



Working together to plan for the future

BOARD PACKET

March 16, 2015



Working together to plan for the future

COMPASS BOARD MEETING DATES April 2015 – September 2015

COMPASS BOARD MEETING DATE/TIME	LOCATION	KEY ITEMS
Monday, April 20, 2015	COMPASS 1 st Floor Board Room 700 NE 2 nd Street Meridian, Idaho	Review Updates to the Joint Powers Agreement and Board Bylaws and Provide 30 Day Notice of Intent to Amend Review Economic Development District Proposal
Monday, May 18, 2015	COMPASS 1 st Floor Board Room 700 NE 2 nd Street Meridian, Idaho	Approve Transportation Improvement Program (TIP) Application Process and Guide
Monday, June 15, 2015	COMPASS 1 st Floor Board Room 700 NE 2 nd Street Meridian, Idaho	Adopt Resolution Approving the Updated Joint Powers Agreement and Board Bylaws Adopt Resolution Approving the FY2016 Unified Planning Work Program and Budget Approve Priorities for the End-of-Year Program Approve Draft FY2016-2020 Regional Transportation Improvement Program Approve Transportation Improvement Program (TIP) Application Process and Guide Approve COMPASS Integrated Communication Plan
Monday, July 20, 2015	COMPASS 1 st Floor Board Room 700 NE 2 nd Street Meridian, Idaho	TBD
Monday, August 17, 2015	COMPASS 1 st Floor Board Room 700 NE 2 nd Street Meridian, Idaho	TBD
Monday, September 21, 2015	COMPASS 1 st Floor Board Room 700 NE 2 nd Street Meridian, Idaho	Approve updates to the COMPASS Employee Policies and Procedures Approve updates to the COMPASS Financial Policies and Procedures Adopt Resolution Approving the FY2016-2020 Regional Transportation Improvement Program and Associated Air Quality Conformity

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MAKING A MOTION:

1. **Seek recognition from the chair.**
2. **When you are recognized, say, "I move..."**
State your motion clearly, concisely, and completely.
3. **Wait for someone to "second" your motion.**
A "second" does not imply the person making the second agrees with the motion – only that he/she agrees it should be debated.
4. **Wait while the chair restates the motion.**
Be prepared to provide the motion to the chair in writing, if needed or requested, to ensure the chair accurately restates it.
5. **Respectfully debate your motion.**
As the person making the motion, you have the right to speak first, but do not have to. When you speak, state your opinion then respectfully listen to, and consider, other opinions.
6. **Wait for the chair to take a vote.**
After discussion is complete, the chair will call for a vote.
7. **Listen as the chair announces the result of the vote.**

Motions to Protect Rights:
• Division of the Assembly
• Point of order
• Appeal chair's ruling
• Point of information
• Parliamentary inquiry
Motions to Choose Voting Methods:
• Vote by ballot, roll call, counted vote
• Choose method of nominations
• Open or close nominates or the polls
Motions to Delay Action:
• Refer to a committee
• Postpone to a definite time
• Recess
• Adjourn
• Postpone indefinitely
• Lay on the table
Motions to Vary the Procedures:
• Suspend the rules
• Divide the question
• Request to withdraw a motion
• Request relief from duty – or resign
Motions to Re-examine:
• Reconsider
• Rescind/Amend something previously adopted
• Take from the table
• Discharge a committee

To Change a Proposed Motion:
Amend Motions to Raise Urgent Issues:
• Question of privilege
• Orders of the day
• Object to consideration
Motions to Control Debate:
• Limit debate
• Previous question

TABLE OF RULES RELATING TO MOTIONS:

Motion	Debate?	Amend?	Vote
Adjourn	No	No	Majority
Amend	Yes	Yes	Majority
Amend Something Previously Adopted	Yes	Yes	(a) Majority with notice; or (b) 2/3; or (c) Majority of entire membership
Appeal	Normally	No	Majority in negative required to reverse chair's decision
Commit	Yes	Yes	Majority
Debate, Close (Previous Question)	No	No	2/3
Debate, Limit or Extend Limits of	No	Yes	2/3
Main Motion	Yes	Yes	Majority
Postpone	Yes	Yes	Majority
Previous Question	No	No	2/3
Recess	No	Yes	Majority
Reconsider	If motion to be reconsidered debatable	No	Majority
Rescind	Yes	Yes	(a) Majority with notice; or (b) 2/3; or (c) Majority of entire membership
Refer (Commit)	Yes	Yes	Majority
Suspend the Rules (of Order)	No	No	2/3
Suspend the Rules (standing or convention standing rules)	No	No	Majority
Voting, motions relating to	No	Yes	Majority



Working together to plan for the future

BOARD OF DIRECTORS' MEETING MARCH 16, 2015 – 1:30 PM COMPASS, 1ST FLOOR BOARD ROOM 700 NE 2ND STREET, SUITE 200, MERIDIAN, IDAHO

NOTICE: The online document includes bookmarks at the left of the screen that are named to correspond to agenda items that have attachments. Clicking on a bookmark or agenda item will take you directly to the named document.

** AGENDA **

I. CALL TO ORDER (1:30)

II. PLEDGE OF ALLEGIANCE

III. AGENDA ADDITIONS/CHANGES

IV. OPEN DISCUSSION/ANNOUNCEMENTS

V. CONSENT AGENDA

- Page 3 * A. Approve February 23, 2015, Board Meeting Minutes
- Page 6 * B. Receive January 13, 2014, Executive Committee Meeting Minutes
- Page 9 * C. Receive December 11, 2014, Finance Committee Meeting Minutes

VI. SPECIAL ITEM

- 1:35 A. Status Report – State and Federal Legislative Issues
Ken Burgess will provide a status report on state and federal legislative issues.

VII. ACTION ITEMS

- 1:50 * A. Accept 2015 Population Estimates Carl Miller
Page 11 *Carl Miller will seek Board acceptance of the 2015 population estimates.*
- 2:00 * B. Approve FY2016 Membership Dues Megan Larsen
Page 14 *Megan Larsen will seek approval of the FY2016 General and Special membership dues.*
- 2:10 * C. Adopt Resolution 09-2015 Amending the FY2015-2019 Toni Tisdale
Page 18 **Regional Transportation Improvement Program (TIP)**
Toni Tisdale will seek approval of amending the FY2015-2019 TIP at the request of the Ada County Highway District.
- 2:20 * D. Adopt Resolution 10-2015 Approving Revision 2 of the Megan Larsen
Page 29 **FY2015 Unified Planning Work Program and Budget (UPWP)**
Megan Larsen will seek approval of Revision 2 of the FY2015 UPWP.
- 2:30 * E. Consider Member Requested Changes to Draft Updates to the Matt Stoll
Page 35 **Joint Powers Agreement and Board Bylaws**
Matt Stoll will present member requested changes to the draft updates of the Joint Powers Agreement and Board Bylaws for consideration of approval in June 2015.

VIII. INFORMATION/DISCUSSION ITEM

- 3:00 * **A. Status Report – *Communities in Motion* (CIM) Implementation** Don Matson
Page 138 **Grant Program**
Don Matson will provide a status report on the CIM Implementation Grant Program to date.

IX. EXECUTIVE DIRECTOR'S REPORT (INFORMATION ONLY) (3:20)

- Page 139 * **A. Staff Activity Report**
Page 145 * **B. Status Report – Current Air Quality Efforts**
Page 147 * **C. Status Report – Standing Committees' Attendance**
Page 150 * **D. Correspondence**

X. ADJOURNMENT (3:30)

*Enclosures. Times are approximate. Agenda is subject to change.

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**BOARD OF DIRECTORS' MEETING
FEBRUARY 23, 2015
COMPASS, 1ST FLOOR BOARD ROOM
700 NE 2ND STREET, MERIDIAN, IDAHO**

****MINUTES****

ATTENDEES: Rebecca Arnold, Commissioner, Ada County Highway District
Nichoel Baird Spencer for Jim Reynolds, Mayor, City of Eagle
Sara Baker, Commissioner, Ada County Highway District, **Chair Elect**
Dave Case, Commissioner, Ada County, **Secretary-Treasurer**
Elaine Clegg, Councilmember, City of Boise
Tammy de Weerd, Mayor, City of Meridian
John Evans, Mayor, Garden City
Kelli Fairless, Valley Regional Transit
Jim Hansen, Commissioner, Ada County Highway District
Bob Henry, Mayor, City of Nampa
Maryanne Jordan, Councilmember, City of Boise
Kathleen Lacey for Dave Bieter, Mayor, City of Boise
Megan Leatherman for Jim Tibbs, Commissioner, Ada County
Larry Maneely for Rick Yzaguirre, Commissioner, Ada County
John McEvoy, Commissioner, Canyon Highway District #4
Luke McHenry, City of Wilder
Bryce Millar, Commissioner, Nampa Highway District #1
Greg Nelson, Mayor, City of Kuna
Brent Orton, City of Caldwell
Paul Raymond, Councilmember, City of Nampa
Amy Revis, Idaho Transportation Department – District 3
Charlie Rountree, Councilmember, City of Meridian, **Immediate Past Chair**
Steven Rule, Commissioner, Canyon County, **Vice Chair**
Matt Stoll, Executive Director, Community Planning Association, Ex officio
Darin Taylor, Mayor, City of Middleton
Pete Wagner, Department of Environmental Quality

MEMBERS John Brunelle, Capital City Development Corporation
ABSENT: Tom Dale, Commissioner, Canyon County
Craig Hanson, Commissioner, Canyon County
David Hensley, Governor's Office, Ex officio
Bruce Krosch, Southwest District Health, Ex officio
Nathan Leigh, Mayor, City of Parma
Nathan Mitchell, Mayor, City of Star
Garret Nancolas, Mayor, City of Caldwell, **Chair**
Nicole Nimmons, Boise State University
Patrick Rice, Greater Boise Auditorium District, Ex officio

OTHERS: Sabrina Anderson, Community Planning Association
Aaron Bauges, Idaho Transportation Department – District 3
Nancy Brecks, Community Planning Association
Ken Burgess, Veritas Advisors
Rhonda Jalbert, Valley Regional Transit
Justin Lucas, Ada County Highway District
Amy Luft, Community Planning Association
Don Matson, Community Planning Association
Toni Tisdale, Community Planning Association

CALL TO ORDER:

Chair Elect Baker called the meeting to order at 1:30 pm.

AGENDA ADDITIONS/CHANGES

None.

OPEN DISCUSSION/ANNOUNCEMENTS

None.

CONSENT AGENDA

- A. Approve January 26, 2015, Board Meeting Minutes**
- B. Receive December 16, 2014, Executive Committee Meeting Minutes**
- C. Approve List of Records of Destruction**

Darin Taylor moved and Jim Hansen seconded approval of the Consent Agenda as presented. Motion passed unanimously.

SPECIAL ITEM

- A. Status Report - State and Federal Legislative Issues**

Ken Burgess provided a status report on state and federal legislative issues.

After discussion, **Darin Taylor moved and Bob Henry seconded for Ken Burgess to follow and vigorously lobby against proposed state legislation HB173 on behalf of COMPASS. Motion passed with Rebecca Arnold and Pete Wagner abstaining.**

ACTION ITEMS

A. Review Draft Updates to the Joint Powers Agreement and Board Bylaws and Provide 30 Day Notice of Intent to Amend

Matt Stoll reviewed the draft amendments to the Joint Powers Agreement and Board Bylaws.

After discussion, **Bob Henry moved and motion was seconded that Board members are to email their comments regarding the draft Joint Powers Agreement and Board Bylaws to Matt Stoll by March 2, 2015, at 5:00 pm, specifying the sections to be changed. The redline versions of the Joint Powers Agreement and Bylaws provided today and Board member comments will be included in the March 16, 2015, Board meeting packet. Motion passed unanimously.**

B. Approve Priorities of New Projects for FY2016-2020 Regional Transportation Improvement Program (TIP)

Toni Tisdale presented priorities of new projects in the Federal Transit Administration program for the FY2016-2020 TIP, as recommended for COMPASS Board approval by the Regional Coordination Council, Valley Regional Transit Board, and the Regional Technical Advisory Committee.

After discussion, **Bob Henry moved and Paul Raymond seconded approval of the priorities of new projects for the FY2016-2020 TIP as presented. Motion passed unanimously.**

INFORMATION/DISCUSSION ITEM

A. Status Report - Communities in Motion CIM Implementation Grant Program

Due to time, this item was deferred to the March 16, 2015, COMPASS Board meeting.

ADJOURNMENT

Dave Case moved and Bob Henry seconded adjourning the meeting at 3:30 pm. Motion passed unanimously.

Dated this 16th day of March 2015.

Approved:

**By: _____
Garret Nancolas, Chair
Community Planning Association of
Southwest Idaho**

Attest:

**By: _____
Matthew J. Stoll, Executive Director
Community Planning Association of
Southwest Idaho**

**EXECUTIVE COMMITTEE MEETING
JANUARY 13, 2015
COMPASS, 2ND FLOOR LARGE CONFERENCE ROOM
MERIDIAN, IDAHO**

****MINUTES****

ATTENDEES: Sara Baker, Commissioner, Ada County Highway District, **Vice Chair**
Dave Case, Commissioner, Ada County
Elaine Clegg, Councilmember, for Dave Bieter, Mayor, City of Boise
Bob Henry, Mayor, City of Nampa
Bryce Millar, Commissioner, Nampa Highway District No.1, **Immediate Past Chair**
Garret Nancolas, Mayor, City of Caldwell, **Chair Elect**
Jim Reynolds, Mayor, City of Eagle
Steve Rule, Commissioner, Canyon County, **Secretary-Treasurer**

MEMBERS ABSENT: Charlie Rountree, Councilman, City of Meridian, **Chair**
Darin Taylor, Mayor, City of Middleton

OTHERS PRESENT: Sabrina Anderson, Community Planning Association
Nancy Brecks, Community Planning Association
Ken Burgess, Veritas Advisors
Kelli Fairless, Valley Regional Transit
Kent Goldthorpe, Commissioner, Ada County Highway District
Megan Larsen, Community Planning Association
Megan Leatherman, Ada County
Matt Stoll, Executive Director, Community Planning Association
Dave Wallace, Ada County Highway District, **Vice Chair**

CALL TO ORDER:

Chair-Elect Garret Nancolas called the meeting to order at 2:00 pm.

AGENDA ADDITIONS/CHANGES

None.

OPEN DISCUSSION/ANNOUNCEMENTS

Several general announcements were made by committee members.

CONSENT AGENDA

A. Approve December 16, 2014, Executive Committee Meeting Minutes

Dave Case noted that it was Darin Taylor who seconded the motion for Action Item V-C Recommend Board Officer Slate for Annual Meeting.

Dave Case moved and Steve Rule seconded approval of the Consent Agenda as amended. Motion passed unanimously.

ACTION ITEMS

A. Establish February 23, 2015, COMPASS Board Meeting Agenda

Matt Stoll presented staff proposed Agenda Items 1-11 for the February 23, 2015, COMPASS Board meeting and requested latitude to amend the agenda as necessary.

Matt was directed to email the Board the current draft of the amended Joint Powers Agreement and Board Bylaws.

After discussion, **Steve Rule moved and Bryce Millar seconded approval of Agenda Items 1-11 for the February 23, 2015, Board meeting as presented. Matt Stoll has the latitude to amend the agenda as necessary. Motion passed unanimously.**

B. Consider Request Regarding Economic Development District

Chair Elect Nancolas reviewed a request from the Idaho Council of Governments (ICOG) regarding COMPASS assuming the Economic Development District functions for Region 3, based on the nexus between transportation and economic development, the overlap of members on boards and committees, and staff level planning expertise.

After discussion, **Bob Henry moved and Sara Baker seconded to add an Agenda Item to the January 26, 2015, COMPASS Board meeting agenda, recommending the Board authorize COMPASS staff to investigate the possibility of a partnership between COMPASS and ICOG. Motion passed unanimously.**

INFORMATION/DISCUSSION ITEM

A. Status Report - State and Federal Legislative Issues

Ken Burgess provided a status report on state legislative issues.

ADJOURNMENT

Meeting adjourned at 3:15 pm.

Dated this 17th day of February 2015.

Approved:

By: _____
Garret Nancolas, Chair
Community Planning Association of
Southwest Idaho

Attest:

By: _____
Matthew J. Stoll, Executive Director
Community Planning Association of
Southwest Idaho

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**FINANCE COMMITTEE MEETING
DECEMBER 11, 2014
COMPASS, 2ND FLOOR LARGE CONFERENCE ROOM
MERIDIAN, IDAHO**

****MINUTES****

ATTENDEES: Rebecca Arnold, Commissioner, Ada County Highway District, **Chair**
Craig Hanson, Commissioner, Canyon County, **via telephone**
John McEvoy, Commissioner, Canyon Highway District #4
Garret Nancolas, Mayor, City of Caldwell
Charlie Rountree, Councilman, City of Meridian
Steve Rule, Commissioner, Canyon County, **Vice Chair**
Rick Yzaguirre, Commissioner, Ada County

OTHERS PRESENT: Nancy Brecks, Community Planning Association
Ryan Head, Ada County Highway District
Megan Larsen, Community Planning Association
Matt Stoll, Community Planning Association
Josh Tyree, Harris & Co.

CALL TO ORDER:

Chair Rebecca Arnold called the meeting to order at 12:10 pm.

AGENDA ADDITIONS/CHANGES

None.

OPEN DISCUSSION/ANNOUNCEMENTS

None.

CONSENT AGENDA

A. Approve November 20, 2014, Finance Committee Meeting Minutes

Charlie Rountree moved and Rick Yzaguirre seconded approval of the Consent Agenda as presented. Motion passed unanimously.

ACTION ITEMS

A. Approve Draft 2014 Audit

Josh Tyree from Harris & Co., PLLC presented the 2014 audit report. Josh stated it was an unqualified opinion with no reportable conditions or material weaknesses identified. COMPASS qualifies as a low-risk auditee.

After discussion, **Steve Rule moved and John McEvoy seconded approval of the 2014 audit as presented. Motion passed unanimously.**

B. Recommend Board Approval of Canyon County General Membership Dues Calculation Policy

Megan Larsen presented the proposed Canyon County General Membership Dues Calculation Policy, as recommended by the Canyon County general membership dues formula workgroup.

After discussion, **Steve Rule moved and Garret Nancolas seconded recommending the Canyon County General Membership Dues Calculation Policy for COMPASS Board approval as presented. Motion passed unanimously.**

C. Establish 2015 Finance Committee Meeting Dates

Megan Larsen presented the proposed 2015 Finance Committee meeting dates.

After discussion, **Rick Yzaguirre moved and Charlie Rountree seconded approval of the 2015 Finance Committee meeting dates as presented. Motion passed unanimously.**

ADJOURNMENT

Chair Arnold adjourned the meeting at 12:40 pm.

Dated this 26th day of February 2015.

Approved:

**By: _____
Rebecca Arnold, Chair**

Attest:

**By: _____
Steve Rule, Vice Chair**



COMPASS BOARD AGENDA ITEM VII-A

Date: March 16, 2015

Topic: 2015 Population Estimates

Request/Recommendation

Acceptance of the 2015 population estimates listed in the attachment.

Background/Summary:

Local population estimates have a multitude of uses and are important to policy makers, planners, and the public. The estimates can be used as an indicator of economic conditions, for planning and evaluating various government programs, for land development impacts on the transportation network, and to establish COMPASS member dues.

COMPASS develops population estimates for city and county jurisdictions in Ada and Canyon Counties. Since 1990, COMPASS has used a "housing unit method estimation model," a best practice for local population estimating based on real, local data. This method is based on the premise that changes in the number of occupied housing units reflect changes in the population. This estimation process is broken into three distinct parts: housing unit estimation, household population estimation, and geographic boundary modification.

Population estimates are calculated as:

$$\text{Population} = [(h + r) * s * o] + q$$

Where:

- h** = decennial census households
- r** = new residential units permitted
- s** = household size
- o** = residential occupancy rate
- q** = group quarters population

On February 25, 2015, the COMPASS Demographic Advisory Committee recommended using Idaho Power's residential occupancy rates based on electrical load data.

Implication (policy and/or financial):

Population estimates are used for local and regional planning, grant writing, and to help establish COMPASS membership dues.

More Information:

- 1) Attachment—2015 Population Estimates
- 2) Attachment—Population Estimates, 1990-2015
- 3) For detailed information contact: Carl Miller, Principal Planner, at 475-2239 or cmiller@compassidaho.org.

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2015 Population Estimate
City and County Population Estimate for April 1, 2015
Areas Refer to Corporate Limits of Cities as of 1/1/2015

	2015 Population*	2014 Population	2010 Population ^	2010-2015 Increase	2015 Percent of County	Share of Region		
						2000	2010	2015
Boise City	223,670	217,730	205,671	17,999	51.0%	43.0%	35.4%	34.6%
Eagle	24,600	23,460	19,908	4,692	5.6%	2.6%	3.4%	3.8%
Garden City	12,060	11,160	10,972	1,088	2.7%	2.5%	1.9%	1.9%
Kuna	17,320	16,070	15,210	2,110	3.9%	1.2%	2.6%	2.7%
Meridian	91,310	85,240	75,092	16,218	20.8%	8.1%	12.9%	14.1%
Star^Δ	7,930	7,140	5,793	2,137	1.8%	0.4%	1.0%	1.2%
Unincorporated	61,780	61,130	59,729	2,051	14.1%	11.9%	10.3%	9.6%
Total County	438,660	421,920	392,365	46,295		69.6%	67.5%	67.9%
Canyon								
Caldwell	51,880	47,440	46,237	5,643	25.0%	6.0%	8.0%	8.0%
Greenleaf	860	840	846	14	0.4%	0.2%	0.1%	0.1%
Melba	570	520	513	57	0.3%	0.1%	0.1%	0.1%
Middleton	7,110	6,150	5,524	1,586	3.4%	0.7%	1.0%	1.1%
Nampa	89,210	84,840	81,557	7,653	42.9%	12.0%	14.0%	13.8%
Notus	570	540	531	39	0.3%	0.1%	0.1%	0.1%
Parma	2,140	2,010	1,983	157	1.0%	0.4%	0.3%	0.3%
Wilder	1,640	1,540	1,533	107	0.8%	0.3%	0.3%	0.3%
Unincorporated	53,800	54,270	50,189	3,611	25.9%	10.6%	8.6%	8.3%
Total County	207,790	198,160	188,923	18,867		30.4%	32.5%	32.1%
Canyon and Ada	646,450	620,080	581,288	65,162				

	2015 Population*
Canyon Highway District	76,080
Golden Gate Highway District	8,450
Nampa Highway District	114,410
Notus Parma Highway District	8,850

*2015 COMPASS Population Estimate

^2010 Census Population Count

ΔThe City of Star has 12 persons in Canyon County.

