MEETING AGENDA

1. Welcome & Introductions  
   Mayor Cook, City of Westfield  

2. Roll Call  
   Anna Gremling, MPO

ITEMS FOR APPROVAL

3. Minutes from April 15, 2020 Policy Committee Meeting  
   Anna Gremling, MPO

4. Indiana Public Retirement System (INPRS)  
   a. Resolution #2020-IMPO-009  
      Rose Scovel, MPO

STATUS REPORTS

5. 2020 Budget  
   Sean Northup, MPO

6. Bylaws  
   a. Summary  
   b. Original Bylaws  
   c. Proposed Revisions  
   d. Final Copy  
   Denise Barkdull, Frost Brown Todd

7. Federal Exchange Agreement  
   a. Memorandum  
   b. Draft Agreement  
   Anna Gremling, MPO

8. Transition Update  
   a. Insurance  
   b. Finance, Banking, etc.  
   c. Benefits  
   d. Information Technology  
   e. Lease Memorandum of Understanding  
   f. Plan for June 1st meeting  
   Anna Gremling, MPO

OTHER BUSINESS

9. Other Items of Business  
   Anna Gremling, MPO

10. Adjournment  
    Anna Gremling, MPO
Indianapolis Regional Transportation Council  
Technical and Policy Committee Meeting Minutes  
April 15th, 2020  
9:00 a.m. – 12:00 p.m.  
Online - WebEx

Committee Members Present

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Page 1 of 9
1. **WELCOME**

Mayor Cook called the meeting to order at 9:04 a.m. He then turned the meeting administration over to Anna Gremling. Gremling explained to members that they could find presentation materials on the website and discussed how the online meeting would be conducted. Roll call attendance was taken.

2. **ROLL CALL**

Anna Gremling took roll call attendance.

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<td>Clark Packer - INDOT</td>
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<td>Robert Dirks - FHWA</td>
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**ITEMS FOR APPROVAL**

3. **MINUTES FOR FEBRUARY 19 AND APRIL 8, 2020 IRTC POLICY COMMITTEE MEETINGS**

Anna Gremling asked if there were any changes to the proposed minutes. There were none. Below are the results of the roll call vote.

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4. **INDIANAPOLIS REGIONAL TRANSPORTATION IMPROVEMENT PROGRAM (RES. 20-IMPO-007)**

**Kristyn Sanchez** said the second quarter TIP amendments were sent out for public comment. No comments were received by the MPO. She said the MPO received 12 INDOT amendment requests and six local. A project in Indianapolis wants to remove a project from the TIP and instead use local funds. **Gary Pool** asked what the project was. **Sanchez** said it was the Monon Trail Enhancement.

**Anna Gremling** discussed the rules of order for public comment; each member of the public that wishes to submit comment must state their full name and phone number and limit their comment to 2 minutes. There was no public comment. Below are the results of the roll call vote.

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**Steve Barnett** moved to approve the February 19th and April 8th IRTC Policy Minutes. **Tom Klein** seconded the motion. A roll call vote was conducted. The IRTC Policy Minutes from February 19th and April 8th were approved. **MOTION PASSES.**
Tom Klein moved to approve Resolution 20-IMPO-007. Brian Jessen seconded the motion. A roll call vote was conducted. Resolution 20-IMPO-007 was approved. MOTION PASSES.

Gremling asked Sanchez to address the 2025 Call for Projects. Sanchez said the call was posted last fall and went through the review process. Staff sent out a memo saying the MPO is not recommending new projects at this time due to the pending federal exchange agreement with INDOT. The IRTC will vote on whether to accept the INDOT exchange in June and if not approved the MPO would bring new project recommendations from the 2025 call to the August meeting. If the federal exchange agreement is approved, the MPO would next issue a call for 2025 and 2026 projects in the fall of 2021. Sanchez also said the annual allocation for 2020 has almost entirely been spent down, with the exception of one purchase order. The 2021 allocation is overprogrammed by 66 percent. The Bubble List will most likely hit in November.

5. **Market Street Exchange Agreement**

Anna Gremling said this item is for endorsement of a two-party agreement between INDOT and the City of Indianapolis that was brought forward for transparency purposes. The City of Indianapolis will be swapping funds with INDOT for an 85% return to complete their Market Street Enhancement project. David Borden said the reason for the swap included two unsuccessful bidding periods for the project and a deadline to complete the project before the NBA All-Star game in 2021. The cause of the unsuccessful bids include complexity, location, letting periods, and regional demand for construction.

Gary Pool asked whether the City of Indianapolis would come back to the IRTC to request more funds for the Market Street project. Borden said they would not. Below are the results of the roll call vote.

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6. **Membership Dues**

Kristyn Sanchez directed IRTC members to the 2021 Local Match Table in the meeting packet. She explained that the amounts are calculated by member agency population. The total local match for the region was $785,000. Local match contributions fund MPO operations, the government relations contract, and a Transportation for America membership. Below are the results of the roll call vote.

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Christine Altman moved to approve the Market Street Exchange Agreement. Sri Venugopalann seconded the motion. A roll call vote was conducted. The Market Street Exchange Agreement was approved. MOTION PASSES.

Tom Klein moved to approve the 2021 Indianapolis MPO Membership Dues. Mark Myers seconded the motion. A roll call vote was conducted. The 2021 Indianapolis MPO Membership Dues were approved. MOTION PASSES.
STATUS REPORTS

7. **New MPO By-Laws**

Denise Barkdoll presented a draft of what the new structure of the Indianapolis MPO would be after separation from the City of Indianapolis. Originally, Frost Brown Todd (the MPO’s legal consultant assisting with the transition) was evaluating whether the MPO should go under the Regional Planning Commission (RPC) model or the Regional Development Authority (RDA) model as a transitional framework before attaining their own organization model allowed by the State of Indiana. That model was signed into law by the State this past session, so the MPO will no longer have to transition through an RDA.

Barkdoll explained that the bylaws will mostly stay similar to what exists now. The existing IRTC Administrative Committee will become the Executive Committee (EC), and the existing IRTC Policy Committee will become the Transportation Policy Committee (TPC), with a Transportation Technical Committee (TTC) serving under the TPC. Additional Policy Committees will include the Economic Development Policy Committee (EDPC), Environmental Policy Committee (EPC), and the Housing and Land Use Policy Committee (HLPC). The EC will have 9 to 12 members elected by the different Policy Committees and will meet monthly to handle operational issues, such as contract approvals.

The Chair and Vice Chair from each committee will be automatic members of the EC. The TPC will meet bi-monthly instead of quarterly. Membership will remain the same, with 1 vote per jurisdiction. The Chair will be elected with the most votes and the Vice Chair will have the second most votes. Officers would serve a 2-year term and would have to have 1 year of experience serving on a Policy Committee.

Dennis Buckley raised the point that he believed the head of the EC should be an elected official. Brian Jessen agreed.

Anna Gremling said one thought is that since most MPO business is transportation-related, the TPC Chair could be the Executive Committee Chair. April Fisher asked what the argument would be for having an elected official be the head of the EC. Buckley responded, saying that elected officials are held accountable; people put confidence in them and that is why they were elected. Andrew Klinger asked why the MPO distinguishes between towns and cities in the voting process. He also pushed back on the idea that community managers be able to serve as chairs. Andy Cook thinks an elected official should be chair the EC because of accountability. Barkdoll asked if the fact that the EC’s functionality is mostly operational made a difference in who leads the committee. Rose Scovel also pointed out that the Chair of the EDPC is not allowed to be an elected official under federal regulations of Economic Development Districts. Gary Pool said he understands the case for an elected official to serve as EC Chair, but also made the point that they are only accountable to residents in their jurisdiction, not the region.

Tom Klein said the accountability piece is not an issue to him and that the EC Chair does not have any power over other Policy Committees because their own chairs have the final say on their respective policies. Robert Dirks asked if the EC would have the authority to override the decisions of the TPC. Gremling said they would not and that the EC would only consider operational items such as lease and IT agreements. She also said they are looking into doing a 2-year staggered term for EC members so that there is not an entirely new board that comes in as the MPO works through its transition to an independent organization.

Ryan Wilhite asked if the MPO expands into other committees whose Chairs and Vice Chairs would automatically be elected to the EC, would that expand the EC to 20 members. Gremling said it would not and that it would most likely be the Chair and Vice Chair of the TPC and only the Chairs of other Policy Committees, unless another function receives a large amount of funding and requires increased operations from the MPO. In that case, the Vice Chair would also serve on the EC.

Barkdoll said the real challenge for this process has been to take the existing bylaws and prepare for the future. They are trying to make bylaws flexible and allow for addendums when new operation areas are brought to the MPO. She also pointed out the independent statute allows for the MPO to retain similar bylaws, compared to transitioning through an RDA. Tonya Galbraith asked if there was a way that members can compare the difference between the existing and future bylaws. Gremling said the MPO will be working on a summarizing table that shows the differences between old and new bylaws. Sean Northup said it is true that the EC will be responsible for operational items, they will also serve as a sounding board for all topics. They will not have powers outside of operations, but will be able to agendas and topics beforehand and coordinate across different topic areas.
8. **Federal Exchange**

Anna Gremling said INDOT has proposed a 90% exchange rate to swap federal funds for state funds. The MPO received a draft agreement that is included in the packet for review and comment. She met with INDOT leadership to try and push for a more favorable exchange rate because the loss of 10% of annual allocation is about $5 million. INDOT was not willing to change from that rate. The MPO also asked for more flexibility on the use of the annual allocation, which INDOT was open to. Gremling also asked if they would assist the MPO in recouping a portion of their PL funds (approx. $700,000) that are being distributed to other MPOs in the state. INDOT did not respond to that point.

Tom Klein asked if the exchange is still worth accepting if INDOT holds at 90%. Gremling said there are a lot of benefits using state funds, but there are obviously some trade-offs that come with losing $5 million. Andy Cook said that Westfield staff saw that there was a high amount of savings to be had by abandoning the federal fund process. He said their experience has been that previous exchanges with the state create time and cost savings that still have LPA projects come out ahead, even if the MPO loses 10% of their federal allocation. David Borden agreed with him and said every way Indianapolis has looked at the agreement, they end up saving more than the 10% loss to INDOT on projects. The time savings component is just as critical as the funding component.

Klein asked if the MPO was considering countering the 90% rate for a 92% – 93% exchange instead. Gremling said the MPO was sure what the response would be because staff had not thoroughly examined the agreement yet. Borden did not think that a 92.5% agreement will really be something that will be considered by Travis Underhill. Ryan Wilhite asked if there was any value in examining cost savings for projects after transitioning to the new agreement. Gremling said the MPO will do that and will bring the data to INDOT if it warrants renegotiation.

9. **Senate Enrolled Act 350**

Rick Cockrum commended staff and IRTC members that helped pass the independent statute for the future Indianapolis MPO structure. Anna Gremling said that the Asset Management Inventory was one of the items that were required by the State for the MPO to complete. She said the new anti-texting and driving law was passed during that session as well and thanked Cockrum and Sydney Cseresnyns for their work on getting the statute through. Cockrum said he did not understand why the asset management piece was required in the bill and commend MPO leadership on steering the legislature away from a more expensive asset management requirement. Tonya Galbraith asked what the purpose of the Asset Management Inventory was. Cockrum said there was no reason given to them. Sean Northup said that the bill only requires the MPO to do the Inventory once, not something that is required every few years.

10. **Regional Bike Plan**

Jen Higginbotham presented the Regional Bike Plan Prioritization map to the members. She said the MPO completed bike counts across the region and they will be included in the final document. The MPO is currently in the process of writing the document and spent the last few months working on the prioritization tool. The map of ranked facilities reflects scoring assigned per facility taken from already approved plans and assigned points based on criteria. The amount of points assigned to that criteria were compiled from a public survey, steering community input, focus group input, and staff knowledge. This map could play a role in a future TAP fund or other scoring scheme and there would be an amendment process in that case. Higginbotham asked for feedback on the map from IRTC members by April 30th.

11. **Human Resources Manual**

Anna Gremling referred members to the sheet of differences between existing and draft proposed MPO human resources policies. She said the organization is attempting to at least maintain, if not improve benefits for staff, and highlighted changes that were included in the packet.

Gremling noted that many of these changes are similar to policies our IRTC members offer. This policy will be up for approval on June 1st. Gremling asked if members have any concerns to contact her. Tom Klein commended the MPO on its employee-friendly proposed policies.

12. **Retirement**

Rose Scovel said the MPO is looking to maintain access to the Public Employee Retirement Fund (PERF) after separation from the City of Indianapolis. PERF has two programs: Hybrid and MyChoice. Hybrid is the defined benefit retirement and
is essentially a ‘pension’ program. The defined benefit means that employees could calculate how much they would receive in certain time period and can vest the full amount after ten years. MyChoice is a defined contribution plan, similar to a 401k or 403b plan. Employers make contributions for employees and employees can contribute up to the federal limit. There is no guaranteed calculable return, but has a five-year vest for employer contributions. The MPO has recommended continuing to offer the Hybrid plan for staff that already have it, and only offer MyChoice to employees that were hired after January 1, 2017. New MPO employees moving forward after June 1 will automatically be enrolled in the MyChoice program. The MPO also recommends merging without liability, meaning any liability before June 1, 2020 would stay with the City of Indianapolis, and any liability afterword would be with the MPO. HR policy will be voted on in May.

13. **FUNCTIONAL CLASSIFICATION**

Anna Gremling said that the deadline for Functional Classification submissions are due to the MPO by May 25th. Jennifer Dunn should be contacted for any assistance.

14. **5307/5311 UPDATE**

Anna Gremling said about a year ago INDOT was trying to change the 5307/5311 funding formula and would heavily impact rural transit providers. The MPO requested that INDOT wait until the new census data is released. INDOT agreed, but asked that the MPO conduct an analysis for a new formula.

Christy Campoll explained that the providers in the counties surrounding Marion County use FTA Section 5311 funds for operations outside of urbanized areas. Urbanized area providers use FTA Section 5307 funds. The surrounding counties now need to split their reporting data between travel across the urban and rural areas of the region. Campoll will be analyzing trip reporting methodologies and will forecast the impact of potential UZA boundary changes.

15. **EXECUTIVE DIRECTOR UPDATES**

   a) Memorandums of Understanding (MOU)
      
      i. **Anna Gremling** said the MPO is currently working on an MOU with the City of Indianapolis IT provider to provide services after separation.

   b) Finances
      
      i. **Gremling** said the MPO is moving forward with Netsuite for financial and grant management software and NeoGov for payroll software.

   c) Healthcare
      
      i. **Gremling** said the MPO is currently working with the City of Indianapolis to remain on their existing health care plan. The MPO did go out to market and saw that costs were 15% to 20% higher than existing coverage.

   b) **Meeting Schedule**
      
      a. **Gremling** said a May meeting has been added because of the amount of work that needs to be done before transition.

**OTHER BUSINESS**

16. **OTHER ITEMS OF BUSINESS**

Anna Gremling provided an update on the 2020 split for Section 5307 funding. This letter was brought before IRTC in 2019 because of a controversial issue, but in 2020 there is no controversy. Due to COVID-19, an additional, supplemental allocation for all transit providers has been issued under the CARES Act and is thought to be a fast track item. Since IndyGo and CIRTA are in agreement on both the 5307 and CARES funding splits, and it needs to be finished before the next meeting, she wanted everyone on the board to know that she will be signing off on that letter.
17. **ADJOURNMENT**

Anna Gremling asked for a motion to adjourn the meeting. Below are the results of the roll call vote.

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<tr>
<td>Lawrence</td>
<td>Approve</td>
<td>INDOT</td>
<td>Approve</td>
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Christine Altman moved to adjourn the April 15th IRTC Policy Meeting. Tom Klein seconded the motion. A roll call vote was conducted. The April 15th IRTC Policy Meeting was adjourned at 11:43 a.m. MOTION PASSES.
WHEREAS, the Indianapolis Metropolitan Planning Organization (MPO) is the governing body of Indianapolis Metropolitan Planning Organization, a political subdivision or miscellaneous participating entity in the STATE OF INDIANA; and

WHEREAS, for the purposes of this document and interpretation of statutes governing the Public Employees Retirement Fund ("PERF"), "Plan" refers to the public employees' defined contribution plan under IC 5-10.3-12 ("PERF My Choice: Retirement Savings Plan"). “Fund” refers to the PERF Hybrid defined benefit pension fund (“PERF Hybrid”).

WHEREAS, political subdivisions may participate in the PERF My Choice: Retirement Savings Plan and choose whether employees are required to become members of the Plan, the Fund or may choose membership in either the Plan or the Fund.

WHEREAS, The governing body is fully cognizant that, if it is resolved that the governing body will place any employees in the Fund, the percentage of cost of gross annual payroll of covered employees has been set at 11.2% by the actuary of the Fund, and that the Board of Trustees of the Indiana Public Retirement System directs the actuary to annually review the status of the employees covered and shall adjust the cost percentage accordingly so that the Fund will remain on an actuarially sound basis; and

WHEREAS, The governing body is fully cognizant that, if it is resolved that the governing body will require employees to enter the Plan or offer employees a choice between Fund and Plan membership, the governing body shall submit a resolution with the following information regarding their participation in the Plan:

1. Specify the political subdivision’s contribution rate to the plan as a percentage of each member’s compensation AND pay such contributions as required under IC 5-10.3-12-23; and IC 5-10.3-12-24.5. Such rates must be greater than or equal to zero percent (0%) and may not exceed the percentage that would produce the normal cost for participation in the fund under IC 5-10.2-2-11.

2. Specify the political subdivision’s matching rate that is the percentage of each member's additional contributions to the plan that the political subdivision will match. A political subdivision may specify only:
   
   (1) Zero percent (0%); or

   (2) Fifty percent (50%).

3. Specify whether the political subdivision will pay any part of a member's contribution on behalf of the member;

4. Specify whether employees will automatically be enrolled in the Fund or the Plan if an eligible employee does not make an affirmative election.
WHEREAS, if such governing body participates in **Fund**, such governing body acknowledges its liability and that, pursuant to law, it and its successors in office, must appropriate sufficient funds each year to retire the employees’ prior service liability in an orderly manner and also fund the current cost accruing annually.

WHEREAS, if such governing body participates in **Plan**, such governing body acknowledges its liability and that, pursuant to law, it and its successors in office, must appropriate sufficient funds each year to meet all contribution obligations required by law.

WHEREAS, such governing body acknowledges and agrees to make a supplemental contribution to the fund in an amount necessary to pay the employer’s share of the fund’s actuarial unfunded liability that other employers would otherwise be required to pay because the employer’s employees are becoming members of the plan instead of the fund.

WHEREAS, such governing body acknowledges and agrees, when an employee separates from service before the member is fully vested in the employer contribution subaccount, the amount in the employer contribution subaccount is forfeited as of the date the member separates from service and that such forfeited amounts shall be used to reduce the unfunded accrued liability of the fund as determined under IC 5-10.2-2-11(a)(3) and IC 5-10.2-2-11(a)(4). Employers without an unfunded liability, such as employers joining PERF for the first time and offering only Plan membership, such forfeited amounts will be returned to the employer in the form of a credit to the employer contribution subaccount.

WHEREAS, the General Assembly of the State of Indiana has authorized covered employers to pick-up all or part of members’ mandatory contributions.

**NOW THEREFORE, BE IT ORDAINED** by the governing body of the __MPO___________________ in the State of Indiana:

**SECTION ONE:** The __MPO________ elects to become a participating political subdivision or miscellaneous participating entity in the Public Employees’ Retirement Fund by including classes of employees as stated below in the coverage under Chapter 340 of the Acts of 1945, and all Acts amendatory thereof and supplemental thereto.

**SECTION TWO:** The __MPO________ elects to offer the following retirement plan(s) under the Public Employees’ Retirement Fund:

- [ ] PERF Hybrid
- [ ] PERF My Choice: Retirement Savings Plan
- [ ] Both PERF Hybrid and PERF My Choice: Retirement Savings Plan to **all employees**, allowing the employee to choose in which retirement plan the employee will participate, based upon the employee’s previous participation in the **Fund** or the **Plan**.
☐ PERF My Choice: Retirement Savings Plan, in addition to PERF Hybrid, for which this
governing body has already submitted a resolution to join PERF Hybrid.

☐ PERF Hybrid only to certain classes of employees and PERF My Choice: Retirement
Savings Plan to certain classes of employees as set forth in an attached document.

☒ Both PERF Hybrid and PERF My Choice: Retirement Savings Plan to certain classes
of employees, as set forth in an attached document, allowing those employees to
choose in which retirement plan the employee will participate, based upon the
employee's previous participation in the Fund or the Plan.

If PERF My Choice in any format is selected above; please indicate whether PERF Hybrid
retirees will be allowed to participate in PERF My Choice. If one of the checkboxes below
is not selected, the default will be that no PERF Hybrid retirees will be allowed to
participate in PERF My Choice.

☒ Yes, PERF Hybrid retirees will be allowed to participate in PERF My Choice

☐ No, PERF Hybrid retirees will not be allowed to participate in PERF My Choice

SECTION THREE: If an employee is eligible to choose membership in either the Fund or the
Plan, and that employee fails to make an election within the period set forth in IC 5-10.3-12-20
and 35 IAC 1.3-4-1, said employee will be automatically and irrevocably enrolled in the following
plan:

☐ PERF Hybrid

☒ PERF My Choice: Retirement Savings Plan

SECTION FOUR: That, effective as of the __th day of ___, 20__, this
participating political subdivision or miscellaneous participating entity shall pick up all or

100% of the mandatory contribution for all or [complete information about affected group;
e.g., administrative assistants and IT personnel] employees who are members of PERF.
Said employees shall not be entitled to choose to receive the contributed amounts directly
instead of having them paid by the employer to the specified pension fund.

CHOOSE EITHER 4A OR 4B

☒ 4A. New Money Pick-Up - That the above contributions, even though designated as
employee contributions for state law purposes, are being paid by the employer in addition to
regular compensation as a supplemental contribution that is separate and distinct from the
employees' current or future compensation, and in lieu of contributions by the employees.
Such contributions will not be included in the gross income of the employees for any tax
reporting purposes, such as for federal, state or local income tax withholding, or FICA taxes,
until distributed either through a pension benefit or a lump sum payment. These
contributions are made on a pre-tax basis and are paid by the employer on behalf of the
employee.
4B. Salary Reduction Pick-Up - That said contributions, even though designated as employee contributions for state law purposes, are being paid by the employer via a reduction in salary. Such contributions will not be included in the gross income of the employees for certain tax reporting purposes, that is, for federal, state, or local income tax withholding, until distributed either though a pension benefit or a lump sum payment. Such contributions will be included in the gross income of the employees for FICA taxes when they are made. These contributions are made on a pre-tax basis but are paid by the employee through a payroll deduction.

SECTION FIVE: The __ MPO ______________, as a participating political subdivision, offering the Plan, agrees to pay a contribution rate to the Plan as a percentage of each member’s compensation in the amount of 3.8%. This amount may range from 0% to the percentage that would produce the normal cost for participation in the fund under IC 5-10.2-2-11.

SECTION SIX: The __ MPO ______________, as a participating political subdivision, offering the Plan, agrees to pay a matching rate in the amount of:

☐ Fifty Percent (50%)
☐ Zero Percent (0%)

which is the percentage of each member’s additional voluntary contributions to the Plan that governing body will match.

SECTION SEVEN: The positions listed on an attached document are declared covered by the Fund, the Plan, or Both as indicated in the attached document.

SECTION EIGHT: It is hereby declared that none of the classifications or positions specified in Section Three are compensated on a fee basis or of an emergency nature, or in a part-time category.

SECTION NINE: The active participation membership of the __ MPO ______________ (Name of Political Sub) shall begin on __June 1, 2020______________.

SECTION TEN: This resolution shall be in full force and effect from date of passage and upon approval of the Board of Trustees of the Indiana Public Retirement System, except that active participating membership shall begin on the date set forth in Section Nine.
RESOLUTION ELECTING TO JOIN THE PUBLIC EMPLOYEES’ RETIREMENT FUND

Adopted this 13th day of May, 2020

By:

______________________________  Executive Director  Anna Gremling
Signature  Title  Printed Name

On Behalf of [Insert name of governing body] Indianapolis Metropolitan Planning Organization
Select if applicable:

- **Fire Chief** who is ineligible for membership in the 1977 Police Officers’ and Firefighters’ Pension and Disability Fund as provided in IC 36-8-8-7(h) because he/she has a waiver as described in IC 36-8-4-6(c).

- **Police Chief** who is ineligible for membership in the 1977 Police Officers’ and Firefighters’ Pension and Disability Fund as provided in IC 36-8-8-7(h) because he/she has a waiver as described in IC 36-8-4-6.5(c).

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<tr>
<th>Covered Positions</th>
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<td>Office Manager</td>
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<td>MyChoice</td>
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<tr>
<td>Principal Planner Programming</td>
<td>Hybrid</td>
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<td>Senior Transportation Finance Analyst</td>
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<td>Planner I (Programming)</td>
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<td>Principal Planner Data and GIS</td>
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<td>Senior Modeler</td>
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<td>Planner I (Planning)</td>
<td>MyChoice</td>
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APPENDIX B

Complete if applicable:

Political subdivisions joining PERF and selecting My Choice for their employees, must specify whether or not they want to give years of participation credit for employees’ prior years of service with them as an employer. If they do, the employer must provide a list of employees with the employees’ prior years of service with them as an employer prior to them joining My Choice.

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<th>Prior Service Credit</th>
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Attachment

Indianapolis Metropolitan Planning Organization
Public Employees’ Retirement Fund (PERF) Coverage by Employee Classification

- MyChoice ASA Only for all employees:
  - With an employment start date after January 1, 2017; and
  - Who would not have otherwise been eligible for PERF Hybrid beginning January 1, 2017.

- PERF Hybrid or MyChoice ASA, a choice between the Fund and the Plan, for employees:
  - With an employment start date after January 1, 2017; and
  - Who were previously employed in a PERF Hybrid eligible position with another agency and were enrolled in PERF Hybrid. The previously employment does not have to be in the last position before the MPO.

