apply to all individuals, corporations and other entities who have actual or prospective business relationships with the Authority. These Rules do not supersede or abrogate any laws, rules or regulations of the United States or of the applicable state or local governing body represented by the Members of the Board of Directors.

These Rules address several types of conflicts: those arising from gifts and favors and from financial and employment interests. They prohibit certain actions, including misuse of official positions; set out the nature of financial interests which may cause an appearance of conflict; and provide procedures for disclosure, recusal and enforcement.

Article II. Definitions.

A. "Actual or Prospective Business Relationships with the Authority" means any actual or prospective arrangement whereby an individual, corporation or other entity has entered into or has offered or proposed to enter into or has decided to offer or proposed to enter into a financial transaction with the Authority which obligates the Authority to purchase, sell, lease, transfer, receive or convey any interest in real or personal property; to construct or improve any facility; or to furnish or obtain services including personal and/or consulting services, but does not include consignment sales by the Authority of goods or services (such as fare media) where price is determined without competition or negotiation.

B. "Board Member" or "Member" means a Director and/or Alternate Director of the Board of Directors of the Washington Metropolitan Area Transit Authority.

C. "Direct Financial Interest" means an interest in an enterprise that consists of securities of any kind that constitute ownership of three percent (3%) or more of the total equity of the enterprise. The test for a direct financial interest shall exclude any arrangement with the Authority which is not within the definition of financial transactions contained in these Standards of Conduct.

STANDARDS OF CONDUCT for Members of the WMATA Board of Directors

D. "Employment" means full-time, part-time, regular or temporary work for compensation and includes work as an independent contractor, but does not include government employment. Employment shall be deemed to exist if there is a regular relationship with a business, even if there is no relationship at the time a matter is before the Board.

E. "Financial Transaction" means any arrangement where a party anticipates receiving or transferring money or any other thing of value including, but not limited to, arrangements for purchase, sale, lease or other transfer or conveyance of any interest in real or personal property; construction or improvement of any facility or property; and procurement of services, both personal and consulting, but does not include consignment sales by the Authority of goods or services (such as fare media) where price is determined without competition or negotiation.

F. "Gratuities" means any gift, favor, entertainment, hospitality, transportation, loan or other tangible item or any intangible benefits (i.e., discounts, passes or similar consideration) offered to a Board Member because of his/her position on the WMATA Board of Directors for which the Member did not pay fair market value and which is not offered to the public generally.

G. "Household Member" means a spouse or minor child and any other dependent who resides in a Board Member's household on other than a temporary basis.

H. "Initiation and Pre-Award Phases of the Procurement Process" means that period beginning on the earliest date upon which an identifiable, specific action is taken by the Board for a particular procurement and ending upon award. Such actions shall include approvals by the Board or by Committees acting on behalf of the Board of any plan or budget which specifically authorizes an identifiable procurement, the drafting of specifications, statements of work or development of procurement requests therefore, or Board issuance of directives or taskings requiring that such actions be undertaken.

I. "Indirect Financial Interest" means income from revenues for services provided to an enterprise by a Director's partnership, business, or other entity when those revenues exceed three percent (3%) of the partnership, business, or entity's gross income for its current or preceding fiscal year. The test for an indirect financial interest shall exclude any arrangement with the Authority which is not within the definition of financial transactions contained in these standards of conduct.

J. "Member's Business Associates" means a person(s) who is engaged with a Board Member in a venture expected to result in a benefit to the Board Member or a resident of the Board Member's household in the form of money or other thing of value.

K. "Participate" means vote, address, or otherwise attempt to influence a decision of the Board of Directors or any action undertaken by WMATA staff.

L. "Party" means an individual, corporation, partnership or other legal entity.

Article III. Policy.

A. Public funds must be expended in a manner which assures the highest degree of confidence and public trust in WMATA. It is imperative that Board Members in their private financial relationships and in their official conduct strictly avoid engaging in actions which create conflicts of interest or the appearance of a conflict of interest. It is likewise imperative that Board Members act impartially in their official conduct by avoiding any actions which might result in favored treatment or appearances thereof toward any individual, private organization, consultant, contractor or potential consultant or contractor. Each Board Member, while acting in his/her capacity as a WMATA Board Member, has a duty to place the public interest foremost in any dealings involving WMATA.

B. Under the Compact, Board Members shall not (1) be financially interested, either directly or indirectly, in any contract, sale, purchase, lease or transfer of real or personal property to which the Board or the Authority is a party; (2) in connection with services performed within the scope of their official duties, solicit or accept money or any other thing of value in addition to the expenses paid to him by the Authority; (3) offer money or any thing of value for or in consideration of obtaining an appointment, promotion or privilege with the Authority.

C. Financial Interest. No Board Member nor household member may singly or in combination, be a party of or have a direct financial interest in a party with an actual or prospective business relationship with the Authority.