Population Estimates by City Limits

Ada County

Year	Boise	Eagle	Garden City	Kuna	Meridian	Star	Unincorporated	Total	Regional Total
2015	223,670	24,600	12,060	17,320	91,310	7,930	61,780	438,660	646,450
2014	217,730	23,460	11,160	16,070	85,240	7,140	61,130	421,920	620,080
2013	209,700	21,350	11,070	15,960	81,380	6,480	60,930	406,870	599,840
2012	207,730	20,550	11,020	15,650	78,290	6,030	60,400	399,670	590,070
2011	206,470	20,140	10,980	15,470	76,510	5,900	60,510	395,960	585,810
2010 (Census)	205,671	19,908	10,972	15,210	75,092	5,793	59,739	392,365	581,288
2000 (Census)	185,787	11,085	10,624	5,382	34,919	1,795	51,312	300,904	432,345
1990 (Census)	125,738	3,327	6,369	1,955	9,596	648	58,142	205,775	295,851

Canyon County

Year	Caldwell	Greenleaf	Melba	Middleton	Nampa	Notus	Parma	Wilder	Unincorporated	Total
2015	51,880	860	570	7,110	89,210	570	2,140	1,640	53,800	207,790
2014	47,440	840	520	6,150	84,840	540	2,010	1,540	54,270	198,160
2013	47,580	850	520	5,860	83,840	530	1,990	1,530	50,270	192,970
2012	46,800	850	520	5,630	82,160	530	1,990	1,530	50,390	190,400
2011	46,730	850	520	5,600	81,920	530	1,990	1,530	50,160	189,850
2010 (Census)	46,237	846	513	5,524	81,557	531	1,983	1,533	50,179	188,923
2000 (Census)	25,967	862	439	2,978	51,867	458	1,771	1,462	45,637	131,441
1990 (Census)	18,586	648	252	1,851	28,365	380	1,597	1,232	37,165	90,076

COMPASS BOARD AGENDA ITEM VII-B DATE: MARCH 16, 2015

Topic: FY2016 Proposed Membership Dues

Request/Recommendation:

Approve the proposed FY2016 membership dues.

Background/Summary:

The Board approved the attached Membership Dues Policy at its January 26, 2015, meeting. The policy specifies the formula that shall be used to calculate the annual membership dues.

COMPASS staff used the FY2015 population estimates recommend by the Demographic Advisory Committee at its February 25, 2015, meeting to calculate the proposed FY2016 membership dues. The per capita rate used in the calculation is identical to the rate approved by the Board for FY2015 dues. The change in dues for each entity in Ada County reflects its change in estimated population from FY2014. The change in dues for each entity in Canyon County is the net effect of the change in methodology from FY2015, as approved by the Board at its January 26, 2015, meeting and the change in estimated population from FY2014.

The Finance Committee recommended approval of the proposed FY2016 proposed membership dues at its February 26, 2015, meeting.

Implication (policy and/or financial):

Approved membership dues will be incorporated into the Unified Planning Work Program and Budget (UPWP) to be presented to the Finance Committee at its April 16, 2015, meeting.

More Information:

- 1) Attachments: Member Dues Calculation Policy
Proposed FY2016 Membership Dues
- 2) For detailed information contact: Megan Larsen, at 475-2228 or mlarsen@compassidaho.org.

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MEMBER DUES CALCULATION POLICY

Each member agency's proportionate share of general membership dues is calculated using a formula based on the population within the member agency's jurisdiction, as described below.

- a. County dues = $(1/2 \text{ of the unincorporated county population} + 1/3 \text{ of the population from incorporated portions of the county}) \times \text{the dues per person rate.}$
- b. Highway district dues = $(1/2 \text{ of the unincorporated county population within the highway district boundary} + 1/3 \text{ of the population from incorporated portions of the county within the highway district boundary}) \times \text{the dues per person rate.}$
- c. City dues = $(1/3 \text{ of each city's population within incorporated boundaries}) \times \text{the dues per person rate.}$

The population data used in the calculation are the population estimates for each jurisdiction developed by COMPASS staff and accepted by the Board annually.

The dues per person rate is the per capita rate approved by the Board.

Special member dues for each special member are equal to 1% of the total general member dues, rounded to the nearest hundred.

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**COMPASS
PROPOSED FY2016 MEMBERSHIP DUES**

	Actual FY 2015 Membership Dues		Proposed FY2016 Membership Dues		Change
	FY2014 Estimated Population	Dues amount per person in jurisdiction \$ 1.322725	FY2015 Estimated Population	Dues amount per person in jurisdiction \$ 1.322725	\$ -
GENERAL MEMBERS					
ADA COUNTY					
Ada County	61,130	\$ 199,509	61,780	207,033	\$ 7,524
Ada County Highway District		199,509	438,660	207,033	7,524
City of Boise	217,730	95,999	223,670	98,618	2,619
City of Eagle	23,460	10,344	24,600	10,846	502
City of Garden City	11,160	4,921	12,060	5,317	396
City of Kuna	16,070	7,085	17,320	7,637	552
City of Meridian	85,240	37,583	91,310	40,259	2,676
City of Star	7,140	3,148	7,930	3,496	348
TOTAL ADA COUNTY	421,930	\$ 558,098	438,670	\$ 580,239	\$ 22,141
CANYON COUNTY					
Canyon County	54,270	131,049	53,800	103,472	\$ (27,577)
Canyon Highway District No. 4*		11,964	77,670	38,363	26,399
Nampa Highway District No. 1*		11,964	112,810	54,816	42,852
Golden Gate Hwy District*		-	8,450	-	-
Notus Parma Highway District*		-	8,850	-	-
City of Caldwell	47,440	31,375	51,880	22,874	(8,501)
City of Greenleaf	840	-	860	-	-
City of Melba	520	-	570	-	-
City of Middleton	6,150	4,067	7,110	3,135	(932)
City of Nampa	84,840	56,110	89,210	39,333	(16,777)
City of Notus	540	-	570	-	-
City of Parma	2,010	1,329	2,140	944	(385)
City of Wilder	1,540	1,018	1,640	723	(295)
TOTAL CANYON COUNTY	198,150	\$ 248,876	207,780	\$ 263,660	\$ 14,784
SPECIAL MEMBERS					
Boise State University		8,100		8,440	\$ 340
Capital City Development Corporation		8,100		8,440	340
Department of Environmental Quality		8,100		8,440	340
Idaho Transportation Department		8,100		8,440	340
Valley Regional Transit		8,100		8,440	340
TOTAL SPECIAL MEMBERS		\$ 40,500		\$ 42,200	\$ 1,700
TOTAL MEMBER DUES		\$ 847,474		\$ 886,099	\$ 38,625

	Canyon County	Canyon Highway	Nampa Highway	Golden Gate	Notus Parma	Caldwell	Middleton	Nampa	Parma	Greenleaf	Melba	Notus	Wilder	Total population by entity
Canyon County	26,900	9,340	11,515	2,975	3,070									53,800
Canyon Highway District No. 4														-
Nampa Highway District No. 1														-
Golden Gate Hwy District														-
Notus Parma Highway District														-
Adjustment -cities that cross boundaries														-
City of Caldwell	17,293	17,293				17,293								51,880
City of Middleton	2,370	2,370					2,370							7,110
City of Nampa	29,737		29,737					29,737						89,210
City of Parma	713				713				713					2,140
City of Greenleaf	287			287						287				860
City of Melba	190		190								190			570
City of Notus	190				190							190		570
City of Wilder	547			547									547	1,640
Total of population assigned to entity for dues calculation	78,227	29,003	41,442	3,808	3,973	17,293	2,370	29,737	713	287	190	190	547	207,780
Total		77,670	112,810	8,450	8,850									207,780

COMPASS BOARD AGENDA ITEM VII-C

DATE: March 16, 2015

Topic: Amend FY2015-2019 Regional Transportation Improvement Program (TIP)

Request/Recommendation:

Staff seeks Board adoption of Resolution 09-2015 (Attachment 1) amending the FY2015-2019 TIP. These actions were recommended by the Urban Balancing Committee on February 5, 2015, the TMA Balancing Committee on February 25, 2015, and the Regional Technical Advisory Committee (RTAC) on March 2, 2015. Additional public comment is not required for these actions.

Background/Summary:

This amendment is presented in two parts. The first part includes actions taken at the February 5, 2015, Urban Balancing Committee. The impetus of these actions was due to a request by ACHD and the City of Pocatello to delay right-of-way acquisition for projects in each of the jurisdictions. By advancing the Valley Regional Transit maintenance project, both projects are able to delay.

The second part includes action taken at the February 25, 2015, TMA Balancing Committee, and recommended by RTAC on March 2, 2015. The impetus of these actions was due to a request by ACHD to delay the right-of-way and construction phases for the State and Collister intersection project. Delays in the design and environmental processes on the project are requiring additional time, necessitating moving right-of-way and construction funds each one year later to ensure obligation. The construction estimate has also increased. To achieve this change, other projects are also affected. A summary of requested actions, as well as an explanation of the changes, is provided in Attachment 2.

The TMA Balancing Committee and RTAC analyzed the effects of how these recommended changes affect the program as a whole, especially the overarching goals of the program. In summary, capital projects increase overall by \$3,401,000, and maintenance projects decrease by a total of \$3,250,000. Following are the effects of the recommendations to overall goals of the program:

Communities in Motion 2035 Policy on five-year rolling average (FY2014-2018)

	Off-the-top	Maintenance	Capital	Studies/Special Projects
Goal	N/A	At least 50%	Up to 50%	Up to 10%
Actual	6%	48%	44%	8%

Communities in Motion 2040 Policy (FY2019 through PD)

	Off-the Top	Roadway Maintenance	Alternative Transportation Maintenance	Studies/Special Projects	Capital
Goal	N/A	82%	15%	3%	0%
Actual	4%	75%	15%	1%	9%

Detailed balancing worksheets are available upon request.

Implication (policy and/or financial):

Without COMPASS Board adoption of Resolution 09-2015 amending the FY2015-2019 TIP, these changes cannot be processed.

More Information:

- 1) Attachment 1 – Resolution 09-2015
- 2) Attachment 2 – Summary and Explanation of Changes
- 3) For detailed information contact: Toni Tisdale, Principal Planner, at 475-2238 or ttisdale@compassidaho.org.

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RESOLUTION NO. 09-2015

FOR THE PURPOSE OF AMENDING THE FY2015-2019 REGIONAL TRANSPORTATION IMPROVEMENT PROGRAM

WHEREAS, the Community Planning Association of Southwest Idaho has been designated by the Governor of Idaho as the metropolitan planning organization responsible for transportation planning in Ada and Canyon Counties;

WHEREAS, the Moving Ahead for Progress in the 21st Century (MAP-21) Act, Title 23 United States Code Section 134, and Title 49 United States Code Section 5303 requires metropolitan planning organizations to develop and approve a Transportation Improvement Program;

WHEREAS, MAP-21, Title 23 United States Code Section 134, and Title 49 United States Code Section 5303 require projects contained in the Transportation Improvement Program to be financially constrained;

WHEREAS, the 1990 Clean Air Act Amendments requires all transportation plans and programs in nonattainment or maintenance areas demonstrate conformity to applicable state implementation plans for air quality improvement;

WHEREAS, no additional review for air quality conformity is necessary for this action;

WHEREAS, MAP-21, Title 23 United States Code Section 134, and Title 49 United States Code Section 5303 requires Transportation Improvement Programs be developed and amended in consultation with all interested parties;

WHEREAS, no additional public comment is necessary for this action;

WHEREAS, the Community Planning Association of Southwest Idaho desires to take timely action to ensure the availability of federal funds;

WHEREAS, the Community Planning Association of Southwest Idaho developed this amendment to the FY2015-2019 Regional Transportation Improvement Program in compliance with all applicable state and federal regulations; and

WHEREAS, the attached table dated February 5, 2015, details the amendment to the FY2015-2019 Regional Transportation Improvement Program.

NOW, THEREFORE, BE IT RESOLVED, that the Community Planning Association of Southwest Idaho Board of Directors approves the amendment to the FY2015-2019 Regional Transportation Improvement Program.

DATED this 16th day of March 2015.

APPROVED:

By: _____
Garret Nancolas, Chair
Community Planning Association
of Southwest Idaho Board of Directors

ATTEST:

By: _____
Matthew J. Stoll, Executive Director
Community Planning Association
of Southwest Idaho

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Amendment #3
 FY2015-2019 Regional Transportation Improvement Program
 Per Urban Balancing, February 5, 2015

Key No	Project	Scheduled Costs (including Match) (costs in \$1,000)							
		Cost year	PE	PC	RW	UT	CE	CN	SUM
12364	Capital Vehicle Purchase, VRT, Nampa – FY20165	2015						0	0
	Funding Source: STP-U	2016						970	970
	Provide up to six replacement vehicles for the fixed line inter-county service in the Nampa Urbanized Area. Vehicles are currently leased.	2017						0	0
		2018						0	0
		2019						0	0
		PD						0	0
	SUM		0	0	0	0	0	970	970
Advance funds from FY2016 to FY2015. Funds traded years with KN 13492 and 11657 (project in Pocatello).									
13492	Linder Road and Deer Flat Road Intersection, Kuna	2015		0	390				390
	Funding Source: STP-U	2016		77	10				87
	Project will make improvements to the intersection at Linder Road and Deer Flat Road in Kuna to include curb, gutter, sidewalk, and bike lanes.	2017				0			0
		2018				303			303
		2019							0
		PD					167	1114	1281
	SUM		0	0	390	0	167	1114	1671
Move \$77K in FY2015 from ROW to PC. Delay \$303K in FY2015 ROW to FY2016 ROW. Funds traded years with KN 12364.				77	313				

Per TMA Balancing Committee, February 5, 2015 and February 25, 2015

Key No	Project	Scheduled Costs (including Match) (costs in \$1,000)							
		Cost year	PE	PEC	RW	UT	CE	CN	SUM
12363	Capital Maintenance, ACHD – FY2015	2015					642	4617	5259
	Funding Source: STP-TMA	2016						4769	5411
	Supplement the local maintenance program, to complete work such as overlays on arterials and collectors in the Boise Urbanized Area.	2017							0
		2018							0
		2019							0
		PD							0
	SUM		0	0	0	0	642	4617	5259
Increase CN in FY2015 by \$152,000 to add treatments to asphalt to extend the life of the project. \$38,000 from KN 13510, and \$117,000 from KN 13481.								4769	5411

Key No	Project	Scheduled Costs (including Match) (costs in \$1,000)							
		Cost year	PE	PEC	RW	UT	CE	CN	SUM
12368	Franklin Road, Black Cat Road to Ten Mile Road, Meridian	2015							0
	Funding Source: STP-TMA	2016				220	640	6411 <u>6011</u>	7274 <u>6871</u>
	Widen Franklin Road from two-lane to five-lane from Black Cat Road to Ten Mile Road. Work includes curb, gutter, drainage swales, sidewalks, and bicycle facilities, and reconstructing the intersection at Franklin Road and Black Cat Road with a seven-lane by seven-lane intersection. Reduce CN in FY2016 by \$400,000 based on design estimate. Move funds to KN 13481.	2017							0
		2018							0
		2019							0
		PD							0
		SUM	0	0	0	220	640	6411 <u>6011</u>	7274 <u>6871</u>
12369	Capital Maintenance, ACHD – FY2018	2015							
	Funding Source: STP-TMA	2016	10 <u>0</u>	415 <u>0</u>					425 <u>0</u>
	Supplement the local maintenance program, to complete work such as overlays on arterials and collectors in the Boise Urbanized Area. Decrease PE/PC in FY2015 by \$425,000. Move \$20,000 to KN 13481, \$140,000 to KN 13511, and \$255,000 to KN 12373. Decrease CE/CN by \$5,495,000. Move funds to KN 13481. This allows a shift in maintenance funds from FY2018 to FY2017.	2017							
		2018					719 <u>0</u>	4776 <u>0</u>	5495 <u>0</u>
		2019							
		PD							
		SUM	10 <u>0</u>	415 <u>0</u>	0	0	719 <u>0</u>	4776 <u>0</u>	5920 <u>0</u>
CPA1 (12373)	Planning, COMPASS	2015		582 <u>407</u>					582 <u>407</u>
	Funding Source: STP-TMA	2016		80 <u>255</u>					80 <u>255</u>
	Assist COMPASS in Meeting federal transportation planning responsibilities. These projects tie to ITD key numbers 12373, 12374, 12478, 13900, and 19060. Decrease PC in FY2015 by \$175,000. Move funds to KN 13479. Increase PC in FY2015 by \$175,000. Funds from KN 12369.	2017			331				331
		2018			232				232
		2019			232				232
		PD			232				232
		SUM	0	1689	0	0	0	0	1689
	CPA1 (12373)	Planning, COMPASS	2015						
Funding Source: STP-U		2016							0
Same as above. No changes for this fund source.		2017							0
		2018			99				99
		2019			99				99
		PD							0
		SUM	0	198	0	0	0	0	198

Key No	Project	Scheduled Costs (including Match) (costs in \$1,000)							
		Cost year	PE	PEC	RW	UT	CE	CN	SUM
13479	Capital Maintenance, ACHD – FY2017	2015	10	250 <u>617</u>					260 <u>627</u>
	Funding Source: STP-TMA Supplement the local maintenance program, to complete work such as overlays on arterials and collectors in the Boise Urbanized Area. Increase PC in FY2015 by \$367,000. \$112,000 from KN 13510, \$255,000 from KN 12373. Increase CE/CN by \$4,000,000 from KN 13481. This allows a shift in maintenance funds from FY2018 to FY2017.	2016							0
		2017					215 <u>811</u>	2030 <u>5434</u>	2245 <u>6245</u>
		2018							0
		2019							0
		PD							0
		SUM	10	250 <u>617</u>	0	0	215 <u>811</u>	2030 <u>5434</u>	2505 <u>6872</u>
13481	State Street and Collister Drive Intersection, ACHD	2015		38 <u>60</u>	385 <u>10</u>				423 <u>70</u>
	Funding Source: STP-TMA Intersection improvements at State Street and Collister Drive in the City of Boise. Decrease ROW in FY2015 by \$375,000, and increase PC by \$22,000 (to add visualization to outreach efforts). Increase ROW in FY2016 by \$423,000. Decrease CE/CN in FY2017 by \$4,640,000. Increase CE/CN in FY2018 by \$6,422,000. Increase CN in FY2019 by \$1,949,000 (making project advance construction). Affects the following KN: 12363, 12368, 12369, 13479, 13482, 13902, 13903, 18948, CL180, CL190, and available program funding. (see balancing table for details)	2016			125 <u>548</u>				125 <u>548</u>
		2017					610 <u>0</u>	4030 <u>0</u>	4640 <u>0</u>
		2018					0 <u>1255</u>	0 <u>5167</u>	0 <u>6422</u>
		2019						0 <u>1949</u>	0 <u>1949</u>
		PD							0
		SUM	0	38 <u>60</u>	510 <u>558</u>	0	610 <u>1255</u>	4030 <u>7116</u>	5188 <u>8989</u>
13482	Capital Maintenance, VRT, Boise – FY2018	2015							0
	Funding Source: STP-TMA For replacement transit bus or replacement transit facility in FY2018. Increase CN in FY2017. \$240,000 from KN 13481, and \$44,000 from KN CL170. Shifts VRT maintenance funds from FY2018 to FY2017.	2016							0
		2017							0
		2018						334 <u>50</u>	334 <u>50</u>
		2019							0
		PD							0
		SUM	0	0	0	0	0	334 <u>50</u>	334 <u>50</u>
13902	Capital Maintenance, VRT, Boise – FY2017	2015							0
	Funding Source: STP-TMA For replacement transit bus or replacement transit facility in FY2017.	2016							0
		2017						500 <u>784</u>	500 <u>784</u>
		2018							0
		2019							0
		PD							0

Key No	Project	Scheduled Costs (including Match) (costs in \$1,000)							
		Cost year	PE	PEC	RW	UT	CE	CN	SUM
	Increase CN in FY2017. \$240,000 from KN 13481, and \$44,000 from KN CL170. Shifts VRT maintenance funds from FY2018 to FY2017.	SUM	0	0	0	0	0	500 <u>784</u>	500 <u>784</u>
13903	Capital Maintenance, ACHD – FY2019	2015							0
	Funding Source: STP-TMA	2016							0
	Supplement the local maintenance program, to complete work such as overlays on arterials and collectors in the Boise Urbanized Area. Decrease CN in FY2019 by \$1,849,000. Move funds to KN 13481.	2017	20	405					425
		2018							0
		2019					768	5066 <u>3217</u>	5834 <u>3985</u>
		PD							0
		SUM	20	405	0	0	768	5066 <u>3217</u>	6259 <u>4410</u>
18948	Planning, Freight and Goods Movement Study Update, COMPASS	2015						0	
Funding Source: STP-TMA	2016							0	
Project will update information from the 2008 freight study; provide information about freight and goods movement in the Treasure Valley, including choke points and freight problem areas; identify needed improvements, including in access, safety, impact on other modes; identify economic impacts of freight to the regional economy. (Per Board direction, the cost of this project will be reviewed in FY2016 prior to development of the scope of work.) Decrease PC in FY2018 by \$400,000 and move funds to KN 13481. Increase PC in FY2017 by \$400,000, funds from KN 13481. Shifts projects funds from FY2018 to FY2017.	2017			0 <u>400</u>				0 <u>400</u>	
	2018			400 <u>0</u>				400 <u>0</u>	
	2019							0	
	PD							0	
	SUM	0	400	0	0	0	0	400	
CL170	Set-Aside for STP-TMA Cost Increases – FY2017	2015							0
	Funding Source: STP-TMA	2016							0
	Set-aside for STP-TMA cost increases. Decrease CN in FY2017 by \$128,000. Move \$44,000 to KN 13902 and \$84K to balance program.	2017						128 <u>0</u>	128 <u>0</u>
		2018							0
		2019							0
		PD							0
		SUM	0	0	0	0	0	128 <u>0</u>	128 <u>0</u>
CL180	Set-Aside for STP-TMA Cost Increases – FY2018	2015							0
	Funding Source: STP-TMA	2016							0
	Set-aside for STP-TMA cost increases.	2017							0
		2018						175 <u>0</u>	175 <u>0</u>

Key No	Project	Scheduled Costs (including Match) (costs in \$1,000)							
		Cost year	PE	PEC	RW	UT	CE	CN	SUM
	Decrease CN in FY2018 by \$175,000 and move to KN 13481.	2019							0
		PD							0
		SUM	0	0	0	0	0	175 <u>0</u>	175 <u>0</u>
CL190	Set-Aside for STP-TMA Cost Increases – FY2019	2015							0
	Funding Source: STP-TMA	2016							0
		2017							0
	Set-aside for STP-TMA cost increases.	2018							0
		2019						100 <u>0</u>	100 <u>0</u>
	Decrease CN in FY2018 by \$105,000 and move to KN 13481.	PD							0
		SUM	0	0	0	0	0	100 <u>0</u>	100 <u>0</u>

PE = Preliminary Engineering

PC = Preliminary Engineering Consultant

RW = Right-of-Way

UT = Utilities

CE = Construction Engineering

CN = Construction

FY = Fiscal Year

KN = Key Number

STP-TMA = Surface Transportation Program – Transportation Management Area (Boise)

STP-U = Surface Transportation Program – Urban (Nampa)

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Explanation of changes to the STP-TMA Program in the FY2015-2019 Regional Transportation Improvement Program, related to ACHD's request to delay the State Street and Collister Drive intersection project (State and Collister) (Key Number 13481)

Summary of Changes:

Key No.	Project	2015	2016	2017	2018	2019	Total Change
12363	Capital Maintenance, ACHD - FY2015	152					152
12368	Franklin, Black Cat to Ten Mile		-400				-400
12369	Capital Maintenance, ACHD - FY2018		-425		-5495		-5920
12373	COMPASS Planning - FY2015 & 2016	-175	175				0
13479	Capital Maintenance, ACHD - FY2017	367		4000			4367
13481	State Street and Collister Drive Intersection	-353	423	-4640	6422	1949	3801
13482	Capital Maintenance, VRT - FY2018				-284		-284
13902	Capital Maintenance, VRT - FY2017			284			284
13903	Capital Maintenance, ACHD - FY2019					-1849	-1849
18948	Freight and Goods Movement Study Update, COMPASS			400	-400		0
CL170	Contract Increase Set-Aside			-128			-128
CL180	Contract Increase Set-Aside				-175		-175
CL190	Contract Increase Set-Aside					-100	-100
*TOTALS		-9	-227	-84	68	0	-252

*Totals may not balance to zero because each year of the program is balanced to 100% of available funds.