- PERF Hybrid:
  - Continued membership for all current employees currently enrolled in PERF Hybrid until termination of employment.
# MPO/RDA
## Budget for Period: Jun 1, 2020 - Dec 31, 2020

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</tr>
</tbody>
</table>

### REVENUE

<table>
<thead>
<tr>
<th>Federal Grants</th>
<th>PL + 5303</th>
<th>$1,119,814</th>
<th>$77,591</th>
<th>$174,120</th>
<th>$102,000</th>
<th>$148,292</th>
<th>$0</th>
<th>$1,621,817</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>H500</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>STBG</td>
<td>$111,842</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Non-MPO Grants</td>
<td>Total Grants</td>
<td>$1,119,814</td>
<td>$890,433</td>
<td>$174,120</td>
<td>$102,000</td>
<td>$148,292</td>
<td>$0</td>
<td>$1,621,817</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Matching Dues</th>
<th>PL + 5300</th>
<th>$279,953</th>
<th>$19,398</th>
<th>$43,530</th>
<th>$25,500</th>
<th>$37,073</th>
<th>$110,500</th>
<th>$645,215</th>
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<td>H500</td>
<td>0</td>
<td></td>
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</tr>
<tr>
<td></td>
<td>STBG</td>
<td>$127,961</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>STBG Overmatch</td>
<td>$0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Local Funds</td>
<td>Total Other Revenue</td>
<td>$421,250</td>
<td>$147,359</td>
<td>$43,530</td>
<td>$25,500</td>
<td>$37,073</td>
<td>$110,500</td>
<td>$645,215</td>
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</table>

**Total Revenue** $1,441,067  $736,792  $217,650  $127,500  $185,366  $418,050  $3,126,374

### Salaries & Wages Expense

| Salaries & Wages Expense - 80% | $138,851 | $98,422 | $91,468 | $100,340 |
| Benefits - 80% | $67,961 | $132,935 | $144,689 | $44,060 |
| Total Salaries and Benefits | $206,812 | $231,357 | $238,156 | $144,401 |

| Salaries & Wages Expense - 20% | $34,713 | $24,606 | $22,867 | $25,085 |
| Benefits - 20% | $16,990 | $8,628 | $13,305 | $11,015 |
| Total Salaries and Benefits | $51,703 | $33,234 | $36,172 | $36,100 |

**Total Salaries and Benefits** $258,515 | $264,591 | $272,329 | $180,501 |

### Admin Expenses

| Admin Expenses - 80% | $361,879 |
| Admin Expenses - 20% | $33,234 |
| Total Admin Expenses | $395,113 |

### Other Revenue

| Item 5 | $0 | $0 | $0 | $0 | $0 | $0 | $0 |

### Grant Consulting - 80%

| Grant Consulting - 80% | $785,467 | $377,761 | ($54,679) | ($53,001) | $185,366 | $418,050 | $2,126,374 |
| Matching Operating - 20% | $196,367 | $94,440 | ($10,936) | ($10,600) | $37,073 | $83,610 | $625,275 |
| Total Project Expenses | $981,833 | $472,201 | ($65,615) | ($63,601) | $185,366 | $501,660 | $2,751,649 |

**Net Income/(Loss)** $0 | $0 | $0 | $0 | $0 | $0 | $0 | $0
<table>
<thead>
<tr>
<th><strong>COMPARISON CHART OF BYLAWS FOR</strong></th>
<th><strong>THE INDIANAPOLIS METROPOLITAN PLANNING ORGANIZATION</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Bylaws Effective January 1, 2016</strong></td>
<td><strong>Bylaws Effective June 1, 2020</strong></td>
</tr>
<tr>
<td>Preamble</td>
<td>Reference to federal legislation.</td>
</tr>
<tr>
<td>Structure</td>
<td>Reference to new state legislation.</td>
</tr>
<tr>
<td>IRTC has Policy Committee, Technical Committee and Administrative Committee.</td>
<td>See attached Exhibit A. Executive Committee made up of members elected by Transportation Policy Committee, currently same members as Admin Committee. When new policy committee added, chair is automatic member. Transportation Policy Committee designated as MPO for federal law purposes and takes all actions regarding Transportation Funding. Executive Committee not responsible for distribution of funding. Transportation Technical Committee created. Essentially same as existing Technical Committee.</td>
</tr>
<tr>
<td>Local Match Dues</td>
<td>Local Match Dues are due by first quarter Policy Committee meeting. Local Match Dues are due by the first meeting of the Transportation Policy Committee (bi-monthly). Clarifies details of consequences of non-payment. Transit dues will be determined later.</td>
</tr>
<tr>
<td>Meetings</td>
<td>Policy and Technical Committees have 4 meetings annually. Executive Committee meetings are held monthly</td>
</tr>
<tr>
<td>Administrative Committee meetings are held no more than once quarterly.</td>
<td>Policy and Technical Committees have bi-monthly meetings.</td>
</tr>
<tr>
<td>Policy Committees</td>
<td>Transportation Policy Committee is the federally designated MPO. See Exhibit A for additional information regarding structure.</td>
</tr>
<tr>
<td>Committee Type</td>
<td>Description</td>
</tr>
<tr>
<td>----------------------------------------</td>
<td>---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Technical Committees</td>
<td>Each LPA appoints an official representative and proxy.</td>
</tr>
</tbody>
</table>
| Administrative Committee/Executive Committee | The Admin Committee consists of 9 members elected by majority vote of present voting Policy Committee members of their class.  
After these votes, any unelected nominees from the initial elections, and any other nominees, are up for 3 at-large seats.  
Chair and Vice-Chair elected from the chosen Admin Committee. | The Executive Committee consists of between 9 and 12 members who shall be elected for a 2-year term by the various Policy Committees of the Indianapolis MPO. Initially, Transportation Policy Committee is currently the only Policy Committee and current Admin Committee becomes new Exec. Committee until new members can be elected in 2021/22.  
Chair and Vice-Chair of Transportation Policy Committee are Chair and Vice-Chair of Executive Committee and shall be elected officials.  
One half of Executive Committee is elected each year. Current Admin members randomly assigned to first or second year of appointment.  
Chair and Vice-chair elected first and then remaining members of the Executive Committee (with representatives based on class like currently), followed by at-large elections by all members.  
Chair of any new Policy Committee automatically on Exec. Committee. |
<p>| Executive Director                     | Bylaws silent on Executive Director hiring/firing.                                                                                                                                                                                                                                                                                           | Anna Gremling appointed Executive Director of independent IMPO. On vacancy, Transportation Policy Committee develops job description; Executive Committee solicits and interviews candidates and recommends candidate to Transportation Policy Committee for vote to hire. |</p>
<table>
<thead>
<tr>
<th>Amendments</th>
<th>30-day notice to eligible voting members</th>
<th>30-day notice to eligible members</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Affirmative vote of at least one half of all Policy Committee eligible voting members</td>
<td>Affirmative vote of at least one half of all members of Executive Committee. If changes to membership or funding requirements for Transportation, Transportation Policy Committee must also approve Does not apply to new Policy Committees that can adopt bylaws for each respective Policy Committee by majority vote of such Policy Committee</td>
</tr>
</tbody>
</table>
EXHIBIT A

Indianapolis Metropolitan Planning Organization

EXECUTIVE COMMITTEE
- 9-12 Members Elected by Policy Committees (# of members pro rata by $)
- Meets Monthly to Handle Operational Contracts
- Chair and Vice Chair of Each Policy Committee—automatic members

Transportation Policy Committee (MPO)
- Meets bi-monthly
- Membership same with 1 vote each
- All decisions re: Transportation Funding
- Chair elected with most votes/Rice Chair in second most
- Officers 3 year term (1 year experience on Committee required)
- Same Community representation as now but officer counts

Economic Development Policy Committee (EDD)

Environmental Policy Committee

Housing and Land Use Policy Committee

Transportation Technical Committee
- Membership stays same
- Meets bi-monthly
Indianapolis Metropolitan Planning Organization

&

Indianapolis Regional Transportation Council

Bylaws

Approved
October 28, 2015

Effective
January 1, 2016
# TABLE OF CONTENTS

Preamble ....................................................................................................................................................... 1

Article I. Structure ................................................................................................................................... 1
    Section 1.01 Official Designation ........................................................................................................... 1
    Section 1.02 Indianapolis Regional Transportation Council (IRTC) ........................................................ 1
    Section 1.03 Metropolitan Planning Organization Staff ........................................................................ 1

Article II. Urbanized Area Boundary and Metropolitan Planning Area .................................................... 1

Article III. IRTC Participation and Membership ......................................................................................... 1
    Section 3.01 Participation of Local Public Agencies .............................................................................. 1
    Section 3.02 IRTC Membership and Local Match .................................................................................. 2
    Section 3.03 Eligible Voting Members ................................................................................................... 2
    Section 3.04 Non-Voting Members ....................................................................................................... 3
    Section 3.05 Joining the MPO ................................................................................................................ 3
    Section 3.06 Leaving the MPO ............................................................................................................... 4

Article IV. General Provisions .................................................................................................................... 4
    Section 4.01 Meetings and Agenda ....................................................................................................... 4
    Section 4.02 Official Representative, Proxies, and Notification ............................................................ 4
    Section 4.03 Voting Eligibility, Procedures, and Official Approval ........................................................ 6
    Section 4.04 Officers (Chair and Vice-Chair) .......................................................................................... 6
    Section 4.05 Elections for Administrative Committee and Officers ...................................................... 6
    Section 4.06 Planning Agreements ........................................................................................................ 7
    Section 4.07 Bylaw Amendments .......................................................................................................... 8

Article V. IRTC Policy Committee .............................................................................................................. 8
    Section 5.01 Purpose ............................................................................................................................. 8
    Section 5.02 Powers............................................................................................................................... 8
    Section 5.03 Representatives ................................................................................................................ 8
    Section 5.04 Officers .............................................................................................................................. 8
    Section 5.05 Quorum ............................................................................................................................. 9

Article VI. IRTC Technical Committee ....................................................................................................... 9
    Section 6.01 Purpose ............................................................................................................................. 9
Section 6.02  Powers

Section 6.03  Representatives

Section 6.04  Officers

Section 6.05  Quorum

Article VII.  IRTC Administrative Committee

Section 7.01  Purpose

Section 7.02  Powers

Section 7.03  Representatives

Section 7.04  Officers

Section 7.05  Quorum

Appendix A: Map of Indianapolis MPA

Appendix B: List of Jurisdictions within the MPA

Appendix C: Planning Agreement

Appendix D: MPO Planning Agreement

Appendix E: Hosting Agreement
Preamble

Federal legislation requires the establishment of a Metropolitan Planning Organization (MPO) in urban areas where the population exceeds 50,000 people for the purpose of conducting a cooperative, comprehensive and continuing transportation planning process.

Article I. Structure

Section 1.01 Official Designation
(a) The City of Indianapolis Department of Metropolitan Development (DMD) is the designated MPO for the Indianapolis Metropolitan Planning Area. The Indianapolis Metropolitan Planning Organization is a division within the DMD.

Section 1.02 Indianapolis Regional Transportation Council (IRTC)
(a) The Indianapolis Regional Transportation Council (IRTC) is comprised of elected and appointed representatives of the local public agencies, public transit providers, and other partner agencies within the Indianapolis Metropolitan Planning Area.
(b) The IRTC is governed by a Policy Committee, and also has a Technical Committee and an Administrative Committee.
(c) The IRTC Policy Committee is the body that reviews and approves all transportation-related activities of the MPO. These include the Unified Planning Work Program (UPWP), the Transportation Improvement Program (TIP), and the Long Range Transportation Plan (LRTP).

Section 1.03 Metropolitan Planning Organization Staff
(a) MPO staff is responsible for carrying out the federal transportation planning process in conjunction with its partners. The City of Indianapolis is the hosting body for the MPO staff. As such, MPO staff is City of Indianapolis employees.

Article II. Urbanized Area Boundary and Metropolitan Planning Area
(a) Per the 2010 Decennial Census, the Indianapolis Urbanized Area and Metropolitan Planning Area (MPA) includes all of Marion County and portions of Boone, Hamilton, Hancock, Hendricks, Johnson, Morgan and Shelby counties as shown in Appendix A.

Article III. IRTC Participation and Membership
Section 3.01 Participation of Local Public Agencies
(a) All local public agencies (LPAs) within the MPA are invited to participate in the MPO planning process. See Section 3.05 for more details on joining the MPO.

(b) The list of LPAs within the MPA is shown in Appendix B.

Section 3.02 IRTC Membership and Local Match

(a) Those LPAs that choose to participate can become member agencies.

(b) Membership provides each participating LPA access to federal transportation dollars, any licensed data products, MPO planning support, and any surplus planning funds that may become available to the MPO.

(c) Each LPA shall pay their share of the federal planning funds local match as membership to the IRTC. The combined local match share provides the match to federal planning funds received from the Federal Highway Administration and Federal Transit Administration, via the Indiana Department of Transportation. Each member LPA must commit to the provision of the local match for the duration of their membership in the MPO.

(d) Local match is determined annually by the IRTC Policy Committee. The local match share is determined by calculating the LPA’s share of the MPA population (based on the latest decennial census or other agreed-to source by the Policy Committee) and multiplying it by the local match required for that year’s federal planning authorizations.

(e) At the second quarter Policy Committee meeting, MPO staff will provide an account of local match dues (approved by the Policy Committee). This local match amount is due by the following first quarter IRTC Policy Committee meeting.

(f) A list of participating members can be found on the MPO website.

(g) If an LPA does not pay their local match by the specified date or ceases to pay while receiving federal funds for a project, the federal portion of the project will be cancelled, the project will be removed from the Transportation Improvement Program (TIP) for the Indianapolis region, and the LPA will be required to complete the project with local funding. The LPA will also surrender voting privileges on all IRTC Committees and all other benefits outlined in Section 3.02 (b).

Section 3.03 Eligible Voting Members

(a) Those LPAs that pay their share of local match are considered eligible voting members. For details on local match, see Section 3.02.

(b) The following partner agencies are represented as voting members of the IRTC Policy and Technical Committees:

- Indianapolis Public Transportation Corporation (dba IndyGo)
- Central Indiana Regional Transportation Authority (CIRTA)
Section 3.04 Non-Voting Members

(a) Non-voting members, also known as advisory members, serve an important role on their respective committees. The following agencies are considered non-voting members for both the IRTC Policy and Technical Committees:

- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- Environmental Protection Agency (EPA)
- Indiana Department of Environmental Management (IDEM)
- Indianapolis Metropolitan Development Commission (MDC)
- Local Public Agencies that choose not to pay local match

(b) Other non-voting members are also included in the membership of the Technical Committee only:

(i) Representatives from the adjacent metropolitan planning organizations that coordinate regional planning processes. This includes the Columbus Area Metropolitan Planning Organization (CAMPO) and the Madison County Council of Governments (MCCOG).

(ii) Representative from an organization that represents freight interests in the central Indiana region.

Section 3.05 Joining the MPO

(a) A LPA within the MPA may join or rejoin the MPO at any point in time. For LPAs not previously in the MPA, see Section 3.05 (c).

(b) As a requirement of an LPA joining or rejoining the MPO, an LPA must pay the following: the number of years absent from the MPO, up to three years, multiplied by its current local match dues.

(c) Following approved changes to the urbanized area and/or Metropolitan Planning Area (MPA), LPAs previously not in the MPA are invited to join the MPO. The IRTC Policy Committee extends the invitation to join the MPA; the invitation coincides with the final approval of the new MPA boundary. The LPA is given two (2) years from the initial invitation to join the MPO. After this time, the LPA falls under (a) and (b) of this section.
Section 3.06 Leaving the MPO

(a) A LPA may opt out of its membership with the MPO unless it is receiving federal funds from the MPO. The MPO requires that the highest legislative body of the LPA and the Official Representative provide written notification of LPA’s decision to leave MPO membership to the MPO no later than the first quarter IRTC Policy Committee Meeting.

(b) For the purpose of creating a balanced budget and fairness to other LPAs, the departing LPA is required to continue paying local match for two years after its written membership termination. If the LPA turns in its termination letter after the first quarter IRTC Policy Committee, it will be required to pay for the following two years. For example: LPA A decides it no longer wishes to participate in the MPO. The LPA turns in its written membership termination letter at the second quarter IRTC Policy Committee meeting. The LPA is responsible for the current year and the two following years. If, however, the LPA turns its termination letter in by the first quarter IRTC Policy Committee meeting, it is responsible for the current year and the year after.

Article IV. General Provisions

Section 4.01 Meetings and Agenda

(a) Four meetings of the IRTC Policy and Technical Committees will be held annually, in the months of February, May, August, and October (or as deemed appropriate for the efficient conduct of business). In addition, an annual Joint Policy and Technical Committee may be offered in June. The Chair may cancel regular quarterly IRTC meetings should there be insufficient business on the Committee’s tentative agenda (which is prepared by the MPO staff in conjunction with the Chair).

(b) Administrative Committee meetings are held no more often than once quarterly unless deemed necessary by the Chair.

(c) Special meetings may be called by the Chair, the Executive Director, or at the request of the majority of the present eligible voting members. Whenever possible, at least seven (7) calendar days’ notice shall be given.

(d) Meeting agendas will be distributed at least one week prior to the IRTC meetings. Items on the agenda originate from the MPO staff and pertain to pertinent items of business that the MPO must complete. Items may also be placed on the agenda at the request of the Chair, an Administrative Committee member, or a member LPA.

(e) The MPO and the IRTC shall conduct their business in compliance with the State of Indiana’s Open Meetings Law (Ind. Code 5-14-1.5), Indiana’s Public Access Laws (Ind. Code 5-14-3), and the MPO’s Public Involvement Plan.

Section 4.02 Official Representative, Proxies, and Notification
(a) Official Representative

(i) LPAs shall notify the MPO staff in writing of their Official Representatives for IRTC Policy and Technical Committees. Representatives for the Policy Committee must be either an elected official or a paid employee of the LPA.

(ii) In the event that the LPA fails to designate its Official Representative, the following applies:
   
   a) Policy Committee – The highest elected official of the LPA (mayor, president of town council, president of board of county commissioners) shall be deemed the Official Representative on the IRTC Policy Committee until a designated representative is received from the LPA.
   
   b) Technical Committee – The LPA’s Engineer shall be deemed the Official Representative on the IRTC Technical Committee until a designated representative is received from the LPA.

(iii) The names of the Official Representatives shall be available on the MPO website.

(iv) Partner agencies shall also notify the MPO staff in writing of their Official Representative. Representatives shall be designated by the highest official of the agency.

(b) Proxy

(i) LPAs may appoint a Proxy to the IRTC Policy Committee who will serve in the official member’s absence and to the IRTC Technical Committee. To appoint a Proxy, the name of the Proxy must be submitted in writing to the MPO. An LPA may appoint more than one Proxy but every Proxy must meet the requirements set forth below:
   
   a) For the Policy Committee, the Proxy shall be a paid employee or elected official from the same organization, agency, institution, or LPA;
   
   b) For the Technical Committee, it is suggested that the Proxy be a paid employee from the same organization, agency, institution or LPA.

(ii) In instances where neither the Official Representative nor the appointed Proxy can attend, another individual may be selected as a Proxy, conditional on the Proxy definitions outlined in 4.02 (b) (i). The LPA must notify the MPO in writing prior to the meeting when such an event arises.

(c) Notification to MPO of Representatives and Proxies

(i) These appointments of the Official Representatives and Proxies must be submitted in writing to the MPO. The communication should note the Official Representative and Proxy of both committees, including their contact information.

(ii) These Official Representatives and Proxies will remain in effect until such time the LPA notifies the MPO in writing (e-mails, fax, or letter) of any new Official Representatives or Proxies (as described above in 4.02(a) and (b)).
Section 4.03 Voting Eligibility, Procedures, and Official Approval

(a) All eligible voting members (or in the absence of the Official Representative, their qualified Proxy) are permitted to vote. Non-voting members and unauthorized Proxies are not permitted to vote.

(b) Each eligible voting member is entitled to one (1) vote. No eligible voting member may vote twice.

(c) Any member may call for a vote on any agenda item and, if it is seconded, a vote may be taken on the agenda item.

(d) A member may withdraw from voting on an issue by abstaining.

(e) Actions of all committees are approved by a majority vote of present eligible voting members, as long as a quorum is present.

Section 4.04 Officers (Chair and Vice-Chair)

(a) The Chair of the Policy Committee is the Chair of the Administrative Committee. In the absence of the Chair, the Vice Chair will serve as the Chair.

(b) In the event the Chair cannot attend the meeting, the Vice-Chair will have the choice of either performing the Chair’s duties him/herself; or, choosing the Chair’s Proxy to perform those duties.

(c) The term of office for officers shall be one year. Officers may serve unlimited terms.

(d) The Chair is tasked with maintaining order, upholding the bylaws, and facilitating discussion of the Policy and Administrative Committees.

Section 4.05 Elections for Administrative Committee and Officers

(a) Administrative Committee

(i) Prior to the first quarterly meeting of the IRTC Policy Committee, the MPO Executive Director will ask for nominations for the Administrative Committee as outlined below, except for the At-Large Members.

(ii) The Administrative Committee is a nine (9) member committee, comprised of one representative from the following classes:

a) Largest City in the MPA  
b) Excluded Cities (Beech Grove, Lawrence, Southport, Speedway)  
c) County  
d) Town  
e) City  
f) Transit (IPTC and CIRTA)  
g) Up to 3 At Large Members
(iii) Nominees must have served as an Official Representative or Proxy for an eligible voting member for one year immediately prior.

(iv) Nominees will be given an opportunity to speak, if so desired. Nominees shall be voted upon immediately.

(v) Voting for the Administrative Committee/Officers may be done by paper ballots or electronic voting; no absentee voting is permitted.

(vi) Administrative Committee members, except for the At-Large Members, are elected by the majority vote of present voting Policy Committee members of their class (see 4.05(a)(ii). In the event of a tie vote, the MPO Executive Director shall cast the deciding vote.

(vii) Following the first vote, any unelected nominees from the first election or any IRTC Policy Committee representative not holding a position, may run for one of the up to three (3) At Large seats. Another election is held for up to 3 At-Large positions. The three representatives with the most votes are elected to the At-Large positions. In the event of a tie vote, the MPO Executive Director shall cast the deciding vote.

(viii) After the vote for the At-Large positions, a third election is held for IRTC Policy Committee Chair and Vice Chair (Officers).

   a) Only Administrative Committee members may be nominees for an officer position.
   b) Nominees will be given an opportunity to speak, if so desired.
   c) Those nominees shall be voted upon immediately.
   d) Officers are elected by the majority vote of present voting Policy Committee members. In the event that no one officer receives a majority of the votes, the representative with the highest number of votes is the Chair. The next highest vote getter is the Vice Chair.
   e) In the event of a tie vote, regardless of the number of nominees, the MPO Executive Director shall cast the deciding vote.
   f) Additional elections may be held if either the Chair or Vice-Chair cannot carry out his/her duties for the remainder of the appointed term. This election should occur at the next Policy Committee meeting after the Chair/Vice-Chair resigns.

Section 4.06 Planning Agreements

(a) The Indianapolis MPO agrees to conform to the policies agreed upon in the Memorandum of Agreement (MOA) by and between the Indianapolis MPO, the Indiana Department of Transportation (INDOT), and the Indianapolis Public Transportation Corporation (dba IndyGo). This document is attached for reference as Appendix C.
(b) The Indianapolis MPO agrees to conform to the policies agreed-upon in the Planning Activities Agreement with the Madison County Council of Governments (MCCOG) and the Columbus Area Metropolitan Planning Organization (CAMPO). This document is attached for reference as Appendix D.

Section 4.07 Bylaw Amendments

(a) Each eligible voting member must receive written notice of the proposed amendment at least thirty (30) days prior to the meeting at which the amendment is to be considered.

(b) Amendments to these Bylaws of the MPO/IRTC shall require the affirmative vote of at least one-half of all Policy Committee eligible voting members, provided there is a quorum.

Article V. IRTC Policy Committee

Section 5.01 Purpose

(a) The Indianapolis Regional Transportation Council’s (IRTC) Policy Committee addresses and approves the transportation-related plans and programs of the MPO. These include the Unified Planning Work Program (UPWP), the Indianapolis Regional Transportation Improvement Program (TIP), and the Long Range Transportation Plan (LRTP).

Section 5.02 Powers

(a) Approve required planning documents, particularly the Long Range Transportation Plan, Transportation Improvement Program, and Unified Planning Work Program.

(b) Establish special committees or task forces as appropriate.

(c) Oversees expenditures of federal surface transportation dollars, as outlined in federal and state laws.

(d) All powers outlined in any appendix material to these bylaws.

Section 5.03 Representatives

(a) Official Policy Committee representatives from the local public agency are appointed by the LPA. These representatives must be an elected official or a paid staff member of the LPA. The Official Representative list is posted on the MPO website.

Section 5.04 Officers

(a) Officers consist of a Chair and a Vice Chair for the Policy Committee. The Chair and Vice Chair also serve as Chair and Vice Chair of the Administrative Committee.
(b) The Chair is charged with maintaining meeting order, upholding the bylaws, and facilitating discussion where necessary. The Chair shall work with the MPO staff to set the order of business for each meeting.

(c) In the event the Chair cannot attend the meeting, the Vice-Chair will have the choice of either performing the Chair’s duties him/herself; or, choosing the Chair’s Proxy to perform those duties.

(d) The officers are elected as described in Section 4.06 Elections for Administrative Committee and Officers.

(e) The term of office for officers shall be one year. Officers may serve unlimited terms.

(f) In the event that the Chair is unable to carry out his/her duties for the remainder of the term, the Vice Chair shall carry out the functions of the Chair.

(g) Additional elections may be held if either the Chair or Vice-Chair cannot carry out his/her duties for the remainder of the appointed term. This election should occur at the next Policy Committee meeting after the Chair/Vice-Chair resigns.

Section 5.05 Quorum

(a) The quorum for the Policy Committees is 15 eligible voting members. No action on an agenda item may be taken unless a quorum is present.

Article VI. IRTC Technical Committee

Section 6.01 Purpose

(a) As technical experts, the Technical Committee is intended to provide advisory recommendations to the Policy Committee, particularly on items that are more technical in nature.

Section 6.02 Powers

(a) Recommendations for approval of planning documents to the Policy Committee.

(b) Establish special committees or task forces as appropriate.

(c) Offers technical guidance regarding the allocation of federal surface transportation dollars.

(d) All powers outlined in any appendix material to these bylaws.

Section 6.03 Representatives

(a) Each LPA shall appoint an Official Representative and Proxy to serve on the Technical Committee. Representatives and proxies should have technical expertise.

Section 6.04 Officers
(a) The Chair for the Technical Committee is the MPO Executive Director. This role is charged with maintaining meeting order, upholding the bylaws, and facilitating discussion where appropriate.

Section 6.05 Quorum

(a) The quorum for the Technical Committee is 15 eligible voting members. No action on an agenda item may be taken unless a quorum is present.

Article VII. IRTC Administrative Committee

Section 7.01 Purpose

(a) The Administrative Committee serves as an ad hoc committee to the Policy Committee. The Administrative Committee reviews policies and procedures prior to their introduction to the IRTC Policy and Technical Committees. It also provides guidance to MPO staff on certain operational items that may be time-sensitive and require meeting sooner than quarterly.

Section 7.02 Powers

(a) Pursuant to the Hosting Agreement (as shown in Appendix E), review and advise on personnel, hiring and training needs and issues of the MPO staff.

(b) Review and advise on budget needs and issues.

(c) Review and advise on issues pertaining to the organizational structure of the MPO and the IRTC.

(d) Establish special committees or task forces as appropriate.

(e) Approve emergency Indianapolis Regional Transportation Improvement Program (IRTIP) amendments brought before the Indianapolis Regional Transportation Council.

(i) Emergency IRTIP amendments will be provided to members of the Technical Committee and Policy Committee and final action will be taken by the Administrative Committee at their next regularly scheduled meeting, or at a special meeting called by the Chair.

(ii) A public notice period, per the MPO’s Public Involvement Plan, is required.

(iii) Members of the Policy Committee and Technical Committee, as well as the public, are invited to attend the emergency amendment meeting and/or may submit comments by e-mail, regular mail, or in person.

(iv) Only the Administrative Committee members or their proxies may vote at this special meeting.

(f) All powers outlined in any appendix material to these bylaws.
Section 7.03 Representatives

(a) Representatives are the elected Administrative Committee members as indicated in Section 4.05.

(b) In the absence of the elected representative, his/her Proxy may serve in the representative’s place.

Section 7.04 Officers

(a) Officers consist of a Chair and a Vice Chair.

(b) The Chair is tasked with maintaining order, upholding the bylaws, and facilitating discussion of the Administrative Committee.

(c) In the event the Chair cannot attend the meeting, the Vice-Chair will have the choice of either performing the Chair's duties him/herself; or, choosing the Chair's Proxy, if any, to perform those duties.