D. Financial Transactions.

1. A Board Member shall neither vote on nor participate in any WMATA financial transaction if:

- (i) the Board Member,
- (ii) a household member, or
- (iii) a Board Member's business associates

has a direct or indirect financial interest in the enterprise.

2. A Board Member shall neither vote on nor participate in any WMATA financial transaction if the Board Member or household member is employed by a party with an actual or prospective business relationship with the Authority.

E. Gratuities and Solicitation.

1. Except as provided in subsection E.3. below, a Board Member or household member shall not solicit or accept anything of value from a party with an actual or prospective business relationship with the Authority.

2. A Board Member may not accept an unsolicited gratuity when it could reasonably be inferred that the gratuity was intended to influence the Board Member or was intended as a reward for any action on the Member's part.

3. Board Members may accept unsolicited gratuities:

(i) whose value is seventy-five dollars (\$75) or less, except that a Board Member may not accept gratuities worth more than \$200 from a single source in any calendar year; or

(ii) in connection with attendance at a widely attended gathering, such as events held by the American Public Transportation Association and similar organizations.

4. The restriction on the receipt of gratuities shall not apply to the solicitation or acceptance of bona fide religious or charitable donations, or political contributions by a Board Member or a household member provided, with respect to political contributions to or for the benefit of a Board Member or a household member, the contribution has been reported in accordance with the law of the Board Member's jurisdiction.

5. A Board Member shall not personally solicit any support or financial assistance for any political party, candidate, or committee for any political, charitable, or other purpose from the Authority or any WMATA employee. This prohibition is not intended to preclude solicitations by mass mailing or other similar anonymously directed solicitations.

F. Use of Official Position. Board Members shall not use, nor give the appearance that they are using, their official position with the Authority in a manner inconsistent with their responsibilities to the Authority. Board Members shall not:

1. use or permit others to use information not generally available to the public obtained from the Authority through the Board Member's official position with the Authority to further the direct or indirect financial interests of a Board Member, any household member, a Member's business associates, or any party to any actual or prospective financial transaction with the Authority, excluding the Federal government and governmental entities within the Transit Zone;

2. disclose or permit others to disclose to anyone outside the Authority information obtained through their official position with the Authority and not generally available to the public except where and to the extent necessary to fulfill the Board Member's public responsibility;

3. use WMATA property other than for authorized purposes, nor will they seek assistance from other WMATA personnel, while in duty status, to assist them in connection with business enterprises (including self-employment, home-based businesses, consulting, purchase or sale of real estate or other professional services) or personal matters (non-WMATA matters including a Board Member's social, religious or educational interests);

4. offer money or anything of value for or in consideration of obtaining an appointment or privilege in the Board Member's official position with the Authority; or

5. receive compensation from WMATA except for reimbursement for necessary expenses incurred incident to the performance of their duties.

G. Post WMATA Service Restrictions. Board Members shall not, for a period of one year following the end of their term or effective date of their resignation, accept employment with any private third party to work on a matter upon which the Board Member has voted on or participated in.

H. No party shall have, nor seek to have, actual or prospective business relationships with the Board or the Authority if to do so would create a violation by a Board Member of the provisions of Paragraphs B or C of this article. No party shall induce or seek to induce a Board Member to violate the provisions of Paragraph D of this article.

I. Each Board Member shall disclose, on the form attached as Exhibit B, each contact with a WMATA contractor or bidder, in which the Member has any financial interest, during the Initiation and Pre-Award Phases of the Procurement Process. Notifications will be kept on file for one year beyond the date of the financial closeout of the procurement contract, at which time they shall be destroyed unless otherwise instructed by the filing Board Member.

Article IV. Submission of Disclosure Form.

Upon appointment, a Board Member shall file a disclosure form in substantially the form attached as Exhibit A disclosing employment and other economic interests of the Board Member and household members and gratuities received from any party with an actual or prospective business relationship with the Authority. The Statement shall be available

for public review in the office of the Board Secretary. Each Board Member shall annually submit a new signed statement by April 30, except that within 30 days of adoption of this new disclosure form requirement by the Board each Board Member must submit a signed statement and the Member will not need to submit another signed statement until April 30 of the succeeding calendar year.

Article V. Disqualification.

If a Board Member is precluded by these Rules or by other applicable laws or regulations from performing the Board Member's duties, the Board Member shall so notify the Chair and request that the Board's official records reflect that the Board Member will abstain from any participation in the matter to which the prohibition applies.

Article VI. Sanctions.

A. Any Board Member who willfully violates any provision of Article III, Section B, hereof, shall, at the discretion of the Board, forfeit the Board Member's position with the Authority. The Board shall provide the Board Member notice and an opportunity to be heard, in writing and in person, directly or through counsel, before taking official action to cause the Board Member to forfeit the position.