Reasons for Request:

1. Design and construction funding for the State and Collister project needs to be delayed one year each, because of delays in the design and environmental phases of the project. Actual construction will not be delayed an entire year, but will start in early FY2018 (fall/winter of 2017).
2. Construction estimate of the State Street and Collister intersection project increased by \$3.7 million.

Reason for Expedited Timing:

1. The State and Collister project has right-of-way acquisition programmed in FY2015. To obligate right-of-way funds, the environmental document must be approved. The project is still working through to the environmental phase. The right-of-way funds need to be moved to other projects for timely obligation.

- a. The Capital Maintenance project for ACHD in FY2017 (Key Number 13479) is recommended to increase by \$4 million in construction costs in FY2017 (swapping funding years with the State and Collister project). In order to increase construction, design (programmed in FY2015) must also increase. Obligation of the design funds are the hinge that create the need for expedited action.

Overall Effect of the Changes on the Program:

1. Most funds from the FY2018 ACHD maintenance project are shifted to the FY2017 maintenance project in order to cover the delay of the State and Collister project construction.
2. Overall, maintenance is decreased by \$3,250,000 over the five years in the program.
3. COMPASS and Valley Regional Transit projects are effected only by timing. No funding was removed from projects sponsored by these agencies.

Other Assumptions and Expectations:

1. ACHD staff is trying to reduce the overall cost of the State and Collister project. However, the current concept level cost estimates must be used until better estimates are available.
 - a. Staff assumes that between cost savings on design of the project and possible construction or right-of-way actual cost savings on other projects in the program, advance construction (construction programmed in FY2019) may not be necessary.
 - b. If this occurs, funds could shift back to the FY2019 ACHD maintenance project (Key Number 13903). This is the reason design funds for the FY2019 maintenance project are not proportional. The FY2019 project is set to receive additional maintenance segments if funds are released in the future.
2. ACHD staff expects the Franklin, Black Cat to Ten Mile project could end up with a lesser cost estimate when the project is bid. So far, \$400,000 was reduced from the construction cost of this project based on final design estimates. These funds could also be programmed to maintenance.

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BOARD AGENDA ITEM VII-D DATE: MARCH 16, 2015

Topic: Revision 2 of the FY2015 Unified Planning Work Program and Budget

Request/Recommendation:

Staff seeks COMPASS Board adoption of Resolution 10-2015 approving Revision 2 of the FY2015 Unified Work Program and Budget.

Background/Summary:

Federal metropolitan planning rules require that COMPASS produce a Unified Planning Work Program and Budget (UPWP), which is periodically amended to accommodate changes in revenues, expenses, staffing, and scope. These amendments are accomplished through a Board resolution with subsequent distribution of the approved resolution and documents to the appropriate funding agencies.

Revision 2 of the FY2015 UPWP is proposed for the following reason:

To add \$18,750 of revenue and expense (*\$15,000 federal aid and \$3,750 matching funds*) to reflect the award of "Technology Deployment Funds."

Technology Deployment Funds will pay for at least three (3) automated bicycle counters that will enable COMPASS to receive bicycle demand data on the system at dangerous locations. These counters will provide quantitative data to plan alternative solutions to unsafe roadway conditions which may include revising posted automobile speeds, adding bike lanes and signage, and identifying parallel routes.

The Finance Committee reviewed the proposed amendments at its February 26, 2015, meeting and recommended approval of Revision 2 of the FY2015 UPWP as presented.

Implication (policy and/or financial):

Without COMPASS Board adoption of Revision 2 of the FY2015 UPWP, the agency cannot make full use of financial resources.

More Information:

- 1) Attachment
- 2) For detailed information contact: Megan Larsen, at 475-2228 or mlarsen@compassidaho.org.

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RESOLUTION NO. 10-2015

FOR THE PURPOSE OF APPROVING REVISION 2 OF THE FY2015 UNIFIED PLANNING WORK PROGRAM AND BUDGET

WHEREAS, the FY2015 Unified Planning Work Program and Budget was adopted by the Community Planning Association of Southwest Idaho Board of Directors under Resolution 11-2014, dated August 18, 2014; and

WHEREAS, Revision 1 of the FY2015 Unified Planning Work Program and Budget was adopted by the Community Planning Association of Southwest Idaho Board of Directors under Resolution 06-2015, dated December 15, 2014; and

WHEREAS, the Community Planning Association of Southwest Idaho desires to amend the annual Unified Planning Work Program and Budget as part of timely reviews; and

WHEREAS, the Community Planning Association of Southwest Idaho desires to incorporate funding and program revisions in the Unified Planning Work Program and Budget to recognize federal dollars for both COMPASS and pass-through agreements to other agencies; and

WHEREAS, the attached memorandum and supporting documentation summarizes the adjustments included in Revision 2 of the FY2015 Unified Planning Work Program and Budget and is made a part hereof.

NOW, THEREFORE, BE IT RESOLVED, that the Community Planning Association of Southwest Idaho Board of Directors approves by Resolution Revision 2 of the FY2015 Unified Planning Work Program and Budget;

BE IT FURTHER RESOLVED, that the Chair and Executive Director are authorized to submit all grant and contract revisions and sign all necessary documents for grant and contract purposes.

DATED this 16th day of March, 2015.

APPROVED:

By: _____
Garret Nancolas, Chair
Community Planning Association
of Southwest Idaho Board of Directors

ATTEST:

By: _____
Matthew J. Stoll, Executive Director
Community Planning Association
of Southwest Idaho

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COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO
Recommended Changes to FY2015 - Revision 2
Summary

FY2015 Rev 1 UPWP Revenues		3,565,961	FY2015 Rev 1 UPWP Expenses	3,565,961
1	Add new discretionary funds from Federal Highway Administration for T2 Deployment Program. Add fund balance for 20% match requirement.	15,000 3,750	Program 605, Multi Modal Planning; Treasure Valley Bicycle and Pedestrian Data Collection. Add \$18,750 for additional bicycle and pedestrian counters.	18,750
FY2015 Revision 2 UPWP Revenues		3,584,711	FY2015 Revision 2 UPWP Revenues	3,584,711

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**COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO
FY2015 UNIFIED PLANNING WORK PROGRAM and Budget - Revision 2
REVENUE AND EXPENSE SUMMARY**

REVENUE	FY2015 Revision 1	FY2015 Revision 2
GENERAL MEMBERSHIP		
Ada County	199,509	199,509
Ada County Highway District	199,509	199,509
Canyon Highway District No. 4	11,964	11,964
Nampa Highway District No. 1	11,964	11,964
City of Boise	95,999	95,999
City of Caldwell	31,375	31,375
Canyon County	131,049	131,049
City of Eagle	10,344	10,344
City of Garden City	4,921	4,921
City of Kuna	7,085	7,085
City of Meridian	37,583	37,583
City of Middleton	4,067	4,067
City of Nampa	56,110	56,110
City of Parma	1,329	1,329
City of Star	3,148	3,148
City of Wilder	1,018	1,018
Subtotal	806,974	806,974
SPECIAL MEMBERSHIP		
Boise State University	8,100	8,100
Capital City Development Corporation	8,100	8,100
Department of Environmental Quality	8,100	8,100
Idaho Transportation Department	8,100	8,100
Valley Regional Transit	8,100	8,100
Subtotal	40,500	40,500
GRANTS AND SPECIAL PROJECTS		
FHWA/FTA - Consolidated Planning Grants		
CPG - FY2014 K# 12380 Ada County - Carry Over	468,944	468,944
CPG - FY2014 K# 12380 Canyon County - Carry Over	236,049	236,049
CPG - FY2015 K# 12381 Ada County	886,544	886,544
CPG - FY2015 K# 12381 Canyon County	311,489	311,489
Sub Total CPG Grants	1,903,026	1,903,026
STP TMA - K# 12373, off-the-top funds for Planning	289,051	289,051
STP TMA - K# 13048, onboard transit survey	324,310	324,310
FHWA - T2 Deployment Program		15,000
Subtotal	613,361	628,361
OTHER REVENUE SOURCES		
Idaho Department of Environmental Quality	18,150	18,150
Ada County Air Quality Board	64,350	64,350
Interest Income	4,056	4,056
Subtotal	86,556	86,556
COMPASS REVENUE	3,450,416	3,465,416
Draw From Fund Balance	115,545	119,295
TOTAL, ALL RESOURCES	3,565,961	3,584,711

EXPENSE	FY2015 Revision 1	FY2015 Revision 2
SALARY, FRINGE & CONTINGENCY		
Salary	1,190,683	1,190,683
Fringe	498,883	498,883
Medical Expense Reimbursement Plan	-	-
Salary Contingency (Overtime and Bonus)	20,000	20,000
Sick Time Trade	10,000	10,000
Interns	12,500	12,500
Subtotal	1,732,066	1,732,066
INDIRECT OPERATIONS & MAINTENANCE		
COMPASS	218,093	218,093
Subtotal	218,093	218,093
DIRECT OPERATIONS & MAINTENANCE		
605, Treasure Valley Bicycle and Pedestrian Data Collection	130,000	148,750
620, Growth and Transportation Monitoring	1,750	1,750
647, Regional Growth Issues and Options	1,500	1,500
653, Communications and Education	98,185	98,185
661, <i>Communities in Motion</i>	137,465	137,465
685, Transportation Improvement Program	3,500	3,500
686, Planning for Project Development	125,000	125,000
701, General Membership Services	12,365	12,365
702, Air Quality Outreach	75,000	75,000
760, Legislative Services	112,550	112,550
801, Staff Development	28,500	28,500
820, Committee Support	2,000	2,000
836, Regional Travel Demand Model	59,000	59,000
838, Household Travel Survey	350,000	350,000
842, Congestion Management and ITS	109,000	109,000
860, Geographic Information System Maintenance	1,200	1,200
861, Regional Orthophotography		
862, Regional Data Center	52,360	52,360
990, Direct Operations and Maintenance	316,427	316,427
Subtotal	1,615,802	1,634,552
COMPASS EXPENSE	3,565,961	3,584,711

COMPASS REVENUE AND EXPENSE SUMMARY		
TOTAL REVENUE	3,565,961	3,584,711
LESS: TOTAL EXPENSES	3,565,961	3,584,711
CHANGE IN FUND BALANCE	0	0

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FY2015 - Revision 2

REVENUE AND EXPENSE SUMMARY

COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO
 FY2015 UNIFIED PLANNING WORK PROGRAM and Budget - Revision 2
 EXPENSES BY WORK PROGRAM NUMBER AND FUNDING SOURCE

WORK PROGRAM NUMBER	EXPENSES				FEDERAL								MATCH, LOCAL & OTHER FUNDING				TOTAL FUNDING SOURCES
					FUNDING SOURCES								Required Match	Local Funds	Other Revenue	Total Local & Other	
	Work Days	Labor & Indirect Cost	Direct Cost	Total Cost	FY14 CPG Ada County K# 12380	FY14 CPG Canyon County K# 12380	FY15 CPG Ada County K# 12381	FY15 CPG Canyon County K# 12381	STP-TMA K# 12373; off the Top	STP-TMA K# 13048; On Board Transit	FHWA T2 Deployment Program	Total Federal Funds					
601 UPWP/Budget Development & Fed assurances	203	122,307	-	122,307	12,047	6,069	53,361	18,748	19,873			110,098	12,208			12,208	122,307
605 Multi Modal Planning	305	162,591	148,750	311,341	1,961	988	198,442	69,723			15,000	286,115	25,226			25,226	311,341
620 Growth and Transportation System Monitoring	169	83,354	1,750	85,104	499	252	57,799	20,308				78,858	6,247			6,247	85,104
647 Regional Growth Issues and Options	144	70,050	1,500	71,550	563	284	48,435	17,018				66,299	5,252			5,252	71,550
653 Communications and Education	270	136,320	98,185	234,505								-		227,645	6,860	234,505	234,505
661 Communities in Motion	540	307,033	137,465	444,498	72,754	28,963	175,193	58,285	76,676			411,872	32,626			32,626	444,498
685 Transportation Improvement Program	502	272,688	3,500	276,188	58,747	29,594	67,264	23,633	76,676			255,915	20,272			20,272	276,188
686 Project/Scope Development	93	54,000	125,000	179,000	33,274	16,762			115,825			165,861	13,139			13,139	179,000
692 Regional Asset and Resource Maintenance Report	9	5,034	-	5,034	47	24	3,399	1,194				4,665	370			370	5,034
693 Grant Research & Assistance	20	12,067	-	12,067								-		12,067		12,067	12,067
TOTAL PROJECTS	2,255	1,225,444	516,150	1,741,594	179,893	82,936	603,894	208,909	289,051	-	15,000	1,379,683	115,339	239,712	6,860	361,911	1,741,594
701 General Membership Services	116	61,164	12,365	73,529	45,308	22,824						68,132	5,397			5,397	73,529
702 Air Quality Outreach	12	7,500	75,000	82,500								-			82,500	82,500	82,500
703 General Public Services	33	16,843	-	16,843								-		16,843		16,843	16,843
705 Transportation Liaison Services	70	47,954	-	47,954	29,549	14,886						44,434	3,520			3,520	47,954
720 State Street Corridor Implementation	5	3,053	-	3,053	46		2,783					2,829	224			224	3,053
760 Legislative Services	76	59,784	112,550	172,334								-		165,834	6,500	172,334	172,334
761 Blueprint for Good Growth	10	6,988	-	6,988	84		6,391					6,475	513			513	6,988
TOTAL SERVICES	322	203,286	199,915	403,201	74,987	37,710	9,174	-	-	-	-	121,870	9,654	182,677	89,000	281,331	403,201
801 Staff Development	100	54,978	28,500	83,478	51,438	25,912						77,350	6,127			6,127	83,478
820 Committee Support	165	94,701	2,000	96,701	59,586	30,017						89,603	7,098			7,098	96,701
836 Regional Travel Demand Model	229	115,648	59,000	174,648	38,734	19,513	76,651	26,931				161,829	12,819			12,819	174,648
838 On-Board Transit and Household Travel Survey	27	15,794	350,000	365,794	156	78	10,656	3,744				338,945	26,849			26,849	365,794
842 Congestion Management Process	119	52,967	109,000	161,967	473	238	110,532	38,836			324,310	150,078	11,888			11,888	161,967
860 Geographic Information System Maintenance	322	135,766	1,200	136,966	39,430	27,616	44,302	15,565	-			126,913	10,053			10,053	136,966
862 Regional Data Center	94	51,574	52,360	103,934	24,248	12,029	31,336	17,503				85,115	6,742	12,077		18,819	103,934
TOTAL SYSTEM MAINTENANCE	1,056	521,428	602,060	1,123,488	214,064	115,403	273,477	102,579	-	324,310	-	1,029,833	81,578	12,077	-	93,655	1,123,488
990 Direct Operations / Maintenance	-	-	316,427	316,427								-		210,186	106,241	316,427	316,427
991 Support Services Labor	1,490	-	-	-								-				-	-
999 Indirect Operations/Maintenance	-	-	-	-								-				-	-
TOTAL INDIRECT/OVERHEAD	1,490	-	316,427	316,427	-	-	-	-	-	-	-	-	-	210,186	106,241	316,427	316,427
G R A N D T O T A L	5,123	1,950,159	1,634,552	3,584,711	468,944	236,049	886,544	311,489	289,051	324,310	15,000	2,531,387	206,571	644,652	202,101	1,053,325	3,584,711

**COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO
FY2015 UNIFIED PLANNING WORK PROGRAM and Budget - Revision 2
DIRECT EXPENSE SUMMARY**

DESCRIPTION	TOTAL DIRECT	PROFESSIONAL SERVICES (830)	EQUIPMENT / SOFTWARE (834)	TRAVEL / EVENTS / EDUCATION (840)	PRINTING (860)	OTHER (863)	PUBLIC INVOLVEMENT (864)	MEETING SUPPORT (865)	LEGAL / LOBBYING (872)	FY2016 CARRY- FORWARD
605 Multi Modal Planning	-									
Treasure Valley Bicycle and Pedestrian Data Collection	148,750		148,750							
620 Regional Growth Issues and Options	1,750		1,000	500			250			
647 Regional Growth Issues and Options	1,500	1,500								
653 Communications and Education	98,185	61,360				1,000	34,400	1,425		
661 Communities in Motion	137,465	105,644			23,821	-	8,000			
685 Transportation Improvement Program	3,500						3,500			
686 Project/Scope Development	125,000	125,000								
701 General Membership Services	12,365	12,365								
702 Air Quality Outreach	75,000	75,000								
760 Legislative Services	112,550			9,000		17,600			85,950	
801 Staff Development	28,500			28,500						
820 Committee Support	2,000							2,000		
836 Regional Travel Demand Model	59,000	59,000								
838 On-Board Transit and Household Travel Survey	350,000	350,000								
842 Congestion Management Process	109,000	15,000	94,000							
860 Geographic Information System Maintenance	1,200					1,200				
862 Regional Data Center	52,360	52,360								
990 Direct Operations / Maintenance	47,500	1,000	36,500	8,000				2,000		
990 - Grant Implementation Program	147,427					147,427				
990 - Ortho Project	61,500									61,500
990 - TREDIS Renewal (3 yrs)	60,000		60,000							
GRAND TOTAL	1,634,552	858,229	340,250	46,000	23,821	167,227	46,150	5,425	85,950	61,500

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COMPASS BOARD AGENDA ITEM VII-E

DATE: MARCH 16, 2015

Topic: Proposed Revisions to Joint Powers Agreement and COMPASS Bylaws

Request/Recommendation:

Staff seeks Board direction on inclusion of member requested changes to proposed revisions of the Joint Powers Agreement (JPA) and COMPASS Bylaws (Bylaws).

Background/Summary:

At the September 15, 2014, meeting, the COMPASS Board of Directors approved moving forward with the proposed Board and committee restructuring process. Per Board direction, the proposed revisions to the Joint Powers Agreement and COMPASS Bylaws were sent to the full Board for comment.

The Executive Committee met on December 16, 2014, and proposed additional revisions based on feedback from member agencies.

The updated proposed revisions to the Joint Powers Agreement and to the Bylaws including the feedback discussed at the December 16, 2014, meeting were sent to the full Board on January 29, 2015.

COMPASS legal counsel reviewed the documents again after the Executive Committee revisions were incorporated but after the documents were sent to the full Board on January 29, 2015. Counsel suggested minor revisions, which are shown in blue in the attached redlines.

The proposed revisions were presented at the February 23, 2015, Board meeting. At the Board meeting, it was determined that the Board members were to email their comments regarding the draft Joint Powers Agreement and Board Bylaws to Matt Stoll by March 2, 2015, at 5:00 pm, specifying the sections to be changed. Written comments were received from the City of Middleton, Nampa Councilman Paul Raymond, and the City of Boise. The comments received are included here as attachments three through five.

The redline versions of the Joint Powers Agreement and Bylaws presented at the February 23, 2015, Board meeting are provided as attachments one and two.

Implication (policy and/or financial):

Without COMPASS Board adoption of revisions to the Joint Powers Agreement and Bylaws, the existing documents will remain in place.

More Information:

- 1) Attachments:
 1. Redline version of Joint Powers Agreement
 2. Redline version of Bylaws
 3. Comments from the City of Middleton
 4. Comments from the Nampa Councilman Paul Raymond
 5. Comments from the City of Boise
- 2) For detailed information contact: Matt Stoll, at 475-2266 or mstoll@compassidaho.org.

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**~~SECOND~~THIRD RESTATED AND AMENDED JOINT POWERS
AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO,
A NONPROFIT ASSOCIATION**

~~(Modified 11/15/1999)~~

~~(2/22/2010)~~

~~(_____ /20 _____)~~

~~THIS AGREEMENT is entered into this 15th day of November, 1999, by and among the following public agencies: Ada County whose address is 650 Main Street, Boise ID 83702; Ada County Highway District whose address is 318 E. 37th St., Garden City, ID 83714; City of Boise whose address is~~ THIS THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO, A NONPROFIT ASSOCIATION (hereinafter "Agreement"), is made effective the _____ day of _____, 2015, to restate and amend that certain Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, dated February 22, 2010, and is entered into by and among the undersigned Public Agencies, who are Initial Parties and Subsequent Parties; who are General Members (as defined in Section 6.1.6.D) of the Voting Board of Directors.

~~150 N. Capitol Blvd. Boise, ID 83702, City of Eagle whose address is 310 E. State, Eagle, ID 83616, City of Garden City whose address is 201 E. 50th, Garden City, ID 83714, City of Kuna whose address is 329 W. 3rd, Kuna, ID 83634, City of Meridian whose address is 33 E. Idaho, Meridian ID 83642, and City of Star whose address is Star, ID 83669.~~

1. TITLE OF AGREEMENT:

This Agreement shall be known and referred to as the "~~Second~~Third Restated ~~And~~and Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~of ~~the~~ Community Planning Association of Southwest Idaho, a Nonprofit Association."

2. DEFINITIONS:

For all purposes of this Agreement the following words, terms, and phrases herein contained in this section shall be defined and interpreted as herein provided for, unless the clear context of the presentation of the same requires otherwise:

~~SECOND~~THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION ~~OF THE~~ COMMUNITY PLANNING ASSOCIATION OF ~~SOUTHWESTERN~~SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 1

- 2.1 "Ada County"~~,"~~ means and refers to Ada County, a ~~party~~Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, ~~whose address is 650 Main Street, Boise ID 83702.~~
- 2.2 "Ada County Highway District" means and refers to the Ada County Highway District, a ~~party~~Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, ~~whose address is 318 E. 37th St., Garden City, ID 83714.~~
- 2.3 "Association" means and refers to the Community Planning Association of Southwest Idaho, a Nonprofit Association formed pursuant to this ~~agreement~~Agreement.
- 2.4 "Board" means and refers to the Board of Directors of the Community Planning Association of Southwest Idaho, a Nonprofit Association. The Board may also be referred to in this Agreement as the "Board of Directors."
- 2.5 "Boise" means and refers to the City of Boise, a ~~party~~Party to this Agreement, which is a municipal corporation and government subdivision, organized and existing pursuant to the laws of the State of Idaho, ~~whose address is 150 N. Capitol Blvd. Boise, ID 83702.~~
- ~~2.6~~2.6 "Caldwell" means and refers to the City of Caldwell, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.
- ~~2.7~~2.7 "Canyon County" means and refers to Canyon County, a Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.
- ~~2.8~~2.8 "Canyon Highway District #4" means and refers to Canyon Highway District #4, a Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.
- ~~2.9~~2.9 "COMPASS" means and refers to the Community Planning Association of Southwest Idaho, a Nonprofit Association formed pursuant to this ~~agreement~~Agreement.
- ~~2.7~~10 "Countywide highway district" means and refers to a single countywide highway district organized pursuant to Chapter 14, Title 40, Idaho Code or any re-codifications and/or amendments of the same.