Section 7.05 Quorum

(a) The quorum for the Administrative Committee is at least 50% of the entire Administrative Committee. No action can occur unless a quorum is present.
Appendix A: Map of Indianapolis MPA
Appendix B: List of Jurisdictions within the MPA

1. Town of Arcadia
2. Town of Atlanta
3. Town of Avon
4. Town of Bargersville
5. City of Beech Grove
6. Town of Bethany
7. Boone County
8. Town of Brooklyn
9. Town of Brownsburg
10. City of Carmel
11. Town of Cicero
12. Town of Cumberland
13. Town of Danville
14. Town of Edinburgh
15. Town of Fishers
16. City of Franklin
17. City of Greenfield
18. City of Greenwood
19. Hamilton County
20. Hancock County
21. Hendricks County
22. City of Indianapolis
23. Johnson County
24. City of Lawrence
25. Town of McCordsville
26. Town of Mooresville
27. Morgan County
28. Town of New Palestine
29. Town of New Whiteland
30. City of Noblesville
31. Town of Pittsboro
32. Town of Plainfield
33. Shelby County
34. City of Southport
35. Town of Speedway
36. Town of Spring Lake
37. City of Westfield
38. Town of Whiteland
39. Town of Whitestown

40. Town of Zionsville

Included Cities/Towns (Marion County, Unigov)

1. Meridian Hills
2. Williams Creek
3. North Crows Nest
4. Crows Nest
5. Rocky Ripple
6. Wynnedale
7. Homecroft
8. Clermont
9. Warren Park
10. Spring Hill
Appendix C: Planning Agreement
Planning Agreement between MPO/INDOT/IndyGo.

MEMORANDUM OF AGREEMENT

BY AND BETWEEN

THE INDIANAPOLIS DEPARTMENT OF METROPOLITAN DEVELOPMENT

HEREINAFTER REFERRED TO AS

THE INDIANAPOLIS METROPOLITAN PLANNING ORGANIZATION (MPO)

AND THE

THE INDIANA DEPARTMENT OF TRANSPORTATION (INDOT)

AND THE

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION (INDYGO)

This Memorandum of Agreement (MOA) is made by and between the Indianapolis MPO (herein after referred to as MPO), the Indiana Department of Transportation (herein after referred to as INDOT), and the Indianapolis Public Transportation Corporation (herein after referred to as IndyGo).

WHEREAS, Moving Ahead for Progress in the 21st Century (MAP-21) and its previous sister legislative acts the Safe, Accountable, Flexible, & Efficient Transportation Equity Act: A Legacy For Users (SAFETEA-LU), the 1998 Transportation Efficiency Act for the 21st Century (TEA-21) and the 1991 Intermodal Surface Transportation Efficiency Act (ISTEA) require the establishment of Agreements among certain agencies involved in the transportation planning process, and

WHEREAS, the transportation planning process for the Indianapolis MPO includes the following agencies:

- Indianapolis MPO (MPO)
- Indiana Department of Transportation (INDOT)
- Indianapolis Public Transportation Corporation (IndyGo)

NOW THEREFORE the agencies mutually agree as follows:

WHEREAS, MAP-21 requires the establishment of agreements between the State, the Metropolitan Planning Organization (MPO) and the public transportation operator(s), and

WHEREAS, the City of Indianapolis Department of Metropolitan Development is the designated MPO (see attached redesignation letter) for the Indianapolis Metropolitan Planning Area and includes its regional member Counties of Marion and portions of Boone, Johnson, Hamilton, Hancock, Hendricks, Morgan, and Shelby in Indiana, and

1
WHEREAS, the Indianapolis Public Transportation Corporation (IndyGo) is the designated recipient for Section 5307 in the Indianapolis Urbanized Area,

WHEREAS, the MPO has established various advisory groups, which provide input and direction, as well as assist and advise it on transportation planning and programming considerations. Membership in these technical, advisory, and citizens groups may include persons representing the communities listed below (as contained within in the approved Metropolitan Planning Area, 2014), public and private transportation providers, and others not listed in this agreement.

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<tr>
<th>Town of Arcadia</th>
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<td>Town of Edinburgh</td>
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<td>Town of New Palestine</td>
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The MPO, INDOT, and IndyGo mutually agree as follows:

RESPONSIBILITIES OF THE INDIANAPOLIS MPO

Structure

1. The MPO organizational structure consists of an Administrative Committee, Technical Committee, and Policy Committee of participating members which comprise the Indianapolis Regional Transportation Council (IRTC). The IRTC also includes various advisory committees, work groups and subcommittees.

The 2014 IRTC Policy Committee includes the following voting members:

Atlanta Clerk/Treasurer
Avon Town Manager
Bargersville Town Manager
Beech Grove Mayor
Boone County Commissioner
Brooklyn Clerk/Treasurer
Brownsburg Town Manager
Carmel Mayor
Cicero Planning Director
Cumberland Town Manager
Danville Town Manager
Fishers Town Manager
Franklin Mayor
Greenfield City Engineer
Greenwood Mayor
Hamilton County Commissioner
2. The MPO has several Advisory Committees, which include members from the general public, transit consumers, bicycle groups, various technical staff, and other interested parties who sit on the IRTC Technical Committee.
3. The IRTC Policy, Technical, and Administrative Committees generally meet on a quarterly basis; with combined Policy and Technical Committees Retreat in June, and Special Meeting (if needed) in December. The other committees meet on an as needed basis.

4. The MPO will concur with the planning regulations for Self Certification to INDOT and the FHWA regarding the MPO’s ability and intention to provide and fulfill the transportation planning requirement for the Metropolitan Planning Area (MPA). This will be made available as part of the Transportation Improvement Program (TIP) process.

**Long Range Transportation Plan**

5. The MPO will develop and maintain a Long Range Transportation Plan (LRTP) and corresponding Conformity Analysis (if required) in cooperation with INDOT, its transit providers and other agency partners at least every 4 years as required by law.

6. The MPO will utilize the MAP-21 planning factors in the development of the Long Range Transportation Plan (LRTP).

7. The MPO is responsible for developing a financially reasonable Long Range Transportation Plan (LRTP) in consultation with INDOT, its area public transit providers, the FTA and the FHWA in compliance with current federal planning regulations.

8. The MPO will include a financial plan that demonstrates the consistency of the Transportation Improvement Program (TIP) and Long Range Transportation Plan (LRTP) with available and projected sources of revenue. INDOT will provide the MPO with reasonable estimates of available and projected funding by category on a regular basis.

9. The Indianapolis Regional Transportation Council (IRTC) approves the Long Range Transportation Plan (LRTP) and its periodic updates.

10. All proposed LRTP or TIP amendments must include a project description, project cost, phase, ready for letting (RFL) date (TIP only), federal, state, local and total dollar amount. Amendments, administrative amendments and administrative modifications will follow the procedures outlined in the MPO’s Policy and Procedures Manual and Public Participation Plan in force at the time of the amendment.

11. A Conformity Determination shall be completed for each Transportation Improvement Program (TIP) and Long Range Transportation Plan (LRTP) developed by the MPO, which indicates that the plans maintain the area’s air quality standard as identified by the Interagency Consultation Group Procedures.

**Public Participation and Involvement**

12. The MPO will maintain a Public Participation Plan that is adopted by the Indianapolis Regional Transportation Council (IRTC) Policy Committees. The plan will include...
coordination with the INDOT participation process. This process is followed during the
development of the Long Range Transportation Plan (LRTP) and the Transportation
Improvement Program (TIP). The Indianapolis MPO’s TIP participation process will
serve to meet IndyGo’s public participation requirements.

13. The MPO will comply with all appropriate federal assurances, civil rights and DBE
requirements, Title VI guidance, ADA requirements, and procurement activities
guidelines.

*Transportation Improvement Program (TIP)*

14. The MPO will complete a Transportation Improvement Program (TIP), as needed, in
cooperation and coordination with the partners identified in this agreement. The MPO
will submit an approved TIP to INDOT in a timely manner.

15. All federal aid funding projects within the Indianapolis MPA, regardless of funding
category, will be included in the fiscally constrained TIP.

16. The MPO is responsible for developing a fiscally constrained TIP.

17. The Indianapolis Regional Transportation Council (IRTC) Policy Committee of the MPO
approves the TIP followed by approval from the INDOT Commissioner on behalf of the
Governor, and it is included in the Statewide Transportation Improvement Program
(STIP) by reference or amendment. The STIP is approved by the Federal Highway
Administration along with the new TIP and any amendments. (For TIP modification and
amendments see item 19.)

18. The MPO will update the TIP a minimum of every other year and each new TIP shall
cover a four year program period. Calls for projects will be made at various times
depending on the funding category and the availability of funds in each category.
Projects will be selected based on the current selection process for each funding
category in force at the time of the call. The development of a new TIP will follow the
current MPO Public Participation Process in force at the time of the TIP’s development.
The MPO will process TIP amendments following Indianapolis Regional Transportation
Council (IRTC) Policy Committee approval in accordance with the MPO’s Policy and
Procedures Manual and Public Participation Plan in force at the time of the amendment.

19. All TIP amendment requests from project sponsors will be made in the MPO’s MiTIP on-
line system. No hard copy or email requests will be accepted. All TIP modifications and
amendments will be processed in accordance with the MPO’s Policy and Procedures
Manual and Public Participation Plan in force at the time of the amendment, as well as
the Interagency Consultation Group (ICG) and approved air quality conformity
procedures.

20. The MPO will provide and maintain a website that provides TIP and associated
amendments for interested parties, public and agency consumption.
21. The Congestion Management Process (CMP) will be used in identifying and selecting projects during LRTP and TIP updates, including those projects located on the State’s highway network.

**Travel Demand Forecasting**

22. The MPO is responsible for developing and maintaining a travel demand forecasting model for the Indianapolis MPO’s Metropolitan Planning Area (MPA).

**Unified Planning Work Program (UPWP)**

23. A Unified Planning Work Program (UPWP) will be prepared by the MPO in cooperation and consultation with INDOT, FHWA, FTA and the transit operator.

24. The MPO will include the planning emphasis areas (PEAs) identified by FHWA and FTA in the preparation of the UPWP. Emphasis areas should be received in a timely manner so they can receive proper consideration.

25. Where needed a Conformity Determination shall be completed for each Transportation Improvement Program (TIP) and Long Range Transportation Plan (LRTP) and developed by the MPO working with state and local project sponsors. This ensures plans, programs and projects maintain proper air quality conformity for a region.

26. The MPO will develop a financial plan that demonstrates the consistency of the TIP and LRTP with available and projected sources of revenue.

27. The MPO will complete its UPWP draft by October of each year. However, the MPO’s ability to meet this timeline is affected by INDOT providing timely PL Distribution numbers. Should PL funding information be delayed, the MPO may flat-line the estimated funding based upon the prior year and then adjust the PL funding when final figures are obtained. The INDOT Central Office Asset Management Planning and Management Division will take the lead in this effort in cooperation with the MPO Council and the INDOT Central Office Project Finance Division and the INDOT Transit Office.

28. The MPO will submit to INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division, a final Unified Planning Work Program in a timely manner that allows for final review and recommendation for approval to FHWA and FTA.

**Management Systems**

29. The development and implementation of a congestion management process (CMP), where needed, for the Indianapolis MPO’s Metropolitan Planning Area will be the responsibility of the MPO in cooperation with INDOT, FTA and FHWA. Technical Planning Section, within the Asset Planning & Management Division will be the INDOT Leads.
30. The MPO will work cooperatively with the Technical Planning Section, within the Asset Planning & Management Division, as the lead and other relevant INDOT Divisions and other public agencies in the development of the other specified management systems as appropriate.

31. The MPO will maintain a Congestion Management Process in cooperation with the Technical Planning Section, within the Asset Planning & Management Division. The Congestion Management Process shall be coordinated with the development of the Long Range Transportation Plan (LRTP).

32. The MPO will comply with all appropriate federal assurances, civil rights and DBE requirements, Title VI submittals, ADA, and procurement activities guidelines. The MPO will complete a Title VI analysis for the urbanized area. INDOT’s Office of Economic Opportunity and Pre-qualification within Central Office will be the INDOT contact for these efforts.

**Transit Planning**

33. The MPO will sponsor and participate on committees related to the provision and coordination of transit and para-transit services.

34. The MPO will serve as the lead agency for the development of the "Coordinated Public Transit Human Services Transportation Plan".

**RESPONSIBILITIES OF THE INDIANA DEPARTMENT OF TRANSPORTATION (INDOT):**

1. INDOT Technical Planning Section, within the Asset Planning & Management Division will provide staff liaisons to coordinate with the MPO's. Said staff will regularly attend the MPO Council meetings, which are held in Indianapolis. INDOT Technical Planning Section Staff will participate in Indianapolis Regional Transportation Plan (IRTC) Technical or Policy Committee meetings. The District Capital Program Manager will attend the IRTC Technical Committee meetings and have voting representation for INDOT. The District Deputy Commissioners will attend the Policy Committee meetings and have voting representation for INDOT.

**Transportation Plan and TIP**

2. The Statewide Transportation Plan shall be developed in cooperation with the MPO’s ‘Long Range Transportation Plan (LRTP).

3. The INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division will develop a list of planned improvement needs on State jurisdiction highways developed in conjunction and in cooperation with the MPO for the Metropolitan Planning Area (MPA) of the MPO. These identified needs will be consistent with the INDOT Asset Planning and Management Process. This is necessary in order to
develop data the MPO needs to develop a Long Range Transportation Plan (LRTP) that is consistent with available funding sources and project costs.

4. The INDOT Central Office Project Finance Division will provide the MPO in a timely manner with estimates of available federal and state funding as necessary for the development of the financial plans demonstrating the fiscal constraint of the MPO’s LRTP and TIP. Should funding information be delayed for any reason, the MPO may then flat-line funding based on past information. Should estimates provided by the State, or lack thereof, result in the MPO’s inability to obligate all funds in any given fiscal year, the MPO funds will continue to be made available to the MPO by INDOT.

5. The INDOT Central Office LPA and Grants Administration Division will develop the Indiana Statewide Transportation Improvement Program in cooperation with the MPO’s transportation planning process and incorporate the MPO approved TIP by reference or amendment in its entirety.

6. The INDOT Central Office LPA and Grant Administration Division in cooperation with the Technical Planning Section, within the Asset Planning & Management Division and District staff, for the area that includes the MPO, will provide timely lists of INDOT projects sorted specifically to include only projects within the Indianapolis MPA. Project information will include DES #, project description, total project cost, state and federal share, federal funding program or source, and letting date or fiscal year. All projects for inclusion into the Indianapolis TIP shall be submitted through MITIP online system.

7. INDOT Central Office LPA and Grant Administration Division will develop a Statewide Transportation Improvement Program (STIP) that includes the review and written approval of the Indianapolis MPO’s TIP in a timely manner. This will be done in cooperation with the Technical Planning Section, within the Asset Planning & Management Division.

8. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division working with the LPA and Grant Administration Division will provide in a timely manner lists of projects (including investments in pedestrian walkways and bicycle transportation facilities) for which funds under 23 U.S.C. or 49 U.S.C., Chapter 53 were obligated in the preceding program year. The list of projects will be sorted specifically to include only projects within the Indianapolis MPA. Project information will include DES #, county, sponsor, district, route, project description, work type, phase, fund type, federal obligation amount, advanced construction amount, if any total obligation and obligation date. This will allow the MPO to develop an Annual List of Obligated Projects (ALOP).

9. INDOT will provide Central and District Office coordination for the MPO on all matters including the LRTP and TIP. The Technical Planning Section, within the Asset Planning & Management Division, will be the lead in cooperation with the LPA and Grant
Administration Division and the appropriate District Office(s) for the area containing the MPO.

10. INDOT Central and District Offices will collect and share transportation system information with the MPO to facilitate a cooperative transportation planning process and will conduct training sessions and workshops on pertinent topics. The Technical Planning Section, within the Asset Planning & Management Division, will be the lead in this effort.

**UPWP Coordination Activities**

11. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division will assign a planning liaison to participate in transportation planning activities related to the UPWP (such as review of the document, preparation of contracts following its approval, review of billings submitted by the MPO, etc.) and also to assist with coordination in the Planning Emphasis Areas identified by FHWA and FTA.

12. INDOT Technical Planning Section, within the Asset Planning & Management Division, will provide updated consolidated PL figures based on the current PL Distribution formula approved by the FHWA, INDOT and the MPO Council. INDOT will provide these figures in a timely manner each year to allow for development of the UPWP.

13. The MPO will prepare a UPWP for the fiscal year that will take effect beginning on January 1.

14. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division will review and provide approval of the UPWP in a timely manner, and begin development of the required contracts and purchase orders. INDOT will strive for a timely notice-to-proceed, a signed contract and a purchase order.

15. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division, will review progress reports through the Planning Liaison and initiate the reimbursement of invoices pursuant to applicable Federal Regulations and Indiana Code 5-17-5, Public Purchases.

**RESPONSIBILITIES OF THE INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION (IndyGo)**

1. IndyGo will provide data, including financial planning information, upon request and participate in the development of the Long Range Transportation Plan update.

2. IndyGo will provide copies of its Transportation Development Plan, as updated.

3. IndyGo will provide a staff liaison to assist with transit planning efforts. IndyGo will participate on the Indianapolis Regional Transportation Council (IRTC) Policy and Technical Committee.
4. IndyGo will participate in the development of the "Coordinated Public Transit Human Services Transportation Plan".

5. IndyGo will provide a Financial Capacity Analysis showing a 5-year Financial Plan as part of the TIP development process. This will be reviewed by the INDOT Transit Office within the Multimodal Division.

6. IndyGo will provide a 4-year capital project and operating plan (program of projects) for inclusion in the TIP to the MPO. The capital and operating plan will be updated annually and submitted with the Financial Capacity Analysis. This will be reviewed by the INDOT Transit Office within the Multimodal Division.

7. IndyGo will provide amendment requests to the MPO in a timely manner prior to the next scheduled meeting of the Indianapolis Regional Transportation Council (IRTC) Technical Committee. All amendment requests will be in MiTIP online system.

8. IndyGo will provide a copy (PDF file preferred) to the MPO of each final grant request to the Federal Transit Administration (FTA) and provide a copy of each grant award acceptance.

9. IndyGo will provide on an annual basis, no later than 90 calendar days following the end of the program year, a list of transit projects for which funds under 23 U.S.C. or 49 U.S.C., Chapter 53 were obligated in the preceding program year.

10. IndyGo will be responsible for its Capital Improvement Plan and its ADA Compliance Plan and other activities directly related to the operation of public transit services in the Indianapolis MPO's Urbanized Area.

11. IndyGo, as the designated recipient of federal transit funds, will be required to provide the necessary local matching funds (unless otherwise agreed to) and will be responsible for maintaining all necessary records in support of the expenditure of those funds.

12. IndyGo agrees that it will be in compliance with all required federal objectives.

In witness thereof, the undersigned executive staff members of the MPO, IndyGo, and INDOT have executed this Memorandum of Agreement on the dates indicated.
SIGNATURE PAGE

Indianapolis Public Transportation Corporation (IndyGo)

[Signature]
President and CEO

Date 7/2/14

Indiana Department of Transportation

[Signature]
Chief of Staff

Date 7/5/14

Indianapolis Department of Metropolitan Development

[Signature]
Director

Date 7/1/14
Attachment: Redesignation Letter

August 4, 2010

The Honorable Gregory A. Ballard
Mayor, City of Indianapolis
2501 City-County Building
200 East Washington Street
Indianapolis, Indiana 46204

SUBJECT: Re-designation of the Indianapolis Metropolitan Planning Organization

Dear Mayor Ballard:

I understand that over the last several months the Indianapolis Regional Transportation Council (IRTC) has completed a thorough review of their operations, resulting in the adoption of new by-laws on October 28, 2009. As a result of these new by-laws, I understand the IRTC, acting through you as Chairman of the IRTC Policy Committee, requests a re-designation of the Indianapolis Metropolitan Planning Organization (MPO).

Per your letter of February 24, 2010, the City of Indianapolis Department of Metropolitan Development would become the official Metropolitan Planning Organization for the Indianapolis region of Central Indiana; replacing the Indianapolis Metropolitan Development Commission as the designated MPO. Further, I understand from your letter that the IRTC Policy Committee, composed of elected and appointed officials from 40 towns and cities within the Indianapolis region of Central Indiana, will approve all transportation-related activities of the MPO.

Your February 24, 2010 letter also notes that the IRTC Policy Committee approved the revised Metropolitan Planning Area (MPA) for the Indianapolis region of Central Indiana on February 17, 2010. To develop this new MPA, I understand consultation and approval action was also needed from the Madison County Council of Governments (MCCOG, the Anderson MPO) and the Columbus Area Metropolitan Planning Organization (CAMPO, the Columbus MPO). Resolution #04-10 of the Madison County Council of Governments approving a new MPA for their MPO was adopted on February 4, 2010 and Resolution #2010-1 of the Columbus Area Metropolitan Planning Organization approving a new MPA for their MPO was adopted on April 28, 2010.

On behalf of Governor Mitch Daniels, Jr. and in accordance with the request stated in your February 24, 2010 letter, I hereby approve the re-designation of the Indianapolis Metropolitan Planning Organization (IMPO) to be the Indianapolis Department of Metropolitan Development, replacing the Indianapolis Metropolitan Development Commission, as the MPO for the Indianapolis Region of Central Indiana.

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Further, in response to your February 24, 2010 letter and as a result of the approval actions of the IRTC Policy Committee, the MCCOG Policy Committee and the CAMPO Policy Committee, INDOT approves on behalf of Governor Mitch Daniels, Jr. the revisions to the Metropolitan Planning Area (MPA) for the Indianapolis MPO.

Sincerely,

Michael B. Cline
Commissioner

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An Equal Opportunity Employer
Appendix D: MPO Planning Agreement
Planning Agreement between 3 MPOs
MEMORANDUM OF AGREEMENT
BY AND BETWEEN
THE COLUMBUS AREA METROPOLITAN PLANNING ORGANIZATION
AND
THE INDIANAPOLIS DEPARTMENT OF METROPOLITAN DEVELOPMENT
AND
THE MADISON COUNTY COUNCIL OF GOVERNMENTS

In furtherance of mutually beneficial efforts that support the federal “JC” planning process (cooperative, continuing, comprehensive), and a planning effort that transcends sub-regional boundaries, this agreement replaces the March 2006 Agreement between the three central Indiana Metropolitan Planning Organizations (MPOs) to assure transportation planning coordination. The Columbus Area Metropolitan Planning Organization, herein after referred to as CAMPO; the Indianapolis Department of Metropolitan Development (the designated MPO for the Indianapolis Urbanized Area) herein after referred to as the IMPO; and the Madison County Council of Governments, herein after referred to as MCCOG; agree to coordinate and carry out their planning activities cooperatively so that planning products of the greater regional metropolitan area reflect consistency with best practices and with broader central Indiana goals for air quality and transportation. Areas of coordination, cooperation and consultation between the CAMPO, the IMPO, and the MCCOG are enumerated below:

General

1. Each MPO will cooperate in efforts toward achieving general consistency of plans and air quality issues as they relate to projects that have greater central Indiana regional impacts.

2. Each MPO will cooperate in public participation efforts on plans and projects of greater central Indiana regional significance.

3. Each MPO will participate, if they desire, as ex-officio members, in the transportation planning process of the other through technical committee memberships, and involvement in regional corridor, subarea, major investment studies, management system development and other studies and plans of central Indiana regional significance.

4. The MPOs agree to meet at least once annually to coordinate and update each agency as to planning efforts and practices, planning products, and potential areas of cooperation to promote efforts that benefit the greater regional community and each MPO. This date shall be determined annually by the MPOs.

Planning Areas & Funding

5. Urbanized Area boundaries (UZA) are defined by the decennial Census. Where boundaries overlap or extend into a previously defined boundary from the prior Census of each MPO, this agreement shall determine how conflicts or overlaps are handled in terms of responsibilities and funding.

6. 2010 Census Urbanized Areas

FINAL
a. The UZA for the Anderson Urbanized Area was changed by the 2010 Census resulting in areas long served by the MCCOG being included in the Indianapolis Urbanized Area. An agreement was reached between the MCCOG and the IMPO as to the realignment of those boundaries that reassigned those areas to the MCCOG. The areas noted were included in the adjusted UZA boundaries for each MPO in 2013 and approved by FHWA on 1/25/13.

b. In 2010, the IMPO’s Metropolitan Planning Area (MPA) was expanded to include the two townships that encompass the Town of Edinburgh in Johnson and Shelby Counties. The town is part of the Columbus UZA and sits on the borders of Johnson, Shelby, and Bartholomew Counties. This expansion removed the CAMPO from the central Indiana air quality conformity process. The UZA for the Columbus Urbanized Area was changed minimally by the 2010 Census in terms of area formally under their planning jurisdiction.

7. The UZAs and MPAs, as described in number 6(a) and (b) above, for the three MPOs were approved by Federal Highway Administration and the Indiana Department of Transportation in 2013. Funding for each of the three MPOs will be in accordance with the Federal Funds Sharing Agreements and the PL Distribution formula mutually agreed to by the Indiana MPO Council, the INDOT, and the FHWA except as follows:

a. The MCCOG will receive the Sharing Agreement funds for the Census defined UZAs that were agreed to and approved in 2013 (see attached Exhibit A). Any projects undertaken in this area will be the responsibility of the MCCOG to fund unless otherwise agreed to in a separate project agreement. This agreement will take effect the following state fiscal year in which it is signed. This part (7.a) of the agreement can be terminated by any party (IMPO or MCCOG) with a thirty (30) day written notification to the other two parties.

b. For the two townships in Johnson/Shelby counties, IMPO will continue to perform applicable air quality conformity determinations. Any projects undertaken in this area will be the responsibility of the CAMPO to fund unless otherwise agreed to in a separate project agreement. This part (7.b) of the agreement can be terminated by any party (IMPO or CAMPO) with a thirty (30) day written notification to the other two parties.

**Unified Planning Work Program**

8. Consult in the development of Unified Planning Work Programs (UPWP) and mutually agree to work collectively on planning projects where possible. The MPOs will consult with each other during the development of their UPWPs.

9. Share UPWP products

**Modeling**

10. Exchange modeling information, data, and models at appropriate levels of geography, attempting where possible to relate the data to the MPO’s existing Traffic Analysis Zone systems.

11. Share socio-economic, Census, forecast and survey data results

12. Share trip tables and travel demand model assumptions

**FINAL**
13. Consult in the development of enhanced travel demand models.

14. Share model validation data, including MPA line traffic count data and traffic count data at the external boundaries of the other agencies' model.

Transportation Plan

15. Consult in defining future scenarios, striving for general compatibility including overall strategies and major project assumptions.

16. Develop alternative networks that include appropriate central Indiana strategic connectors.

17. The three agencies will strive to coordinate their plan amendment and update cycles concurrently. This is to produce consistency and the best planning products for the greater region. Plan amendments and updates will require a coordination meeting or conference call at the initiation stage of the process. If further coordination is needed the MPOs will setup a schedule for the process.

Other Related Planning Efforts

18. Consult in defining future scenarios, striving for general compatibility including overall strategies and major project assumptions for bike and pedestrian, transit, and land use planning efforts, especially where greater regional or connectivity issues are beneficial to the overall planning program.

19. Develop alternative networks that include appropriate central Indiana strategic connectors and statewide connectors.

20. Work together to develop regional land use and environmental strategies that promote economic development, smart growth, and an improved quality of life for the greater regional area whenever possible.

Transportation Improvement Program

21. Consult in the development of TIPs, concerning central Indiana regional issues.

22. Share information regarding proposed construction schedules of projects and their impacts across the MPA boundary lines within the central Indiana nine county area.