B. Any financial transaction, to which the Authority is a party, made in contravention of Article III, Section B hereof, may be declared void by the Board. The Board shall provide notice and an opportunity to be heard, in writing and in person, directly or through counsel, to any party whose financial transaction with the Board or the Authority is considered to contravene these sections before taking action to void the transaction.

Article VII. Severability.

The provisions of these Standards of Conduct shall be severable and if any phrase, clause, sentence or provision is declared invalid, the validity of the remainder shall not be affected thereby.

Article VIII. Effective Date; Duration; Amendment; Responsibility.

These Rules shall become effective when adopted by the Board and shall remain in effect unless and until amended or revoked by the Board in accordance with Article III, Section 8, of the Compact. The Board is responsible for interpreting and enforcing these rules. It may seek general guidance from the General Counsel, but where there are specific allegations of misconduct, it shall, if necessary, employ appropriate outside legal counsel for assistance.

CONFIDENTIAL STATEMENT OF AFFILIATIONS AND FINANCIAL INTERESTS

ALL BOARD MEMBERS ARE REQUIRED TO SUBMIT A STATEMENT OF OUTSIDE EMPLOYMENT AND FINANCIAL INTERESTS UPON APPOINTMENT, BY APRIL 30 OF EACH YEAR, AND AT SUCH OTHER TIME THAT SIGNIFICANT RELEVANT CHANGES HAVE OCCURRED.

EMPLOYMENT BY PARTIES WHO DO NOT HAVE AN ACTUAL OR PROSPECTIVE BUSINESS RELATIONSHIP WITH THE AUTHORITY NEED NOT BE REPORTED ON THE DISCLOSURE FORM.

GOVERNMENT EMPLOYMENT NEED NOT BE DISCLOSED.

THE **PRIVATE INTERESTS** OF A SPOUSE, MINOR CHILD, AND ANY OTHER HOUSEHOLD MEMBERS; OF BUSINESS ASSOCIATES; OF AN ORGANIZATION WHICH EMPLOYS OR IS ABOUT TO EMPLOY ANY OF THE ABOVE ARE INCLUDED IN DETERMINING WHETHER THERE IS A REPORTABLE FINANCIAL INTEREST.

THE FOLLOWING **FINANCIAL INTERESTS** NEED NOT BE DISCLOSED:

- (A) CHECKING OR SAVINGS ACCOUNTS, MONEY MARKET ACCOUNTS AND OTHER DEMAND DEPOSITS;
- (B) IRAS OR SIMILAR INVESTMENTS;
- (C) GOVERNMENT BONDS;
- (D) CERTIFICATES OF DEPOSIT; AND
- (E) PUBLICLY TRADED MUTUAL FUNDS.

GOVERNMENT PENSIONS OR OTHER INCOME RECEIVED PURSUANT TO A GOVERNMENT RETIREMENT PROGRAM (CIVILIAN OR MILITARY) NEED NOT BE DISCLOSED.

INTERESTS IN **REAL PROPERTY** OUTSIDE THE WMATA TRANSIT ZONE NEED NOT BE DISCLOSED. A BOARD MEMBER'S INTEREST IN HIS/HER PRIMARY RESIDENCE NEED NOT BE DISCLOSED.

PART I - BACKGROUND INFORMATION

NAME

JURISDICTION

PART II - ACTIVITIES AND INTERESTS

A. FINANCIAL INTEREST

1. DO YOU OR DOES A MEMBER OF YOUR HOUSEHOLD OR A BUSINESS ASSOCIATE HAVE A FINANCIAL INTEREST IN ANY ENTITY WHICH IS A PARTY TO AN ACTUAL OR PROSPECTIVE FINANCIAL TRANSACTION WITH WMATA?

YES _____ NO _____

IF YES, DOES YOUR OWNERSHIP INTEREST EXCEED THE 3% OWNERSHIP INTEREST OR THE 3% GROSS INCOME (FOR BUSINESS ENTERPRISES) THRESHOLD CONTAINED IN SECTIONS II.C AND II.I OF THE STANDARDS OF CONDUCT?

B. NON-WMATA EMPLOYMENT AND OTHER ACTIVITIES

2. DO YOU HAVE ANY NON-GOVERNMENTAL, NON-WMATA EMPLOYMENT WITH A PARTY WHO HAS AN ACTUAL OR PROSPECTIVE BUSINESS RELATIONSHIP WITH WMATA?