- 2.811 "Eagle";" means and refers to the City of Eagle, a ~~party~~Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, ~~whose address is 310 E. State, Eagle, ID 83616.~~
- 2.912 "Equipment" means, refers to, and includes all that equipment described in Exhibit A, attached hereto, and by this reference incorporated herein as if set forth at length.
- ~~2.10~~2.13 "Executive Committee" means and refers to the Executive Committee appointed by the Board pursuant to Section 6.1.12 of this Agreement and the bylaws.
- 2.14 "Executive Director" means and refers to the Executive Director of the Community Planning Association of Southwest Idaho, a Nonprofit Association.
- 2.1115 "Fiscal Year" means and refers to that certain twelve-month period of time within which budgets are calculated, expenditures are made, and tax and other revenues are collected, as established by state law for the ~~parties~~Parties, which at this time commences October 1st and ends on September 30th of the following calendar year.
- 2.1216 "Garden City" means and refers to the City of Garden City, a ~~party~~Party to this Agreement, which is a municipal corporation and political subdivision, organized and existing pursuant to the laws of the State of Idaho, ~~whose address is 201 E. 50th, Garden City, ID 83714.~~
- 2.1317 "General Member" means and refers to a General Member of the Community Planning Association of Southwest Idaho, a Nonprofit Association.
- 2.1418 "Initial Party" means and refers to the ~~initial parties~~Initial Parties to this ~~agreement~~Agreement being the Cities of Boise, Eagle, Garden City, Kuna, Meridian, and Star and the Ada County Highway District, and Ada County.
- 2.1519 "Kuna" means and refers to the City of Kuna, a ~~party~~Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho ~~whose address is 329 W. 3rd, Kuna, ID 83634.~~
- 2.1620 "Meridian" means and refers to the City of Meridian, a ~~party~~Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.

~~2.21~~ "Middleton" means and refers to the City of Middleton, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho ~~whose address.~~

~~2.22~~ "Nampa" means and refers to the City of Nampa, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho ~~33 E. Idaho, Meridian, ID 83642.~~

~~2.17~~ ~~2.23~~ "Nampa Highway District #1" means and refers to the Nampa Highway District #1, a Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.

~~2.24~~ "Parma" means and refers to the City of Parma, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.

~~2.25~~ "Parties" means and refers to any ~~party~~Party to this ~~agreement~~Agreement and shall also mean and refer to subsequent ~~parties~~Parties as ~~members~~General Members of the Community Planning Association of Southwest Idaho, a Nonprofit Association that is formed by the provisions of this ~~agreement~~Agreement.

~~2.18~~~~26~~ "Planning Services" means and refers to coordination and planning activities such as the preparation, review and recommendation of plans, policies and programs which may include, but are not limited to air and water quality, economic development, emergency management, land use, mapping and geographic information systems, population and employment, public services, facilities and utilities, recreation, parks and open space; and transportation for any Public Agency which is entitled to those services as provided in this ~~agreement~~Agreement.

~~2.19~~~~27~~ "Public Agency" means any city or political subdivision of the state of Idaho, including, but not limited to cities, counties, school districts, highway districts; and instrumentalities of counties, cities or any political subdivision created under the laws of the State of Idaho; any agency of the State of Idaho; and any city or political subdivision of any State within the United States of America.

~~2.20~~~~28~~ "Real property" means and refers to certain parcels of real property no matter where located together with the improvements thereon.

~~2.21~~ ~~2.29~~ "Southwest Idaho," as referenced in the name of the nonprofit association, or elsewhere in this Agreement, means and includes the ten-county area comprised of Ada, Adams, Boise, Canyon, Elmore, Gem, Owyhee, Payette, Valley and

Washington Counties.

2.30 "Special Purpose Member" means and refers to a Special Purpose Member of the Community Planning Association of Southwest Idaho, a Nonprofit Association.

2.2231 "Subsequent Party" means and refers to any ~~public agency~~Public Agency that becomes a ~~general member~~General Member of COMPASS which is not an ~~initial party~~Initial Party.

2.2332 "Star" means and refers to the City of Star, a ~~party~~Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho ~~whose address.~~

2.33 "Wilder" means and refers to the City of Wilder, a Party to this Agreement, which is ~~Star,~~a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho ~~83669.~~

3. RECITALS:

3.1 Powers and Intentions of Parties

3.1.1 WHEREAS, there ~~exists~~existed that certain Amended and Restated Articles of Agreement of the Ada Planning Association, to which ~~the parties~~certain Parties to this ~~agreement are parties;~~Agreement were Parties, as was restated and amended by that certain Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, to which the certain Parties to this Agreement were Parties; and

3.1.2 WHEREAS it is the intent and purpose of the ~~parties~~Parties to this Agreement to continue and ~~amend and to~~ restate and amend the ~~Amended and Second Restated and Amended Joint Powers Agreement and~~ Articles of Agreement Reformation and Organization of the ~~Ada~~Community Planning Association of Southwest Idaho, a Nonprofit Association to the provisions of this ~~agreement~~Agreement which shall amend and supersede the provisions of the ~~Amended and Second Restated and Amended Joint Powers Agreement and~~ Articles of Agreement Reformation and Organization of the ~~Ada~~Community Planning Association of Southwest Idaho, a Nonprofit Association; and

~~SECOND~~THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION ~~OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN~~SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 5

- 3.1.3 WHEREAS, it is the intent and purpose of the ~~parties~~Parties to reform and restate the legal organizational agreement governing the formation and operation ~~and name~~ of the Community Planning Association of Southwest Idaho, a Nonprofit Association (renamed from “Ada Planning Association” by previous amendment) to provide for its separate legal entity status as a nonprofit association in accordance with the provisions of Chapter 7 of Title 53 Idaho Code, ~~and to rename it the Community Planning Association of Southwest Idaho, a Nonprofit Association;~~ and
- 3.1.4 WHEREAS, it is the intent and purpose of the ~~parties~~Parties to exercise their powers and authority jointly in accordance with the provisions of Idaho Code ~~“§§~~ 67-2326 - 67-2330; and
- 3.1.5 WHEREAS, by the provisions of Chapter 65 of Title 67 Idaho Code, the ~~parties~~Parties have certain planning duties and responsibilities and authority, and it is recognized, depending on the party and the authority provided to that party by the Idaho Legislature, that all are in need of Planning Services; and
- 3.1.6 WHEREAS, increasing interdependence among local governments of southwest Idaho has made it advisable to coordinate certain local government planning functions throughout the region; and
- 3.1.7 WHEREAS, the Parties wish to make the most efficient use of their powers by cooperating to their mutual advantage in coordinating local government planning functions; and
- 3.1.8 WHEREAS, there is a demonstrated need for a regional planning and cooperative organization in southwest Idaho to provide a forum for discussion and study of area problems of mutual interest and concern and to facilitate the development of policies, actions, and recommendations for the solution of such problems; and
- 3.1.9 WHEREAS, it is the desire of the Parties that constructive and workable policies and programs for meeting the common and individual problems and concerns of the various ~~public agencies~~Public Agencies within southwest Idaho will be most effectively and expeditiously developed by regular meetings of cities, counties, ~~school districts~~, highway districts and other political subdivisions, together with other agencies and entities concerned with particular problems, in a regional, voluntary and

cooperative association dedicated to the study and solution of these problems; and

3.1.10 WHEREAS, it is the desire of the Parties to establish generalized policies and comprehensive regional plans, while concurrently providing that each member ~~public agency~~Public Agency retain the authority to adopt and implement the detailed plans within its own jurisdictional area in coordination with all of the members for the highest good of the citizens of the region; and

3.1.11 WHEREAS, ~~public agencies~~Public Agencies in southwest Idaho have in common the responsibility for the general welfare of the public to study, discuss and recommend policies for the solution of area problems of direct concern to the performance of their constitutional and statutory powers and responsibilities, and have the right to jointly exercise these powers and responsibilities and expend public funds for these purposes.

NOW THEREFORE, in consideration of the foregoing recitals, considerations and purposes, the ~~parties~~Parties covenant and agree as follows:

4. INCORPORATION OF RECITALS:

4.1 That the above recitals are contractual and binding and are incorporated herein as if set forth in full.

5. DURATION:

5.1 Term: This Agreement is perpetual unless terminated or dissolved as herein provided.

6. ARTICLES OF REFORMATION AND ORGANIZATION OF A NONPROFIT ASSOCIATION:

~~The Ada Planning Association Amended and Restated Articles of Agreement~~The Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, are hereby further amended and reformed and organized as a separate legal entity as a nonprofit association under the provisions and authority of Chapter 7 of Title 53 Idaho Code¹ which is organized as follows:

¹Note: for purposes of ~~I.C.~~Idaho Code § 53-701(1) these Articles shall also be considered rules or practices of organization.

~~SECOND~~THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION -OF THE COMMUNITY PLANNING ASSOCIATION OF ~~SOUTHWESTERN~~SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 7

6.1 The Parties, acting as the organizers of a nonprofit association under the Uniform Unincorporated Nonprofit Association Act, adopt the following Articles of Organization for such nonprofit association:

6.1.1 Name: The name of the nonprofit association is the "Community Planning Association of Southwest Idaho, a Nonprofit Association."

6.1.2 Nonprofit Association: This Association is a nonprofit association organized and existing under the Uniform Unincorporated Nonprofit Association Act of the State of Idaho, presently codified at chapter 7 of Title 53 Idaho Code.

6.1.3 Purposes: The purposes for which this ~~association~~Association exists are:

A. Purpose: To conduct and/or coordinate various planning services, activities and functions of and for the ~~parties~~Parties which may include the preparation, review and/or recommendation of plans, policies and programs related to planning and regulatory responsibilities for:

1. Air and water quality;
2. Economic development;
3. Emergency management;
4. Land use, mapping and geographic information systems;
5. Population and employment;
6. Public services, facilities and utilities;
7. Recreation, parks and open space;
8. Transportation; and
9. Such other purposes and authority as are consistent with the conduct of planning services for members or in the pursuit and/or performance of cooperative agreements for regional planning as hereinafter provided.

B. Authority to Enter Into Cooperative Agreements for Regional Planning:

1. The Association, upon authorization of the Board, may enter into agreements with counties, municipalities, and political subdivisions in southwest Idaho for the purpose of jointly

exercising the powers of the Association set forth herein, so long as the purpose of the joint action will, in the judgment of the Board, further the purposes of this Joint Powers Agreement.

2. The Association shall have the authority to manage or administer contracts with agencies of the federal government and other providers of funding when acting jointly with other government entities under this Section.
3. The purpose of any cooperative agreement authorized under this Sub-section shall be to permit the Association to address problems of a regional nature in southwest Idaho, but which may transcend County boundaries, to facilitate joint planning on a regional level and to provide for the administration of contracts with the Federal government or other funding sources for regional planning.

C. This ~~association~~Association shall also be considered an unincorporated association as defined in Idaho Code ~~§~~§ 6-1601(6) and which ~~association~~Association is organized and exists exclusively for nonprofit purposes and for the purpose of bestowing benefits upon the community at large, and no part of the net income, if any, of this ~~association~~Association shall be distributed to its members, directors or officers.

6.1.4 Initial Registered Office and Agent: The address of the ~~initial~~initial registered office of this nonprofit association ~~is was~~is 413 W. Idaho Street, Boise, Idaho 83702, and the name of the nonprofit association's initial registered agent at such address ~~is was~~is Clair M. Bowman, Executive Director. ~~The Board may re-designate~~The Board may re-designate the regular office and agent from time to time as it sees fit.

6.1.4.1 ~~Current Registered Office and Agent: As of the date of this restated and amended Agreement, the address of the current registered office of this nonprofit association is 700 NE 2nd Street, Suite 200, Meridian, Idaho 83642, and the name of the nonprofit association's current registered agent at such address is Matthew J. Stoll, Executive Director. The Board may re-designate~~the regular office and agent from time to

time as it sees fit.

- 6.1.5 Dissolution Provisions: In the event this nonprofit association has been inactive for three (3) years or longer, the last General Members who were General Members in good standing during the last calendar year of activity shall for purposes of this section appoint members to the Board to complete dissolution of this Association in accordance with the following:

The Association shall continue its existence but may not carry on any activities except those appropriate to wind up and liquidate its affairs which includes:

- A. To preserve and protect ~~association~~Association assets and to minimize its liabilities;
- B. To discharge or make provision for discharging ~~association~~Association liabilities and obligations;
- C. To dispose of ~~association~~Association properties that will not be distributed in kind;
- D. To return, transfer or convey assets held by the ~~association~~Association upon a condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, in accordance with such condition;
- E. To transfer, subject to any contractual or legal requirements, ~~association~~Association assets as provided in or authorized by this ~~agreement~~Agreement and bylaws;
- F. If no provision has been made for distribution of assets on dissolution, it may transfer, subject to any contractual or legal requirement, ~~association~~Association assets to the last General ~~member/s~~Members who were in good standing during the last calendar year the ~~association~~Association was active; and
- G. Doing every other act necessary to wind up and liquidate its assets and affairs.

~~H.~~

Dissolution of the ~~association~~Association does not:

- 1. Transfer title to the ~~association~~Association's property;
- 2. Subject the directors or officers to standards of conduct different from those prescribed in ~~sections~~Idaho Code §§ 30-3-80 and 30-3-85, Idaho Code;
- 3. Change quorum or voting requirements for its board or members; change provisions for selection, resignation or

- removal of its directors or officers or both; or change provisions for amending its bylaws;
- 4. Prevent commencement of a proceeding by or against the ~~association~~Association in its ~~association~~Association name;
- 5. Abate or suspend a proceeding pending by or against the ~~association~~Association on the effective date of dissolution; or
- 6. Terminate the authority of the registered agent.

6.1.6 Membership: The types and classes of membership of this Association shall be as follows:

- A. Eligibility: Only ~~public agencies~~Public Agencies as defined in ~~I.C.~~Idaho Code § 67-2327 or any re-codifications and/or amendments of the same shall be allowed to become members of the Association.
- B. Establishing Membership: In order to become a member a ~~public agency~~Public Agency shall submit an application to the Board ~~of Directors~~ which shall set forth its willingness to pay the assessment provided for that ~~public agency~~Public Agency and in the case of application for General ~~Member~~ membership that the ~~public agency~~Public Agency is willing to become a ~~party~~Party to this ~~agreement~~Agreement. A ~~public agency~~Public Agency then becomes a member by approval of the Board ~~of Directors~~, and the payment of the initial assessment and, in the case of General ~~Membership~~Member membership, upon that public agency entering into this ~~agreement~~Agreement.
- C. Initial Members: The ~~initial members~~Initial Members of this nonprofit association are the ~~parties~~Initial Parties to this ~~agreement~~Agreement and include: the Cities of Boise, Eagle, Garden City, Kuna, Meridian, and Star and the Ada County Highway District, and Ada County, and all initial members are, for all purposes of this Agreement, General Members.
- D. General Members: Only ~~public agencies~~Public Agencies that are ~~either~~ an incorporated city, a county, or a ~~countywide~~ highway district may be ~~general members~~General Members. There shall be various classes of General Member, which include:
 - 1. Class 1: General Members which are a county, a countywide highway district, or General Members which are an

incorporated city with a current population greater than 100,000 according to the most recent population estimate adopted by the Board.

2. Class 2: General Members that are an incorporated city with a current population greater than 25,000 and less than 100,000 according to the most recent population estimate adopted by the Board.

3. Class 3: General Members which are an highway districts (other than countywide highway districts) or are incorporated citycities with a current population of 25,000 or fewer according to the most recent population estimate adopted by the Board.

~~4. Class 4: General Members that are a countywide highway district.~~

E. Special Purpose Members: Public agencies that do not qualify to be General Members may request to become Special Purpose Members. Special Purpose Members have all rights of membership except each such member shall only be entitled to one (1) member on the Board ~~of Directors.~~

F. Ex Officio Members: Public agencies that do not qualify to be General Members may become non-voting Ex Officio Members. Ex Officio Members shall have only those rights as authorized by the Board ~~of Directors.~~

~~G. Membership Dues: Membership Each general member agency's proportionate share of general membership dues ~~for General Members shall be set annually by the Board as is calculated using a per capita fee applied to all General Members. Membership dues for Special Purpose Members and Ex Officio members shall annually be determined by the Board.~~~~

~~G. For purposes of this section, formula based on the population ~~for cities and counties shall be one hundred percent (100%) within the member agency's jurisdiction.~~~~

~~1. County dues = (1/2 of their most current population estimates as adopted by the Board.~~

~~2.1. For purposes unincorporated county population + 1/3~~

of ~~this section, the~~ population ~~for countywide highway districts shall be sixty-five percent (65%)~~from incorporated portions of ~~their most current population estimates as adopted by the Board~~(the county) x the dues per person rate.

2. Highway district dues = (1/2 of the unincorporated county population within the highway district boundary + 1/3 of the population from incorporated portions of the county within the highway district boundary) x the dues per person rate.

3. City dues = (1/3 of each city's population within incorporated boundaries) x the dues per person rate.

4. The population data used in the calculation are the population estimates for each jurisdiction developed by COMPASS staff and approved by the Board annually.

5. The dues per person rate is the per capita rate approved by the Board.

6. Special purpose member dues for each special member are equal to 1% of the total general member dues, rounded to the nearest hundred.

H. Termination of Membership: Any membership shall be terminated upon Notice of Withdrawal to the Board given on or before September 1st, effective October 1st of any calendar year and/or upon the failure of a member to pay assessment as authorized by the board in the adoption of the budget. Such event shall terminate the membership and shall be a withdrawal from this ~~agreement~~Agreement in the case of a ~~general member~~General Member.

6.1.7 Board of Directors:

A. The business of this nonprofit association shall be managed by a Board ~~of Directors~~and the number of ~~voting directors~~Voting Members shall equal the number of director representatives there are for General and Special Purpose Members as herein provided for.

B. The Voting ~~Directors~~Members are the only members with a right to

vote on any and all questions submitted to the Board ~~of Directors~~ and shall be selected and elected by the following process:

C. General Members

1. Class 1 General Members shall each select 3 Voting Board Members.
2. Class 2 General Members shall each select 2 Voting Board Members.
3. Class 3 General Members shall each select 1 Voting Board ~~member~~Member.
- ~~4. Class 4 General Members shall each select 3 Voting Board Members. Any commissioner not elected as a Voting Board Member is hereby granted non-voting Ex Officio Membership.~~
54. Voting Board Members shall be selected by the appointing General Member and any vacancy shall be filled by the appointing General Member in a timely manner. It is strongly preferred but not required that Board Members be ~~an~~-elected ~~official~~officials of the General Member.

D. Special Purpose Members

1. Special Purpose Members shall each select one (1) Voting Board Member.
2. Voting Board Members shall be selected by the appointing Special Purpose Member and any vacancy shall be filled by the appointing Special Purpose Member in a timely manner. It is preferred but not required that Special Purpose Member Board Members be ~~an~~-elected ~~official~~officials of the Special Purpose Member.

E. Alternate Members

1. ~~1.~~—Each General Member and Special Purpose Member may also select one or more Alternate Board Member(s) to serve in the absence of an elected Board member.
 - a. ~~2.~~—Alternate Members who are not elected officials are appointed subject to approval by the Board on an

annual basis.

b. Approved Alternate Members shall have the authority to vote as Voting Members on behalf of the members for whom they are serving.

2. General Members and Special Purpose Members shall provide evidence of the appointment of their Board of ~~Directors~~Director(s) Member(s) and Alternate ~~Director~~Member(s) to the Executive Director who shall keep records of the Board ~~of Directors~~election. ~~Directors~~Members and Alternate ~~Directors~~Members who are not elected officials are appointed subject to approval by the Board on an annual basis.
- F. Each voting or non-voting Member of the Board ~~of Directors~~ shall serve without compensation from the Association and at the pleasure of the appointing Member.
- G. Organization of Board of Directors:
1. The Board ~~of Directors~~ shall have an annual meeting at ~~theits~~ principal office ~~of, or at such other place as the Board may order or direct before the Association~~ call of such meeting, on the third Monday of ~~January~~ December in each year, beginning with the year ~~2000~~ 2015, or at such other time as the Board shall announce at least thirty (30) days in advance, for the purpose of electing officers and for the transaction of such other business as may come before the Board.
 2. Notice of the annual meeting shall be given to all ~~Directors~~ Voting Members of the Board by mail and/or by phone and/or any other method reasonably calculated to give notice to the Board members, ~~and~~ fourteen (14) days in advance of the annual meeting.
- H. Officers of the Board of Directors:
1. The business of this nonprofit association as authorized by the Board ~~of Directors~~ shall be managed by Officers of the Board ~~of Directors~~ and the number of officers shall be four (4).

2. Manner of Selection. The Officers of the Board ~~of Directors~~ shall be selected and elected at the annual meeting of the Board and whose terms shall expire at the next annual meeting following their election and not until their respective successors are elected and qualified.
 3. Officers. Officers may be appointed or elected to successive terms and the Officers elected shall be the following, to-wit: Chair, Chair-Elect, Vice-Chair and Secretary-Treasurer, who shall be ~~voting members~~ Voting General Members of the Board ~~of Directors~~ and who shall be elected by a majority vote of the Voting ~~members~~ Members of the Board ~~of Directors~~. The duties and responsibilities of the Officers shall be those assigned to them by the Board ~~of Directors~~.
- I. Quorum: Any Board meeting duly called requires a majority of the Voting Members of the Board ~~of Directors~~ to reach a quorum to transact business.
 - J. Committees: The Board ~~of Directors~~ shall have authority to appoint committees of the Board and to establish special task forces, work groups, standing committees and steering committees composed of representatives as designated by the Board ~~of Directors~~ for consideration of general and specific problems assigned to it by the Board ~~of Directors~~. Said representatives to task forces, work groups, or committees shall be selected from the Board ~~of Directors~~ and other elected officials of the government entities of General and/or Special Purpose Members, (including Alternate Members), the boards and commissions of the respective members, the staffs of the respective members, private groups and organizations with a particular interest in the problem, and residents of southwest Idaho. Each committee ~~representative~~ representative may be reimbursed for expenses incurred in the performance of duties for the task force, work group, or committee, in addition to such daily allowance as the Association may hereinafter provide. The Executive Committee, appointed by the Board, shall have the authority to appoint work groups, the members of which shall be appointed by the Executive Committee, to assist the Executive Committee with its specifically delegated functions as established and set forth in the bylaws.

- K.- Open Meeting Law: All Meetings of the Board ~~of Directors and Standing Committees~~ shall be governed under the provisions of what is known as the "Open Meeting Law" including any amendments and/or re-codification of said law which is presently codified at ~~I.C.~~Idaho Code § 67-2340 - 2345.
- L. Public Records: All records of the Association shall be maintained and provided and subject to disclosure under the provisions of the Public Records Law including any amendments and/or re-codification of said law which is presently codified at ~~I.C.~~Idaho Code § 9-337 through 9-347.

6.1.8 Bylaws:

- A.- The power to make, alter, amend or repeal the bylaws of this ~~association~~Association shall be vested in its voting Board members, and the bylaws may contain any provision for the regulation and management of the affairs of this ~~association~~Association not inconsistent with this Agreement and the laws of the State of Idaho. Bylaws may be adopted and amended from time to time by two-thirds (2/3) vote of the Voting Members in attendance at a regularly scheduled meeting of the Board.
- B.- Bylaws shall include specific definition of required committees and task forces.