23. Consult and coordinate approvals for TIP amendments as needed, specifically, those involving air quality issues, expansion projects, and projects of regional significance. A uniform process for handling this shall be continued or updated and agreed to by all parties.

Air Quality State Implementation Plan Conformity

The nine county Central Indiana area is currently designated by the federal government as an attainment area for ozone and a nonattainment area for PM 2.5 for five of those counties, one of the PM 2.5 counties being Johnson County. The greater regional area contains the three MPOs to this agreement and includes each of their Metropolitan Planning Areas (MPA). As more than one MPO has authority within a nonattainment area, an agreement is called for by the federal Metropolitan Planning Rules, specifically 23 CFR 450.310(g). This agreement will continue in place, regardless of attainment status as part of an effort to promote best planning practices, cooperation, coordination, and comprehensive planning. This shall be adhered to unless agreed to in a future agreement or mutually written consent.
The MCCOG planning area currently has no attainment issues; however, it is agreed that cooperation and the sections of this agreement noted below will be adhered to by each MPO as part of planning efforts to improve the air quality for the greater regional area and to cooperatively work to improve the health and the quality of life in the greater regional area. While the MCCOG planning area is in attainment, it is impacted by the IMPO region and each of the three MPOs has a shared interest in promoting overall improved air quality.

24. Develop a common set of characteristics for design concept and design scope for identified projects with regional significance in central Indiana that should be included in the regional emissions analysis.

25. Consult on a common set of assumptions used in the mobile emissions model in each area or the central Indiana area.

26. Continue active participation in the central Indiana Air Quality Advisory Group meetings by the IMPO and the MCCOG. The CAMPO will continue to be advised of activities and be invited to participate in the planning activities.

27. Consider sub-area budgets for air quality within the nine county region where appropriate.

As federal or local conditions change, the planning activities may be modified and updated by mutual agreement between the MPOs in writing. Notification of any revised agreement will be made to the transportation and the environmental agencies in the state of Indiana. This agreement will be updated at a minimum at least every ten years.
Approval and Acceptance by

[Signature]
Columbus Area Metropolitan Planning Organization 3/9/15

[Signature]
Indianapolis Department of Metropolitan Development 3/6/15

[Signature]
Madison County Council of Governments 3/9/2015

APPROVED AS TO LEGAL FORM AND
LEGAL ADEQUACY THIS 4/12 DAY OF MARCH 2015.

[Signature]
Christopher Steinmetz, Assistant Corporation Counsel

FINAL
Exhibit A

The Urbanized Areas (UZAs) of Indianapolis and Anderson were changed by the 2010 Census. Areas in Madison and Hancock Counties long served by MCCOG were included in the Indianapolis UZA. Through the process of establishing new Metropolitan Planning Areas (MPAs) and updating UZAs, an agreement was reached between MCCOG and IMPO to reassign these areas to the MCCOG. This change was approved by FHWA and INDOT in 2013.

The map below shows the areas defined by the 2010 Census as part of the Indianapolis urbanized areas located in southwestern Madison county, and the town of Fortville in Hancock County. See the dark red areas surrounded by light blue in the map below.
There are approximately 9,289 people living in the Indianapolis urbanized area being served by MCCOG. This following Table 1 shows the population numbers for the area.

<table>
<thead>
<tr>
<th>Indianapolis UZA Population (2010 Census)</th>
<th>1,487,483</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pop of Indy UZA in Anderson UZA</td>
<td>9,290</td>
</tr>
<tr>
<td>% of total UZA population</td>
<td>0.625%</td>
</tr>
</tbody>
</table>

Table 2 below shows the amount of transportation funds MCCOG shall receive from the IMPO. This amount will vary depending upon the Annual Sharing Agreement and the Annual PI Distribution, but should amount to no more than .62% of allocation.

<table>
<thead>
<tr>
<th>Fund Category</th>
<th>% of population</th>
<th>IMPO Funds to MCCOG*</th>
</tr>
</thead>
<tbody>
<tr>
<td>STP Group 1</td>
<td>0.62%</td>
<td>$169,059</td>
</tr>
<tr>
<td>HSIP</td>
<td>0.62%</td>
<td>$43,058</td>
</tr>
<tr>
<td>CMAQ</td>
<td>0.62%</td>
<td>$48,250</td>
</tr>
<tr>
<td>TAP</td>
<td>0.62%</td>
<td>$15,047</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>$275,423</td>
</tr>
</tbody>
</table>

*The dollar figure changes as the annual allocation changes but amounts to no more than .62% of annual allocation of HSIP, CMAQ, STP and TAP.
Appendix E: Hosting Agreement

In progress
Indianapolis Metropolitan Planning Organization

&

Indianapolis Regional Transportation Council

Bylaws

Approved

October 28, 2015 & Effective

January 1, 2016
# TABLE OF CONTENTS

Preamble ........................................................................................................................................... 1

Article I. Structure .......................................................................................................................... 1

Section 1.01 Official Designation ................................................................................................. 1

Section 1.02 Indianapolis Regional Transportation Council (IRTC) ......................................... 1

Section 1.03 Metropolitan Planning Organization (MPO): Membership, Committees and Staff .... 1

Article II. Urbanized Area Boundary Transportation Policy Committee Participation and Membership ................................................................................................................................. 2

Section 2.01 Metropolitan Planning Area ....................................................................................... 2

Article III. IRTC Participation and Membership ............................................................................. 1

Section 3.01 Participation of Local Public Agencies ........................................................................ 1

Section 3.02 IRTC Transportation Policy Committee Membership and Local Match ............... 2

Section 3.03 Transportation Policy Committee; Eligible Voting Members ............................... 2

Section 3.04 Non-Voting Members of Transportation Policy Committee ................................. 3

Section 3.05 Joining the Transportation Policy Committee of the Indianapolis MPO ............... 4

Section 3.06 Leaving the Transportation Policy Committee of the Indianapolis MPO .......... 5

Article IV. Article III. General Provisions of Indianapolis MPO ...................................................... 6

Section 4.01 Applicability of Article ............................................................................................. 6

Section 3.02 Meetings and Agenda ............................................................................................... 6

Section 4.03 Policy Committee Official Representative, Proxies, and Notification ...................... 7

Section 4.04 Policy Committee Voting Eligibility, Procedures, and Official Approval ............... 8

Item 6c
Section 4.043.05 Committee Officers (Chair and Vice-Chair) ..................................................68

Section 4.05 Elections for Administrative Executive Committee and Officers .....................69

Section 4.06 Planning Agreements .....................................................................................710

Section 4.07 Bylaw Amendments .....................................................................................8
Article IV. IRTC-Policy Committee

Section 4.01 Purpose

Section 4.02 Powers of the Transportation Policy Committee: Other Policy Committees

Article V. Transportation Technical Committee

Section 5.01 Purpose

Section 5.02 Powers

Section 5.03 Representatives

Section 5.04 Technical Committee Officers

Section 5.05 Quorum

Article VI. IRTC Technical Committee

Section 6.01 Purpose

Section 6.02 Powers

Section 6.03 Representatives

Section 6.04 Officers

Section 6.05 Quorum

Article VII. IRTC Administrative Committee

Section 7.01 Purpose

Section 7.02 Powers

Section 7.03 Representatives

Section 7.04 Officers

Section 7.05 Quorum

Appendix A: Map of Indianapolis MPA
Appendix B: List of Jurisdictions within the MPA ............................................................... 13B-1

Appendix C: Planning Agreement 14 Memorandum of Understanding – IMPO, INDOT, IPTC C-1

Appendix D: MPO Planning Activities Agreement .................................................................. 27D-1

Appendix E: Hosting Agreement .......................................................................................... 35
Preamble

Federal legislation requires the establishment of a Metropolitan Planning Organization (MPO) in urban areas where the population exceeds 50,000 people for the purpose of conducting a cooperative, comprehensive and continuing transportation planning process.

Article I. Structure

PREAMBLE

Indiana law established the Indianapolis Metropolitan Planning Organization (Indianapolis MPO) pursuant to IC 36-7-7.7 and effective June 1, 2020, the Indianapolis MPO will operate as an independent organization to conduct planning and coordination of transportation, economic development and other regional issues for the planning area, as defined below. In addition, certain Policy Committees of the Indianapolis MPO shall be designated the official federally recognized committee to satisfy legislative requirements (i.e. MPO Transportation Policy Committee).
ARTICLE I. STRUCTURE

Section 1.01 Official Designation

(a) The City Transportation Policy Committee of the Indianapolis Department of Metropolitan Development (DMD) is the MPO shall act as the federally-designated MPO for the Indianapolis Metropolitan Planning Area for federal law purposes. The Indianapolis Metropolitan Planning Organization is a division within the DMD.

Section 1.02 Indianapolis Regional Transportation Council (IRTC) MPO: Membership, Committees and Staff.

(a) The Indianapolis Regional Transportation Council (IRTC) MPO is comprised of elected and appointed representatives of the Members (described below) representing local public agencies, the largest public transit provider, and other partner agencies within the Indianapolis Metropolitan Planning Area metropolitan area.

(b) The IRTC Indianapolis MPO is made up of elected and appointed representatives of the Members and is governed by a Policy Executive Committee, and also has a made up of Members elected by the various Policy Committees in place and governing each area of interest of the Indianapolis MPO (i.e. transportation, economic development, water, housing, etc.). Each Policy Committee may also establish a corresponding Technical Committee and an Administrative Committee, or any other committee deemed necessary or desirable for their subject area.

(c) The Indianapolis MPO may be comprised of various Policy Committees tasked with planning activities in particular subject areas and the Indianapolis MPO shall initially have a Transportation Policy Committee, but other Policy committees may be created in the future.

(i) The IRTC Transportation Policy Committee is described in detail in Article II and is the body that reviews and approves all federal transportation-related activities of the Indianapolis MPO. These activities include the Unified Planning Work Program (UPWP), the Transportation Improvement Program (TIP), and the Long-Range Transportation Plan (LRTP).

Section 1.03 Metropolitan Planning Organization Staff

(a) The Transportation Technical Committee is hereby created and is described in detail in Article V and shall be made up of technical experts to provide advisory recommendations to the Transportation Policy Committee, particularly in areas that are technical in nature.
(iii) Other Policy Committees for other non-transportation subject areas may be established in the future with approval of the Executive Committee and such new Policy Committees of the Indianapolis MPO shall be governed by a new addendum to these bylaws to address the details of such area and new Policy Committee.

(d) The Executive Committee is described in detail in Article III and shall be an ad hoc committee made up of representatives elected by the various Policy Committees within the Indianapolis MPO. The Executive Committee provides guidance to the Indianapolis MPO Staff on operational items and reviews and makes recommendations items to be presented to and referred by the various Policy Committees. The Executive Committee is responsible for approval on operational items. The Executive Committee is not responsible for the distribution of funding.

(e) Upon a vacancy in the position of Executive Director, the Transportation Policy Committee shall develop a job description and the Executive Committee shall oversee the solicitation of interested candidates and interview candidates for Executive Director and shall then recommend an individual to serve in that role for the Indianapolis MPO. After the Executive Committee recommends an individual for Executive Director, the Transportation Policy Committee must approve such individual by a majority vote. The Executive Director is authorized to hire staff as needed to fulfill the duties of the Indianapolis MPO.

(f) The Executive Director of the Indianapolis MPO may be terminated by a majority vote of the both the Executive Committee and the Transportation Policy Committee.

(g) Indianapolis MPO staff is responsible for carrying out the federal transportation planning process for each Policy Committee in conjunction with its partners. The City of Indianapolis is the hosting body for the MPO staff. As such, MPO staff is City of Indianapolis employees.

Article II. Urbanized Area Boundary and Metropolitan Planning Area

(a) Per the 2010 Decennial Census, the Indianapolis Urbanized Area and Metropolitan Planning Area (MPA) includes all of Marion County and portions of Boone, Hamilton, Hancock, Hendricks, Johnson, Morgan and Shelby counties as shown in Appendix A.

Article III. IRTC Participation and Membership

Section 3.01 Participation of Local Public Agencies
(a) All local public agencies (LPAs) within the MPA are invited to participate in the MPO planning process. See Section 3.05 for more details on joining the MPO.

(b) The list of LPAs within the MPA is shown in Appendix B, and to fulfill all other duties of the Indianapolis MPO.

ARTICLE II. TRANSPORTATION POLICY COMMITTEE
PARTICIPATION AND MEMBERSHIP

Section 3.02—IRTC 2.01. Metropolitan Planning Area. The Indianapolis Urbanized Area and Metropolitan Planning Area (MPA) establishes the boundaries of the federal MPO as shown on Appendix A. The members of the Transportation Policy Committee include various entities within the MPA. The current members of the Transportation Policy Committee are shown in Appendix B, as updated from time to time. Whenever the Decennial Census is updated, the most recent Decennial Census shall be attached to these Bylaws and shall determine the members of the Transportation Policy Committee.

Section 2.02 Participation of Local Public Agencies. All local public agencies (LPAs) within the MPA are invited to be members of the Transportation Policy Committee of the Indianapolis MPO and participate in the Indianapolis MPO transportation planning processes. Section 2.06 provides more details on joining the Transportation Policy Committee of the Indianapolis MPO.

Section 2.03 Transportation Policy Committee Membership and Local Match.

(a) Those LPAs that choose to participate in the Transportation Policy Committee can become member agencies.

(b) Membership on the Transportation Policy Committee provides each participating LPA access to federal transportation dollars, any licensed data products, Indianapolis MPO planning support, and any surplus planning funds that may become available for transportation planning to the Indianapolis MPO.

(c) Each LPA that is a Member of the Transportation Policy Committee shall pay their share of the federal planning funds local match for operational expenses as members to the Transportation Policy Committee. The combined local match share provides the match to federal planning funds received from the Federal Highway Administration and Federal Transit Administration, via the Indiana Department of Transportation, and any other grants that require local match. Each member LPA must commit to the provision of the local match for the duration of their membership in the Transportation Policy Committee of the Indianapolis MPO.
(d) Local match is determined annually by the IRTC Transportation Policy Committee. The local match share is determined by calculating the LPA’s share of the MPA population (based on the latest decennial census or other agreed-to source by the Transportation Policy Committee) and multiplying it by the local match required for that year’s federal planning authorizations, plus any additional non-federally eligible expenses. Transit dues allocation will be determined at a later date and adopted by the Executive Committee.

(e) At no later than the second-quarter June Transportation Policy Committee meeting, Indianapolis MPO staff will provide an account of the amount of local match dues (approved by the Transportation Policy Committee) owed by each member. This local match amount is due by

(f) Local Match Dues are due at the first meeting of the Transportation Policy Committee the following first quarter IRTC Policy Committee meeting year.

(g) A list of participating members on the Transportation Policy Committee can be found on the Indianapolis MPO website.

(h) If an LPA on the Transportation Policy Committee does not pay their local match by the specified date or ceases to pay while receiving federal funds for a project, the federal MPO portion of the any active project will be cancelled, the project and any other programmed future projects will be removed from the Transportation Improvement Program (TIP) for the Indianapolis region, and the LPA will be required to complete the project with local funding. The LPA will also be ineligible to apply for any MPO funds through the MPO’s Call for Projects process. If awarded MPO funds have been transferred to the LPA, the LPA will be required to repay the funds to the MPO per the signed IMPO-LPA Grant Agreement. The LPA will also surrender voting privileges on all IRTC Committees Indianapolis MPO Transportation committees and all other benefits outlined in Section 3.02 (b) these Bylaws or otherwise deemed surrendered by the Indianapolis MPO.

Section 3.03 2.04 Transportation Policy Committee; Eligible Voting Members.

(a) Those LPAs that pay their share of local match for the Transportation Policy Committee are considered eligible voting members. For details on local match, see Section 3.02 2.03.

(b) The following partner agencies are also represented as voting members of the IRTC Transportation Policy and Transportation Technical Committees:

- Indianapolis Public Transportation Corporation (dba IndyGo)
- Central Indiana Regional Transportation Authority (CIRTA)
Indianapolis Airport Authority (IAA)

Indiana Department of Transportation (INDOT)

Ports of Indiana

Section 3.04 2.05 Non-Voting Members

(a) of Transportation Policy Committee.

(a) Non-voting members, also known as advisory members, serve an important role on their respective committees. The following agencies are considered non-voting members for both the IRTC Transportation Policy and Technical Committees:

- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- Environmental Protection Agency (EPA)
- Indiana Department of Environmental Management (IDEM)
- Indianapolis Metropolitan Development Commission (MDC)
- Local Public Agencies that choose not to pay local match

(b) Other non-voting members are also included in the membership of the Transportation Technical Committee only:

(i) Representatives from the adjacent metropolitan planning organizations that coordinate regional planning processes. This includes the Columbus Area Metropolitan Planning Organization (CAMPO) and the Madison County Council of Governments (MCCOG).

(ii) Representative from an organization that represents freight interests in the central Indiana region.

Section 3.05 2.06 Joining the Transportation Policy Committee of the Indianapolis MPO.

(a) An LPA within the current MPA may join or rejoin the Transportation Policy Committee of the Indianapolis MPO at any point in time. For LPAs not previously in the MPA but made eligible in a revised MPA, see Section 3.05 2.06(c).
(b) As a requirement of an LPA joining or rejoining the MPO Transportation Policy Committee, an LPA must pay the following: the number of years absent from the MPO, up to Transportation Policy Committee (but no more than three (3) years), multiplied by its current local match dues.

(c) Following Notwithstanding (a) and (b) above, following approved changes to the urbanized area and/or Metropolitan Planning Area (MPA), LPAs added to, but previously not in, the MPA are invited to join the Transportation Policy Committee of the Indianapolis MPO. The IRTC Transportation Policy Committee extends shall extend the new LPA an invitation to join the MPA their committee; the invitation coincides will coincide with the final approval of the new MPA boundary. The LPA is given two (2) years from the initial invitation to join the MPO Transportation Policy Committee. After this time, the LPA must join pursuant to (a) and (b) of this section.

Section 3.062.07 Leaving the Transportation Policy Committee of the Indianapolis MPO.

(a) An LPA may opt out of its membership with the MPO Transportation Policy Committee unless it is receiving federal funds from the Indianapolis MPO. The Indianapolis MPO requires that the highest legislative body of the LPA and the Official Representative provide written notification of LPA’s decision to leave the Transportation Policy Committee membership to the MPO no later than the first quarter IRTC Transportation Policy Committee meeting.

(b) For the purpose of creating a balanced budget and fairness to other LPAs, the departing LPA is required to continue paying local match for two years, the current year and the following year after its written membership termination, or as specified in an MPO-LPA Project Agreement. If the LPA turns in its termination letter after the first quarter IRTC Transportation Policy Committee meeting of the year, it will be required to pay the current year and for the following an additional two years. For example: LPA A decides it no longer wishes to participate in the MPO Transportation Policy Committee. The LPA turns in its written membership termination letter after the second quarter IRTC first Transportation Policy Committee meeting. The LPA is responsible for the current year and the two following years. If, however, the LPA turns its termination letter in by no later than
the first quarter *IRTC* Transportation Policy Committee meeting, it is responsible for payment for the current year and the year after.

**ARTICLE III GENERAL PROVISIONS OF INDIANAPOLIS MPO**

Section 3.01 Applicability of Article. The provisions of this Article III shall apply to the Indianapolis MPO and all committees thereof, unless different provisions are provided for any particular committee in an addendum to these bylaws in the future.
Article IV. General Provisions

Section 4.01 Meetings and Agenda

(a) Four meetings of the IRTC Policy and Technical Committees will be held annually in the months of February, April, June, August, and October, and December (or otherwise as deemed appropriate for the efficient conduct of business). In addition, an annual joint Joint Policy and Technical Committee meeting may be held in June of each year. The Chair of the committees may cancel regular quarterly IRTC scheduled meetings should there be insufficient business on the Committee’s tentative agenda (which is prepared by the Indianapolis MPO staff in conjunction with the Chair).

(b) Administrative Executive Committee meetings are held no more often than once quarterly unless deemed necessary by the Chair monthly.

(c) Special meetings of any committee may be called by the Chair, the Executive Director, or at the request of the majority of the present eligible voting members. Whenever possible, at least seven (7) calendar days’ notice shall be given.

(d) Meeting Whenever possible, meeting agendas will be distributed at least one week prior to the IRTC—meetings. Items on the agenda originate from the Indianapolis MPO staff and pertain to pertinent items of business that the MPO must complete committee should consider. Items may also be placed on the agenda at the request of the any Chair, an Administrative Executive Committee member, or a member LPA Member.

(e) The Indianapolis MPO and the IRTC shall conduct their business in compliance with the State of Indiana’s Open Meetings Door Law (Ind. Code IC 5-14-1.5), Indiana’s Public Access Laws (Ind. Code to Public Records Act (IC 5-14-3), and the Indianapolis MPO’s Public Involvement Plan.

Section 4.02 Policy Committee and Technical Committee Official Representative, Proxies, and Notification

(a) Policy and Technical Committee Official Representative,
(i) LPAs shall notify the Indianapolis MPO staff in writing of their Official Representatives for all Policy and Technical Committees. Representatives for any Policy Committee must be either an elected official or a paid employee of the LPA.

(ii) In the event that the LPA fails to designate its Official Representative, the following applies:

A. a) Policy Committee – The highest elected official of the LPA (mayor, president of town council, president of board of county commissioners) shall be deemed the Official Representative on the IRTC Policy Committee until a notice of different designated representative is received from the LPA.

B. b) Technical Committee – The LPA’s Engineer shall be deemed the Official Representative on the IRTC Technical Committee until a notice of a different designated representative is received from the LPA.

(iii) The names of the Official Representatives shall be available on the Indianapolis MPO website.

(iv) Partner agencies shall also notify the Indianapolis MPO staff in writing of their Official Representatives. Such Representatives shall be designated by the highest official of the agency.

(b) LPA’s may appoint a Proxy to the IRTC Policy Committee and Technical Committees who will serve in the official member’s absence and to the IRTC Technical Committee. To appoint a Proxy, the name of the Proxy must be submitted in writing (email or letter) to the Indianapolis MPO. It is the LPA’s responsibility to notify the Indianapolis MPO of the appointment of a Proxy. Failure to notify the Indianapolis MPO of the appointment of a Proxy may impact voting privileges. An LPA may appoint more than one Proxy but every Proxy must meet the requirements set forth below:

A. a) For the Policy Committee, the Proxy shall be a paid employee, board member, or elected official from the same organization, agency, institution, or LPA.

B. b) For the Technical Committee, it is suggested, but not required, that the Proxy be a paid employee from the same organization, agency, institution or LPA.
(ii) In instances where neither the Official Representative nor the appointed Proxy can attend, another individual may be selected as a Proxy, conditional on the Proxy definitions outlined in 4.02 3.03(b) (i). The LPA must notify the Indianapolis MPO in writing (e-mail or letter) prior to the meeting when such an event arises.

(c) Notification to Indianapolis MPO of Policy and Technical Committee Representatives and Proxies.

(i) These appointments of the Official Representatives and Proxies for the above committees must be submitted in writing (e-mail or letter) to the Indianapolis MPO. The communication should note the Official Representative and Proxy of both committees, including their contact information.

(ii) These Official Representatives and Proxies will remain in effect until such time as the LPA notifies the Indianapolis MPO in writing (e-mails, fax, or letter) of any new Official Representatives or Proxies (as described above in 4.02 3.03(a) and (b)).

Section 4.03 3.04 Policy Committee Voting Eligibility, Procedures, and Official Approval.

(a) All eligible voting members (or in the absence of the Official Representative, or their qualified Proxy) are permitted to vote. Non-voting members and unauthorized Proxies are not permitted to vote. LPAs are responsible for notifying and keeping records up to date with the Indianapolis MPO.

(b) Each eligible voting member is entitled to one (1) vote. No eligible voting member may vote twice.

(c) Any member may call for a vote on any agenda item and, if it is seconded, a vote may be taken on the agenda item.

(d) A member may withdraw from voting on an issue by verbally abstaining prior to the vote.

(e) Actions of all committees are approved by a majority vote of present eligible voting members, as long as a quorum is present.
(f) In all matters not otherwise provided for by statute or these Bylaws, the most recent edition of Robert’s Rules of Order, as interpreted by the Committee’s presiding officer, shall govern the conduct and procedures of meetings.

Section 4.04.05 Committee Officers (Chair and Vice-Chair).

(a) The Chair of the Policy Committee is the Chair of the Administrative Committee. In the absence of the Chair, the Vice Chair will serve as the Chair of the Indianapolis MPO in any given year in which an officer shall be elected, the Indianapolis MPO Executive Director will ask for nominations for officers as outlined below.

(b) All Policy Committees shall have a chair and a vice-chair. The chair of each Policy Committee shall be elected by its Members from those nominated by the receipt of the highest number of votes. After the chair is elected, nominations for Vice-Chair shall be taken and the individual with the highest number of votes shall be the vice-chair.

(c) In the event the Chair cannot attend the meeting, the Vice-Chair will have the choice of either performing the Chair’s duties him/herself; or, choosing a Chair's Proxy, vice-chair prefers, another member may be elected by majority vote to perform those chairperson duties for that meeting.

(c) The term of office for officers shall be one year. Officers may serve unlimited terms.

(d) The term of office for chair and vice chair for each of the various Policy Committees shall be two (2) years. In the event that an officer resigns from such position before the end of the 2 year term or is otherwise no longer on the applicable Policy Committee representing that LPA, a vote for a replacement officer or officers shall be held at the next Policy Committee meeting in the same manner as described above. If any other member of the Executive Committee shall resign or the position otherwise becomes vacant, a new member of the Executive Committee shall be elected from the same category (City, town, at-large) and in the same manner as the vacating member was elected.

(e) The Chair is tasked with maintaining order, upholding the bylaws, and facilitating discussion of the applicable Policy and Administrative Committees Committee.
Section 4.05 Elections for Administrative Committee and Officers (a)

Administrative Committee

(i) Prior to the first quarterly meeting of the IRTC Policy Committee, the MPO Executive Director will ask for nominations for the Administrative Committee as outlined below, except for the At-Large Members, 3.06 Executive Committee.

(a) The Executive Committee of the Indianapolis MPO shall consist of between nine (9) and twelve (12) members who shall be elected by the various Policy Committees of the Indianapolis MPO. As of June 1, 2020, the Executive Committee shall have nine (9) members and they shall be made up of the same members as the prior Admin Committee of the MPO until new members can be elected in 2021. The chair and vice-chair of the Transportation Policy Committee and the chair of each other Policy Committee shall automatically become a member of the Executive Committee. The remaining members of the Executive Committee will be made up of one representative of City of Indianapolis and at least one (1) member from each other municipal class (excluded cities, county, town, city, and transit). The number of Executive Committee members may be changed from time to time by the automatic addition of the Chair of any other Policy Committee created by the Indianapolis MPO for any non-transportation area of planning or by vote of the Executive Committee. Article VI of these Bylaws shall not apply for such automatic additions to the Executive Committee. Notwithstanding the automatic addition of members on the Executive Committee described above, if at any time the Indianapolis MPO acts to increase the number of members of the Executive Committee, the Indianapolis MPO must amend these Bylaws in accordance with Article VI and must fill those new seats by the Transportation Policy Committee electing individuals at large to fill those seats, by simple majority vote, at the time that the number of members of the Executive Committee is increased or at the next regular meeting of the Transportation Policy Committee at which a quorum exists. With the exception of the initial members of the Executive Committee, who shall serve the term set forth next to their name below, each member of the Executive Committee shall serve a two-year term or until his or her successor is appointed and qualified, and with the terms of the members of the Executive Committee is staggered so that approximately one-half of the members of the Executive Committee has a term that ends during any given fiscal year. The names and terms of office of the initial members of the Executive Committee are as follows:

<table>
<thead>
<tr>
<th>Initial Members</th>
<th>Term of Office</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>2 years</td>
</tr>
<tr>
<td>2.</td>
<td>2 years</td>
</tr>
<tr>
<td>3.</td>
<td>2 years</td>
</tr>
<tr>
<td>4.</td>
<td>2 years</td>
</tr>
<tr>
<td>5.</td>
<td>1 year</td>
</tr>
</tbody>
</table>
(b) A quorum for the Executive Committee is at least fifty percent (50%) of the entire Executive Committee at the time action is taken. For example, if there are nine (9) members of the Executive Committee at the time action is taken, then five (5) members constitute a quorum. If there are twelve (12) members of the Executive Committee at the time action is taken, then six (6) members constitute a quorum. No action can occur unless a quorum is present.