YES _____ NO _____

IF YES, EXPLAIN:

3. IS A MEMBER OF YOUR HOUSEHOLD EMPLOYED BY A PARTY WHO HAS AN ACTUAL OR PROSPECTIVE BUSINESS RELATIONSHIP WITH WMATA?

Yes _____ No _____

IF YES, EXPLAIN:

C. REAL PROPERTY

4. DO YOU OR DOES A MEMBER OF YOUR HOUSEHOLD HAVE ANY REAL PROPERTY INTERESTS LOCATED WITHIN THE WMATA TRANSIT ZONE OTHER THAN AN INTEREST IN THE PRIMARY RESIDENCE WHICH YOU OCCUPY?

Yes _____ No _____

IF YES, PROVIDE LOCATION/ADDRESS OF REAL PROPERTY INTEREST:

D. GIFTS

5. LIST EACH PARTY WITH AN ACTUAL OR PROSPECTIVE BUSINESS RELATIONSHIP WITH THE AUTHORITY THAT, DURING THE PAST 12 MONTHS FURNISHED YOU WITH ANY GIFTS OR ENTERTAINMENT OR OTHER GRATUITY (AS DEFINED IN ARTICLE II.F). DO NOT LIST GIFTS, ENTERTAINMENT OR OTHER GRATUITIES RECEIVED BY YOU AT WIDELY ATTENDED GATHERINGS (AS COVERED BY ARTICLE III.E.3).

| NAME OF SOURCE | TYPE OF GRATUITY | VALUE |
|----------------|------------------|-------|
| | | |
| | | |

UPON COMPLETION OF THIS FORM, PLEASE SUBMIT IT TO THE BOARD SECRETARY.

PART III - CERTIFICATION

I CERTIFY THAT THE STATEMENTS I HAVE MADE ARE TRUE, COMPLETE, AND CORRECT TO THE BEST OF MY KNOWLEDGE.

SIGNATURE

DATE

PART IV - REVIEW BY BOARD SECRETARY

TO BE COMPLETED ONLY IF THE BOARD MEMBER ANSWERED "YES" TO ANY QUESTION ABOVE.

I HAVE EXAMINED THIS STATEMENT AND ANY ATTACHMENTS.

___ I FIND NO CONFLICTS.

___ I RECOMMEND BOARD REVIEW OF THE FOLLOWING:

SIGNATURE

DATE

CONTACTS WITH BIDDERS AND CONTRACTORS

IDENTIFY EACH WMATA BIDDER OR CONTRACTOR IN WHICH YOU HAVE A FINANCIAL INTEREST WITH WHOM YOU HAVE HAD CONTACT DURING THE INITIATION AND PRE-AWARD PHASES OF THE PROCUREMENT PROCESS, AS DEFINED BY SECTION II.H.

NAME OF CONTRACTOR _____

NATURE OF FINANCIAL INTEREST _____

DATE OF CONTACT _____

SUBJECT(S) DISCUSSED _____

DISPOSITION, IF ANY

SIGNATURE OF BOARD MEMBER

DATE

PLEASE SUBMIT EACH COMPLETED FORM TO THE DIRECTOR, PRMT



COMMITTEE ASSIGNMENTS

Metro Board of Directors

September 30, 2010

SAFETY AND SECURITY COMMITTEE

Chair – Mortimer Downey
 Vice Chair – Gordon Linton
 Peter Benjamin
 Catherine Hudgins
 Neil Albert
 Elizabeth Hewlett
 Jim Graham
 Christopher Zimmerman
 Marcel Acosta
 Michael Brown
 William Euille
 Anthony Giancola
 Jeffrey McKay
 Marcell Solomon

CUSTOMER SERVICE & OPERATIONS COMMITTEE

Chair – Christopher Zimmerman
 Vice Chair – Anthony Giancola
 Gordon Linton
 Michael Brown

FINANCE & ADMINISTRATION COMMITTEE

Chair – Catherine Hudgins
 Vice Chair – Elizabeth Hewlett
 Jim Graham
 Jeffrey McKay
 Mortimer Downey

APTA BOARD OF DIRECTORS REPRESENTATIVE

Peter Benjamin

POLICY, PROGRAM DEVELOPMENT, AND INTERGOVERNMENTAL RELATIONS COMMITTEE

Chair – Neil Albert
 Vice Chair – William Euille
 Marcell Solomon
 Marcel Acosta

JOINT DEVELOPMENT & REAL ESTATE COMMITTEE

Chair – Jim Graham
 Vice Chair – Marcell Solomon
 Peter Benjamin
 Catherine Hudgins
 Neil Albert
 Mortimer Downey
 Elizabeth Hewlett
 Christopher Zimmerman
 Gordon Linton
 Jeffrey McKay
 Anthony Giancola
 Marcel Acosta
 William Euille
 Michael Brown

TECHNOLOGY REVIEW SUBCOMMITTEE

Chair – Jeffrey McKay
 Vice Chair – Anthony Giancola

AUDITS AND INVESTIGATIONS SUBCOMMITTEE

Chair – Anthony Giancola
 Vice Chair – William Euille
 Mortimer Downey