6.1.9- Initial Voting Board of Directors

The names and agency affiliations of the persons constituting the initial Board ~~of Directors~~ and who ~~are to serve~~served until their successors ~~are~~were elected and ~~qualify, are~~qualified, were:

NAME	AGENCY
Glen Bentley	———— City of Meridian
Dave Bivens	Ada County Highway District
Brent Coles	———— City of Boise
Robert Corrie	———— City of Meridian
Ted Ellis	———— City of Garden City
Paula Forney	———— City of Boise
Anne Hausrath	———— City of Boise
Sherry Huber	———— Ada County Highway District
Grant Kingsford	———— Ada County
Jack Kirtley	City of Star
Marlyss Meyer-Routson	———— Ada County Highway District
Greg Nelson	City of Kuna
Roger Simmons	———— Ada County
Frank Walker	———— Ada County
Rick Yzaguirre	———— City of Eagle

6.1.9.1 Current Voting Board of Directors.

As of the date of this restated and amended Agreement, the names and agency affiliations of the persons constituting the current Voting Board are:

<u>NAME</u>	<u>AGENCY</u>
<u>Rebecca Arnold</u>	<u>Ada County Highway District</u>
<u>Sarah Baker</u>	<u>Ada County Highway District</u>
<u>Dave Bieter</u>	<u>City of Boise</u>
<u>John Brunelle</u>	<u>Capital City Development Corporation</u>
<u>Dave Case</u>	<u>Ada County</u>
<u>Elaine Clegg</u>	<u>City of Boise</u>
<u>Tom Dale</u>	<u>Canyon County</u>
<u>Tammy de Weerd</u>	<u>City of Meridian</u>
<u>John Evans</u>	<u>City of Garden City</u>
<u>Kelli Fairless</u>	<u>Valley Regional Transit</u>

<u>Jim Hansen</u>	<u>Ada County Highway District</u>
<u>Craig Hanson</u>	<u>Canyon County</u>
<u>Bob Henry</u>	<u>City of Nampa</u>
<u>Maryanne Jordan</u>	<u>City of Boise</u>
<u>Nathan Leigh</u>	<u>City of Parma</u>
<u>John McEvoy</u>	<u>Canyon Highway District, #4</u>
<u>Luke McHenry</u>	<u>City of Wilder</u>
<u>Bryce Millar</u>	<u>Nampa Highway District #1</u>
<u>Nathan Mitchell</u>	<u>City of Star</u>
<u>Garret Nancolas</u>	<u>City of Caldwell</u>
<u>Greg Nelson</u>	<u>City of Kuna</u>
<u>Nicole Nimmons</u>	<u>Boise State University</u>
<u>Brent Orton</u>	<u>City of Caldwell</u>
<u>Paul Raymond</u>	<u>City of Nampa</u>
<u>Amy Revis</u>	<u>Idaho Transportation Department</u>
<u>James Reynolds</u>	<u>City of Eagle</u>
<u>Charlie Rountree</u>	<u>City of Meridian</u>
<u>Steve Rule</u>	<u>Canyon County</u>
<u>Darin Taylor</u>	<u>City of Middleton</u>
<u>Jim Tibbs</u>	<u>Ada County</u>
<u>Pete Wagner</u>	<u>Department of Environmental Quality</u>
<u>Rick Yzaguirre</u>	<u>Ada County</u>

6.1.10 Initial Officers

The names ~~and addresses~~ of the persons constituting the initial officers and who ~~are to serve~~ served until the first annual meeting of the Board ~~of Directors~~ held under the provision of this Agreement ~~are~~ were:

TITLE	NAME
Chairman:	Roger Simmons
Vice Chairman:	Sherry Huber
Secretary-Treasurer	<u>Rick Yzaguirre</u>

6.1.11 Work Program and Budget

The Executive Director shall prepare annually a proposed Work Program and Budget for the ensuing fiscal year that shall be prepared and submitted to the Board ~~of Directors~~ for consideration on or before ~~June~~ July 1 of the preceding fiscal year. The Board ~~of Directors~~ shall review the proposed Work Program and Budget, and, on or before the last regularly scheduled

meeting of the Board in the preceding fiscal year, shall approve and adopt a program of work and budget for the next fiscal year, which budget shall set the ~~assessment fee~~membership dues for all classes of General Members, ~~for~~ Special Purpose Members and Ex-officio Members. The basis upon which the ~~assessment fee and/or contribution requirements of Members of membership dues for~~ all categories of Members is ~~determined shall be established and~~ set forth in ~~the Bylaws~~Section 6.1.6.G of this Agreement.

- 6.1.12 Executive Committee: The Board ~~of Directors may shall~~ appoint an executive committee ~~of not fewer than Four (4) Directors which shall consist at a minimum of~~ (“Executive Committee”) pursuant to ~~the Chairman, Chair-Elect, Vice Chairman and the Secretary/Treasurer to serve at its pleasure~~bylaws, to act for it with respect to specifically delegated functions as established and set forth in the ~~Bylaws~~bylaws.
- 6.1.13 Planning Services: Each General or Special Purpose Member may request special services to be performed by the staff and/or any other employees or officers of the Association. Such services ~~shall~~may be provided pursuant to a specific contract executed between the particular member and the Association. Assessments ~~shall~~may be made upon those participating members that are directly benefited by the plan or project, according to said contract. The use of the employees of said participating member ~~shall~~may be taken into consideration when determining their respective share of said assessments.
- 6.1.14 Special Services or Projects: As each special service or project is considered for study, the Association shall determine how the study shall be financed and may recommend to the General and/or Special Purpose Members involved that they finance the study, either by supplying cash or contributed services; and if the members involved accept the recommendations, the study ~~shall~~may proceed under the proposed financing.
- 6.1.15 Executive Director: The Board ~~of Directors~~ shall employ an Executive Director who shall be a non-voting Ex Officio Member of the Board and who shall be under the direction and control of the Board. The Executive Director serves at the pleasure of the Board and may be removed at any time by a two-thirds (2/3) majority vote of the Board. Said Executive Director is hereby empowered to employ staff as authorized in the approved Work Program and Budget and within the provisions of the ~~Bylaws~~bylaws of the Association in accordance with the directives of the Board ~~of~~

Directors.

- 6.1.16 Existing Property Ownership: The initial Board shall cause all titled and/or recorded property whether real or personal that is an asset of "The Ada Planning Association" to be re-titled into the new name of "The Community Planning Association of Southwest Idaho, ~~Aa~~ Nonprofit Association" and all assets and liabilities of the same, including contract rights, and shall cause to be made and kept current a ~~Statement~~statement of authority as to real property as is required by ~~I.C.~~Idaho Code § 53-705 or any re-codifications and/or amendments of the same.
- 6.1.17 Amendments: The power to amend this Agreement is expressly conferred upon the Voting Board ~~of Directors~~ and requires a two thirds (2/3) vote of the entire Voting Board ~~of Directors~~.
- 6.1.18 Real Property Powers: The Association, upon authorization of the Board, may (i) acquire and transfer or dispose of real property or any interest therein, whether by purchase, lease, option, exchange, gift, grant, bequest, devise or otherwise, and (ii) mortgage, pledge, hypothecate or otherwise encumber or dispose of real property or any interest therein, all as subject to applicable constitutional and statutory limitations. Funds of the Association, whether from dues, fees, grants, donations or otherwise, upon authorization of the Board, may be collected, set aside and/or expended in the exercise of the foregoing powers.
- 6.1.19 Disposition upon Dissolution: Notwithstanding anything in Section 6.1.5 or elsewhere in this Agreement to the contrary, upon dissolution of the Association, any real property interest held by the Association shall be (i) transferred, subject to any contractual or legal requirements, to the ~~association~~Association, corporation or other entity that has been designated to replace the Association, if any, or, (ii) if there is no such designated replacement entity, disposed of in the manner approved by the majority vote of the entire Voting Board ~~of Directors~~ as such Board existed on the day immediately preceding the day of dissolution of the Association.

7. GENERAL PROVISIONS:

- 7.1. This Agreement constitutes and contains the entire ~~Agreement~~agreement of the ~~parties~~Parties and supersedes and merges all other prior understandings or agreements between the ~~parties~~Parties on the subject of this Agreement, if any, whether oral or written; and
- 7.2. In the event any provision or section of this Agreement conflicts with applicable law, or is otherwise held to be unenforceable, the remaining provisions shall nevertheless be enforceable and carried into effect; and
- 7.3. This Agreement shall be governed and interpreted by the laws of the State of Idaho; and
- 7.4. Captions appearing under the section number designations of this Agreement are for convenience only, and are not a part of this Agreement, and do not in any way limit ~~of~~or amplify the terms and provisions of this Agreement.

8. NOTICE:

- 8.1 All notices given pursuant to this Agreement or contemplated under this Agreement shall be given by ~~certified~~ mail, ~~return receipt requested~~, ~~postage prepaid~~, ~~addressed~~ and/or by phone and/or any other method reasonably calculated to give notice to the proper ~~party~~Party at the ~~following~~ addresses: set forth next to the Party's signature block below.

~~8.1.1 — Ada County
650 Main Street,
Boise ID 83702;~~

~~8.1.2 — Ada County Highway District
318 E. 37th St.,
Garden City, ID 83714;~~

~~8.1.3 — City of Boise
150 N. Capitol Blvd.
P.O. Box 500
Boise, ID 83701~~

~~8.1.4 — City of Eagle
310 E. State,
P.O. Box 477
Eagle, ID 83616~~

~~8.1.5 — City of Garden City
201 E. 50th,
Garden City, ID 83714~~

~~8.1.6 — City of Kuna
329 W. 3rd.,
P.O. Box 13
Kuna, ID 83634~~

~~8.1.7 — City of Meridian
33 E. Idaho,
Meridian ID 83642~~

~~8.1.8 — City of Star
P.O. Box 130,
Star, ID 83669.~~

- 8.2 Any notice so given shall be deemed delivered, given served, or received on the date deposited in the United States mail or verified as received by ~~Fax transmission, facsimile or email.~~ Any ~~party~~Party may change the address or designee to who notices shall thereafter be given upon five (5) days prior written notice to the other ~~party~~Party in the manner set forth in this section.

9. SUBSEQUENT PARTIES:

9.1 It is anticipated that there will be Public Agencies joining as General Members of this Association who will be required to sign as ~~parties~~Parties to this ~~agreement~~Agreement as a joint exercise of their powers and there shall be prepared a separate signature sheet for each such ~~party~~Party, the original of which shall upon approval of the Board ~~of Directors~~ for admission as General Member be appended to this Agreement.

10. WITHDRAWAL OF PARTY:

10.1 In the event a General Member ceases to be a member as provided for herein the same shall be considered a withdrawing ~~party~~Party and shall have no more legal interests in and to this ~~association~~Association, including any interest in its dissolution, unless otherwise provided for herein specifically, but in the event the withdrawing ~~party~~Party has any separate legal contract with the ~~association~~Association the same shall not be affected by withdrawal unless such agreement specifically so provides. _____

IN WITNESS WHEREOF, the ~~parties have herein~~undersigned General Members of the Voting Board have executed this Agreement and made it effective as hereinabove provided.

SIGNATURES ON FOLLOWING PAGES

ADA COUNTY

200 W. Front Street, Boise ID 83702

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

~~SECOND~~THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION ~~OF~~ THE COMMUNITY PLANNING ASSOCIATION OF ~~SOUTHWESTERN~~SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 24

ADA COUNTY HIGHWAY DISTRICT

3775 Adams Street, Garden City, ID 83714

By: _____
Commissioner

Dated: : _____

By: _____
Commissioner

Dated: : _____

By: _____
Commissioner

Dated: : _____

CANYON COUNTY

1115 Albany St. Caldwell, ID 83605

By: _____
Commissioner

Dated: : _____

By: _____
Commissioner

Dated: : _____

By: _____
Commissioner

Dated: : _____

CANYON COUNTY HIGHWAY DISTRICT #4

15435 Hwy 44, Caldwell, Idaho 83607

By: _____
Commissioner

Dated: : _____

CITY OF BOISE

150 N. Capitol Blvd. Boise, ID 83702

By: _____

Dated: : _____

~~SECOND~~**THIRD** RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION -OF THE COMMUNITY PLANNING ASSOCIATION OF ~~SOUTHWESTERN~~**SOUTHWEST** IDAHO, A NON PROFIT ASSOCIATION - 26

Mayor

By: _____ Dated: _____
Council Member

By: _____ Dated: _____
Council Member

CITY OF CALDWELL

411 Blaine St, PO Box 1179, Caldwell, Idaho 83606

By: _____ Dated: _____
Mayor

By: _____ Dated: _____
Council Member

CITY OF EAGLE

660 E. Civic Lane, Eagle, ID 83616

By: _____ Dated: : _____
Mayor

GARDEN CITY

By: _____ Dated: _____
Mayor

CITY OF KUNA

763 W. Avalon, Kuna, ID 83634

By: _____ Dated: : _____
Mayor

~~SECOND~~^{THIRD} RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION -OF THE COMMUNITY PLANNING ASSOCIATION OF ~~SOUTHWESTERN~~^{SOUTHWEST} IDAHO, A NON PROFIT ASSOCIATION - 26

CITY OF MERIDIAN

33 E.

Broadway, Meridian ID 83642

By: _____
Mayor

Dated: _____

By: _____
Council Member

Dated: _____

CITY OF MIDDLETON

6 North Dewey Avenue, PO BOX 487, Middleton, ID 83644

By: _____
Mayor

Dated: _____

CITY OF NAMPA

411 3rd St. S., Nampa, ID 83651

By: _____
Mayor

Dated: _____

By: _____
Council Member

Dated: _____

CITY OF PARMA

P.O. Box 608, 305 N. 3rd Street, Parma, ID 83660

By: _____
Mayor

Dated: _____

CITY OF STAR

10769 West State Street, Star, ID 83669

By: _____
Mayor

Dated: _____

~~T:\FY10\900-Operations\990-Direct-Operations-Maintenance\Policies\COMPASS-Joint-Powers-Agreement
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~~SECOND~~THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION -OF THE COMMUNITY PLANNING ASSOCIATION OF ~~SOUTHWESTERN~~SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 26

CITY OF WILDER

219 Third Street, Wilder, Idaho 83676

By: _____

Dated: _____

Mayor

GARDEN CITY

Mayor 6015 N. Glenwood Street, Garden City, ID 83714

By: _____ Dated: _____

Mayor

NAMPA HIGHWAY DISTRICT #1

4507 12th Avenue Rd, Nampa, ID 83686

By: _____ Dated: _____

Commissioner

~~SECOND~~THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION -OF THE COMMUNITY PLANNING ASSOCIATION OF ~~SOUTHWESTERN~~SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 29

**BYLAWS AS ADOPTED BY THE BOARD OF
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO**

Initially Adopted: March 1, 2000

Amended: January 22, 2001

Amended: June 18, 2001

Amended: September 27, 2004

Amended: August 17, 2009

Amended: _____, 20

ARTICLE I.

OFFICERS

- Section 1. *Officers of the Board. Officers of the Board shall be elected and serve as provided in Section 6.1.7H of the ~~Second~~**Third** Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~**of the** Community Planning Association of Southwest Idaho, a Nonprofit Association. The following subsections provide additional detail to Section 6.1.7H as provided in Section 6.1.7H(3).*
- Section 2. *Terms of Office. Officers of the Board shall be elected at the annual meeting and shall serve terms of one year (or until their successors are elected and qualified) as provided in Section 6.1.~~7.H7H~~ of the ~~Second~~**Third** Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association.*
- Section 3. *Succession. Unless other officers are elected by a majority vote of the Voting Members of the Board at the annual meeting (or special meeting called for the purpose of electing one or more officers, in compliance with the ~~Second~~**Third** Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association) the person serving as Secretary/Treasurer shall be elected to the office of Vice Chair, the person serving as Vice Chair shall be elected as Chair-Elect and the person serving as Chair-Elect shall be elected Chair.*
- Section 4. *Duties.*
- a. *Chair: The Chair shall be the chief executive officer of COMPASS. The Chair shall preside over all meetings of the Board, and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific power or authority. The Chair shall be a member of and chair the Executive Committee.*

As Amended **August 17, 2009** _____, 20
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44504.0004.7000508.1

b. *Chair-Elect: The Chair-Elect shall perform the duties and exercise the powers of the Chair in case of the Chair's illness, disability or temporary absence and shall perform such other duties as may, from time to time, be granted or requested by the Board. The Chair-Elect shall be a member ~~of and serve as vice chair~~ of the Executive Committee.*

c. *Vice Chair: The Vice Chair shall perform the duties and exercise the powers of the Chair in case of the Chair and Chair-Elect's mutual illness, disability or temporary absence and shall perform such other duties as may, from time-to-time, be granted or requested by the Board. The Vice Chair shall be a member of the Executive Committee.*

d. *Secretary/Treasurer: The Secretary/Treasurer shall:*

- * *Give, or cause to be given, notice of all meetings of the Board and its standing committees in compliance with the open meeting law;*
- * *Keep, or cause to be kept, the minutes, books, and records of the financial statements and accounts of COMPASS;*
- * *Oversee COMPASS' compliance with the public records law;*
- * *Monitor, or cause to be monitored, the financial affairs of COMPASS and report periodically to the Executive Committee;*
- * *Create, or cause to be created, at the beginning of each meeting of the Board a roster of Voting ~~Directors~~Members and Alternate Voting ~~Directors~~Members who are in attendance; and*
- * *Be a member of the Executive Committee.*

Section 5. *Removal of Officers. The Board may remove from office any officer upon two-thirds (2/3) majority vote. -If any member of the Board wishes to remove an officer, that Board member shall give at least thirty (30) ~~days~~days' notice of intent to remove such officer to both the officer and to the Board. -Any officer subject to removal proceedings shall not take part in the voting to remove them.- An officer who is removed shall continue on the Board and retain full voting privileges as long as they remain a Voting ~~Director~~Member.*

Section 6. *Appointment of Officers upon Removal or Resignation. Upon the removal or resignation of an officer, the Board shall appoint a Board member to fill such vacant office. -The appointed officer shall serve out the remainder of the term of the removed officer or the officer who resigned.*

Section 7. *Delegation of Powers. The Board may delegate any of the powers and duties appropriate to the functioning of COMPASS to any officer, employee, or agent of*

COMPASS.

As Amended ~~August 17, 2009~~ _____, 20
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ARTICLE II.

MEETINGS

- Section 1. *Place of Meetings. All meetings of the Board shall be held at its principal office, or at such other place as the Board may order or direct before the call of such meeting. The time and place of such meetings shall be stated in the notice or call for the meetings.*
- Section 2. *Regular Meetings. Regular meetings of the Board shall be held on the third Monday of ~~each month~~ December, March, June and September of each year, if not a legal holiday, and if a legal holiday, then on the first Monday following which is not a legal holiday. -All business, which the Board is authorized and empowered to take up at such a meeting, may be transacted without further or special notice.*
- Section 3. *Special Meetings. Special meetings of the Board may be called at any time by the representatives of any three (3) General or Special Purpose Members serving notice upon the Secretary/Treasurer of COMPASS; provided however, that all General and Special Purpose Members of the Board be given adequate notification as provided herein.*
- Section 4. *Notice or Call for Meetings: Association representatives shall be notified of each regular or special meeting of the Board at least forty-eight (48) hours in advance of each meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail, ~~facsimile~~ or hand delivery. Annually, at the last regular meeting of a calendar year, a schedule of regular meetings for the following year shall be adopted and distributed in a manner determined by the Board.*
- Section 5. *Quorum. A quorum shall consist of a ~~simple~~ majority of all the Association representatives of General and Special Purpose Members.*
- Section 6. *Presiding Officer. The ~~Chairperson~~ Chair shall preside at all meetings. -In the absence of the ~~Chairperson~~ Chair, the Chair Elect shall preside. -In the absence of the ~~Chairperson~~ Chair and the Chair Elect, the Vice ~~Chairperson~~ Chair shall preside. -In the absence of all these officers, the Board shall select a temporary ~~Chairperson~~ Chair for the meeting.- The Secretary/Treasurer shall act as Secretary at all meetings of the Association, but in the Secretary/Treasurer's absence, the presiding officer may appoint any person to act as Secretary for that meeting. Should the Secretary/Treasurer be the presiding officer, as provided above, the Secretary/Treasurer may appoint any person to act in the capacity of Secretary for that meeting.*

Section 7. *Rules of Order. The rules contained in the current edition of Roberts Rules Newly Revised generally shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the ~~Second~~Third Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of~~ ~~The~~of the Community Planning Association of Southwest Idaho, a Nonprofit Association, and any special order that may be adopted by the Board.*

ARTICLE III.

VOTING

Section 1. Voting ~~Directors~~Members. Voting ~~Directors~~Members and Alternate Voting ~~Directors~~Members shall be selected by their appointing agency and approved, when required, by the COMPASS Board as provided in Section 6.1.7 of the ~~Second~~Third Restated ~~And~~and Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~of the Community Planning Association of Southwest Idaho, a Nonprofit Association, except that the following stipulation may apply to Special Purpose Members. Namely, each Special Purpose Member shall be represented by one (1) Voting ~~Director~~Member, except that the total number of Voting ~~Directors~~Members from a single class of special districts with similar responsibilities and authorities shall not exceed three (3) Voting ~~Directors~~Members. In the event that more than three (3) membership applications are received from Special Purpose Members with similar responsibilities and authorities, the Board shall apportion the representation for the class of Special Purpose Members in an appropriate and equitable manner through resolution of the Board.

Section 2. Authority to Vote. -A Voting ~~Director~~Member is entitled to vote on any matter which comes before the Board or before any COMPASS committee or task force of which the Voting ~~Director~~Member is a duly appointed member, provided the Voting ~~Director's~~Member's member agency is current in the payment of its membership dues and all other proper assessments. ~~Similarly, All general~~Aan approved ~~Alternate Members, as provided in Section 6.1.7.E of the Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, shall have the authority to vote as a Voting Members on behalf of the members for whom he or she is they are serving, provided the Voting Member's member is current in the payment of its dues and other proper assessments. All~~ membership dues assessments are due and payable upon receipt of each invoice. Any ~~General Member~~member agency that fails to pay any assessment in full within thirty (30) days (or such other period of time as may be requested by the ~~General Member~~member and approved by the COMPASS Board) after the due date shall be considered delinquent and in violation of this section. Written notice of delinquency shall be sent ~~by certified mail, return receipt requested,~~ to the Mayor and City Clerk, or Chair of the Commission and County Auditor of the ~~General Member~~member agency involved. Upon non-payment of the full assessment within thirty (30) days of receipt of the delinquency notice, that ~~General Member~~member agency will be deemed to have voluntarily withdrawn its

membership in COMPASS. No representative of that government agency shall thereafter be allowed to vote on any matter coming before the COMPASS Board or any COMPASS subcommittee until and unless ~~general~~ membership dues assessments are fully paid retroactively or until the COMPASS Board takes some alternative action to reinstate the government's status as a ~~General Member~~member agency.

Section 3. Voting. All matters before the Board shall be disposed of by ~~simple~~ majority vote of all votes cast by Voting ~~Directors~~Members present at the meeting unless otherwise provided in these Bylaws, the ~~Second~~Third Restated ~~And~~and Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~of the Community Planning Association of Southwest Idaho, a Nonprofit Association, and any special order that may be adopted by the Board.