(c) Beginning June 1, 2020, the Chair and Vice-Chair of the Transportation Policy Committee shall be the chair and Vice-Chair of the Executive Committee. In the absence of the Chair at an Executive Committee meeting, the Vice-Chair will serve as the Chair or may elect to have the members present at that meeting to elect a chair to preside at that meeting. The Chair of the Policy Committee, and therefore the chair of Executive Committee, shall be an elected official.

(d) Members of the Executive Committee shall be determined as follows:

(i) The Administrative Executive Committee is a nine (9) member committee, comprised of at least a nine (9) members, with at least one representative from the following classes:

A. a) Largest City in the MPA

B. b) Excluded Cities (Beech Grove, Lawrence, Southport, Speedway)

C. c) County

D. d) Town

E. e) City

F. f) Largest Transit (IPTC and CIRTA) Provider

G. g) Up to three (3) At Large Members elected by all members of the Transportation Policy Committee.
(ii) The Chair and Vice-chair shall satisfy the requirement for a representative for the class in which their LPA qualifies. For instance, if the Chair represents a Town, then that category under (d)(i)(D) above is satisfied.

(iii) Nominees Except in the case of new Policy Committees, Nominees for Executive Committee (including Chair and Vice Chair of Policy Committee) must have served as an Official Representative or Proxy for an eligible voting member of the Policy Committee for at least one (1) year immediately prior to nomination for the Executive Committee; provided however, that the Policy Committee may vote to waive this requirement when warranted.

(iv) Nominees will be given an opportunity to speak, if so desired. Nominees shall be voted upon immediately.

(v) Voting for the Administrative Executive Committee/Officers may be done by voice, paper ballots or electronic voting; no absentee voting is permitted.

(vi) Administrative Committee members, except for the Chair, Vice-Chair and At-Large Members, are elected by the majority vote of the eligible members, however, if no one receives a majority vote, the candidates with the highest number of votes of present voting Policy Committee members of their class (see 4.05(3.06)(a)(iii)) is elected. In the event of a tie vote, the Indianapolis MPO Executive Director shall cast the deciding vote.

(vii) Following the first vote for Chair and Vice Chair, any unelected nominees from the first election prior officer elections or any IRTC—Policy Committee representative not holding a position, may run for one of the up to three (3) At-Large seats. Another election is held for up to the three (3) At-Large positions. The three (3) representatives with the most votes are elected to the At-Large positions. In the event of a tie vote, the Indianapolis MPO Executive Director shall cast the deciding vote.

(viii) After the vote for the At-Large positions, a third election is held for IRTC Policy Committee Chair and Vice Chair (Officers).

   a) Only Administrative Committee members may be nominees for an officer position.

   b) Nominees will be given an opportunity to speak, if so desired.
c) Those nominees shall be voted upon immediately.
d) Officers are elected by the majority vote of present voting Policy Committee
members. In the event that no one officer receives a majority of the votes, the
representative with the highest number of votes is the Chair. The next highest
vote getter is the Vice Chair.
e) In the event of a tie vote, regardless of the number of nominees, the MPO
Executive Director shall cast the deciding vote.

A. Additional elections may be held if either the Chair or Vice-Chair or any
Executive Committee member cannot carry out his/her duties for the
remainder of the appointed term. This election should occur at the next Policy
Committee meeting after the Chair/Vice-Chair resigns, and shall be selected
from any eligible Policy Committee member that fits that category (City,
Town, etc). In the event notification of a vacancy happen in October or later,
the position shall remain vacant for the remainder of the year and shall be
filled by normal election at the first meeting of the year with the other
Executive Committee elections.

e) The Executive Committee reviews requested actions, policies and procedures prior to
their introduction to the various Policy and Technical Committees. It also provides
guidance to Indianapolis MPO staff on certain operational items that may be
time-sensitive and require meeting and/or approval sooner than quarterly Policy
Committee meetings.

(f) The Executive Committee shall have the following powers:

(i) Review and advise on personnel, hiring and training needs and issues of the
Indianapolis MPO staff.

(ii) Review and approve overall MPO operational budget.

(iii) Review and approve contracts over $_________, hire and determine raises of
Executive Director, leases, health benefits, IT agreements, and serve as the
financial committee.

(iv) Review and advise on issues pertaining to the organizational structure of the
Indianapolis MPO.

(v) Establish additional Policy Committees for subject areas, ad hoc committees or
task forces as appropriate.

(g) Executive Committee members may appoint a Proxy who will serve in the official
member’s absence. To appoint a Proxy, the name of the Proxy must be submitted in
writing (e-mail or letter) to the Indianapolis MPO. It is the Executive Committee
member’s responsibility to notify the Indianapolis MPO of the appointment of a Proxy.
Failure to notify the Indianapolis MPO of the appointment of a Proxy may impact voting privileges. A member of the Executive Committee may appoint more than one Proxy but every Proxy must be a paid employee, board member, or elected official from the same organization, agency, or institution. In instances where neither the Executive Committee member nor the appointed Proxy can attend, another individual may be selected as a Proxy, conditional on the Proxy definitions outlined in this Section. The Executive Committee member must notify the Indianapolis MPO in writing (e-mail or letter) prior to the meeting when such an event arises. The appointments of the Proxies must be submitted in writing (e-mail or letter) to the Indianapolis MPO. The communication should note the Proxy, including their contact information. The Proxies will remain in effect until such time as the Executive Committee member notifies the Indianapolis MPO in writing (e-mails or letter) of any new Proxies.

Section 4.06.07 Planning Agreements.

(a) The Transportation Policy Committee of the Indianapolis MPO agrees to conform to the policies agreed upon in the Memorandum of Agreement (MOA) by and between the Indianapolis MPO, the Indiana Department of Transportation (INDOT), and the Indianapolis Public Transportation Corporation (dba IndyGo). This document is attached for reference as Appendix C.

(b) The Indianapolis–MPO Transportation Policy Committee also agrees to conform to the policies agreed-upon in the Planning Activities Agreement with the Madison County Council of Governments (MCCOG) and the Columbus Area Metropolitan Planning Organization (CAMPO). This document is attached for reference as Appendix D.

ARTICLE IV. POLICY COMMITTEES

Section 4.07. Bylaw Amendments.4.01 Purposes. Policy Committees shall have the following purposes:

(a) Each eligible voting member must receive written notice of the proposed amendment at least thirty (30) days prior to the meeting at which the amendment is to be considered.
(b) Amendments to these Bylaws of the MPO/IRTC shall require the affirmative vote of at least one-half of all Policy Committee eligible voting members, provided there is a quorum.

Article V. IRTC Policy Committee

Section 5.01 Purpose

(a) The Policy Committees are the governing body for each particular subject area managed by the Indianapolis Regional MPO.

(b) The Transportation Council's (IRTC) Policy Committee is the federally designated MPO for central Indiana and addresses and approves, among other things, the transportation-related plans and programs of the Indianapolis MPO. These include the Unified Planning Work Program (UPWP), the Indianapolis Regional Transportation Improvement Program (TIP), and the Long-Range Transportation Plan (LRTP).

Section 5.02 Powers of the Transportation Policy Committee; Other Policy Committees

(a) The Transportation Policy Committee shall have the following powers:

(i) Approve required planning documents, particularly the Long-Range Transportation Plan, Transportation Improvement Program, and Unified Planning Work Program or amendments to these documents.

(ii) Establish special transportation committees or task forces as appropriate.

(iii) Oversees expenditures of federal surface transportation dollars, as outlined in federal and state laws.

(b) All other Policy Committees of the Indianapolis MPO shall have the powers outlined identified in any appendix material an Addendum to these bylaws.

Section 5.03 Representatives approved by majority vote of such Policy Committee at the time such Policy Committee is formed. The provisions of Article 6 shall not apply for other Policy Committees to adopt such an Addendum to these bylaws.

(a) Official Policy Committee representatives from the local public agency are appointed by the LPA. These representatives must be an elected official or a paid staff member of the LPA. The Official Representative list is posted on the MPO website.

Section 5.04 Officers

(a) Officers consist of a Chair and a Vice Chair for the Policy Committee. The Chair and Vice Chair also serve as Chair and Vice Chair of the Administrative Committee.
(b) The Chair is charged with maintaining meeting order, upholding the bylaws, and facilitating discussion where necessary. The Chair shall work with the MPO staff to set the order of business for each meeting.

(c) In the event the Chair cannot attend the meeting, the Vice-Chair will have the choice of either performing the Chair’s duties him/herself; or, choosing the Chair’s Proxy to perform those duties.

(d) The officers are elected as described in Section 4.06 Elections for Administrative Committee and Officers.

(e) The term of office for officers shall be one year. Officers may serve unlimited terms.

(f) In the event that the Chair is unable to carry out his/her duties for the remainder of the term, the Vice-Chair shall carry out the functions of the Chair.

(g) Additional elections may be held if either the Chair or Vice-Chair cannot carry out his/her duties for the remainder of the appointed term. This election should occur at the next Policy Committee meeting after the Chair/Vice-Chair resigns.

Section 5.05 Quorum

(a) The quorum for the Policy Committees is 15 eligible voting members. No action on an agenda item may be taken unless a quorum is present.

Article VI. IRTC Technical Committee

ARTICLE V. TRANSPORTATION TECHNICAL COMMITTEE

Section 6.01 5.01 Purpose

(a) As technical experts, the Transportation Technical Committee is intended to provide advisory recommendations to the Transportation Policy Committee, particularly on items that are more technical in nature.

Section 6.02 5.02 Powers. The Transportation Technical Committee shall have the following powers:
(a) Recommendations for approval of planning documents to the Transportation Policy Committee.

(b) Establish special committees or task forces as appropriate.

(c) Offers technical guidance regarding the allocation of federal surface transportation dollars.

(d) All powers outlined in any appendix material to these bylaws.

Section 6.03 Representatives

(a) 5.03 Technical Committee Members. Each LPA shall appoint an Official Representative and Proxy to serve on the Technical Committee. Representatives and proxies should have technical expertise. The Technical Committee shall also include non-voting members as described in Section 2.05(b) above.

Section 6.04 5.04 Technical Committee Officers

Page 9 of 35

(a) The Chair for the Transportation Technical Committee is the Indianapolis MPO Executive Director, unless such committee chooses to elect a member as its chair. This role is charged with maintaining meeting order, upholding the bylaws, and facilitating discussion where appropriate.

Section 6.05 5.05 Quorum

(a) The quorum for the Transportation Technical Committee is fifteen (15) eligible voting members. No action on an agenda item may be taken unless a quorum is present.

Article VII. IRTC Administrative Committee

Section 7.01 Purpose

(a) The Administrative Committee serves as an ad hoc committee to the Policy Committee. The Administrative Committee reviews policies and procedures prior to their introduction to the IRTC Policy and Technical Committees. It also provides guidance to MPO staff on certain operational items that may be time-sensitive and require meeting sooner than quarterly.

Section 7.02 Powers
(a) Pursuant to the Hosting Agreement (as shown in Appendix E), review and advise on personnel, hiring and training needs and issues of the MPO staff.

(b) Review and advise on budget needs and issues.

(c) Review and advise on issues pertaining to the organizational structure of the MPO and the IRTC.

(d) Establish special committees or task forces as appropriate.

(e) Approve emergency Indianapolis Regional Transportation Improvement Program (IRTIP) amendments brought before the Indianapolis Regional Transportation Council.

(i) Emergency IRTIP amendments will be provided to members of the Technical Committee and Policy Committee and final action will be taken by the Administrative Committee at their next regularly scheduled meeting, or at a special meeting called by the Chair.

(ii) A public notice period, per the MPO’s Public Involvement Plan, is required.

(iii) Members of the Policy Committee and Technical Committee, as well as the public, are invited to attend the emergency amendment meeting and/or may submit comments by e-mail, regular mail, or in person.

(iv) Only the Administrative Committee members or their proxies may vote at this special meeting.

(f) All powers outlined in any appendix material to these bylaws.

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Section 7.03 Representatives

(a) Representatives are the elected Administrative Committee members as indicated in Section 4.05.

(b) In the absence of the elected representative, his/her Proxy may serve in the representative’s place.

Section 7.04 Officers

(a) Officers consist of a Chair and a Vice Chair.
(b) The Chair is tasked with maintaining order, upholding the bylaws, and facilitating discussion of the Administrative Committee.

(c) In the event the Chair cannot attend the meeting, the Vice-Chair will have the choice of either performing the Chair’s duties him/herself; or, choosing the Chair’s Proxy, if any, to perform those duties.

Section 7.05 Quorum

(a) The quorum for the Administrative Committee is at least 50% of the entire Administrative Committee. No action can occur unless a quorum is present.
Appendix A: Map of Indianapolis MPA
Appendix B: List of Jurisdictions within the MPA

| (a)  | Town of Arcadia                              | (p)  | Town of Franklin   |
| (b)  | Town of Atlanta                               | (q)  | City of Greenfield |
| (c)  | Town of Avon                                  | (r)  | City of Greenwood  |
| (d)  | Town of Bargersville                          | (s)  | Hamilton County    |
| (e)  | City of Beech Grove                           | (t)  | Hancock County     |
| (f)  | Town of Bethany                               | (u)  | Hendricks County   |
| (g)  | Boone County                                  | (v)  | City of Indianapolis|
| (h)  | Town of Brooklyn                              | (w)  | Johnson County     |
| (i)  | Town of Brownsburg                            | (x)  | City of Lawrence   |
| (j)  | City of Carmel                                | (y)  | Town of McCordsville|
| (k)  | Town of Cicero                                | (z)  | Town of Mooresville|
| (l)  | Town of Cumberland                            | (aa) | Morgan County      |
| (m)  | Town of Danville                              | (bb) | Town of New Palestine|
| (n)  | Town of Edinburgh                             | (cc) | Town of New Whiteland|
| (o)  | Town of Fishers                               | (dd) | City of Noblesville|
| (p)  | City of Frankfort                             | (ee) | Town of Pittsboro   |
| (q)  | City of Greenfield                            | (ff) | Town of Plainfield |
| (r)  | City of Greenwood                             | (gg) | Shelby County      |
| (s)  | Hamilton County                               | (hh) | City of Southport  |
| (t)  | Hancock County                                | (ii) | Town of Speedway   |
| (u)  | Hendricks County                              | (jj) | Town of Spring Lake|
| (v)  | City of Indianapolis                          | (kk) | City of Westfield  |
| (w)  | Johnson County                                | (ll) | Town of Whiteland  |
| (x)  | City of Lawrence                              | (mm) | Town of Whitestown |

Included Cities/Towns (Marion County, Unigov):

- (a) Meridian Hills
- (b) Williams Creek
- (c) North Crows Nest
- (d) Crows Nest
- (e) Rocky Ripple
- (f) Wynnedale
- (g) Homecroft
- (h) Clermont
- (i) Warren Park
- (j) Spring Hill

MEMORANDUM OF AGREEMENT

BY AND BETWEEN

THE INDIANAPOLIS DEPARTMENT OF METROPOLITAN DEVELOPMENT

HEREINAFTER REFERRED TO AS

THE INDIANAPOLIS METROPOLITAN PLANNING ORGANIZATION (MPO)

AND THE

THE INDIANA DEPARTMENT OF TRANSPORTATION (INDOT)

AND THE

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION (INDYGO)

This Memorandum of Agreement (MOA) is made by and between the Indianapolis MPO (herein after referred to as MPO), the Indiana Department of Transportation (herein after referred to as INDOT), and the Indianapolis Public Transportation Corporation (herein after referred to as IndyGo).
WHEREAS, Moving Ahead for Progress in the 21st Century (MAP-21) and its previous sister legislative acts, the Safe, Accountable, Flexible, & Efficient Transportation Equity Act: A Legacy For Users (SAFETEA-LU), the 1998 Transportation Efficiency Act for the 21st Century (TEA-21) and the 1991 Intermodal Surface Transportation Efficiency Act (ISTEA) require the establishment of Agreements among certain agencies involved in the transportation planning process, and

WHEREAS, the transportation planning process for the Indianapolis MPO includes the following agencies:

- Indianapolis MPO (MPO)
- Indiana Department of Transportation (INDOT)
- Indianapolis Public Transportation Corporation (IndyGo)

NOW THEREFORE the agencies mutually agree as follows:

WHEREAS, MAP-21 requires the establishment of agreements between the State, the Metropolitan Planning Organization (MPO) and the public transportation operator(s), and

WHEREAS, the City of Indianapolis Department of Metropolitan Development is the designated MPO (see attached redesignation letter) for the Indianapolis Metropolitan Planning Area and includes its regional member Counties of Marion and portions of Boone, Johnson, Hamilton, Hancock, Hendricks, Morgan, and Shelby in Indiana, and

WHEREAS, the Indianapolis Public Transportation Corporation (IndyGo) is the designated recipient for Section 5307 in the Indianapolis Urbanized Area.

WHEREAS, the MPO has established various advisory groups, which provide input and direction, as well as assist and advise it on transportation planning and programming considerations. Membership in these technical, advisory, and citizens groups may include persons representing the communities listed below (as contained within in the approved Metropolitan Planning Area, 2014), public and private transportation providers, and others not listed in this agreement.

33
The MPO, INDOT, and IndyGo mutually agree as follows:

**RESPONSIBILITIES OF THE INDIANAPOLIS MPO**

**Structure**

1. The MPO organizational structure consists of an Administrative Committee, Technical Committee, and Policy Committee of participating members which comprise the Indianapolis Regional Transportation Council (IRTC). The IRTC also includes various advisory committees, work groups and subcommittees.

The 2014 IRTC Policy Committee includes the following voting members:

<table>
<thead>
<tr>
<th>Town of Atlanta</th>
<th>City of Franklin</th>
<th>City of Noblesville</th>
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<tr>
<td>Town of Avon</td>
<td>City of Greenfield</td>
<td>Town of Pittsboro</td>
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<td>City of Beech Grove</td>
<td>Hamilton County</td>
<td>Shelby County</td>
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<td>Town of Bethany</td>
<td>Hancock County</td>
<td>City of Southport</td>
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<td>Boone County</td>
<td>Hendricks County</td>
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<td>Town of Brooklyn</td>
<td>City of Indianapolis</td>
<td>Town of Spring Lake</td>
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<td>Town of Brownsburg</td>
<td>Johnson County</td>
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<td>City of Carmel</td>
<td>City of Lawrence</td>
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<td>Town of Cicero</td>
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<td>Town of Cumberland</td>
<td>Town of Mooresville</td>
<td>Town of Zionsville</td>
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<td>Town of Danville</td>
<td>Morgan County</td>
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<td>Town of Edinburgh</td>
<td>Town of New Palestine</td>
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<thead>
<tr>
<th>Atlanta Clerk/Treasurer</th>
<th>Cicero Planning Director</th>
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<tr>
<td>Avon Town Manager</td>
<td>Cumberland Town Manager</td>
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<tr>
<td>Bargersville Town Manager</td>
<td>Danville Town Manager</td>
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<tr>
<td>Beech Grove Mayor</td>
<td>Fishers-Town Manager</td>
</tr>
<tr>
<td>Boone County Commissioner</td>
<td>Franklin-Mayor</td>
</tr>
<tr>
<td>Brooklyn Clerk/Treasurer</td>
<td>Greenfield-City-Engineer</td>
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<tr>
<td>Brownsburg Town Manager</td>
<td>Greenwood-Mayor</td>
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<tr>
<td>Carmel-Mayor</td>
<td>Hamilton County Commissioner</td>
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Hancock County Commissioner
Hendricks County Commissioner
Indianapolis Mayor
Johnson County Highway Director
Lawrence Mayor
McCordsville Town Manager
Mooresville Town Council
Morgan County Commissioner
New Palestine Town Council Vice President
Noblesville Mayor
Pittsboro Town Supervisor
Plainfield Town Manager
Shelby County Plan Commission Executive Director

Item 6c
Southport Mayor
Speedway Town Manager
Westfield Mayor
Whitefield Town Manager Whitestown Utility Manager Zionsville Town Council Member

Partner Agency Representation
IndyGo President and CEO
CIRTA Executive Director
Indianapolis Airport Authority, Director of Planning and Development INDOT District Deputy Commissioner Ports of Indiana Vice President

The 2014 IRTC Technical Committee includes the following voting members:

Atlanta Clerk/Treasurer
Avon Town Director Of Public Works
Bargersville Street Superintendent
Beech Grove Consultant Rep.
Boone County Area Plan Commission Director
Brooklyn Clerk/Treasurer
Brownsburg Planning Director
Carmel City Engineer
Cicero Planning Director
Cumberland Town Planner
Danville Town Manager
Fishers Town Manager
Franklin City Engineer
Greenfield City Engineer
Greenwood City Engineer
Hamilton County Superintendent
Hancock County Engineer
Hendricks County Engineer
Indianapolis Deputy Director of Engineering
Johnson County Highway Engineer
Lawrence Engineer
McCordsville Planning and Building Director
Mooresville Street Superintendent
2. The MPO has several Advisory Committees, which include members from the general public, transit consumers, bicycle groups, various technical staff, and other interested parties who sit on the IRTC Technical Committee.

3. The IRTC Policy, Technical, and Administrative Committees generally meet on a quarterly basis, with combined Policy and Technical Committees Retreat in June, and Special Meeting (if needed) in December. The other committees meet on an as needed basis.

4. The MPO will concur with the planning regulations for Self Certification to INDOT and the FHWA regarding the MPO’s ability and intention to provide and fulfill the transportation planning requirement for the Metropolitan Planning Area (MPA). This will be made available as part of the Transportation Improvement Program (TIP) process.

Long Range Transportation Plan

5. The MPO will develop and maintain a Long Range Transportation Plan (LRTP) and corresponding Conformity Analysis (if required) in cooperation with INDOT, its transit providers and other agency, partners at least every 4 years as required by law.

6. The MPO will utilize the MAP-21 planning factors in the development of the Long Range Transportation Plan (LRTP).

7. The MPO is responsible for developing a financially reasonable Long Range Transportation Plan (LRTP) in consultation with INDOT, its area public transit providers, the FTA and the FHWA in compliance with current federal planning regulations.
8. The MPO will include a financial plan that demonstrates the consistency of the Transportation Improvement Program (TIP) and Long Range Transportation Plan (LRTP) with available and projected sources of revenue. INDOT will provide the MPO with reasonable estimates of available and projected funding by category on a regular basis.

9. The Indianapolis Regional Transportation Council (IRTC) approves the Long Range Transportation Plan (LRTP) and its periodic updates.

10. All proposed LRTP or TIP amendments must include a project description, project cost, phase, ready for letting (RFL) date (TIP only), federal, state, local and total dollar amount. Amendments, administrative amendments and administrative modifications will follow the procedures outlined in the MPO's Policy and Procedures Manual and Public Participation Plan in force at the time of the amendment.

11. A Conformity Determination shall be completed for each Transportation Improvement Program (TIP) and Long Range Transportation Plan (LRTP) developed by the MPO, which indicates that the plans maintain the area's air quality standard as identified by the Interagency Consultation Group Procedures.

Public Participation and Involvement

12. The MPO will maintain a Public Participation Plan that is adopted by the Indianapolis Regional Transportation Council (IRTC) Policy Committee. The plan will include

coordination with the INDOT participation process. This process is followed during the development of the Long Range Transportation Plan (LRTP) and the Transportation Improvement Program (TIP). The Indianapolis MPO’s TIP participation process will serve to meet IndyGo’s public participation requirements.

13. The MPO will comply with all appropriate federal assurances, civil rights and DBE requirements, Title VI guidance, ADA requirements, and procurement activities guidelines.

Transportation Improvement Program (TIP)
14. The MPO will complete a Transportation Improvement Program (TIP), as needed, in cooperation and coordination with the partners identified in this agreement. The MPO will submit an approved TIP to INDOT in a timely manner.

15. All federal aid funding projects within the Indianapolis MPA, regardless of funding category, will be included in the fiscally constrained TIP.

16. The MPO is responsible for developing a fiscally constrained TIP.

17. The Indianapolis Regional Transportation Council (IRTC) Policy Committee of the MPO approves the TIP followed by approval from the INDOT Commissioner on behalf of the Governor, and it is included in the Statewide Transportation Improvement Program (STIP) by reference or amendment. The STIP is approved by the Federal Highway Administration along with the new TIP and any amendments. (For TIP modification and amendments see item 19.)

18. The MPO will update the TIP a minimum of every other year and each new TIP shall cover a four year program period. Calls for projects will be made at various times depending on the funding category and the availability of funds in each category. Projects will be selected based on the current selection process for each funding category in force at the time of the call. The development of a new TIP will follow the current MPO Public Participation Process in force at the time of the TIP’s development. The MPO will process TIP amendments following Indianapolis Regional Transportation Council (IRTC) Policy Committee approval in accordance with the MPO’s Policy and Procedures Manual and Public Participation Plan in force at the time of the amendment.

19. All TIP amendment requests from project sponsors will be made in the MPO’s MiTIP online system. No hard copy or email requests will be accepted. All TIP modifications and amendments will be processed in accordance with the MPO’s Policy and Procedures Manual and Public Participation Plan in force at the time of the amendment, as well as the Interagency Consultation Group (ICG) and approved air quality conformity procedures.

20. The MPO will provide and maintain a website that provides TIP and associated amendments for interested parties, public and agency consumption.

21. The Congestion Management Process (CMP) will be used in identifying and selecting projects during LRTP and TIP updates, including those projects located on the State’s highway network.

Travel Demand Forecasting
22. The MPO is responsible for developing and maintaining a travel demand forecasting model for the Indianapolis MPO’s Metropolitan Planning Area (MPA).

Unified Planning Work Program (UPWP)

23. A Unified Planning Work Program (UPWP) will be prepared by the MPO in cooperation and consultation with INDOT, FHWA, FTA and the transit operator.

24. The MPO will include the planning emphasis areas (PEAs) identified by FHWA and FTA in the preparation of the UPWP. Emphasis areas should be received in a timely manner so they can receive proper consideration.

25. Where needed a Conformity Determination shall be completed for each Transportation Improvement Program (TIP) and Long Range Transportation Plan (LRTP) and developed by the MPO working with state and local project sponsors. This ensures plans, programs and projects maintain proper air quality conformity for a region.

26. The MPO will develop a financial plan that demonstrates the consistency of the TIP and LRTP with available and projected sources of revenue.

27. The MPO will complete its UPWP draft by October of each year. However, the MPO’s ability to meet this timeline is affected by INDOT providing timely PL Distribution numbers. Should PL funding information be delayed, the MPO may flat-line the estimated funding based upon the prior year and then adjust the PL funding when final figures are obtained. The INDOT Central Office Asset Management Planning and Management Division will take the lead in this effort in cooperation with the MPO Council and the INDOT Central Office Project Finance Division and the INDOT Transit Office.

28. The MPO will submit to INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division, a final Unified Planning Work Program in a timely manner that allows for final review and recommendation for approval to FHWA and FTA.