Section 4. Votes ~~Per~~per Voting ~~Director~~Member. Three voting alternatives exist. Unless otherwise provided, Alternative A (one vote per Voting ~~Director~~Member) shall be used.

- A. One vote per Voting ~~Director~~Member:
Each Voting ~~Director~~Member casts one and only one vote.
- B. Weighted Voting:
Voting ~~Directors~~Members from each General and Special Purpose Member cast a number of votes equal to the member agency's Association membership dues as provided below.
- C. Intra-County Voting:
Only Voting ~~Directors~~Members from within one county cast a vote.

Section 5. Weighted Voting. Weighted voting may be used when all Voting ~~Directors~~Members from any General Member ~~requests~~request weighted voting after a matter is properly before the Board and before the question is called or the vote is held. In the event weighted voting is requested:

- A. Each General and Special Purpose Member represented at the Board meeting by one or more Voting ~~Directors~~Members will be granted one vote for each dollar it contributes as its membership dues to COMPASS in the current fiscal year as provided in the most recently adopted COMPASS Unified Planning Work Program and Budget.
- B. In the event more than one Voting ~~Director~~Member is present for a General Member, the votes for that General Member shall be divided equally

among the member's Voting ~~Directors~~Members present at the time the vote is held.

- C. The Secretary/Treasurer will determine and announce, or cause to be determined and announced, the number of votes assigned to each Voting ~~Director~~Member. The Chair will read the number of votes assigned to each member agency before the vote.
- D. A roll-call vote will be held.

Section 6. *Intra-County Voting. Intra-county voting may be used according to the provisions of this section when any matter properly before the Board pertains overwhelmingly within the borders of one county. Examples of such matters include, but are not limited to:*

- * *Setting transportation project priorities when all such projects are within the borders of one county;*
- * *Approving a Transportation Improvement Program when the program applies only within the borders of one county;*
- * *Approving a ~~Long Range Transportation Plan~~long range transportation plan when the plan applies only within the borders of one county;*
- * *Approving an expenditure of funds when the funds are both generated and expended within the borders of one county; and*
- * *Adopting air or water quality recommendations or strategies for inclusion in official State Implementation Plans when the recommendations or strategies apply only within the borders of one county.*

The Chair may optionally determine, before distributing an agenda for any regular or special meeting of the Board, whether any item on the agenda is likely to qualify for intra-county voting and shall so designate on the agenda. In addition any Voting ~~Director~~Member may, at any meeting of the Board, request consideration of intra-county voting for any item on the agenda.

In either case, before such a matter may properly be placed before the Board, the Chair shall determine in a manner generally provided by Roberts Rules of Order whether to invoke intra-county voting. In the event intra-county voting is used:

- A. *The Chair will announce that intra-county voting will be used to resolve the matter before the Board and designate which county's Voting ~~Directors~~Members may vote.*

- B. Only Voting ~~Directors~~Members present and representing General and Special Purpose Members in that county may cast a vote on the matter.
- C. A **simple** majority of Voting ~~Directors~~Members present from that county is required to approve the matter before the Board.
- D. Weighted voting within the county may be utilized as provided elsewhere in this section.

ARTICLE IV.

EXECUTIVE DIRECTOR

- Section 1. *Appointment. The Board shall appoint an Executive Director as provided in Section 6.1.15 of the ~~Second~~Third Restated ~~And~~and Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~of the Community Planning Association of Southwest Idaho, a Nonprofit Association.*
- Section 2. *Powers and Duties. The Executive Director may enter into any contract or execute in the name of COMPASS all deeds, bonds, mortgages, contracts, and other documents and agreements as may be authorized by the Board in the approved ~~work program and budget~~Unified Planning Work Program and Budget or by other action of the Board. The Executive Director shall be the disbursing officer of COMPASS for all funds made available thereto. -The Executive Director shall also have the general powers and duties of supervision and management, including but not limited to, employment, hiring and dismissal of members of the staff. The Executive Director shall have the emergency authority to act to protect the rights and interests of COMPASS as they relate to the approved ~~work program and budget~~Unified Planning Work Program and Budget, pending confirmation by the Board.*
- Section 3. *Committee Assignments. The Executive Director or a designated delegate shall be an ex-officio member of any special committee or task force of COMPASS and each General and Special Purpose Member and shall periodically attend meetings of organizations involved in planning within southwest Idaho.*
- Section 4. *Conditions of Employment. Salary and other conditions of employment for the Executive Director shall be established by the Board upon recommendation by the Executive Committee.*
- Section 5. *Regular Reporting Required. The Executive Director shall monthly prepare a summary of significant staff activities which have taken place during the prior month and provide it as an item on the agenda of each regular meeting of the ~~Board~~Executive Committee. The packet for each regular meeting of the Executive Committee shall be distributed to the entire Board.*

ARTICLE V.

MEMBERSHIP DUES

Section 1. General Members. Membership dues for General and Special Purpose Members shall be determined consistently with Section 6.1.6G of the ~~Second~~Third Restated ~~And~~and Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~of the Community Planning Association of Southwest Idaho, a Nonprofit Association. ~~At the time of adoption of these Bylaws, the per capita fee is seventy-five cents (\$.75).~~

Section 2. ~~Special Purpose Members. Membership dues for Special Purpose Members shall be annually determined by the Board.~~

~~Section 3.~~ Ex-Officio Members. Ex-Officio members pay no membership dues.

Article VI.

AUTHORITY

The Board of Directors has the primary responsibilities listed below. The Board may take other actions not listed here as appropriate to govern the Association.

- Elect Board officers
- Approve the addition of new members to the Association, if any
- Approve regional long range transportation plan and amendments to the regional long-range transportation plan
- Approve Transportation Improvement Program
- Approve the Unified Planning Work Program and Budget and revisions to the Unified Planning Work Program and Budget
- Hire and oversee the Executive Director
- Review and approve the annual performance review of the Executive Director conducted by the Executive Committee, and approve a salary adjustment or other compensation arrangements, if any.
- Approve annual state and federal legislative positions
- Approve three year strategic plan, as needed
- Approve grant applications, where COMPASS is grantor.
- Approve annual population estimates.
- Approve annual membership dues
- Approve membership on standing committees
- Approve COMPASS integrated communications plan as needed, but not less than every three years.

- Approve updates to Financial Policy, as needed.
- Approve updates to Personnel Policy, as needed.
- Review and approve Board policies, as needed

ARTICLE ~~VII~~VIII.

STANDING COMMITTEES

Section 1. *Open Meetings and Public Records. All meetings of committees established and authorized under this section shall be conducted according to and be subject to the same open meeting law and public records provisions as provided in Sections 6.1.7K and 6.1.7L, respectively, of the ~~Second~~Third Restated ~~And~~and Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~of the Community Planning Association of Southwest Idaho, a Nonprofit Association.*

Section 2. *-Executive Committee:*

- A. *Establishment. An Executive Committee is hereby established as a standing committee of the Board.*
- B. *Membership. The Executive Committee shall be composed of the following Voting Directors:*
 - 1. *All four Board Officers;*
 - 2. *The mayor of each General Member that is an incorporated city with a current population greater than 25,000 according to the most recent population estimates adopted by the Board;*
 - 3. *The chair of each county commission;*
 - 4. *The president of each single county-wide highway district commission;*
 - 5. *Two (2) mayors of General Members who are incorporated cities with a current population of 25,000 or fewer according to the most recent population estimates adopted by the Board and who shall annually be selected by the representatives of the cities who fit into that classification; provided, however, that the total number of mayors on the Executive Committee from this grouping of smaller cities shall not exceed two (2); and provided, further, that one of the selected cities*

must be located in Canyon County and the other selected city must be located in Ada County;

6.- The Chair of one of the highway districts located in Canyon County;
and

7. The immediate past Chair;

7.—C. Limitation. Notwithstanding Sections 2.B.2 through 2.B.-6, there shall be no more than one Voting **Director**Member on the Executive Committee from any member agency.

8.—D. Elected Official; Alternate. All Executive Committee members shall be currently elected local government officials. Elected officials from the same member agency may serve as an alternate for an absent Executive Committee member at the direction of the absent Executive Committee member. Non-elected officials on the list of alternates approved annually by the Board may also serve in place of an absent Executive Committee member at the direction of the absent Executive Committee member.

G. E. Authority. The Executive Committee is empowered to act on behalf of the COMPASS Board only in the following instances:

_____ **1.*** To **authorize**receive monthly status updates from the **Chairman**Regional Transportation Advisory Committee (RTAC) chair on the work of the RTAC committee.

* To form work groups to work with COMPASS as needed to provide input, technical support and/or feedback on planning activities. Each work group shall have a charter approved by the Executive **Director to execute grant documents**Committee, specifying the type of members to include, the tasks to accomplish and **other agreements necessary**the timeline for **the conduct of COMPASS business**;those tasks.

_____ **2.*** To receive periodic status updates from staff liaisons to the active authorized work groups on the activities of those work groups.

* To review the charter of each work group at least once per year and update as appropriate.

- * To receive periodic status updates from staff on the status of tasks and activities identified in the annual Unified Planning Work Program and Budget.
- * To provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.
- * To approve grant applications, ~~pending confirmation by~~where COMPASS is the ~~Board;~~applicant.
- ~~3.*~~ To approve formal responses to local, state, regional and federal issues affecting COMPASS' planning process; ~~pending confirmation by the Board;~~
- ~~4.*~~ To authorize the ~~Chairman~~Chair and/or Executive Director to enter into agreements with other local, state, regional, federal and private agencies which expedite COMPASS' planning process; ~~pending confirmation by the Board;~~
- ~~5.*~~ To commit COMPASS staff to address local planning issues, which are outside the current ~~work program~~Unified Planning Work Program and ~~budget~~Budget but for which prompt response is essential and for which COMPASS participation is deemed desirable, pending confirmation by the Board;
- ~~6.*~~ To approve ~~minor amendments to the Transportation Improvement Program and the current work program and budget,~~ pending confirmation by the Board;
- 7. ~~To approve~~ preliminary versions of the ~~work program and budget~~Unified Planning Work Program and Budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board;
- 8. * ~~To~~ accept non-policy documents such as the annual audit, Development Monitoring Reports, Quarterly Status Reports, ~~Financial Reports,~~ etc.; ~~and~~

* To approve minor amendments to the current Unified Planning Work Program and Budget.

* To approve amendments to and priorities in the Transportation Improvement Program.

* To conduct an annual performance review of the Executive Director ~~and recommend any proposed changes in~~, report the results of its evaluation and make a recommendation for salary ~~and adjustment or other conditions of employment~~ compensation arrangements, if any, to the full Board for its approval at the regularly scheduled June Board meeting.

9. F. Dissenting Votes. If there are two or more dissenting votes from the voting members of the Executive Committee present when an action item is voted upon, that action item shall be referred to the full Board for consideration and action.

Section 3. Other Standing Committees:

~~A.~~ Establishment. The following are hereby established as other standing committees of the Board:

~~1. Demographic Advisory Committee. The purpose of this committee is to assist COMPASS staff and the Board by preparing and recommending population estimates and forecasts to the Board for application in all COMPASS' planning activities.~~

~~2. Finance Committee. The purpose of this committee is to provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.~~

~~3. Public Participation Committee. The purpose of this committee is to encourage community involvement in transportation planning issues in the COMPASS planning area.~~

~~4. Regional Geographic Information System Advisory Committee. The purpose of this committee is to be a~~

~~coordinated body of co-operative geographic information systems professionals providing a technical forum to promote compatibility of data and the expansion of data and to advise COMPASS on investment in and policies regarding geographic information systems. The committee will also be a forum for exchanging ideas and data related to regional geographic information.~~

~~5. Regional Technical Advisory Committee. Regional Transportation Advisory Committee. The purpose of this committee is to assist COMPASS staff and the Board by reviewing and recommending appropriate action(s) to the Board with regard to all transportation-related matters to come before the Board. RTAC is charged with the following responsibilities:~~

~~6. Transportation Modeling Advisory Committee. The purpose of this committee is to assist COMPASS staff in maintaining and improving the bi-county transportation forecast model.~~

~~* RTAC has major responsibility in the development and review of the regional long range transportation plan. During periods of an update, a subcommittee may meet frequently in order to provide timely input into the development process. Amendments and other necessary review will be completed by the committee as a whole.~~

~~* RTAC has major responsibility in the development of the Transportation Improvement Program (TIP). Work in this area includes the review and recommendations of priorities for federal funding requests, review of the TIP and related documents, development of prioritization criteria, review of TIP schedules, and balancing Transportation Management Area funds.~~

~~* RTAC contributes to the development of the Unified Planning Work Program (UPWP) by presenting a realistic perspective of the program needs of the various implementing and planning agencies. Work in this area includes identifying tasks and activities to be considered for inclusion in the UPWP and prioritization of those tasks.~~

* RTAC follows the approved Unified Planning Work Program and Budget and schedule of activities. If any agency identifies a need to deviate from the adopted Unified Planning Work Program and Budget or initiate any special studies that have any bearing on the present or proposed transportation system, it will be the responsibility of the agency to bring this to the attention of RTAC for consideration. Actions, if any, are recommended to the Executive Committee for consideration.

* The Executive Committee may use RTAC to review and comment on a variety of special transportation related projects, Comprehensive Plan Amendments, major zoning reviews, public and/or private development/redevelopment projects, etc. Work in this area is anticipated to be of a short-term nature and shall be authorized by the Executive Committee prior to RTAC and staff involvement.

* RTAC members constitute a primary communications link between COMPASS and its members. As such RTAC members are expected to represent their respective agencies' at the meetings and to communicate to their agencies information regarding COMPASS plans, studies, and other activities.

* The RTAC chair, on behalf of RTAC, will submit a monthly status report on its activities to the Executive Committee.

~~B.~~ Membership. The number and appointment of membership on other standing committees shall be reviewed and approved annually by the Board at the first regular Board meeting of each calendar year.

~~C. **Bylaws. Bylaws for other standing committees shall be prepared and may be amended from time to time by each standing committee. Bylaws provisions become effective only upon ratification by the Board.**~~

Section 4. Other Committees. The Board may from time to time create other committees ~~and~~, work groups, or task forces as it sees fit. ~~Such committees and, work groups, or task forces shall be composed of such individuals as the Board may direct and shall have only the authority, powers, duties, and responsibilities as may be necessary and as the Board may determine. COMPASS maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the committees, work groups, and task forces it establishes.~~

ARTICLE VII.

GENERAL PROVISIONS

Section 1. *Books and Records.* COMPASS shall maintain adequate and correct books, records and accounts of all its obligations, properties, assignments, and other such records or accounts as are generated. -All such books, records and accounts shall be kept at its main office and shall be open to inspection by any General or Special Purpose Member or Voting Director at any time.

Section 2. *Amendment.* These Bylaws may be amended or repealed and replaced by the adoption of such new Bylaws as may be approved by a two-thirds (2/3) vote of the Board at any regular meeting provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board.

~~ADOPTED: March 1, 2000~~

~~Amended: January 22, 2001~~

~~Amended: June 18, 2001~~

~~Amended: September 27, 2004~~

As Amended ~~August 17, 2009~~ _____, 20

BYLAWS - Page 19

44504.0004.7000508.1

From: [Matt Stoll](#)
To: [Megan Larsen](#)
Subject: FW: Middleton Requested Edits to Draft COMPASS JPA and Bylaws
Date: Friday, February 27, 2015 6:22:51 PM

FYI

From: Darin Taylor [mailto:dtaylor@middletoncity.com]
Sent: Friday, February 27, 2015 5:41 PM
To: Matt Stoll; Bob Henry
Cc: Nancy Brecks
Subject: Middleton Requested Edits to Draft COMPASS JPA and Bylaws

Matt,

Middleton requests the following edits to the draft COMPASS JPA and Bylaws. These are the same edits I verbally requested at the last Board meeting.

JPA

6.1.4 and 6.1.4.1 – delete
6.1.6(C) - delete
6.1.7(C)(4) – define Voting Board Members in the definitions section.
6.1.9 and 6.1.9.1 and 6.1.10 – delete
6.1.17 – define Voting Board
7.5 – add non-appropriation clause (City of Boise requested this edit)
8.1 – add e-mail
10 – delete number 10.1 since only one paragraph. Is this “Withdrawal of Party” paragraph covered by 6.1.6(H)?
P.O. Box is typed several ways in the signature lines – uniform

BYLAWS

p. 17, New Article VII, Section 3(A) Other Standing Committees – RTAC, fourth bullet point

RTAC follows the approved Unified Planning Work Program and Budget and schedule of activities. If any agency identifies a need to deviate from the adopted Unified Planning Work Program and Budget or initiate any special studies that have any bearing on the present or proposed transportation system, it will be the responsibility of the agency to bring this to the attention of RTAC for consideration and recommendation to the Executive Committee, which shall consider the need and make a recommendation to the Board for action. ~~Actions, if any, are recommended to the Executive Committee for consideration.~~

Darin Taylor, Mayor

From: [Matt Stoll](#)
To: [Megan Larsen](#)
Subject: FW: Comments on Bylaws - Paul Raymond
Date: Monday, March 02, 2015 11:10:29 AM

FYI

From: Nancy Brecks
Sent: Monday, March 02, 2015 8:22 AM
To: Matt Stoll
Subject: FW: Comments on Bylaws - Paul Raymond

From: Paul Raymond [<mailto:paulraymond547@gmail.com>]
Sent: Sunday, March 01, 2015 4:33 PM
To: Nancy Brecks
Subject: Comments on Bylaws

Nancy, the following are my comments on the proposed changes to the Bylaws:

Page 57, Paragraph 4 Retain "...pending confirmation by the Board of Directors"

Page 58, first Paragraph Remove "To approve minor amendments to the current Unified Work Planning Program and Budget"

Page 58, second Paragraph Remove "To approve amendments to and prioritize in the Transportation Improvement Programs"

**SECONDTHIRD RESTATED AND AMENDED JOINT POWERS
AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO,
A NONPROFIT ASSOCIATION
(Modified 11/15/1999)
(2/22/2010)
(_____/20__)**

THIS AGREEMENT is entered into this 15th day of November, 1999, by and among the following public agencies: Ada County whose address is 650 Main Street, Boise ID 83702; Ada County Highway District whose address is 318 E. 37th St., Garden City, ID 83714; City of Boise whose address is THIS THIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO, A NONPROFIT ASSOCIATION (hereinafter "Agreement"), is made effective the ____ day of ____, 2015, to restate and amend that certain Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, dated February 22, 2010, and is entered into by and among the undersigned Public Agencies, who are Initial Parties and Subsequent Parties; who are General Members (as defined in Section 6.1.6.D) of the Voting Board of Directors.

150 N. Capitol Blvd. Boise, ID 83702, City of Eagle whose address is 310 E. State, Eagle, ID 83616, City of Garden City whose address is 201 E. 50th, Garden City, ID 83714, City of Kuna whose address is 329 W. 3rd, Kuna, ID 83634, City of Meridian whose address is 33 E. Idaho, Meridian ID 83642, and City of Star whose address is Star, ID 83669.

1. TITLE OF AGREEMENT:

This Agreement shall be known and referred to as the "**SecondThird Restated Andand Amended Joint Powers Agreement and Articles of Reformation and Organization Of Theof the Community Planning Association of Southwest Idaho, a Nonprofit Association.**"

2. DEFINITIONS:

For all purposes of this Agreement the following words, terms, and phrases herein contained in this section shall be defined and interpreted as herein provided for, unless the clear context of the presentation of the same requires otherwise:

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 1

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- 2.1 "Ada County"," means and refers to Ada County, a **party**Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, **whose address is 650 Main Street, Boise ID 83702.**
- 2.2 "Ada County Highway District" means and refers to the Ada County Highway District, a **party**Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, **whose address is 318 E. 37th St., Garden City, ID 83714.**
- 2.3 "Association" means and refers to the Community Planning Association of Southwest Idaho, a Nonprofit Association ("~~COMPASS~~") formed pursuant to this **agreement**Agreement.
- 2.4 "Board" means and refers to the Board of Directors of ~~COMPASS~~~~the Community Planning Association of Southwest Idaho, a Nonprofit Association.~~ The Board may also be referred to in this Agreement as the "Board of Directors."
- 2.5 "Boise" means and refers to the City of Boise, a **party**Party to this Agreement, which is a municipal corporation and government subdivision, organized and existing pursuant to the laws of the State of Idaho, **whose address is 150 N. Capitol Blvd. Boise, ID 83702.**
- 2.6.6 "Caldwell" means and refers to the City of Caldwell, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.
- 2.7 "Canyon County" means and refers to Canyon County, a Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.
- 2.8 "Canyon Highway District #4" means and refers to Canyon Highway District #4, a Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.
- 2.9 "COMPASS" means and refers to the Community Planning Association of Southwest Idaho, a Nonprofit Association formed pursuant to this **agreement**Agreement.
- 2.710 "Countywide highway district" means and refers to a single countywide highway district organized pursuant to Chapter 14, Title 40, Idaho Code or any re-codifications and/or amendments of the same.

2.811 "Eagle"," means and refers to the City of Eagle, a **party**Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho, **whose address is 310 E. State, Eagle, ID 83616.**

2.912 "Equipment" means, refers to, and includes all that equipment described in Exhibit A, attached hereto, and by this reference incorporated herein as if set forth at length.

Commented [EAK1]: No Exhibit A. Equipment is not otherwise mentioned in this Agreement.

2.102.13 "Executive Committee" means and refers to the Executive Committee appointed by the Board pursuant to Section 6.1.12 of this Agreement and the bylaws.

2.14 "Executive Director" means and refers to the Executive Director of ~~COMPASS~~the Community Planning Association of Southwest Idaho, a Nonprofit Association.

~~2.115 "Fiscal Year" means and refers to that certain twelve month period of time within which budgets are calculated, expenditures are made, and tax and other revenues are collected, as established by state law for the partiesParties, which at this time commences October 1st and ends on September 30th of the following calendar year.~~

2.1216 "Garden City" means and refers to the City of Garden City, a **party**Party to this Agreement, which is a municipal corporation and political subdivision, organized and existing pursuant to the laws of the State of Idaho, **whose address is 201 E. 50th, Garden City, ID 83714.**

2.1317 "General Member" means and refers to a General Member ~~of the Community Planning Association of Southwest Idaho, a Nonprofit Association~~of COMPASS as set forth in section 6.1.6.C herein.

~~2.1418 "Initial Party" means and refers to the initial partiesInitial Parties to this agreementAgreement being the Cities of Boise, Eagle, Garden City, Kuna, Meridian, and Star and the Ada County Highway District, and Ada County.~~

2.1519 "Kuna" means and refers to the City of Kuna, a **party**Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho **whose address is 329 W. 3rd., Kuna, ID 83634.**

2.20 "Member" means and refers to each Party to this Agreement.

~~2.16210~~ "Meridian" means and refers to the City of Meridian, a ~~party~~Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.

~~2.224~~ "Middleton" means and refers to the City of Middleton, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho ~~whose address~~.

~~2.232~~ "Nampa" means and refers to the City of Nampa, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho~~33 E. Idaho, Meridian, ID 83642~~.

~~2.17~~ ~~2.243~~ "Nampa Highway District #1" means and refers to the Nampa Highway District #1, a Party to this Agreement, which is a governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.

~~2.254~~ "Parma" means and refers to the City of Parma, a Party to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho.

~~2.265~~ ~~"Parties" means and refers to any partyParty to this agreementAgreement and shall also mean and refer to subsequent partiesParties as membersGeneral Members of the Community Planning Association of Southwest Idaho, a Nonprofit Association that is formed by the provisions of this agreementAgreement.~~

"Party" means and refers to each Public Agency that is a signatory to this Agreement. More than one Party shall be collectively referred to as "Parties."

~~2.18276~~ "Planning Services" means and refers to coordination and planning activities such as the preparation, review and recommendation of plans, policies and programs which may include, but are not limited to air and water quality, economic development, emergency management, land use, mapping and geographic information systems, population and employment, public services, facilities and utilities, recreation, parks and open space; and transportation for any Public Agency which is entitled to those services as provided in this ~~agreement~~Agreement.

~~2.19287~~ "Public Agency" means any city or political subdivision of the state of Idaho, including, but not limited to cities, counties, school districts, highway districts; and instrumentalities of counties, cities or any political subdivision created under the laws of the State of Idaho; any agency of the State of Idaho; and any city or political subdivision of any State within the United States of America.

2.20298 "Real property" means and refers to certain parcels of real property no matter where located together with the improvements thereon.

2.21 2.3029 "Southwest Idaho," as referenced in the name of the nonprofit association, or elsewhere in this Agreement, means and includes the ten-county area comprised of Ada, Adams, Boise, Canyon, Elmore, Gem, Owyhee, Payette, Valley and Washington Counties.

2.310 "Special Purpose Member" means and refers to a Special Purpose Member of COMPASS as defined in section 6.1.6.D herein, the Community Planning Association of Southwest Idaho, a Nonprofit Association.

~~2.2231 "Subsequent Party" means and refers to any public agencyPublic Agency that becomes a general memberGeneral Member of COMPASS which is not an initial partyInitial Party.~~

2.2332 "Star" means and refers to the City of Star, a partyParty to this Agreement, which is a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho whose address.

2.33 "Wilder" means and refers to the City of Wilder, a Party to this Agreement, which is Star,a municipal corporation and governmental subdivision, organized and existing pursuant to the laws of the State of Idaho 83669.

2.34 "Voting DirectorMember" shall mean an individual appointed by a Member who has a right to members with a right to vote on any and all questions submitted to the Board and who hasve been appointed in accordance with Section 6.1.7.

3. RECITALS:

3.1 Powers and Intentions of Parties

3.1.1 WHEREAS, there existsexisted that certain Amended and Restated Articles of Agreement of the Ada Planning Association, to which partiescertain Parties to this agreement are parties;Agreement were Parties, as was restated and amended by that certain Second Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, to which the certain Parties to this Agreement were Parties;

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 5

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and

- 3.1.2 WHEREAS it is the intent and purpose of the **parties**Parties to this Agreement to continue and **amend and**to restate and amend the **Amended and**Second Restated and Amended Joint Powers Agreement and Articles of **Agreement** Reformation and Organization of the **Ada**Community Planning Association of Southwest Idaho, a Nonprofit Association ~~to the provisions of this agreement~~Agreement which shall amend and supersede the provisions of the **Amended and**Second Restated and Amended Joint Powers Agreement and Articles of **Agreement** Reformation and Organization of the **Ada**Community Planning Association of Southwest Idaho, a Nonprofit Association; and
- 3.1.3 WHEREAS, it is the intent and purpose of the **parties**Parties to reform and restate the legal organizational agreement governing the formation and operation **and name** of ~~COMPASS the Community Planning Association of Southwest Idaho, a Nonprofit Association (renamed from "Ada Planning Association" by previous amendment)~~ to provide for its separate legal entity status as a nonprofit association in accordance with the provisions of Chapter 7 of Title 53 Idaho Code, **and to rename it the Community Planning Association of Southwest Idaho, a Nonprofit Association;** and
- 3.1.4 WHEREAS, it is the intent and purpose of the **parties**Parties to exercise their powers and authority jointly in accordance with the provisions of Idaho Code "§§ 67-2326 - 67-~~2330~~2331"; and
- 3.1.5 WHEREAS, by the provisions of Chapter 65 of Title 67 Idaho Code, the **parties**Parties have certain planning duties and responsibilities and authority, and it is recognized, depending on the party and the authority provided to that party by the Idaho Legislature, that all parties are in need of Planning Services; and
- 3.1.6 WHEREAS, increasing interdependence among local governments of southwest Idaho has made it advisable to coordinate certain local government planning functions throughout the region; and
- 3.1.7 WHEREAS, the Parties wish to make the most efficient use of their powers by cooperating to their mutual advantage in coordinating local government planning functions; and

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- 3.1.8 WHEREAS, there is a demonstrated need for a regional planning and cooperative organization in southwest Idaho to provide a forum for discussion and study of area problems of mutual interest and concern and to facilitate the development of policies, actions, and recommendations for the solution of such problems; and
- 3.1.9 WHEREAS, it is the desire of the Parties that constructive and workable policies and programs for meeting the common and individual problems and concerns of the various **public agencies**Public Agencies within southwest Idaho will be most effectively and expeditiously developed by regular meetings of cities, counties, **school districts**, highway districts and other political subdivisions, together with other agencies and entities concerned with particular problems, in a regional, voluntary and cooperative association dedicated to the study and solution of these problems; and
- 3.1.10 WHEREAS, it is the desire of the Parties to establish generalized policies and comprehensive regional plans, while concurrently providing that each member **public agency**Public Agency retain the authority to adopt and implement the detailed plans within its own jurisdictional area in coordination with all of the members for the highest good of the citizens of the region; and
- 3.1.11 WHEREAS, **public agencies**Public Agencies in southwest Idaho have in common the responsibility for the general welfare of the public to study, discuss and recommend policies for the solution of area problems of direct concern to the performance of their constitutional and statutory powers and responsibilities, and have the right to jointly exercise these powers and responsibilities and expend public funds for these purposes.

NOW THEREFORE, in consideration of the foregoing recitals, considerations and purposes, the **parties**Parties covenant and agree as follows:

4. INCORPORATION OF RECITALS:

- 4.1 That the above recitals are contractual and binding and are incorporated herein as if set forth in full.

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 7

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5. DURATION:

5.1 Term: ~~The term of this~~ Agreement shall be from _____ to September 30, 2015. ~~This Agreement shall automatically renew for subsequent annual renewal terms, is perpetual~~ unless terminated or dissolved as herein provided.

6. ARTICLES OF REFORMATION AND ORGANIZATION OF A NONPROFIT ASSOCIATION:

The Ada Planning Association Amended and Restated Articles of Agreement COMPASS ~~is The Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, are hereby further~~ amended and reformed and organized as a separate legal entity as a nonprofit association under the provisions and authority of Chapter 7 of Title 53 Idaho Code¹ which is organized as follows:

6.1 The Parties, acting as the organizers of a nonprofit association under the Uniform Unincorporated Nonprofit Association Act, adopt the following Articles of Organization for such nonprofit association:

6.1.1 Name: The name of the nonprofit association is the "Community Planning Association of Southwest Idaho, a Nonprofit Association.-" (hereinafter referred to as "COMPASS").

6.1.2 Nonprofit Association: COMPASS ~~This Association~~ is a nonprofit association organized and existing under the Uniform Unincorporated Nonprofit Association Act of the State of Idaho, presently codified at chapter 7 of Title 53 Idaho Code.

6.1.3 Purposes: The purposes for which COMPASS ~~this association~~ Association exists are:

A. Purpose: To conduct and ~~or~~ coordinate various Planning Services, activities and functions of and for the **parties** ~~Parties~~ which may include the preparation, review and ~~or~~ recommendation of plans, policies and programs related to planning and regulatory

¹Note: for purposes of I.C. ¹ 53Idaho Code § 53-701(1) these Articles shall also be considered rules or practices of organization.

responsibilities for:

1. Air and water quality;
2. Economic development;
3. Emergency management;
4. Land use, mapping and geographic information systems;
5. Population and employment;
6. Public services, facilities and utilities;
7. Recreation, parks and open space;
8. Transportation; and
9. Such other purposes and authority as are consistent with the conduct of ~~P~~planning ~~S~~services for members or in the pursuit and ~~or~~ performance of cooperative agreements for regional planning as hereinafter provided.

B. Authority to Enter Into Cooperative Agreements for Regional Planning:

1. ~~COMPASS~~~~The Association~~, upon authorization of the Board, may enter into agreements with counties, municipalities, and political subdivisions in southwest Idaho for the purpose of jointly exercising the powers of ~~COMPASS~~~~the Association~~ set forth herein, so long as the purpose of the joint action will, in the judgment of the Board, further the purposes of this ~~Joint Powers~~ Agreement.
2. ~~COMPASS~~~~The Association~~ shall have the authority to manage or administer contracts with agencies of the federal government and other providers of funding when acting jointly with other government entities under this ~~s~~Section.
3. The purpose of any cooperative agreement authorized under this ~~s~~Sub-section shall be to permit the Association to address problems of a regional nature in southwest Idaho, but which may transcend ~~c~~County boundaries, to facilitate joint planning on a regional level and to provide for the administration of contracts with the Federal government or other funding sources for regional planning.

- C. ~~COMPASS This association Association~~ shall also be considered an unincorporated association as defined in Idaho Code '§ 6-1601(6) and which ~~association Association~~ is organized and exists exclusively for nonprofit purposes and for the purpose of bestowing benefits upon the community at large, and no part of the net income, if any, of ~~COMPASS this association Association~~ shall be distributed to its members, directors or officers.

~~6.1.4 Initial Registered Office and Agent: The address of the initial registered office of this nonprofit association is was 413 W. Idaho Street, Boise, Idaho 83702, and the name of the nonprofit association's initial registered agent at such address is was Clair M. Bowman, Executive Director. The Board may redesignate re-designate the regular office and agent from time to time as it sees fit.~~

~~6.1.4.1 Current Registered Office and Agent: As of the date of this restated and amended Agreement, the address of the current registered office of this nonprofit association is 700 NE 2nd Street, Suite 200, Meridian, Idaho 83642, and the name of the nonprofit association's current registered agent at such address is Matthew J. Stoll, Executive Director. The Board may re-designate the regular office and agent from time to time as it sees fit.~~

- 6.1.5 Dissolution Provisions: In the event ~~COMPASS this nonprofit association~~ has been inactive for three (3) years or longer, the last General Members who were General Members in good standing during the last calendar year of activity shall for purposes of this section appoint members to the Board to complete dissolution of ~~COMPASS this Association~~ in accordance with the following:

~~COMPASS The Association~~ shall continue its existence but may not carry on any activities except those appropriate to wind up and liquidate its affairs, ~~which includes:~~

- ~~A. To preserve and protect association Association assets and to minimize its liabilities;~~
- ~~B. To discharge or make provision for discharging association Association liabilities and obligations;~~
- ~~C. To dispose of association Association properties that will not be distributed in kind;~~
- ~~D. To return, transfer or convey assets held by the association Association upon a condition requiring return, transfer or~~

~~conveyance, which condition occurs by reason of the dissolution, in accordance with such condition;~~

~~E. To transfer, subject to any contractual or legal requirements, **association** Association assets as provided in or authorized by this **agreement** Agreement and bylaws;~~

~~F. If no provision has been made for distribution of assets on dissolution, it may transfer, subject to any contractual or legal requirement, **association** Association assets to the last General **member/s** Members who were in good standing during the last calendar year the **association** Association was active; and~~

~~G. Doing every other act necessary to wind up and liquidate its assets and affairs.~~

H.

Dissolution of **COMPASS** ~~the **association** Association~~ does not:

1. Transfer title to the ~~**association**~~ **COMPASS's** ~~Association's~~ property;
2. Subject the directors or officers to standards of conduct different from those prescribed in ~~sections Idaho Code §§ 30-3-80 and 30-3-85~~ the Idaho Nonprofit Corporation Act, **Idaho Code**;
3. Change quorum or voting requirements for its board or members; change provisions for selection, resignation or removal of its directors or officers or both; or change provisions for amending its bylaws;
4. Prevent commencement of a proceeding by or against ~~COMPASS~~ ~~the **association** Association~~ in its ~~**association** Association~~ name;
5. Abate or suspend a proceeding pending by or against ~~COMPASS~~ ~~the **association** Association~~ on the effective date of dissolution; or
6. Terminate the authority of the registered agent.

6.1.6 Membership: The types and classes of membership of this Association shall be as follows:

- A. Eligibility: Only **public agencies** Public Agencies as defined in **I.C.** ¶ Idaho Code § 67-2327 or any re-codifications ~~and~~ or amendments of the same shall be allowed to become members of the Association.

~~D.~~ B. Establishing Membership: In order to become a member a **public agency**Public Agency shall submit an application to the Board of **Directors** which shall set forth its willingness to pay the assessment provided for that **public agency**Public Agency and in the case of application for General Member membership that the **public agency**Public Agency is willing to become a **party**Party to this **agreement**Agreement. A **public agency**Public Agency then becomes a member by approval of the Board of **Directors**, and the payment of the initial assessment and, in the case of General **Membership**Member membership, upon that ~~public~~Public agency Agency becoming a signatory to entering into this **agreement**Agreement.

C.

~~C.~~ Initial Members: The ~~initial members~~Initial Members of this nonprofit association are the ~~parties~~Initial Parties to this **agreement**Agreement and include: the Cities ~~cities of~~Boise, Eagle, Garden City, Kuna, Meridian, and Star, and the Ada County Highway District, and Ada County, and all ~~initial~~Initial members ~~Members are, for all purposes of this Agreement, General Members.~~

~~E.~~ General Members: Only **public agencies**Public Agencies that are **either** an incorporated city, a county, or a **countywide** highway district may be **general members**General Members. There shall be ~~three various~~classes of General Member, which include:

1. Class 1: General Members include those which are a county, a countywide highway district, or ~~General Members which~~are an incorporated city with a current population greater than 100,000 according to the most recent population estimate adopted by the Board.
2. Class 2: General Members include those which are~~that are~~ an incorporated city with a current population greater than 25,000 and less than 100,000 according to the most recent population estimate adopted by the Board.
3. Class 3: General Members include those which are ~~an~~highway districts (other than countywide highway districts) or are incorporated ~~city~~cities with a current

population of 25,000 or fewer according to the most recent population estimate adopted by the Board.

4. Class 4: General Members that are a countywide highway district.

~~F.D.~~ Special Purpose Members: Public ~~A~~ agencies that do not qualify to be General Members may request to become Special Purpose Members. Special Purpose Members have all rights of membership except each such member shall only be entitled to one (1) member on the Board of Directors.

~~G.~~ Ex Officio Members: Public agencies that do not qualify to be General Members may become non-voting Ex Officio Members. Ex Officio Members shall have only those rights as authorized by the Board of Directors.

H. Membership Dues: ~~Membership~~ Each ~~G~~ general ~~M~~ member's agency's proportionate share of general membership dues for General Members shall be set annually by the Board as is calculated using a per capita fee applied to all General Members. Membership dues for Special Purpose Members and Ex Officio members shall annually be determined by the Board.

E. For purposes of this section, ~~formula~~-based on the population for cities and counties shall be one hundred percent (100%) within the General Member ~~member agency~~'s jurisdiction.

1. County dues = (1/2 of their most current population estimates as adopted by the Board.

2.1. For purposesunincorporated county population + 1/3 of this section, the population for countywide highway districts shall be sixty-five percent (65%) from incorporated portions of their most current population estimates as adopted by the Board(the county) x the dues per person rate.

2. Highway district dues = (1/2 of the unincorporated county population within the highway district boundary + 1/3 of the population from incorporated portions of the county within the highway district boundary) x the dues per person rate.

Commented [EAK2]: What is the difference between a Special Purpose Member and an Ex Officio Member? The only time Ex Officio is mentioned again is that the Executive Director is an ex officio member. I deleted it.

3. City dues = (1/3 of each city's population within incorporated boundaries) x the dues per person rate.
4. The population data used in the calculation ~~is~~ the population estimates for each ~~General Member jurisdiction~~ developed by COMPASS staff and approved by the Board annually.
5. The dues per person rate is the per capita rate approved by the Board.
6. Special Purpose Member dues for each Special Member ~~is~~ equal to one percent (1%) of the total ~~General Member~~ dues, rounded to the nearest hundred.

I.F. Termination of Membership: Any membership shall be terminated upon Notice of Withdrawal to the Board given on or before September 1st, effective October 1st of any calendar year ~~and~~ or upon the failure of a member to pay assessment as authorized by the ~~board~~ Board in the adoption of the budget. ~~Such event shall terminate the membership and shall be a withdrawal from this agreement~~ Agreement in the case of a ~~general member~~ General Member.

Commented [EAK3]: What about a special purpose member? They pay dues, too.

6.1.7 Board of Directors:

- A. ~~COMPASS The business of this nonprofit association~~ shall be managed by a Board of Directors and the number of voting directors Voting ~~Directors~~ Members shall equal the number of director representatives there are for General and Special Purpose Members as herein provided ~~for~~.
- B. The Voting ~~Directors~~ Directors Members are the only ~~persons~~ members with a right to vote on any and all questions submitted to the Board of Directors and shall be selected and elected by the following process:
- C. General Members

1. Class 1 General Members shall ~~each appoint select~~ three (3) Voting ~~Directors~~ Board Members.
2. Class 2 General Members shall ~~each appoint select~~ two (2) Voting ~~Directors~~ Board Members.
3. Class 3 General Members shall ~~each appoint select~~ one (1) Voting ~~Director~~ Board member ~~Member~~.
4. **Class 4 General Members shall each select 3 Voting Board Members. Any commissioner not elected as a Voting Board Member is hereby granted non-voting Ex Officio Membership.**
54. Voting ~~Directors~~ Board Members shall be selected by the appointing General Member and any vacancy shall be filled by the appointing General Member in a timely manner. It is strongly preferred but not required that Voting Directors Board Members be ~~an~~ elected **official** officials of the General Member.

D. Special Purpose Members

1. Special Purpose Members shall each select one (1) Voting ~~Director~~ Board Member.
2. Voting ~~Director~~ Board Members shall be selected by the appointing Special Purpose Member and any vacancy shall be filled by the appointing Special Purpose Member in a timely manner. It is preferred but not required that ~~Special Purpose Member~~ Voting Directors Board Members be ~~an~~ elected **official** officials of the Special Purpose Member.

E. Alternate Members

1. **1.** Each General Member and Special Purpose Member may also select one or more Alternate ~~Voting Director~~ Board Member (s) to serve in the absence of an elected Board member.

~~2. Alternate Members~~

~~_____ who are not elected officials are appointed subject to approval by the Board on an annual basis.~~

a. ~~Approved~~Alternate Voting Directors~~Alternate Members~~ shall have the authority to vote as a Voting Director ~~Members~~ on behalf of the Members for whom they are serving.

2. General Members and Special Purpose Members shall provide evidence of the appointment of ~~its~~their ~~Board of Directors~~Directors' ~~Member(s)~~Voting Director(s) and Alternate ~~Director~~Voting Director~~Member(s)~~ to the Executive Director who shall keep records of the Board of ~~Directors~~ election. ~~Directors~~Members and ~~Alternate Directors~~Members who are not elected officials are ~~appointed by the member agency and confirmed subject to approval by the Board on an annual basis.~~

Commented [EAK4]: Deleted the sentence

F. Each ~~Voting or non-voting Director~~voting or non-voting Member of the Board of Directors shall serve without compensation from ~~COMPASS~~the Association and at the pleasure of the appointing Member.

Commented [EAK5]: This was in here before. Who is this? Probably need to delete.

G. Organization of Board of Directors:

1. The Board of ~~Directors~~ shall have an annual meeting at ~~theits~~ principal office ~~of~~, or at such other place as the Board may order or direct before the ~~Association~~call of such meeting, on the third Monday of ~~January~~December in each year, beginning with the year ~~2000~~2015, or at such other time as the Board shall announce at least thirty (30) days in advance, for the purpose of electing officers and for the transaction of such other business as may come before the Board.

2. Notice of the annual meeting shall be given to all ~~Directors~~Voting Directors~~Members of the Board by mail and/or by phone and/or any other method reasonably calculated to give notice to the Board members,~~ and fourteen (14) days in advance of the annual meeting.

H. Officers of the Board of Directors:

1. The business of this nonprofit association as authorized by the Board of **Directors** shall be managed by Officers of the Board of **Directors** and the number of officers shall be four (4).
 2. Manner of Selection. The Officers of the Board of **Directors** shall be selected and elected at the annual meeting of the Board and whose terms shall expire at the next annual meeting following their election and not until their respective successors are elected and qualified.
 3. Officers. Officers may be appointed or elected to successive terms and the Officers elected shall be the following, to-wit: Chair, Chair-Elect, Vice-Chair and Secretary-Treasurer, who shall be ~~voting members~~ Voting ~~Directors~~ ~~General Members of the Board of Directors~~ and who shall be elected by a majority vote of the Voting ~~members~~ ~~Directors~~ ~~Members of the Board of Directors~~. The duties and responsibilities of the Officers shall be those assigned to them by the Board of **Directors**.
- I. Quorum: Any Board meeting duly called requires a majority of the Voting ~~Directors~~ ~~Members of the Board of Directors~~ to reach a quorum to transact business.
- J. Committees: The Board of **Directors** shall have authority to appoint committees of the Board and to establish special task forces, work groups, standing committees and steering committees composed of representatives as designated by the Board of **Directors** for consideration of general and specific problems assigned to it by the Board of **Directors**. Said representatives to task forces, work groups, or committees shall be selected from the Board of **Directors** and other elected officials ~~of the government entities of General and/or Special Purpose~~ Members, (including Alternate ~~Voting Directors~~ ~~Members~~), the boards and commissions of the ~~M~~ ~~respective~~ ~~members~~, the staffs of the ~~M~~ ~~respective~~ ~~members~~, private groups and organizations with a particular interest in the ~~issues~~ ~~problem~~, and residents of southwest Idaho. Each committee ~~representative~~ representative may be reimbursed for expenses incurred in

Commented [EAK6]:

Commented [EAK7R6]:

Commented [EAK8R7]: This whole section and some of the stuff above can be moved to the bylaws.

the performance of duties for the task force, work group, or committee, in addition to such daily allowance as the Association may hereinafter provide. The Executive Committee, appointed by the Board, shall have the authority to appoint recommend work groups, and appoint members subject to Board confirmation, the members of which shall be appointed by the Executive Committee, to assist the Executive CommitteeCOMPASS in its functions as established and set forth by federal requirements and with its specifically delegated functions as established and set forth in the bylaws.

- K. Open Meeting Law: All Meetings of the **Board of Directors** and Standing Committees shall be governed under the provisions of ~~what is known as~~ the "Open Meeting Law" including any amendments and/or re-codification of said law which is presently codified at I.C. Idaho Code § 67-2340 - 2345.
- L. Public Records: All records of ~~COMPASS the Association~~ shall be maintained and provided and subject to disclosure under the provisions of the Public Records Law including any amendments and/or re-codification of said law which is presently codified at I.C. Idaho Code § 9-337 through 9-347.