Management Systems

29. The development and implementation of a congestion management process (CMP), where needed, for the Indianapolis MPO’s Metropolitan Planning Area will be the responsibility of the MPO in cooperation with INDOT, FTA and FHWA. Technical Planning Section, within the Asset Planning & Management Division will be the INDOT leads.
30. The MPO will work cooperatively with the Technical Planning Section, within the Asset Planning & Management Division, as the lead and other relevant INDOT Divisions and other public agencies in the development of the other specified management systems as appropriate.

31. The MPO will maintain a Congestion Management Process in cooperation with the Technical Planning Section, within the Asset Planning & Management Division. The Congestion Management Process shall be coordinated with the development of the Long Range Transportation Plan (LRTP).

32. The MPO will comply with all appropriate federal assurances, civil rights and DBE requirements, Title VI submittals, ADA, and procurement activities guidelines. The MPO will complete a Title VI analysis for the urbanized area. INDOT’s Office of Economic Opportunity and Pre-qualification within Central Office will be the INDOT contact for these efforts.

Transit Planning

33. The MPO will sponsor and participate on committees related to the provision and coordination of transit and para-transit services.

34. The MPO will serve as the lead agency for the development of the “Coordinated Public Transit Human Services Transportation Plan”.

Responsibilities of the Indiana Department of Transportation (INDOT):

1. INDOT Technical Planning Section, within the Asset Planning & Management Division will provide staff liaisons to coordinate with the MPO’s. Said staff will regularly attend the MPO Council meetings, which are held in Indianapolis. INDOT Technical Planning Section staff will participate in Indianapolis Regional Transportation Plan (IRTC) Technical or Policy Committee meetings. The District Capital Program Manager will attend the IRTC Technical Committee meetings and have voting representation for INDOT. The District Deputy Commissioners will attend the Policy Committee meetings and have voting representation for INDOT.

Transportation Plan and TIP

2. The Statewide Transportation Plan shall be developed in cooperation with the MPO’s Long Range Transportation Plan (LRTP).

3. The INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division will develop a list of planned improvement needs on State jurisdiction highways developed in conjunction and in cooperation with the MPO for the Metropolitan Planning Area (MPA) of the MPO. These identified needs will be consistent with the INDOT Asset Planning and Management Process. This is necessary in order to
develop data the MPO needs to develop a Long Range Transportation Plan (LRTP) that is consistent with available funding sources and project costs.

4. The INDOT Central Office Project Finance Division will provide the MPO in a timely manner with estimates of available federal and state funding as necessary for the development of the financial plans demonstrating the fiscal constraint of the MPO’s LRTP and TIP. Should funding information be delayed for any reason, the MPO may then flat-line funding based on past information. Should estimates provided by the State, or lack thereof, result in the MPO’s inability to obligate all funds in any given fiscal year, the MPO funds will continue to be made available to the MPO by INDOT.

5. The INDOT Central Office LPA and Grants Administration Division will develop the Indiana Statewide Transportation Improvement Program in cooperation with the MPO’s transportation planning process and incorporate the MPO approved TIP by reference or amendment in its entirety.

6. The INDOT Central Office LPA and Grant Administration Division in cooperation with the Technical Planning Section, within the Asset Planning & Management Division and District staff, for the area that includes the MPO, will provide timely lists of INDOT projects sorted specifically to include only projects within the Indianapolis MPA. Project information will include DES #, project description, total project cost, state and federal share, federal funding program or source, and letting date or fiscal year. All projects for inclusion into the Indianapolis TIP shall be submitted through MiTIP online system.

7. INDOT Central Office LPA and Grant Administration Division will develop a Statewide Transportation Improvement Program (STIP) that includes the review and written approval of the Indianapolis MPO’s TIP in a timely manner. This will be done in cooperation with the Technical Planning Section, within the Asset Planning & Management Division.

8. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division working with the LPA and Grant Administration Division will provide in a timely manner lists of projects (including investments in pedestrian walkways and bicycle transportation facilities) for which funds under 23 U.S.C. or 49 U.S.C., Chapter 53 were obligated in the preceding program year. The list of projects will be sorted specifically to include only projects within the Indianapolis MPA. Project information will include DES #, county, sponsor, district, route, project description, work type, phase, fund type, federal obligation amount, advanced construction amount, if any total obligation and obligation date. This will allow the MPO to develop an Annual List of Obligated Projects (ALOP).

9. INDOT will provide Central and District Office coordination for the MPO on all matters including the LRTP and TIP. The Technical Planning Section, within the Asset Planning & Management Division, will be the lead in cooperation with the LPA and Grant.
Administration Division and the appropriate District Office(s) for the area containing the MPO.

10. INDOT Central and District Offices will collect and share transportation system information with the MPO to facilitate a cooperative transportation-planning process and will conduct training sessions and workshops on pertinent topics. The Technical Planning Section, within the Asset Planning & Management Division, will be the lead in this effort.

UPWP Coordination Activities

11. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division will assign a planning liaison to participate in transportation planning activities related to the UPWP (such as review of the document, preparation of contracts following its approval, review of billings submitted by the MPO, etc.) and also to assist with coordination in the Planning Emphasis Areas identified by FHWA and FTA.

12. INDOT Technical Planning Section, within the Asset Planning & Management Division, will provide updated consolidated PL figures based on the current PL Distribution formula approved by the FHWA, INDOT and the MPO Council. INDOT will provide these figures in a timely manner each year to allow for development of the UPWP.

13. The MPO will prepare a UPWP for the fiscal year that will take effect beginning on January 1.

14. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division will review and provide approval of the UPWP in a timely manner, and begin development of the required contracts and purchase orders. INDOT will strive for a timely notice-to-proceed, a signed contract and a purchase order.

15. INDOT Central Office Technical Planning Section, within the Asset Planning & Management Division, will review progress reports through the Planning Liaison and initiate the reimbursement of invoices pursuant to applicable Federal Regulations and Indiana Code 5-17-5, Public Purchases.

RESPONSIBILITIES OF THE INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION (IndyGo)

1. IndyGo will provide data, including financial planning information, upon request and participate in the development of the Long Range Transportation Plan update.

2. IndyGo will provide copies of its Transportation Development Plan, as updated.

3. IndyGo will provide a staff liaison to assist with transit planning efforts. IndyGo will participate on the Indianapolis Regional Transportation Council (IRTC) Policy and Technical Committee.
4. IndyGo will participate in the development of the "Coordinated Public Transit Human Services Transportation Plan".

5. IndyGo will provide a Financial Capacity Analysis showing a 5-year Financial Plan as part of the TIP development process. This will be reviewed by the INDOT Transit Office within the Multimodal Division.

6. IndyGo will provide a 4-year capital project and operating plan (program of projects) for inclusion in the TIP to the MPO. The capital and operating plan will be updated annually and submitted with the Financial Capacity Analysis. This will be reviewed by the INDOT Transit Office within the Multimodal Division.

7. IndyGo will provide amendment requests to the MPO in a timely manner prior to the next scheduled meeting of the Indianapolis Regional Transportation Council (IRTC) Technical Committee. All amendment requests will be in MiTIP online system.

8. IndyGo will provide a copy (PDF file preferred) to the MPO of each final grant request to the Federal Transit Administration (FTA) and provide a copy of each grant award acceptance.

9. IndyGo will provide on an annual basis, no later than 90 calendar days following the end of the program year, a list of transit projects for which funds under 23 U.S.C. or 49 U.S.C., Chapter 53 were obligated in the preceding program year.

10. IndyGo will be responsible for its Capital Improvement Plan and its ADA Compliance Plan and other activities directly related to the operation of public transit services in the Indianapolis MPO's Urbanized Area.

11. IndyGo, as the designated recipient of federal transit funds, will be required to provide the necessary local matching funds (unless otherwise agreed to) and will be responsible for maintaining all necessary records in support of the expenditure of those funds.

12. IndyGo agrees that it will be in compliance with all required federal objectives.

In witness thereof, the undersigned executive staff members of the MPO, IndyGo, and INDOT have executed this Memorandum of Agreement on the dates indicated.
Attachment: Redesignation Letter

August 4, 2010
The Honorable Gregory A. Ballard
Mayor, City of Indianapolis
2501 City-County Building
Indianapolis, Indiana 46204

Dear Mayor Ballard:

I understand that over the last several months the Indianapolis Regional Transportation Council (IRTC) has completed a thorough review of their operations, resulting in the adoption of new by-laws on October 28, 2009. As a result of these new by-laws, I understand the IRTC, acting through you as Chairman of the IRTC Policy Committee, requests a re-designation of the Indianapolis Metropolitan Planning Organization (IMPO). Further, I understand from your letter that the IRTC Policy Committee, composed of elected and appointed officials from 40 towns and cities within the Indianapolis region of Central Indiana, will approve all transportation-related activities of the IMPO.

Your February 24, 2010 letter also notes that the IRTC Policy Committee approved the revised Metropolitan Planning Area (MPA) for the Indianapolis region of Central Indiana on February 17, 2010. To develop this new MPA, I understand consultation and approval action was also needed from the Madison County Council of Governments (MCDDG), the Anderson MPO and the Columbus Area Metropolitan Planning Organization (CAMPO). Resolution 04-10 of the Anderson MPO approving a new MPA for their MPO was adopted on February 4, 2010 and Resolution 2010-1 of the Columbus Area Metropolitan Planning Organization approving a new MPA for their MPO was adopted on April 28, 2010.

On behalf of Governor Mitchell E. Daniels, Jr. and in accordance with the request stated in your February 24, 2010 letter, I hereby approve the re-designation of the Indianapolis Metropolitan Planning Organization (IMPO) to be the Indianapolis Department of Metropolitan Development, replacing the Indianapolis Metropolitan Development Commission, as the MPO for the Indianapolis Region of Central Indiana.

Mitchell E. Daniels, Jr., Governor
An Equal Opportunity Employer
Appendix D: MPO Planning Agreement
Planning Agreement between 3 MPOs
MEMORANDUM OF AGREEMENT

BY AND BETWEEN

THE COLUMBUS AREA METROPOLITAN PLANNING ORGANIZATION

AND

THE INDIANAPOLIS DEPARTMENT OF METROPOLITAN DEVELOPMENT

AND

THE MADISON COUNTY COUNCIL OF GOVERNMENTS

In furtherance of mutually beneficial efforts that support the federal “3C” planning process (cooperative, continuing, comprehensive), and a planning effort that transcends sub-regional boundaries, this agreement replaces the March 2006 Agreement between the three central Indiana Metropolitan Planning Organizations (MPOs) to insure transportation planning coordination. The Columbus Area Metropolitan Planning Organization, herein after referred to as CAMPO; the Indianapolis Department of Metropolitan Development (the designated MPO for the Indianapolis Urbanized Area) herein after referred to as the IMPO; and the Madison County Council of Governments, herein after referred to as MCCOG, agree to coordinate and carry out their planning activities cooperatively so that planning products of the greater regional metropolitan area reflect consistency with best practices and with broader central Indiana goals for air quality and transportation. Areas of coordination, cooperation and consultation between the CAMPO, the IMPO, and the MCCOG are enumerated below:

General

1. Each MPO will cooperate in efforts toward achieving general consistency of plans and air quality as they relate to projects that have greater central Indiana regional impacts.

2. Each MPO will cooperate in public participation efforts on plans and on projects of greater central Indiana regional significance.

3. Each MPO will participate, if they desire, as ex-officio members, in the transportation planning process of the other through technical committee memberships, and involvement in regional corridor, subarea, major investment studies, management system development and other studies and plans of central Indiana regional significance.

4. The MPOs agree to meet at least once annually to coordinate and update each agency as to planning efforts and practices, planning products, and potential areas of cooperation to promote efforts that benefit the greater regional community and each MPO. This date shall be determined annually by the MPOs.

Planning Areas & Funding

5. Urbanized Area boundaries (UZA) are defined by the decennial Census. Where boundaries overlap or extend into a previously defined boundary from the prior Census of each MPO, this agreement shall determine how conflicts or overlaps are handled in terms of responsibilities and funding.

6. 2010 Census Urbanized Areas

FINISH
a. The UZA for the Anderson Urbanized Area was changed by the 2010 Census resulting in areas long served by the MCCOG being included in the Indianapolis Urbanized Area. An agreement was reached between the MCCOG and the IMPO as to the realignment of those boundaries that reassigned those areas to the MCCOG. The areas noted were included in the adjusted UZA boundaries for each MPO in 2013 and approved by FHWA on 1/25/13.

In 2010, the IMPO’s Metropolitan Planning Area (MPA) was expanded to include the two townships that encompass the Town of Edinburgh in Johnson and Shelby Counties. The town is part of the Columbus UZA and sits on the borders of Johnson, Shelby, and Bartholomew Counties. This expansion removed the CAMPO from the central Indiana air quality conformity process. The LZA for the Columbus Urbanized Area was changed minimally by the 2010 Census in terms of area formally under their planning jurisdiction.

7. The UZAs and MPAs, as described in number 6(a) and (b) above, for the three MPOs were approved by Federal Highway Administration and the Indiana Department of Transportation in 2013. Funding for each of the three MPOs will be in accordance with the Federal Funds Sharing Agreements and the PL Distribution formula mutually agreed to by the Indiana MPO Council, the INDOT, and the FHWA except as follows:

a. The MCCOG will receive the Sharing Agreement funds for the Census defined UZAs that were agreed to and approved in 2013 (see attached Exhibit A). Any projects undertaken in this area will be the responsibility of the MCCOG to fund unless otherwise agreed to in a separate project agreement. This agreement will take effect the following state fiscal year in which it is signed. This part (7a) of the agreement can be terminated by any party (IMPO or MCCOG) with a thirty (30) day written notification to the other two parties.

b. For the two townships in Johnson/Shelby counties, IMPO will continue to perform applicable air quality conformity determinations. Any projects undertaken in this area will be the responsibility of the CAMPO to fund unless otherwise agreed to in a separate project agreement. This part (7b) of the agreement can be terminated by any party (IMPO or CAMPO) with a thirty (30) day written notification to the other two parties.

Unified Planning Work Program

9. Consult in the development of Unified Planning Work Programs (UPWP) and mutually agree to work collectively on planning projects where possible. The MPOs will consult with each other during the development of their UPWPs.

9. Share UPWP products

Malls

10. Exchange modeling information, data, and models at appropriate levels of geography, attempting where possible to relate the data to the MPOs existing respective Traffic Analysis Zone systems.

11. Share socio-economic, Census, forecast and survey data results

12. Share trip tables and travel demand model assumptions

FINAL
13. Consult in the development of enhanced travel demand models.

14. Share model validation data, including MPA line traffic count data and traffic count data at the external boundaries of the other agencies’ model.

Transportation Plan

15. Consult in defining future scenarios, striving for general compatibility including overall strategies and major-project assumptions.

16. Develop alternative networks that include appropriate central Indiana strategic connectors.

17. The three agencies will strive to coordinate their plan amendment and update cycles concurrently. This is to produce consistency and the best planning products for the greater region. Plan amendments and updates will require a coordination meeting or conference call at the initiation stage of the process. If further coordination is needed the MPOs will setup a schedule for the process.

Other Related Planning Efforts

18. Consult in defining future scenarios, striving for general compatibility including overall strategies and major-project assumptions for bike and pedestrian, transit, and land use planning efforts, especially where greater regional or connectivity issues are beneficial to the overall planning program.

19. Develop alternative networks that include appropriate central Indiana strategic connectors and statewide connectors.

20. Work together to develop regional land use and environmental strategies that promote economic development, smart growth, and an improved quality of life for the greater regional area whenever possible.

Transportation Improvement Program

21. Consult in the development of TIPs, concerning central Indiana regional issues.

22. Share information regarding proposed construction schedules of projects and their impacts across the MPA boundary lines within the central Indiana nine county area.

23. Consult and coordinate approvals for TIP amendments as needed, specifically, those involving air quality issues, expansion projects, and projects of regional significance. A uniform process for handling this shall be continued or updated and agreed to by all parties.

Air & State Implementation Plan Conformity

The nine county Central Indiana area is currently designated by the federal government as an attainment area for ozone and a non-attainment area for PM 2.5 for five of those counties, one of the PM 2.5 counties being Johnson County. The greater regional area contains the three MPOs to this agreement and includes each of their Metropolitan Planning Areas (MPA). As more than one MPO has authority within a non-attainment area, an agreement is called for by the federal Metropolitan Planning Rules, specifically 23 CFR 450.310(g). This agreement will continue in place, regardless of attainment status as part of an effort to promote best planning practices, cooperation, coordination, and comprehensive planning. This shall be adhered to unless agreed to in a (bare agreement or mutually written consent.)
The MCCOG planning area currently has no attainment issues; however, it is agreed that cooperation and the sections of this agreement noted below will be adhered to by each MPO as part of planning efforts to improve the air quality for the greater regional area and to cooperatively work to improve the health and the quality of life in the greater regional area. While the MCCOG planning area is in attainment, it is impacted by the IMPO region and each of the three MPOs has a shared interest in promoting overall improved air quality.

24. Develop a common set of characteristics for design concept and design scope for identified projects with regional significance in central Indiana that should be included in the regional emissions analysis.

25. Consult on a common set of assumptions used in the mobile emissions model in each area or the central Indiana area.

26. Continue active participation in the central Indiana Air Quality Advisory Group meetings by the IMPO and the MCCOG. The CAMPO will continue to be advised of activities and be invited to participate in the planning activities.

27. Consider sub-area budgets for air quality within the nine county region where appropriate.

As federal or local conditions change, the planning activities may be modified and updated by mutual agreement between the MPOs in writing. Notification of any revised agreement will be made to the transportation and the environmental agencies in the state of Indiana. This agreement will be updated at a minimum at least every ten years.
Approval and Acceptance by

CAMPO 5/4/15

Columbus Area Metropolitan Planning Organization

Date

FINAL

APPROVED AS TO LEGAL FORM AND
LEGAL ADEQUACY THIS 3/4/15

Christophe Steinmetz, Corporation Counsel

Indianapolis Metropolitan Development

Date 3/4/15

Page 32 of 35
Exhibit A

The Urbanized Areas (UZAs) of Indianapolis and Anderson were changed by the 2010 Census. Areas in Madison and Hancock Counties long served by MCCOG were included in the Indianapolis UZA. Through the process of establishing new Metropolitan Planning Areas (MPAs) and updating UZAs, an agreement was reached between MCCOG and IMPO to reassign those areas to the MCCOG. This change was approved by FHWA and INDOT in 2013.

The map below shows the areas defined by the 2010 Census as part of the Indianapolis urbanized areas located in southwestern Madison county, and the town of Fortville in Hancock County. See the dark red areas surrounded by light blue in the map below.
There are approximately 9,289 people living in the Indianapolis urbanized area being served by MCCOG. This following Table 1 shows the population numbers for the area.

Table 1 Population Breakdown

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<td>Pop of Indy UZA in Anderson UZA</td>
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<td>% of total UZA population</td>
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Table 2 below shows the amount of transportation funds MCCOG shall receive from the IMPO. This amount will vary depending upon the Annual Sharing Agreement and the Annual PL Distribution, but should amount to no more than .62% of allocation.

Table 2 Annual Partial UZA Funding

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<td>HSIP</td>
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<td>TAP Total</td>
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The dollar figure changes as the annual allocation changes but amounts to no more than .62% of annual allocation of 1151P, CMAQ, STP and TAP.
Appendix E: Hosting Agreement

In progress
ARTICLE VI. AMENDMENTS TO BYLAWS

Section 6.01 Notice. Each eligible voting member of any Policy Committee must receive written notice of the proposed amendment at least thirty (30) days prior to the meeting at which the amendment is to be considered by the relevant committee. Amendments to these Bylaws shall require the affirmative vote of at least one-half of all members of the Executive Committee, provided there is a quorum present at the meetings where the vote is taken; and also provided, that no change to the membership or funding requirements relating to the Transportation Policy Committee in the bylaws shall occur without the approval of at least half of all Transportation Policy Committee members.
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Indianapolis Metropolitan Planning Organization

Bylaws

Approved & Effective

June 1, 2020
TABLE OF CONTENTS

Preamble ..........................................................................................................................................1

Article I. Structure .................................................................................................................................................1
  Section 1.01 Official Designation .................................................................................................................................1
  Section 1.02 Indianapolis MPO: Membership, Committees and Staff .................................................................1

Article II. Transportation Policy Committee Participation and Membership........................................2
  Section 2.01 Metropolitan Planning Area ..........................................................................................................................2
  Section 2.02 Participation of Local Public Agencies .......................................................................................................3
  Section 2.03 Transportation Policy Committee Membership and Local Match ..................................................3
  Section 2.04 Transportation Policy Committee; Eligible Voting Members ..........................................................4
  Section 2.05 Non-Voting Members of Transportation Policy Committee ..............................................................4
  Section 2.06 Joining the Transportation Policy Committee of the Indianapolis MPO ..........................................5
  Section 2.07 Leaving the Transportation Policy Committee of the Indianapolis MPO ......................................5

Article III. General Provisions of Indianapolis MPO ............................................................................................6
  Section 3.01 Applicability of Article .............................................................................................................................6
  Section 3.02 Meetings and Agenda ...............................................................................................................................6
  Section 3.03 Policy Committee Official Representative, Proxies, and Notification ..............................................7
  Section 3.04 Policy Committee Voting Eligibility, Procedures, and Official Approval ........................................8
  Section 3.05 Committee Officers (Chair and Vice-Chair) ............................................................................................8
  Section 3.06 Executive Committee ..............................................................................................................................9
  Section 3.07 Planning Agreements ..........................................................................................................................10

Item 6d
Article IV. Policy Committee ........................................................................................................11
  Section 4.01 Purpose..................................................................................................................8
  Section 4.02 Powers of the Transportation Policy Committee: Other Policy Committees......11

Article V. Transportation Technical Committee .......................................................................12
  Section 5.01 Purpose................................................................................................................12
  Section 5.02 Powers ................................................................................................................12
  Section 5.03 Technical Committee Members .......................................................................12
  Section 5.04 Technical Committee Officers ........................................................................12
  Section 5.05 Quorum................................................................................................................12

Article VI. Amendment to Bylaws ..............................................................................................13
  Section 6.01 Notice ..................................................................................................................13

Appendix A: Map of Indianapolis MPA.................................................................................... A-1
Appendix B: List of Jurisdictions within the MPA ................................................................. B-1
Appendix C: Memorandum of Understanding – IMPO, INDOT, IPTC ................................. C-1
Appendix D: MPO Planning Activities Agreement................................................................. D-1
PREAMBLE

Indiana law established the Indianapolis Metropolitan Planning Organization (Indianapolis MPO) pursuant to IC 36-7-7.7 and effective June 1, 2020, the Indianapolis MPO will operate as an independent organization to conduct planning and coordination of transportation, economic development and other regional issues for the planning area, as defined below. In addition, certain Policy Committees of the Indianapolis MPO shall be designated the official federally recognized committee to satisfy legislative requirements (i.e. MPO Transportation Policy Committee).

ARTICLE I. STRUCTURE

Section 1.01 Official Designation. The Transportation Policy Committee of the Indianapolis MPO shall act as the federally-designated MPO for the Indianapolis Metropolitan Planning Area for federal law purposes.

Section 1.02 Indianapolis MPO: Membership, Committees and Staff.

(a) The Indianapolis MPO is comprised of Members (described below) representing local public agencies, the largest public transit provider, and other partner agencies within the Indianapolis metropolitan area.

(b) The Indianapolis MPO is made up of elected and appointed representatives of the Members and is governed by an Executive Committee made up of Members elected by the various Policy Committees in place and governing each area of interest of the Indianapolis MPO (i.e. transportation, economic development, water, housing, etc.). Each Policy Committee may also establish a corresponding Technical Committee, or any other committee deemed necessary or desirable for their subject area.

(c) The Indianapolis MPO may be comprised of various Policy Committees tasked with planning activities in particular subject areas and the Indianapolis MPO shall initially have a Transportation Policy Committee, but other Policy committees may be created in the future.

(i) The Transportation Policy Committee is described in detail in Article II and is the body that reviews and approves all federal transportation-related activities of the Indianapolis MPO. These activities include the Unified Planning Work Program (UPWP), the Transportation Improvement Program (TIP), and the Long-Range Transportation Plan (LRTP).

(ii) The Transportation Technical Committee is hereby created and is described in detail in Article V and shall be made up of technical experts to provide advisory recommendations to the Transportation Policy Committee, particularly in areas that are technical in nature.

(iii) Other Policy Committees for other non-transportation subject areas may be established in the future with approval of the Executive Committee and such new
Policy Committees of the Indianapolis MPO shall be governed by a new addendum to these bylaws to address the details of such area and new Policy Committee.

(d) The Executive Committee is described in detail in Article III and shall be an ad hoc committee made up of representatives elected by the various Policy Committees within the Indianapolis MPO. The Executive Committee provides guidance to the Indianapolis MPO Staff on operational items and reviews and makes recommendations items to be presented to and referred by the various Policy Committees. The Executive Committee is responsible for approval on operational items, The Executive Committee is not responsible for the distribution of funding.

(e) Upon a vacancy in the position of Executive Director, the Transportation Policy Committee shall develop a job description and the Executive Committee shall oversee the solicitation of interested candidates and interview candidates for Executive Director and shall then recommend an individual to serve in that role for the Indianapolis MPO. After the Executive Committee recommends an individual for Executive Director, the Transportation Policy Committee must approve such individual by a majority vote. The Executive Director is authorized to hire staff as needed to fulfill the duties of the Indianapolis MPO.

(f) The Executive Director of the Indianapolis MPO may be terminated by a majority vote of the both the Executive Committee and the Transportation Policy Committee.

(g) Indianapolis MPO staff is responsible for carrying out the planning for each Policy Committee in conjunction with its partners and to fulfill all other duties of the Indianapolis MPO.

ARTICLE II. TRANSPORTATION POLICY COMMITTEE
PARTICIPATION AND MEMBERSHIP

Section 2.01. Metropolitan Planning Area. The Indianapolis Urbanized Area and Metropolitan Planning Area (MPA) establishes the boundaries of the federal MPO as shown on Appendix A. The members of the Transportation Policy Committee include various entities within the MPA. The current members of the Transportation Policy Committee are shown in Appendix B, as updated from time to time. Whenever the Decennial Census is updated, the most recent Decennial Census shall be attached to these Bylaws and shall determine the members of the Transportation Policy Committee.

Section 2.02 Participation of Local Public Agencies. All local public agencies (LPAs) within the MPA are invited to be members of the Transportation Policy Committee of the Indianapolis MPO and participate in the Indianapolis MPO transportation planning processes. Section 2.06 provides more details on joining the Transportation Policy Committee of the Indianapolis MPO.
Section 2.03 Transportation Policy Committee Membership and Local Match.

(a) Those LPAs that choose to participate in the Transportation Policy Committee can become Member agencies.

(b) Membership on the Transportation Policy Committee provides each participating LPA access to transportation dollars, any licensed data products, Indianapolis MPO planning support, and any planning funds that may become available for transportation planning to the Indianapolis MPO.

(c) Each LPA that is a Member of the Transportation Policy Committee shall pay their share of operational expenses as members to the Transportation Policy Committee. The combined local match share provides the match to federal planning funds received from the Federal Highway Administration and Federal Transit Administration, via the Indiana Department of Transportation, and any other grants that require local match. Each member LPA must commit to the provision of the local match for the duration of their membership in the Transportation Policy Committee of the Indianapolis MPO.

(d) Local match is determined annually by the Transportation Policy Committee. The local match share is determined by calculating the LPA’s share of the MPA population (based on the latest decennial census or other agreed to source by the Transportation Policy Committee) and multiplying it by the local match required for that year’s federal planning authorizations, plus any additional non-federally eligible expenses. Transit dues allocation will be determined at a later date and adopted by the Executive Committee.

(e) No later than the June Transportation Policy Committee meeting, Indianapolis MPO staff will provide the amount of local match dues (approved by the Transportation Policy Committee) owed by each member.

(f) Local Match Dues are due at the first meeting of the Transportation Policy Committee the following year.

(g) A list of participating members on the Transportation Policy Committee can be found on the Indianapolis MPO website.

(h) If an LPA on the Transportation Policy Committee does not pay their local match by the specified date or ceases to pay, the MPO portion of any active project will be cancelled, the project and any other programmed future projects will be removed from the Transportation Improvement Program (TIP) for the Indianapolis region, and the LPA will be required to complete the project with local funding. The LPA will also be ineligible to apply for any MPO funds through the MPO’s Call for Projects process. If awarded MPO funds have been transferred to the LPA, the LPA will be required to repay the funds to the MPO per the signed IMPO-LPA Grant Agreement. The LPA will also surrender voting privileges on all Indianapolis MPO Transportation committees and all other benefits outlined in these Bylaws or otherwise deemed surrendered by the Indianapolis MPO.
Section 2.04 Transportation Policy Committee; Eligible Voting Members.

(a) Those LPAs that pay their share of local match for the Transportation Policy Committee are considered eligible voting members. For details on local match, see Section 2.03.

(b) The following partner agencies are also represented as voting members of the Transportation Policy and Transportation Technical Committees:

- Indianapolis Public Transportation Corporation (d/b/a IndyGo)
- Central Indiana Regional Transportation Authority (CIRTA)
- Indianapolis Airport Authority (IAA)
- Indiana Department of Transportation (INDOT)
- Ports of Indiana

Section 2.05 Non-Voting Members of Transportation Policy Committee.

(a) Non-voting members, also known as advisory members, serve an important role on their respective committees. The following agencies are considered non-voting members for both the Transportation Policy and Technical Committees:

- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- Environmental Protection Agency (EPA)
- Indiana Department of Environmental Management (IDEM)
- Local Public Agencies that choose not to pay local match

(b) Other non-voting members are also included in the membership of the Transportation Technical Committee only:

(i) Representatives from the adjacent metropolitan planning organizations that coordinate regional planning processes. This includes the Columbus Area Metropolitan Planning Organization (CAMPO) and the Madison County Council of Governments (MCCOG).

(ii) Representative from an organization that represents freight interests in the central Indiana region.
Section 2.06 Joining the Transportation Policy Committee of the Indianapolis MPO.

(a) An LPA within the current MPA may join or rejoin the Transportation Policy Committee of the Indianapolis MPO at any point in time. For LPAs not previously in the MPA but made eligible in a revised MPA, see Section 2.06(c).

(b) As a requirement of an LPA joining or rejoining the Transportation Policy Committee, an LPA must pay the following: the number of years absent from the Transportation Policy Committee (but no more than three (3) years), multiplied by its current local match dues.

(c) Notwithstanding (a) and (b) above, following approved changes to the urbanized area and/or MPA, LPAs added to, but previously not in, the MPA are invited to join the Transportation Policy Committee of the Indianapolis MPO. The Transportation Policy Committee shall extend the new LPA an invitation to join their committee; the invitation will coincide with the final approval of the new MPA boundary. The LPA is given two (2) years from the initial invitation to join the Transportation Policy Committee. After this time, the LPA must join pursuant to (a) and (b) of this section.

Section 2.07 Leaving the Transportation Policy Committee of the Indianapolis MPO.

(a) An LPA may opt out of its membership with the Transportation Policy Committee unless it is receiving funds from the Indianapolis MPO. The Indianapolis MPO requires that the highest legislative body of the LPA and the Official Representative provide written notification of LPA’s decision to leave the Transportation Policy Committee membership no later than the first quarter Transportation Policy Committee meeting.

(b) For the purpose of creating a balanced budget and fairness to other LPAs, the departing LPA is required to continue paying local match for the current year and the following year after its written membership termination or as specified in an MPO-LPA Project Agreement. If the LPA turns in its termination letter after the first Transportation Policy Committee meeting of the year, it will be required to pay the current year and for an additional two years. For example: LPA decides it no longer wishes to participate in the Transportation Policy Committee. The LPA turns in its written membership termination letter after the first Transportation Policy Committee meeting. The LPA is responsible for the current year and the two following years. If, however, the LPA turns its termination letter in no later than the first quarter Transportation Policy Committee meeting, it is responsible for payment for the current year and the year after.

ARTICLE III GENERAL PROVISIONS OF INDIANAPOLIS MPO

Section 3.01 Applicability of Article. The provisions of this Article III shall apply to the Indianapolis MPO and all committees thereof, unless different provisions are provided for any particular committee in an addendum to these bylaws in the future.
Section 3.02 Meetings and Agenda.

(a) Meetings of the Policy and Technical Committees will be held bi-monthly, in the months of February, April, June, August, October, and December (or otherwise as deemed appropriate for the efficient conduct of business). In addition, an annual joint Policy and Technical Committee meeting may be held in June of each year. The Chair of the committees may cancel regular scheduled meetings should there be insufficient business on the Committee’s tentative agenda (which is prepared by the Indianapolis MPO staff in conjunction with the Chair).

(b) Executive Committee meetings are held monthly.

(c) Special meetings of any committee may be called by the Chair, the Executive Director, or at the request of the majority of the eligible voting members. Whenever possible, at least seven (7) calendar days’ notice shall be given.

(d) Whenever possible, meeting agendas will be distributed at least one week prior to the meetings. Items on the agenda originate from the Indianapolis MPO staff and pertain to pertinent items of business that the committee should consider. Items may also be placed on the agenda at the request of any Chair, Executive Committee member, or Member.

(e) The Indianapolis MPO shall conduct its business in compliance with the State of Indiana’s Open Door Law (IC 5-14-1.5), Indiana’s Access to Public Records Act (IC 5-14-3), and the Indianapolis MPO’s Public Involvement Plan.

Section 3.03 Policy Committee and Technical Committee Official Representative, Proxies, and Notification.

(a) Policy and Technical Committee Official Representative.

(i) LPAs shall notify the Indianapolis MPO staff in writing of their Official Representatives for all Policy and Technical Committees. Representatives for any Policy Committee must be either an elected official or a paid employee of the LPA.

(ii) In the event that the LPA fails to designate its Official Representative, the following applies:

A. Policy Committee – The highest elected official of the LPA (mayor, president of town council, president of board of county commissioners) shall be deemed the Official Representative on the Policy Committee until a notice of different designated representative is received from the LPA.

B. Technical Committee – The LPA’s head engineer shall be deemed the Official Representative on the Technical Committee until notice of a different designated representative is received from the LPA.
(iii) The names of the Official Representatives shall be available on the Indianapolis MPO website.

(iv) Partner agencies shall also notify the Indianapolis MPO staff in writing of their Official Representatives. Such Representatives shall be designated by the highest official of the agency.

(b) Policy Committee and Technical Committee Proxy.

(i) LPA’s may appoint a Proxy to the Policy and Technical Committees who will serve in the official member’s absence. To appoint a Proxy, the name of the Proxy must be submitted in writing (email or letter) to the Indianapolis MPO. It is the LPA’s responsibility to notify the Indianapolis MPO of the appointment of a Proxy. Failure to notify the Indianapolis MPO of the appointment of a Proxy may impact voting privileges. An LPA may appoint more than one Proxy but every Proxy must meet the requirements set forth below:

A. For a Policy Committee, the Proxy shall be a paid employee, board member, or elected official from the same organization, agency, institution, or LPA.

B. For a Technical Committee, it is suggested, but not required, that the Proxy be a paid employee from the same organization, agency, institution or LPA.

(ii) In instances where neither the Official Representative nor the appointed Proxy can attend, another individual may be selected as a Proxy, conditional on the Proxy definitions outlined in 3.03(b)(i). The LPA must notify the Indianapolis MPO in writing (e-mail or letter) prior to the meeting when such an event arises.

(c) Notification to Indianapolis MPO of Policy and Technical Committee Representatives and Proxies.

(i) These appointments of the Official Representatives and Proxies for the above committees must be submitted in writing (e-mail or letter) to the Indianapolis MPO. The communication should note the Official Representative and Proxy of both committees, including their contact information.

(ii) These Official Representatives and Proxies will remain in effect until such time as the LPA notifies the Indianapolis MPO in writing (e-mails or letter) of any new Official Representatives or Proxies (as described above in 3.03(a) and (b)).

Section 3.04 Policy Committee Voting Eligibility, Procedures, and Official Approval.

(a) All eligible voting Members (the Official Representative or their qualified Proxy) are permitted to vote. Non-voting members and unauthorized Proxies are not permitted to vote. LPAs are responsible for notifying and keeping records up to date with the Indianapolis MPO.
(b) Each eligible voting Member is entitled to one (1) vote. No eligible voting Member may vote twice.

(c) Any Member may call for a vote on any agenda item and, if it is seconded, a vote may be taken on the agenda item.

(d) A Member may withdraw from voting on an issue by verbally abstaining prior to the vote.

(e) Actions of all committees are approved by a majority vote of present eligible voting Members, as long as a quorum is present.

(f) In all matters not otherwise provided for by statute or these Bylaws, the most recent edition of Robert’s Rules of Order, as interpreted by the Committee’s presiding officer, shall govern the conduct and procedures of meetings.

Section 3.05 Committee Officers (Chair and Vice-Chair).

(a) Prior to the first meeting of any Committee of the Indianapolis MPO in any given year in which an officer shall be elected, the Indianapolis MPO Executive Director will ask for nominations for officers as outlined below.

(b) All Policy Committees shall have a chair and a vice-chair. The chair of each Policy Committee shall be elected by its Members from those nominated by the receipt of the highest number of votes. After the chair is elected, nominations for Vice-Chair shall be taken and the individual with the highest number of votes shall be the vice-chair.

(c) In the event the Chair cannot attend a meeting, the vice-chair shall perform the chair’s duties him/herself or, if the vice-chair prefers, another member may be elected by majority vote to perform chairperson duties for that meeting.

(d) The term of office for chair and vice chair for each of the various Policy Committees shall be two (2) years. In the event that an officer resigns from such position before the end of the 2 year term or is otherwise no longer on the applicable Policy Committee representing that LPA, a vote for a replacement officer or officers shall be held at the next Policy Committee meeting in the same manner as described above. If any other member of the Executive Committee shall resign or the position otherwise becomes vacant, a new member of the Executive Committee shall be elected from the same category (City, town, at-large) and in the same manner as the vacating member was elected.

(e) The Chair is tasked with maintaining order, upholding the bylaws, and facilitating discussion of the applicable Policy Committee.
Section 3.06 Executive Committee.

(a) The Executive Committee of the Indianapolis MPO shall consist of between nine (9) and twelve (12) members who shall be elected by the various Policy Committees of the Indianapolis MPO. As of June 1, 2020, the Executive Committee shall have nine (9) members and they shall be made up of the same members as the prior Admin Committee of the MPO until new members can be elected in 2021. The chair and vice-chair of the Transportation Policy Committee and the chair of each other Policy Committee shall automatically become a member of the Executive Committee. The remaining members of the Executive Committee will be made up of one representative of City of Indianapolis and at least one (1) member from each other municipal class (excluded cities, county, town, city, and transit). The number of Executive Committee members may be changed from time to time by the automatic addition of the Chair of any other Policy Committee created by the Indianapolis MPO for any non-transportation area of planning or by vote of the Executive Committee. Article VI of these Bylaws shall not apply for such automatic additions to the Executive Committee. Notwithstanding the automatic addition of members on the Executive Committee described above, if at any time the Indianapolis MPO acts to increase the number of members of the Executive Committee, the Indianapolis MPO must amend these Bylaws in accordance with Article VI and must fill those new seats by the Transportation Policy Committee electing individuals at large to fill those seats, by simple majority vote, at the time that the number of members of the Executive Committee is increased or at the next regular meeting of the Transportation Policy Committee at which a quorum exists. With the exception of the initial members of the Executive Committee, who shall serve the term set forth next to their name below, each member of the Executive Committee shall serve a two-year term or until his or her successor is appointed and qualified, and with the terms of the members of the Executive Committee is staggered so that approximately one-half of the members of the Executive Committee has a term that ends during any given fiscal year. The names and terms of office of the initial members of the Executive Committee are as follows:

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(b) A quorum for the Executive Committee is at least fifty percent (50%) of the entire Executive Committee at the time action is taken. For example, if there are nine (9) members of the Executive Committee at the time action is taken, then five (5) members constitute a quorum. If there are twelve (12) members of the Executive Committee at the time action is taken, then six (6) members constitute a quorum. No action can occur unless a quorum is present.

(c) Beginning June 1, 2020, the Chair and Vice-Chair of the Transportation Policy Committee shall be the chair and Vice-Chair of the Executive Committee. In the absence of the Chair at an Executive Committee meeting, the Vice Chair will serve as the Chair or may elect to have the members present at that meeting to elect a chair to preside at that meeting. The Chair of the Policy Committee, and therefore the chair of Executive Committee, shall be an elected official.

(d) Members of the Executive Committee shall be determined as follows:

(i) The Executive Committee is comprised of at least a nine (9) members, with at least one representative from the following classes:

   A. Largest City in the MPA

   B. Excluded Cities (Beech Grove, Lawrence, Southport, Speedway)

   C. County

   D. Town

   E. City

   F. Largest Transit Provider

   G. Up to three (3) At Large Members elected by all members of the Transportation Policy Committee.

(ii) The Chair and Vice-chair shall satisfy the requirement for a representative for the class in which their LPA qualifies. For instance, if the Chair represents a Town, then that category under (d)(i)(D) above is satisfied.

(iii) Except in the case of new Policy Committees, Nominees for Executive Committee (including Chair and Vice Chair of Policy Committee) must have served as an Official Representative or Proxy for an eligible voting member of the Policy Committee for at least one (1) year immediately prior to nomination for the Executive Committee; provided however, that the Policy Committee may vote to waive this requirement when warranted.
(iv) Nominees will be given an opportunity to speak, if so desired. Nominees shall be voted upon immediately.

(v) Voting for the Executive Committee/Officers may be done by voice, paper ballots or electronic voting; no absentee voting is permitted.

(vi) Executive Committee members, except for the Chair, Vice-Chair and At-Large Members, are elected by majority vote of the eligible members, however, if no one receives a majority vote, the candidates with the highest number of votes of present voting Policy Committee members of their class (see 3.06(d)(i)) is elected. In the event of a tie vote, the Indianapolis MPO Executive Director shall cast the deciding vote.

(vii) Following the votes for Chair and Vice Chair, any unelected nominees from prior officer elections or any Policy Committee representative not holding a position, may run for one of the three (3) At-Large seats. Another election is held for the three (3) At-Large positions. The three (3) representatives with the most votes are elected to the At-Large positions. In the event of a tie vote, the Indianapolis MPO Executive Director shall cast the deciding vote.

A. Additional elections may be held if either the Chair or Vice-Chair or any Executive Committee member cannot carry out his/her duties for the remainder of the appointed term. This election should occur at the next Policy Committee meeting after the Chair/Vice-Chair resigns and shall be selected from any eligible Policy Committee member that fits that category (City, Town, etc). In the event notification of a vacancy happen in October or later, the position shall remain vacant for the remainder of the year and shall be filled by normal election at the first meeting of the year with the other Executive Committee elections.

(e) The Executive Committee reviews requested actions, policies and procedures prior to their introduction to the various Policy and Technical Committees. It also provides guidance to Indianapolis MPO staff on certain operational items that may be time-sensitive and require meeting and/or approval sooner than quarterly Policy Committee meetings.

(f) The Executive Committee shall have the following powers:

(i) Review and advise on personnel, hiring and training needs and issues of the Indianapolis MPO staff.

(ii) Review and approve overall MPO operational budget.

(iii) Review and approve contracts over $__________, hire and determine raises of Executive Director, leases, health benefits, IT agreements, and serve as the financial committee.
(iv) Review and advise on issues pertaining to the organizational structure of the Indianapolis MPO.

(v) Establish additional Policy Committees for subject areas, ad hoc committees or task forces as appropriate.

(g) Executive Committee members may appoint a Proxy who will serve in the official member’s absence. To appoint a Proxy, the name of the Proxy must be submitted in writing (e-mail or letter) to the Indianapolis MPO. It is the Executive Committee member’s responsibility to notify the Indianapolis MPO of the appointment of a Proxy. Failure to notify the Indianapolis MPO of the appointment of a Proxy may impact voting privileges. A member of the Executive Committee may appoint more than one Proxy but every Proxy must be a paid employee, board member, or elected official from the same organization, agency, or institution. In instances where neither the Executive Committee member nor the appointed Proxy can attend, another individual may be selected as a Proxy, conditional on the Proxy definitions outlined in this Section. The Executive Committee member must notify the Indianapolis MPO in writing (e-mail or letter) prior to the meeting when such an event arises. The appointments of the Proxies must be submitted in writing (e-mail or letter) to the Indianapolis MPO. The communication should note the Proxy, including their contact information. The Proxies will remain in effect until such time as the Executive Committee member notifies the Indianapolis MPO in writing (e-mails or letter) of any new Proxies.

Section 3.07 Planning Agreements.

(a) The Transportation Policy Committee of the Indianapolis MPO agrees to conform to the policies agreed upon in the Memorandum of Agreement (MOA) by and between the Indianapolis MPO, the Indiana Department of Transportation (INDOT), and the Indianapolis Public Transportation Corporation (d/b/a IndyGo). This document is attached for reference as Appendix C.

(b) The Transportation Policy Committee also agrees to conform to the policies agreed-upon in the Planning Activities Agreement with the Madison County Council of Governments (MCCOG) and the Columbus Area Metropolitan Planning Organization (CAMPO). This document is attached for reference as Appendix D.

ARTICLE IV. POLICY COMMITTEES

Section 4.01 Purposes. Policy Committees shall have the following purposes:

(a) The Policy Committees are the governing body for each particular subject area managed by the Indianapolis MPO.

(b) The Transportation Policy Committee is the federally designated MPO for central Indiana and addresses and approves, among other things, the transportation-related plans and
programs of the Indianapolis MPO. These include the Unified Planning Work Program (UPWP), the Indianapolis Regional Transportation Improvement Program (TIP), and the Long-Range Transportation Plan (LRTP).

Section 4.02 Powers of the Transportation Policy Committee; Other Policy Committees.

(a) The Transportation Policy Committee shall have the following powers:

(i) Approve required planning documents, particularly the Long-Range Transportation Plan, Transportation Improvement Program, and Unified Planning Work Program or amendments to these documents.

(ii) Establish special transportation committees or task forces as appropriate.

(iii) Oversees expenditures of transportation dollars, as outlined in federal and state laws.

(b) All other Policy Committees of the Indianapolis MPO shall have the powers identified in an Addendum to these bylaws approved by majority vote of such Policy Committee at the time such Policy Committee is formed. The provisions of Article 6 shall not apply for other Policy Committees to adopt such an Addendum to these bylaws.

ARTICLE V. TRANSPORTATION TECHNICAL COMMITTEE

Section 5.01 Purpose. As technical experts, the Transportation Technical Committee is intended to provide advisory recommendations to the Transportation Policy Committee, particularly on items that are more technical in nature.

Section 5.02 Powers. The Transportation Technical Committee shall have the following powers:

(a) Recommendations for approval of and amendments to planning documents to the Transportation Policy Committee.

(b) Establish special committees or task forces as appropriate.

(c) Offers technical guidance regarding the allocation of transportation dollars.

(d) All powers outlined in any appendix material to these bylaws.

Section 5.03 Technical Committee Members. Each LPA shall appoint an Official Representative and Proxy to serve on the Technical Committee. Representatives and proxies should have technical expertise. The Technical Committee shall also include non-voting members as described in Section 2.05(b) above.

Section 5.04 Technical Committee Officers. The Chair for the Transportation Technical Committee is the Indianapolis MPO Executive Director, unless such committee chooses to elect a
member as its chair. This role is charged with maintaining meeting order, upholding the bylaws, and facilitating discussion where appropriate.

Section 5.05 Quorum. The quorum for the Transportation Technical Committee is fifteen (15) eligible voting members. No action on an agenda item may be taken unless a quorum is present.

ARTICLE VI. AMENDMENTS TO BYLAWS

Section 6.01 Notice. Each eligible voting member of any Policy Committee must receive written notice of the proposed amendment at least thirty (30) days prior to the meeting at which the amendment is to be considered by the relevant committee. Amendments to these Bylaws shall require the affirmative vote of at least one-half of all members of the Executive Committee, provided there is a quorum present at the meetings where the vote is taken; and also provided, that no change to the membership or funding requirements relating to the Transportation Policy Committee in the bylaws shall occur without the approval of at least half of all Transportation Policy Committee members.
TO: Indianapolis Regional Transportation Council, Policy Committee

FROM: Anna Gremling, Executive Director

DATE: May 6, 2020

RE: Proposed Federal Funds Exchange agreement

As you are aware, the Indianapolis MPO has been working with the Indiana Department of Transportation on a Federal Funds Exchange Agreement for the last several months. In late February, the MPO provided INDOT with a revised draft agreement and then met with INDOT on March 13th to discuss in detail. As of the April IRTC meeting, the MPO had not yet received INDOT’s revised agreement. Since that time the MPO received the attached revised version of the agreement.

The MPO continues to work with legal counsel on reviewing this revised version of the draft agreement. As we indicated previously, it is possible that this version of the agreement will change, however we wanted you to see it again in anticipation of the June 1st IRTC meeting. It is our hope that we will be able to come to agreement with INDOT and have a signed agreement by June 30th.

If you have any questions, please do not hesitate to contact me.
PROGRAMMATIC FEDERAL FUNDS EXCHANGE AGREEMENT

Between

INDIANA DEPARTMENT OF TRANSPORTATION

And

THE INDIANAPOLIS METROPOLITAN PLANNING ORGANIZATION

EDS #: ____

This Agreement is made and entered into effective as of the date of the Indiana Attorney General approves the Agreement as to form and legality (the “Effective Date”), by and between the State of Indiana, acting by and through the Indiana Department of Transportation, (hereinafter referred to as “INDOT”), and the Indianapolis Metropolitan Planning Organization, a metropolitan planning agency in the State of Indiana (hereinafter referred to as the “IMPO”), and collectively referred to as the PARTIES.

RECITALS

WHEREAS, the IMPO is eligible to receive federal funds as described herein under the sharing agreement INDOT enters into with locals each year upon receiving information as to the total state allocation of federal funds for a federal fiscal year (the “Sharing Agreement”); and

WHEREAS, IMPO has requested an exchange of federal funds for state funds under IC 36-9-42.2 and intends to use state funds instead of federal funds to pay for a number of projects in its urbanized or planning area over the term of this Agreement; and

WHEREAS, the PARTIES have a long history of cooperation and collaboration in planning and delivery of needed transportation projects for the traveling public in Central Indiana; and

WHEREAS, INDOT has agreed to grant the request in accordance with the terms of this Agreement; and

WHEREAS, the PARTIES execute this Agreement pursuant to Indiana Code §§ 8-23-2-6, 8-23-4-7, 36-1-4-7, 36-1-7-3, and 36-9-42.2;

NOW THEREFORE, in consideration of the mutual covenants and promises herein contained, the IMPO and INDOT agree as follows:

1.1. Purpose of this Agreement; Funding Source.

A. The purpose of this Agreement is to exchange IMPO federal funds for state funds to complete eligible projects included in the IMPO’s Transportation Improvement Program (the “Program”).

B. The funds shall be used exclusively in accordance with the provisions contained in this Agreement and in conformance with Indiana Code §36-9-42.2 establishing the authority to make this Agreement, as well as any rules adopted thereunder. The funds received by the IMPO pursuant to this Agreement shall be used only to implement the projects or provide the
services in conformance with the Program referenced in this Agreement and for no other purpose.

C. INDOT will provide IMPO with state funds in exchange for federal funds at a rate of $.90 state dollar per $1.00 federal dollar. This exchange will apply to federal funds that would be allocated to the IMPO under the annual Local Share of Federal Formula Apportionments (“Sharing Agreement”) for the fiscal year (in other words, the obligation limitation for the fiscal year).

D. INDOT will make FFE funds available to the IMPO for the state fiscal year on or about September 30 of each year. If a continuing resolution is in effect for any part of a state fiscal year during the term of this Agreement, INDOT will provide funds based on the prior federal fiscal year until a federal budget is passed for the current year. Once an updated federal budget is passed and if additional funds would have become available to the IMPO, INDOT will reconcile the amount of the exchange by making additional payment of state funds as soon as practicable.

E. The IMPO may only exchange federal funds that would have been allocated to the IMPO under the Sharing Agreement for state funds. Funds exchanged through this Agreement are collectively referred to as FFE funds. As of the Effective Date of this Agreement, eligible federal funding types include: Surface Transportation Block Grant Program (STBGP) funds, Highway Safety Improvement Program (HSIP) funds, Congestion Mitigation and Air Quality Improvement (CMAQ) funds, Transportation Alternatives (TA) funds, and Section 164 Penalty funds. The Parties acknowledge that when a new federal transportation funding bill is passed – which is likely to occur over the term of this Agreement – the types of federal funding eligible for exchange under the Agreement may change. It is the intent of the Parties that any new federal funding types available to the IMPO under the Sharing Agreement for FY2025 and subsequent fiscal years would be eligible for exchange under this Agreement.

F. Except as provided under Section 2.17 (Force Majeure) or Section 2.18 (Funding Cancellation) of this Agreement, once State funds transferred to the IMPO have been programmed in the IMPO’s Program, funding transferred to the IMPO under this Agreement may not be withdrawn for any phase of a project or program that has been approved for FFE funds by the IMPO Policy Committee.

G. For purposes of clarity and to avoid misunderstanding, except as may be provided under Section 1.2(C) of this Agreement, the PARTIES will not complete an exchange of federal funds under this Agreement until after July 1, 2024.

1.2. Rights and Responsibilities of INDOT.

A. INDOT may assign a contact to any project prosecuted under the program to serve as a resource at the IMPO’s or one of its local public agency (LPA) partner’s request. This contact will be available to consult with the IMPO or its local public agency partners on a
project, but will not provide any formal review, approvals, guarantees or assurances, and INDOT will not be responsible for any aspect of work on any project.

B. Upon request, INDOT or its authorized designee shall have the option to access and to inspect all plans, specifications, special provisions, and relevant documentation for any project utilizing FFE funds regardless of when those plans, specifications, special provisions or other such Project documents were created.

C. To the extent possible considering other transportation activities and projects requiring state funds, INDOT will allow flexibility in the annual allocation policy for the IMPO to facilitate the transition of projects out of the local federal-aid program and into the federal funds exchange program under this Agreement. To this end, INDOT will allow IMPO to swap additional federal funds in accordance with all other terms of this Agreement in the maximum amount of:

1. $5,000,000.00, OR
2. the cost of one (1) project provided that the project cost is within 20% of the $5,000,000.00 maximum, and subject to funding availability,

prior to State Fiscal Year 2025.

1.3. Representations and Warranties of the IMPO.

A. In accordance with the requirements contained in Indiana Code § 36-9-42.2-1 et seq., the IMPO agrees to the following:

1. The IMPO may use the FFE funds for any projects allowable under federal law eligible for federal funding or are part of an IMPO-approved asset management plan or Program.

2. The exchange rate shall be ninety cents ($ .90) of state funds for each one dollar ($1) of federal funds.

3. The IMPO agrees to require participating LPAs to provide local matching funds for each project phase being funded by the IMPO in amounts equal to: (i) at least twenty percent (20%) of the project phase cost, or (ii) equal to whatever matching funds percentage would have been required under federal law for the federal funding type for which an individual project would have been eligible, to accomplish the required match per I.C. 36-9-42.2-5(4).

4. The IMPO will award FFE funds to eligible entities for projects through the established IMPO Project Selection Process and will consider the factors listed in I.C. 36-9-42.2-7(b) before awarding exchanged funds to eligible entities for projects. The approval by the IMPO Policy Committee will constitute the final selection of projects to be funded under this agreement.

B. The IMPO expressly represents and warrants to INDOT that it is statutorily eligible to receive these FFE funds and that the information set forth in this Agreement is true, complete and accurate. The IMPO expressly agrees to promptly repay all funds paid to it under this Agreement should it be determined either that it was ineligible to receive the funds, or it made any material misrepresentation in this Agreement.

C. The IMPO certifies by entering into this Agreement that neither it nor its principals are presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from

Page 3 of 15
entering into this Agreement by any federal or state department or agency. The term “principal” for purposes of this Agreement is defined as an officer, director, owner, partner, key employee or other person with primary management or supervisory responsibilities, or a person who has a critical influence on or substantive control over the operations of the IMPO.

D. It is the intent of the PARTIES that the IMPO be ultimately responsible for ensuring that its administration of the Program complies with applicable state and local laws and regulations (including I.C. 36-9-42.2).

E. It is the intent of the PARTIES that the IMPO will execute a contract with its constituent local public agencies (LPA) awarded funds under this Agreement before any FFE funds are transferred to the LPA, making the LPA ultimately responsible for all aspects of their project or projects funded under the Program. Moreover, the contract will state that the LPA agrees that it will follow all applicable procedures, guidelines, standards, and specifications as well as sound engineering principles in the design and construction of all projects.

F. In addition to any other rights and duties required by Indiana or federal law, regulations, rules, policies or procedures, or described elsewhere in this Agreement, the PARTIES understand that the IMPO will enter into binding contracts with its LPAs to carry out the responsibilities for projects under the Program. LPA contracts will at a minimum enumerate the following:

1. The LPA will prepare or cause to be prepared all required environmental document(s) or studies for each project in accordance with all pertinent state and federal laws, regulations, policies and guidance.

2. The LPA shall ensure that all contracts or procurements for work on all projects funded under the Program comply with all applicable state and local public purchasing laws and competitive bidding requirements (in accordance with I.C. 36-9-42.2-10). Further, in accordance with I.C. 36-9-42.2-5(6) and (7), professional services must be performed by an entity that is prequalified by INDOT, and award of all contracts for professional services that are paid with FFE funds must be made on the basis of competence and qualifications. Reasonable compensation for such contracts must be negotiated by the LPA following selection of project contractor.

3. The LPA shall complete all right-of-way acquisition, utility coordination, railroad coordination, and acquire the necessary permit(s) in accordance with applicable law.

4. The LPA shall let and award construction contracts for all projects funded under the Program according to applicable laws and rules.

5. The LPA shall provide competent and adequate engineering, testing, and inspection services to ensure the performance of work on each project funded under the Program is in accordance with the construction contract, plans and specifications and any special provisions or approved change orders.

6. The LPA shall be responsible for all costs associated with additional provisions and/or expenses in excess of the FFE funds allocated to the projects funded under the Program.

7. The LPA shall certify that it has verified the suspension and debarment status for all contractors and sub-contractors receiving funds under this agreement and shall be solely responsible for any recoupments or penalties that might arise from non-
compliance. The LPA shall immediately notify the IMPO and the State if any contractor or subcontractor becomes debarred or suspended, and shall, at the IMPO or State’s request, take all steps required by the IMPO or the State to terminate its contractual relationship with the contractor or sub-contractor for work to be performed under this agreement.

8. The LPA shall agree to and shall indemnify, defend, exculpate, and hold harmless the State of Indiana, INDOT, the IMPO and/or its/their officials, agents, representatives, attorneys and employees, individually and/or jointly, from any and all claims, demands, actions, liability and/or liens that may be asserted by the LPA and/or by any other person, firm, corporation, insurer, government or other legal entity, for any claim for damages arising out of any and all loss, damage, injuries, and/or other casualties of whatsoever kind, or by whomsoever caused, to the person or property of anyone on or off the right-of-way, arising out of or resulting from the performance of the contract or from the installation, existence, use, maintenance, condition, repairs, alteration and/or removal of any equipment or material, whether due in whole or in part to the acts and/or omissions and/or negligent acts and/or omissions:

(a) of the State of Indiana, INDOT, the IMPO and/or its/their officials, agents, representatives, attorneys and/or employees, individually and/or jointly;

(b) of the LPA, and/or its officials, agents, representatives, attorneys and/or employees, individually and/or jointly;

(c) of any and all persons, firms, corporations, insurers, government or other legal entity engaged in the performance of the contract; and/or

(d) the joint negligence of any of them, including any claim arising out of the Worker’s Compensation law or any other law, ordinance, order, or decree.

The LPA shall also agree to pay all reasonable expenses and attorney’s fees incurred by or imposed on the State of Indiana, INDOT, the IMPO and/or its/their officials, agents, representatives, attorneys, and/or employees, individually and/or jointly, in connection herewith in the event that the LPA shall default under the provisions of this section.

The LPA shall also agree to pay all reasonable expenses and attorney’s fees incurred by or imposed on the State of Indiana, INDOT, the IMPO and/or its/their officials, agents, representatives, attorneys, and/or employees, individually and/or jointly, in asserting successfully a claim against the LPA for indemnity pursuant to this contract.

G. If the IMPO (or LPA) is required by the State Board of Accounts or the State Auditor to repay any portion of state funds exchanged under the terms of this Agreement for failure to comply with applicable laws, then the IMPO shall repay (or ensure that the responsible local public agency repays) to INDOT such sums within forty-five (45) days after receipt of a billing from INDOT.
Payment for any and all costs incurred by the IMPO (or a local public agency) which are not eligible for state funding shall be the sole obligation of the IMPO or local public agency.

H. IMPO will allow flexibility to INDOT proposing and completing amendments or modifications to the TIP outside of the current quarterly practice to enable INDOT to more rapidly respond to changing the market conditions.

1.4. Implementation of and Reporting on the Project.

To ensure compliance with the requirements of I.C. 36-9-42.2-9, the IMPO shall submit an annual report to INDOT by August 1 of each fiscal year, including a list with status on all projects developed or constructed utilizing FFE funds and an accounting of all funding associated with such projects.

1.5. Term. This Agreement shall be from the Effective Date through October 1, 2026. Unless otherwise provided herein, it may be extended upon the written agreement of the PARTIES and as permitted by state or federal laws governing this Agreement.

1.6. Project Monitoring by INDOT.

A. INDOT may conduct on-site or off-site monitoring reviews during the term of this Agreement and for up to ninety (90) days after it expires or is otherwise terminated. The IMPO shall extend its full cooperation and give full access to relevant documentation to INDOT or its authorized designees.

B. INDOT may assign a contact to any project prosecuted under the program to serve as a resource at the IMPO’s or a local public agency’s request. This contact will be available to consult with the IMPO or its local public agency partners on a project, but will not provide any formal review, approvals, guarantees or assurances, and INDOT will not be responsible for any aspect of work on any project.

C. Upon request, INDOT shall have the option to access and to inspect all plans, specifications and special provisions for the Project regardless of when those plans, specifications, special provisions or other such Project documents were created.

ARTICLE II. GENERAL PROVISIONS.

2.1. Access to Records and Audits.

A. The MPO shall maintain all books, documents, papers, correspondence, accounting records and other evidence pertaining to the cost of administration of the program under this Agreement, and shall make such materials available at their respective offices at all reasonable times during the period of this Agreement and for ten (10) years from the date of termination of this Agreement, for inspection or audit by INDOT or its authorized representative, and copies thereof shall be furnished free of charge, if requested by INDOT.
B. The IMPO acknowledges that it may be required to submit to an audit of funds paid through this Agreement. Any such audit shall be conducted in accordance with IC §5-11-1, et seq., and audit guidelines specified by the State.

C. The State considers the IMPO to be a “sub-recipient” for purposes of this Agreement. However, if required by applicable provisions of the Office of Management and Budget Circular A-133 (Audits of States, Local Governments, and Non-Profit Organizations), following the expiration of this Agreement the IMPO shall arrange for a financial and compliance audit of funds provided by the State pursuant to this Agreement. Such audit is to be conducted by an independent public or certified public accountant (or as applicable, the Indiana State Board of Accounts), and performed in accordance with Indiana State Board of Accounts publication entitled “Uniform Compliance Guidelines for Examination of Entities Receiving Financial Assistance from Governmental Sources,” and applicable provisions of the Office of Management and Budget Circulars A-133 (Audits of States, Local Governments, and Non-Profit Organizations). The IMPO is responsible for ensuring that the audit and any management letters are completed and forwarded to the State in accordance with the terms of this Agreement and that such audit complies with 2 C.F.R. 200.500 , et seq.

D. For audits conducted pursuant to Indiana Code 5-11-1, and audited by the Indiana State Board of Accounts on the time schedule set forth by the Indiana State Board of Accounts, the IMPO shall provide to the Indiana State Board of Accounts, all requested documentation in its possession necessary to audit the IMPO.

E. If the audit is conducted by an independent public or certified public accountant and not the Indiana State Board of Accounts, the IMPO shall submit the completed audit to the Indiana State Board of Accounts within 10 (ten) days of the completion of the audit.

F. The audit shall be an audit of the actual entity, or distinct portion thereof that is the IMPO, and not of a parent, member, or subsidiary corporation of the IMPO, except to the extent such an expanded audit may be determined by the Indiana State Board of Accounts or the State to be in the best interests of the State.
regulations thereunder after execution of this Agreement shall be reviewed by the State and the IMPO to determine whether the provisions of this Agreement require formal modification.

B. The IMPO and its agents shall abide by all ethical requirements that apply to persons who have a business relationship with the State as set forth in IC § 4-2-6, et seq., IC § 4-2-7, et seq. and the regulations promulgated thereunder. If the IMPO has knowledge, or would have acquired knowledge with reasonable inquiry, that a state officer, employee, or special state appointee, as those terms are defined in IC § 4-2-6-1, has a financial interest in the Agreement, the IMPO shall ensure compliance with the disclosure requirements in IC § 4-2-6-10.5 prior to the execution of this Agreement. If the IMPO is not familiar with these ethical requirements, the IMPO should refer any questions to the Indiana State Ethics Commission, or visit the Inspector General’s website at http://www.in.gov/ig/. If the IMPO or its agents violate any applicable ethical standards, the State may, in its sole discretion, terminate this Agreement immediately upon notice to the IMPO. In addition, the IMPO may be subject to penalties under IC §§ 4-2-6, 4-2-7, 35-44.1-1-4, and under any other applicable laws.

C. The IMPO certifies by entering into this Agreement that neither it nor its principal(s) is presently in arrears in payment of taxes, permit fees or other statutory, regulatory or judicially required payments to the State. The IMPO agrees that any payments currently due to the State may be withheld from payments due to the IMPO. Additionally, payments may be withheld, delayed, or denied and/or this Agreement suspended until the IMPO is current in its payments and has submitted proof of such payment to the State.

D. The IMPO warrants that it has no current, pending or outstanding criminal, civil, or enforcement actions initiated by the State, and agrees that it will immediately notify the State of any such actions. During the term of such actions, the IMPO agrees that the State may suspend funding for the Program. If a valid dispute exists as to the IMPO’s liability or guilt in any action initiated by the State or its agencies, and the State decides to suspend funding to the IMPO, the IMPO may submit, in writing, a request for review to the Indiana Department of Administration (IDOA). A determination by IDOA shall be binding on the parties. Any disbursements that the State may delay, withhold, deny, or apply under this section shall not be subject to penalty or interest.

E. The IMPO warrants that participating LPAs and any contractors performing work in connection with the Program shall obtain and maintain all required permits, licenses, registrations, and approvals, and shall comply with all health, safety, and environmental statutes, rules, or regulations in the performance of work activities for the State. Failure to do so may be deemed a material breach of this Agreement and grounds for immediate termination.

F. The IMPO affirms that, if it is an entity described in IC Title 23, it is properly registered and owes no outstanding reports to the Indiana Secretary of State.

G. As required by IC § 5-22-3-7:
   (1) The IMPO and any principals of the IMPO certify that:
      (A) the IMPO, except for de minimis and nonsystematic violations, has not violated the terms of:
         (i) IC §24-4.7 [Telephone Solicitation Of Consumers];
         (ii) IC §24-5-12 [Telephone Solicitations]; or
         (iii)IC §24-5-14 [Regulation of Automatic Dialing Machines];
      in the previous three hundred sixty-five (365) days, even if IC § 24-4.7 is preempted by federal law; and
(B) the IMPO will not violate the terms of IC § 24-4.7 for the duration of the Agreement, even if IC §24-4.7 is preempted by federal law.

(2) The IMPO and any principals of the IMPO certify that an affiliate or principal of the IMPO and any agent acting on behalf of the IMPO or on behalf of an affiliate or principal of the IMPO, except for de minimis and nonsystematic violations,

(A) has not violated the terms of IC § 24-4.7 in the previous three hundred sixty-five (365) days, even if IC §24-4.7 is preempted by federal law; and

(B) will not violate the terms of IC § 24-4.7 for the duration of the Agreement, even if IC §24-4.7 is preempted by federal law.

2.8. Condition of Payment. [Omitted – Not Applicable.]

2.9. Confidentiality of State Information. [Omitted – Not Applicable.]

2.10. Continuity of Services. [Omitted – Not Applicable.]

2.11. Debarment and Suspension.

A. The IMPO certifies by entering into this Agreement that it is not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from entering into this Agreement by any federal agency or by any department, agency or political subdivision of the State. The term “principal” for purposes of this Agreement means an officer, director, owner, partner, key employee or other person with primary management or supervisory responsibilities, or a person who has a critical influence on or substantive control over the operations of the IMPO.

B. The IMPO certifies that participating LPAs will verify the suspension and debarment status for all subcontractors receiving funds under this Agreement and shall be solely responsible for any recoupments or penalties that might arise from non-compliance. The LPA shall immediately notify the IMPO and the State if any subcontractor becomes debarred or suspended, and shall, at the IMPO or State’s request, take all steps required by the IMPO or State to terminate its contractual relationship with the subcontractor for work to be performed under this Agreement.


2.14. Drug-Free Workplace Certification. As required by Executive Order No. 90-5 dated April 12, 1990, issued by the Governor of Indiana, the IMPO hereby covenants and agrees to make a good faith effort to provide and maintain a drug-free workplace. The IMPO will give written notice to the State within ten (10) days after receiving actual notice that the IMPO, or an employee of the IMPO in the State of Indiana, has been convicted of a criminal drug violation occurring in the workplace. False certification or violation of this certification may result in sanctions including, but not limited to, suspension of contract payments, termination of this Agreement and/or debarment of contracting opportunities with the State for up to three (3) years.

In addition to the provisions of the above paragraph, if the total amount set forth in this Agreement is in excess of $25,000.00, the IMPO certifies and agrees that it will provide a drug-free workplace by:
A. Publishing and providing to all of its employees a statement notifying them that the unlawful manufacture, distribution, dispensing, possession or use of a controlled substance is prohibited in the IMPO’s workplace, and specifying the actions that will be taken against employees for violations of such prohibition;

B. Establishing a drug-free awareness program to inform its employees of: (1) the dangers of drug abuse in the workplace; (2) the IMPO’s policy of maintaining a drug-free workplace; (3) any available drug counseling, rehabilitation and employee assistance programs; and (4) the penalties that may be imposed upon an employee for drug abuse violations occurring in the workplace;

C. Notifying all employees in the statement required by subparagraph (A) above that as a condition of continued employment, the employee will: (1) abide by the terms of the statement; and (2) notify the IMPO of any criminal drug statute conviction for a violation occurring in the workplace no later than five (5) days after such conviction;

D. Notifying the State in writing within ten (10) days after receiving notice from an employee under subdivision (C)(2) above, or otherwise receiving actual notice of such conviction;

E. Within thirty (30) days after receiving notice under subdivision (C)(2) above of a conviction, imposing the following sanctions or remedial measures on any employee who is convicted of drug abuse violations occurring in the workplace: (1) taking appropriate personnel action against the employee, up to and including termination; or (2) requiring such employee to satisfactorily participate in a drug abuse assistance or rehabilitation program approved for such purposes by a federal, state or local health, law enforcement, or other appropriate agency; and

F. Making a good faith effort to maintain a drug-free workplace through the implementation of subparagraphs (A) through (E) above.

2.15. Employment Eligibility Verification. As required by IC § 22-5-1.7, the IMPO swears or affirms under the penalties of perjury that:

A. The IMPO has enrolled and is participating in the E-Verify program;

B. The IMPO has provided documentation to the State that it has enrolled and is participating in the E-Verify program;

C. The IMPO does not knowingly employ an unauthorized alien.

D. The IMPO shall require its contractors or LPAS who perform work under this Agreement to certify to IMPO that the contractor does not knowingly employ or contract with an unauthorized alien and that the contractor has enrolled and is participating in the E-Verify program. The IMPO shall maintain this certification throughout the duration of the term of a contract with a contractor.

The State may terminate for default if the IMPO fails to cure a breach of this provision no later than thirty (30) days after being notified by the State.

2.16. Employment Option. [Omitted – Not Applicable.]

2.17. Force Majeure. In the event that either party is unable to perform any of its obligations under this Agreement or to enjoy any of its benefits because of natural disaster or decrees of governmental bodies not
the fault of the affected party (hereinafter referred to as a “Force Majeure Event”), the party who has been so affected shall immediately or as soon as is reasonably possible under the circumstances give notice to the other party and shall do everything possible to resume performance. Upon receipt of such notice, all obligations under this Agreement shall be immediately suspended. If the period of nonperformance exceeds thirty (30) days from the receipt of notice of the Force Majeure Event, the party whose ability to perform has not been so affected may, by giving written notice, terminate this Agreement.

2.18. Funding Cancellation. As required by Financial Management Circular 2007-1 and IC § 5-22-17-5, when the Director of the State Budget Agency makes a written determination that funds are not appropriated or otherwise available to support continuation of performance of this Agreement, this Agreement shall be canceled. A determination by the Director of State Budget Agency that funds are not appropriated or otherwise available to support continuation of performance shall be final and conclusive.

2.19. Governing Law. This Agreement shall be governed, construed, and enforced in accordance with the laws of the State of Indiana, without regard to its conflict of laws rules. Suit, if any, must be brought in the State of Indiana.

2.20. HIPAA Compliance. [Omitted – Not Applicable.]

2.21. Indemnification. [Omitted – Not Applicable.]

2.22. Independent IMPO; Workers’ Compensation Insurance. [Omitted – Not Applicable.]


2.25. Insurance. The IMPO shall maintain insurance with coverages and in such amount as may be required by the State or as provided in this Agreement.


2.27. Licensing Standards. [Omitted – Not Applicable.]

2.28. Merger & Modification. This Agreement constitutes the entire agreement between the parties. No understandings, agreements, or representations, oral or written, not specified within this Agreement will be valid provisions of this Agreement. This Agreement may not be modified, supplemented, or amended, except by written agreement signed by all necessary parties.

2.29. Minority and Women’s Business Enterprises Compliance. [Omitted – Not Applicable.]

2.30. Nondiscrimination. A. Pursuant to the Indiana Civil Rights Law, specifically IC § 22-9-1-10, and in keeping with the purposes of the federal Civil Rights Act of 1964, the Age Discrimination in Employment Act, and the Americans with Disabilities Act, the IMPO covenants that it shall not discriminate against any employee or applicant for employment relating to this Agreement with respect to the hire, tenure, terms, conditions or privileges of employment or any matter directly or indirectly related to employment, because of the employee’s or applicant’s race, color, national origin, religion, sex, age, disability, ancestry, status as a veteran, or any other characteristic protected by federal, state, or local law (“Protected Characteristics”).
The IMPO certifies compliance with applicable federal laws, regulations, and executive orders prohibiting discrimination based on the Protected Characteristics in the provision of services. Breach of this paragraph may be regarded as a material breach of this Agreement, but nothing in this paragraph shall be construed to imply or establish an employment relationship between the State and any applicant or employee of the IMPO or any subcontractor.

B. INDOT is a recipient of federal funds, and therefore, where applicable, the IMPO and any subcontractors shall comply with requisite affirmative action requirements, including reporting, pursuant to 41 CFR Chapter 60, as amended, and Section 202 of Executive Order 11246 as amended by Executive Order 13672.

2.31. Notice to Parties. Whenever any notice, statement or other communication is required under this Agreement, it will be sent by E-mail or first class U.S. mail service to the following addresses, unless otherwise specifically advised.

A. Notices to the State shall be sent to:

Office of IMPO/MPO and Grant Administration
Attention: Director of IMPO/MPO and Grant Administration
100 North Senate Avenue, Room N955
Indianapolis, Indiana 46204
E-mail: KEATON-McKALIP@indot.IN.gov

B. Notices to the IMPO shall be sent to:

Indianapolis Metropolitan Planning Organization
Attention: Executive Director
200 East Washington Street, Suite 2322
Indianapolis, Indiana 46204
E-mail: Anna.Gremling@IndyMPO.org

2.32. Order of Precedence; Incorporation by Reference. Any inconsistency or ambiguity in this Agreement shall be resolved by giving precedence in the following order: (1) requirements imposed by applicable federal or state law, below, (2) this Agreement, (3) Exhibits prepared by the State, and (4) Exhibits prepared by IMPO. All of the foregoing are incorporated fully herein by reference.


2.34. Payments.

A. All payments shall be made thirty five (35) days in arrears in conformance with State fiscal policies and procedures and, as required by IC § 4-13-2-14.8, the direct deposit by electronic funds transfer to the financial institution designated by the IMPO in writing unless a specific waiver has been obtained from the Indiana Auditor of State. No payments will be made in advance of receipt of the goods or services that are the subject of this Agreement except as permitted by IC § 4-13-2-20.

B. If the IMPO is being paid in advance for the maintenance of equipment, software or a service as a subscription, then pursuant to IC § 4-13-2-20(b)(14), the IMPO agrees that if it fails to fully provide or perform under this Agreement, upon receipt of written notice from the State, it shall promptly refund the consideration paid, pro-rated through the date of non-performance.
2.35. **Penalties/Interest/Attorney’s Fees.** The State will in good faith perform its required obligations hereunder and does not agree to pay any penalties, liquidated damages, interest or attorney’s fees, except as permitted by Indiana law, in part, IC § 5-17-5, IC § 34-54-8, IC § 34-13-1 and IC § 34-52-2.

Notwithstanding the provisions contained in IC § 5-17-5, any liability resulting from the State’s failure to make prompt payment shall be based solely on the amount of funding originating from the State and shall not be based on funding from federal or other sources.

2.36. **Progress Reports.** [Omitted – Not Applicable.]

2.37. **Public Record.** The IMPO acknowledges that the State will not treat this Agreement as containing confidential information, and will post this Agreement on the transparency portal as required by Executive Order 05-07 and IC § 5-14-3.5-2. Use by the public of the information contained in this Agreement shall not be considered an act of the State.

2.38. **Renewal.** This Agreement may be renewed under the same terms and conditions, subject to the approval of the Office of the Attorney General, the Commissioner of the Department of Administration and the State Budget Director in compliance with IC § 5-22-17-4. The term of the renewed contract may not be longer than the term of the original Agreement.

2.39. **Severability.** The invalidity of any section, subsection, clause or provision of this Agreement shall not affect the validity of the remaining sections, subsections, clauses or provisions of this Agreement.

2.40. **Substantial Performance.** [Omitted – Not Applicable.]

2.41. **Taxes.** The State is exempt from most state and local taxes and many federal taxes. The State will not be responsible for any taxes levied on the IMPO as a result of this Agreement.

2.42. **Termination for Convenience.** Unless prohibited by a statute or regulation relating to the Agreement, this Agreement may be terminated, by either party upon 180 days written notice if:

   A. Adequate state funds will not be available under Federal Funds Exchange Program in a given state fiscal year; or
   B. If a change in state of federal law would make continued performance of this Agreement unlawful; or
   C. If the Governor finds that continued performance of this Agreement is not in the best interest of the State of Indiana.

Except as provided under Section 14 above, once programmed, funding under this Agreement may not be withdrawn for any phase of a project that has entered the IMPO’s project development process (Program) as an FFE-funded project under this Agreement.

2.43. **Termination for Default.** [Omitted – Not Applicable.]

2.44. **Travel.** [Omitted – Not Applicable.]

2.45. **Waiver of Rights.** No right conferred on either party under this Agreement shall be deemed waived, and no breach of this Agreement excused, unless such waiver is in writing and signed by the party claimed to have waived such right. Neither the State’s review, approval or acceptance of, nor payment for, the services required under this Agreement shall be construed to operate as a waiver of any rights under this Agreement or of any cause of action arising out of the performance of this Agreement, and the IMPO
shall be and remain liable to the State in accordance with applicable law for all damages to the State caused by the IMPO’s negligent performance of any of the services furnished under this Agreement.

2.46.  **Work Standards.**  [Omitted – Not Applicable.]

2.47.  **Certification for Federal-Aid Contracts Lobbying Activities.**  [Omitted – Not Applicable.]

2.48.  **Recitals Incorporated.** The Recitals above are hereby made an integral part and specifically incorporated into this Contract.

2.49.  **Information Technology Accessibility Standards.** Any information technology related products or services purchased, used or maintained through this Agreement must be compatible with the principles and goals contained in the Electronic and Information Technology Accessibility Standards adopted by the Architectural and Transportation Barriers Compliance Board under Section 508 of the federal Rehabilitation Act of 1973 (29 U.S.C. §794d), as amended. The federal Electronic and Information Technology Accessibility Standards can be found at: http://www.access-board.gov/508.htm.

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Non-Collusion and Acceptance

The undersigned attests, subject to the penalties for perjury, that the undersigned is the IMPO, or that the undersigned is the properly authorized representative, agent, member or officer of the IMPO. Further, to the undersigned’s knowledge, neither the undersigned nor any other member, employee, representative, agent or officer of the IMPO, directly or indirectly, has entered into or been offered any sum of money or other consideration for the execution of this Agreement other than that which appears upon the face hereof. Furthermore, if the undersigned has knowledge that a state officer, employee, or special state appointee, as those terms are defined in IC § 4-2-6-1, has a financial interest in the Agreement, the IMPO attests to compliance with the disclosure requirements in IC § 4-2-6-10.5.

In Witness Whereof, the IMPO and the State have, through their duly authorized representatives, entered into this Agreement. The parties, having read and understood the foregoing terms of this Agreement, do by their respective signatures dated below agree to the terms thereof.

INDIANAPOLIS METROPOLITAN PLANNING ORGANIZATION

Anna Gremling, Executive Director

Date: _____________________________

Approved by:

Indiana Department of Administration

By: ___________________________________ (for)
Lesley A. Crane, Commissioner

Date: _____________________________

STATE OF INDIANA
Department of Transportation

Travis Underhill, Deputy Commissioner for Districts

Date: _____________________________

Approved by:

State Budget Agency

By: ___________________________________ (for)
Zachary Q. Jackson, Director

Date: _____________________________

APPROVED as to Form and Legality:

Office of the Attorney General

____________________________________ (for)
Curtis T. Hill, Jr., Attorney General

Date: _____________________________