6.1.8 Bylaws:

- A. The power to make, alter, amend or repeal the bylaws of COMPASS ~~this association~~ Association shall be vested in its Voting Directors ~~Board members~~, and the bylaws may contain any provision for the regulation and management of the affairs of this **association** Association not inconsistent with this Agreement and the laws of the State of Idaho. Bylaws may be adopted and amended from time to time by two-thirds (2/3) vote of the Voting Members in attendance at a regularly scheduled meeting of the Board.
- B. The Board may make such committees and work groups as necessary to its operations; provided, however, that there shall be created an Executive Committee and a Regional Transportation Advisory Committee with such bylaws provided therefore as may be necessary for their operation Bylaws shall include specific definition of required ~~committees and task forces.~~

6.1.9 Initial Voting Board of Directors

The names and agency affiliations of the persons constituting the initial Board of Directors and who are to serve until their successors are elected and qualify, are, were:

NAME	AGENCY
Glen Bentley	City of Meridian
Dave Bivens	Ada County Highway District
Brent Coles	City of Boise
Robert Corrie	City of Meridian
Ted Ellis	City of Garden City
Paula Forney	City of Boise
Anne Hausrath	City of Boise
Sherry Huber	Ada County Highway District
Grant Kingsford	Ada County
Jack Kirtley	City of Star
Marlyss Meyer Routson	Ada County Highway District
Greg Nelson	City of Kuna
Roger Simmons	Ada County
Frank Walker	Ada County
Riek Yzaguirre	City of Eagle

6.1.9.1 Current Voting Board of Directors.

As of the date of this restated and amended Agreement, the names and agency affiliations of the persons constituting the current Voting Board are:

NAME	AGENCY
Rebecca Arnold	Ada County Highway District
Sarah Baker	Ada County Highway District
Dave Bieter	City of Boise
John Brunelle	Capital City Development Corporation
Dave Case	Ada County
Elaine Clegg	City of Boise
Tom Dale	Canyon County
Tammy de Weerd	City of Meridian
John Evans	City of Garden City
Kelli Fairless	Valley Regional Transit

Jim Hansen	Ada County Highway District
Craig Hanson	Canyon County
Bob Henry	City of Nampa
Maryanne Jordan	City of Boise
Nathan Leigh	City of Parma
John McEvoy	Canyon Highway District, #4
Luke McHenry	City of Wilder
Bryce Millar	Nampa Highway District #1
Nathan Mitchell	City of Star
Garret Naneolas	City of Caldwell
Greg Nelson	City of Kuna
Nicole Nimmons	Boise State University
Brent Orton	City of Caldwell
Paul Raymond	City of Nampa
Amy Revis	Idaho Transportation Department
James Reynolds	City of Eagle
Charlie Rountree	City of Meridian
Steve Rule	Canyon County
Darin Taylor	City of Middleton
Jim Tibbs	Ada County
Pete Wagner	Department of Environmental Quality
Rick Yzaguirre	Ada County

~~6.1.10 Initial Officers~~

~~The names and addresses of the persons constituting the initial officers and who are to serve until the first annual meeting of the Board of Directors held under the provision of this Agreement were:~~

TITLE	NAME
Chairman:	Roger Simmons
Vice Chairman:	Sherry Huber
Secretary Treasurer	Rick Yzaguirre

~~6.1.11 Work Program and Budget~~

~~The Executive Director shall prepare annually a proposed Work Program and Budget (UPWP) for the ensuing fiscal year that shall be prepared and submitted to the Board of Directors for consideration on or before June July 1 of the preceding fiscal year. The Board of Directors shall~~

review the proposed ~~Work Program and Budget~~UPWP, and, on or before the last regularly scheduled meeting of the Board in the preceding fiscal year, shall approve and adopt a program of work and budget for the next fiscal year, which budget shall set the **assessment fee** membership dues for all ~~classes of General Members, for Special Purpose Members and Ex-officio~~ Members. The basis upon which the **assessment fee and/or contribution requirements of Members of** membership dues for all categories of Members is **determined shall be established and** set forth in ~~the Bylaws~~Section 6.1.6.G of this Agreement.

- 6.1.12 Executive Committee: The Board of **Directors** may shall appoint an executive committee of **not fewer than Four (4) Directors which shall consist at a minimum of** (“Executive Committee”) pursuant to the **Chairman, Chair-Elect, Vice Chairman and the Secretary/Treasurer to serve at its pleasure** bylaws, to act for it with respect to specifically delegated functions as established and set forth in the **Bylaws** bylaws.
- 6.1.13 Planning Services: Each ~~General or Special Purpose~~ Member may request special services to be performed by the staff ~~and/or~~ any other employees or officers of the Association. Such services **shall** may be provided pursuant to a specific contract executed between the particular member and the Association. Assessments **shall** may be made upon those participating members that are directly benefited by the plan or project, according to ~~said~~ the contract. The use of the employees of ~~said-the~~ participating ~~M~~member **shall** may be taken into consideration when determining ~~their-the~~ Mmember’s respective share of ~~said-any~~ assessments.
- 6.1.14 Special Services or Projects: As each special service or project is considered for study, the Association shall determine how the study shall be financed and may recommend to the ~~General and/or Special Purpose~~ Members involved that they finance the study, either by supplying cash or contributed services; and if the members involved accept the recommendations, the study **shall** may proceed under the proposed financing.
- 6.1.15 Executive Director: The Board of **Directors** shall employ an Executive Director who shall be a non-voting Ex Officio Member of the Board and who shall be under the direction and control of the Board. The Executive Director serves at the pleasure of the Board and may be removed at any time by a two-thirds (2/3) majority vote of the Board. ~~Said-The~~ Executive

Director is hereby empowered to employ staff as authorized in the approved Work Program and Budget and within the provisions of the **Bylaws** bylaws of the Association in accordance with the directives of the Board of **Directors**.

- 6.1.16 ~~Existing Property Ownership: The initial Board shall cause all titled and/or recorded property whether real or personal that is an asset of "The Ada Planning Association" to be re-titled into the new name of "The Community Planning Association of Southwest Idaho, Aa Nonprofit Association" and all assets and liabilities of the same, including contract rights, and shall cause to be made and kept current a Statement statement of authority as to real property as is required by I.C. Idaho Code § 53-705 or any re-codifications and/or amendments of the same.~~
- 6.1.17 Amendments: The power to amend this Agreement is expressly conferred upon the Voting ~~Board~~ **Directors** ~~Members~~ **of Directors** and requires a two thirds (2/3) vote of the entire Voting ~~Board~~ **Directors** ~~Members~~ **of Directors**.
- 6.1.18 Real Property Powers: The Association, upon authorization of the Board, may (i) acquire and transfer or dispose of real property or any interest therein, whether by purchase, lease, option, exchange, gift, grant, bequest, devise or otherwise, and (ii) mortgage, pledge, hypothecate or otherwise encumber or dispose of real property or any interest therein, all as subject to applicable constitutional and statutory limitations. Funds of the Association, whether from dues, fees, grants, donations or otherwise, upon authorization of the Board, may be collected, set aside and/or expended in the exercise of the foregoing powers.
- 6.1.19 Disposition upon Dissolution: Notwithstanding anything in Section 6.1.5 or elsewhere in this Agreement to the contrary, upon dissolution of the Association, any real property interest held by the Association shall be (i) transferred, subject to any contractual or legal requirements, to the ~~association~~ Association, corporation or other entity that has been designated to replace the Association, if any, or, (ii) if there is no such designated replacement entity, disposed of in the manner approved by the majority vote of the entire Voting ~~Board~~ **Members** **of Directors** as such Board existed on the day immediately preceding the day of dissolution of the Association.

7. GENERAL PROVISIONS:

- 7.1. This Agreement constitutes and contains the entire **Agreement** agreement of the **parties** Parties and supersedes and merges all other prior understandings or agreements between the **parties** Parties on the subject of this Agreement, if any, whether oral or written; and
- 7.2. In the event any provision or section of this Agreement conflicts with applicable law, or is otherwise held to be unenforceable, the remaining provisions shall nevertheless be enforceable and carried into effect; and
- 7.3. This Agreement shall be governed and interpreted by the laws of the State of Idaho; and
- 7.4. Captions appearing under the section number designations of this Agreement are for convenience only, and are not a part of this Agreement, and do not in any way limit or amplify the terms and provisions of this Agreement.

7.5

8. NOTICE:

- 8.1 All notices given pursuant to this Agreement or contemplated under this Agreement shall be given by **certified** mail, **return receipt requested, postage prepaid, addressed** and/or by phone and/or by e-mail, facsimile or any other method reasonably calculated to give notice to the proper **party** Party at the **following** addresses: set forth next to the Party's signature block below.

- 8.1.1 **Ada County**
650 Main Street,
Boise ID 83702;
- 8.1.2 **Ada County Highway District**
318 E. 37th St.,
Garden City, ID 83714;
- 8.1.3 **City of Boise**
150 N. Capitol Blvd.
P.O. Box 500
Boise, ID 83701
- 8.1.4 **City of Eagle**
310 E. State,
P.O. Box 477
Eagle, ID 83616
- 8.1.5 **City of Garden City**
201 E. 50th,
Garden City, ID 83714
- 8.1.6 **City of Kuna**
329 W. 3rd.,
P.O. Box 13
Kuna, ID 83634
- 8.1.7 **City of Meridian**
33 E. Idaho,
Meridian ID 83642
- 8.1.8 **City of Star**
P.O. Box 130,
Star, ID 83669.

8.2 Any notice so given shall be deemed delivered, given served, or received on the date deposited in the United States mail or verified as received by **Fax transmission**, facsimile or email. Any **party** may change the address or designee to who notices shall thereafter be given upon five (5) days prior written notice to the other **party** in the manner set forth in this section.

9. NON-APPROPRIATION:

9.1 If a Member fails to appropriate sufficient funds in any fiscal year for payments due pursuant to this agreement, the agreement shall not be renewed for such fiscal year as to that Member and all of Member's obligations shall terminate on the last day of the last fiscal year for which payments were appropriated.

9. SUBSEQUENT PARTIES:

9.1 It is anticipated that there will be Public Agencies joining as General Members of this Association who will be required to sign as **parties**Parties to this **agreement**Agreement as a joint exercise of their powers and there shall be prepared a separate signature sheet for each such **party**Party, the original of which shall upon approval of the Board of **Directors** for admission as General Member be appended to this Agreement.

~~10. WITHDRAWAL OF PARTY:~~

~~10.1 In the event a General Member ceases to be a member as provided for herein the same shall be considered a withdrawing **party**Party and shall have no more legal interests in and to this **association**Association, including any interest in its dissolution, unless otherwise provided for herein specifically, but in the event the withdrawing **party**Party has any separate legal contract with the **association**Association the same shall not be affected by withdrawal unless such agreement specifically so provides.~~

IN WITNESS WHEREOF, the **parties have herein**undersigned General Members of the Voting ~~Board~~Directors~~Members~~ have executed this Agreement and made it effective as hereinabove provided.

SIGNATURES ON FOLLOWING PAGES

SECONDT**HIRD** RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN**SOUTHWEST** IDAHO, A NON PROFIT ASSOCIATION - 25

44504.0004.7000819.1

ADA COUNTY

200 W. Front Street, Boise ID 83702

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

City of Boise Comments

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 26

44504.0004.7000819.1

ADA COUNTY HIGHWAY DISTRICT

3775 Adams Street, Garden City, ID 83714

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

CANYON COUNTY

1115 Albany St. Caldwell, ID 83605

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

By: _____
Commissioner

Dated: _____

CANYON COUNTY HIGHWAY DISTRICT #4

15435 Hwy 44, Caldwell, Idaho 83607

By: _____
Commissioner

Dated: _____

CITY OF BOISE

150 N. Capitol Blvd. Boise, ID 83702

By: _____

Dated: _____

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 27

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Mayor

By: _____ Dated: _____
Council Member

By: _____ Dated: _____
Council Member

CITY OF CALDWELL

411 Blaine St, PO Box 1179, Caldwell, Idaho 83606

By: _____ Dated: _____
Mayor

By: _____ Dated: _____
Council Member

CITY OF EAGLE

660 E. Civic Lane, Eagle, ID 83616

By: _____ Dated: _____
Mayor

GARDEN CITY

By: _____ Dated: _____
Mayor

CITY OF KUNA

763 W. Avalon, Kuna, ID 83634

By: _____ Dated: _____
Mayor

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 28

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CITY OF MERIDIAN

33 E.

Broadway, Meridian ID 83642

By: _____
Mayor

Dated: _____

By: _____
Council Member

Dated: _____

CITY OF MIDDLETON

6 North Dewey Avenue, PO BOX 487, Middleton, ID 83644

By: _____
Mayor

Dated: _____

CITY OF NAMPA

411 3rd St. S., Nampa, ID 83651

By: _____
Mayor

Dated: _____

By: _____
Council Member

Dated: _____

CITY OF PARMA

P.O. Box 608, 305 N, 3rd Street, Parma, ID 83660

By: _____
Mayor

Dated: _____

CITY OF STAR

10769 West State Street, Star, ID 83669

By: _____
Mayor

Dated: _____

T:\FY10\900 Operations\990 Direct Operations-Maintenance\Policies\COMPASS Joint Powers Agreement Modified 2_22_2010.doc

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 29

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CITY OF WILDER

219 Third Street, Wilder, Idaho 83676

By: _____

Mayor

Dated: _____

GARDEN CITY

Mayor 6015 N. Glenwood Street, Garden City, ID 83714

By: _____
Mayor

Dated: _____

NAMPA HIGHWAY DISTRICT #1

4507 12th Avenue Rd, Nampa, ID 83686

By: _____
Commissioner

Dated: _____

City of Boise Comments

SECONDTHIRD RESTATED AND AMENDED JOINT POWERS AGREEMENT AND ARTICLES OF REFORMATION AND ORGANIZATION OF THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWESTERN SOUTHWEST IDAHO, A NON PROFIT ASSOCIATION - 30

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**BYLAWS AS ADOPTED BY THE BOARD OF
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO**

Initially Adopted: March 1, 2000
Amended: January 22, 2001
Amended: June 18, 2001
Amended: September 27, 2004
~~Amended: August 17, 2009~~
Amended: _____, 20

ARTICLE I.

OFFICERS

- Section 1. Officers of the Board. Officers of the Board shall be elected and serve as provided in Section 6.1.7H of the ~~Second Third~~ Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The of the~~ Community Planning Association of Southwest Idaho, a Nonprofit Association (hereinafter "Agreement"). The following subsections provide additional detail to Section 6.1.7H as provided in Section 6.1.7H(3).
- Section 2. Terms of Office. Officers of the Board shall be elected at the annual meeting and shall serve terms of one year (or until their successors are elected and qualified) as provided in Section 6.1.~~7.H7H~~ of the ~~Second Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association Agreement.~~
- Section 3. Succession. Unless other officers are elected by a majority vote of the Voting ~~Directors~~Members of the Board at the annual meeting (or special meeting called for the purpose of electing one or more officers, in compliance with the ~~Second Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association Agreement~~) the person serving as Secretary/Treasurer shall be elected to the office of Vice Chair, the person serving as Vice Chair shall be elected as Chair-Elect and the person serving as Chair-Elect shall be elected Chair.
- Section 4. Duties.
- a. Chair: The Chair shall be the chief executive officer of COMPASS. The Chair shall preside over all meetings of the Board, and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the

As Amended August 17, 2009 _____, 20
BYLAWS - Page 1

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Board to delegate any specific power or authority. The Chair shall be a member of and chair the Executive Committee.

b. Chair-Elect: The Chair-Elect shall perform the duties and exercise the powers of the Chair in case of the Chair's illness, disability or temporary absence and shall perform such other duties as may, from time to time, be granted or requested by the Board. The Chair-Elect shall be a member ~~of and serve as vice chair~~ of the Executive Committee.

c. Vice Chair: The Vice Chair shall perform the duties and exercise the powers of the Chair in case of the Chair and Chair-Elect's mutual illness, disability or temporary absence and shall perform such other duties as may, from time-to-time, be granted or requested by the Board. The Vice Chair shall be a member of the Executive Committee.

d. Secretary/Treasurer: The Secretary/Treasurer shall:

- * Give, or cause to be given, notice of all meetings of the Board and its standing committees in compliance with the open meeting law;
- * Keep, or cause to be kept, the minutes, books, and records of the financial statements and accounts of COMPASS;
- * Oversee COMPASS' compliance with the public records law;
- * Monitor, or cause to be monitored, the financial affairs of COMPASS and report periodically to the Executive Committee;
- * Create, or cause to be created, at the beginning of each meeting of the Board a roster of Voting ~~Directors~~Members and Alternate Voting ~~Directors~~Members who are in attendance; and
- * Be a member of the Executive Committee.

Section 5. Removal of Officers. The Board may remove from office any officer upon two-thirds (2/3) majority vote ~~of the Voting Directors~~Members. ~~-If any Voting Director member of the Board~~ wishes to remove an officer, that ~~Voting Director~~Board member shall give at least thirty (30) ~~days~~days' notice of intent to remove such officer to both the officer and to the Board. ~~-Any officer subject to removal proceedings shall not take part in the voting to remove them.-~~ An officer who is removed shall continue on the Board and retain full voting privileges as long as they remain a Voting ~~Director~~DirectorMember.

Section 6. Appointment of Officers upon Removal or Resignation. Upon the removal or resignation of an officer, the Board shall appoint a Board member to fill such vacant office. ~~-The appointed officer shall serve out the remainder of the term of the removed~~

officer or the officer who resigned.

Section 7. Delegation of Powers. The Board may delegate any of the powers and duties appropriate to the functioning of COMPASS to any officer, employee, or agent of COMPASS.

City of Boise Comments

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ARTICLE II.

MEETINGS

- Section 1. Place of Meetings. All meetings of the Board shall be held at its principal office, or at such other place as the Board may order or direct before the call of such meeting. The time and place of such meetings shall be stated in the notice or call for the meetings.
- Section 2. Regular Meetings. Regular meetings of the Board shall be held on the third Monday of ~~each month~~ December, March, June and September of each year, if not a legal holiday, and if a legal holiday, then on the first Monday following which is not a legal holiday. ~~All business, which the Board is authorized and empowered to take up at such a meeting, may be transacted without further or special notice.~~
- Section 3. Special Meetings. Special meetings of the Board may be called at any time by the ~~representatives-Voting Directors~~ of any three (3) ~~General or Special Purpose~~ Members by serving notice upon the Secretary/Treasurer of COMPASS; provided however, that all General and Special Purpose Members of the Board be given adequate notification as provided herein.
- Section 4. Notice or Call for Meetings: Association representatives shall be notified of each regular or special meeting of the Board at least forty-eight (48) hours in advance of each meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail, facsimile or hand delivery. Annually, at the last regular meeting of a calendar year, a schedule of regular meetings for the following year shall be adopted and distributed in a manner determined by the Board.
- Section 5. Quorum. A quorum shall consist of a ~~simple~~ majority of all the Association representatives of General and Special Purpose Members.
- Section 6. Presiding Officer. The ~~Chairperson~~ Chair shall preside at all meetings. ~~In the absence of the Chairperson~~ Chair, the Chair Elect shall preside. ~~In the absence of the Chairperson~~ Chair and the Chair Elect, the Vice ~~Chairperson~~ Chair shall preside. ~~In the absence of all these officers, the Board shall select a temporary Chairperson~~ Chair for the meeting. ~~The Secretary/Treasurer shall act as Secretary at all meetings of the Association, but in the Secretary/Treasurer's absence, the presiding officer may appoint any person to act as Secretary for that meeting. Should the Secretary/Treasurer be the presiding officer, as provided above, the~~

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Secretary/Treasurer may appoint any person to act in the capacity of Secretary for that meeting.

Section 7. Rules of Order. The rules contained in the current edition of Roberts Rules Newly Revised generally shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the ~~Second Third Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The of the Community Planning Association of Southwest Idaho, a Nonprofit Association Agreement~~, and any special order that may be adopted by the Board.

City of Boise Comments

ARTICLE III.

VOTING

Section 1. Voting ~~Directors~~~~Directors~~~~Members~~. Voting ~~Directors~~~~Directors~~~~Members~~ and Alternate Voting ~~Directors~~~~Directors~~~~Members~~ shall be selected by their appointing agency and approved, when required, by the COMPASS Board as provided in Section 6.1.7 of the ~~Second~~~~Third~~ Restated ~~And~~~~and~~ Amended Joint Powers Agreement and Articles of Reformation and Organization ~~Of The~~~~of the~~ Community Planning Association of Southwest Idaho, a Nonprofit Association, except that the following stipulation may apply to Special Purpose Members. Namely, each Special Purpose Member shall be represented by one (1) Voting ~~Director~~~~Member~~~~Director~~, except that the total number of Voting ~~Directors~~~~Directors~~~~Members~~ from a single class of special districts with similar responsibilities and authorities shall not exceed three (3) Voting ~~Directors~~~~Directors~~~~Members~~. In the event that more than three (3) membership applications are received from Special Purpose Members with similar responsibilities and authorities, the Board shall apportion the representation for the class of Special Purpose Members in an appropriate and equitable manner through resolution of the Board.

Section 2. Authority to Vote. -A Voting ~~Director~~~~Director~~ or Alternate Voting ~~Director~~~~Member~~ is entitled to vote on any matter which comes before the Board or before any COMPASS committee or task force of which the Voting ~~Director~~~~Director~~~~Member~~ is a duly appointed member, provided the Voting ~~Director's~~~~Director~~~~Member's~~ ~~M~~~~m~~~~e~~~~m~~~~b~~~~e~~~~r~~~~a~~~~g~~~~e~~~~n~~~~c~~~~y~~ is current in the payment of its membership dues and all other proper assessments. ~~Similarly, All general~~~~Aan approved~~ Alternate Voting ~~Director~~~~Members~~, ~~as provided for in Section 6.1.7.E of the Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association Agreement, shall have the authority to vote as a Voting Director~~~~Members~~ on behalf of the ~~M~~~~m~~~~e~~~~m~~~~b~~~~e~~~~r~~~~s~~ ~~for whom he or she is they are serving, provided the Voting Director~~~~Member's~~ ~~M~~~~m~~~~e~~~~m~~~~b~~~~e~~~~r~~ is current in the payment of its dues and other proper assessments.

~~All membership dues assessments are due and payable upon receipt of each invoice. Any General Member~~~~member agency that fails to pay any assessment in full within thirty (30) days (or such other period of time as may be requested by the General Member~~~~member and approved by the COMPASS Board) after the due date shall be considered delinquent and in violation of this section. Written notice of delinquency shall be sent by certified mail, return receipt requested, to the Mayor and City Clerk, or Chair of the Commission and County Auditor of the General~~

~~Member member agency involved. Upon non-payment of the full assessment within thirty (30) days of receipt of the delinquency notice, that General Member member agency will be deemed to have voluntarily withdrawn its membership in COMPASS. No Voting Director or Alternate Voting Director representative of that government agency shall thereafter be allowed to vote on any matter coming before the COMPASS Board or any COMPASS subcommittee until and unless general membership dues assessments are fully paid retroactively or until the COMPASS Board takes some alternative action to reinstate the Member's government's status as a General Member Mmember agency.~~

Section 3. Voting. All matters before the Board shall be disposed of by ~~simple~~ majority vote of all votes cast by Voting ~~Directors~~ ~~Directors~~ ~~Members~~ present at the meeting unless otherwise provided in these Bylaws, the ~~Second Agreement~~ ~~Third Restated And~~ ~~Amended Joint Powers Agreement and Articles of Reformation and Organization Of The of the Community Planning Association of Southwest Idaho, a Nonprofit Association,~~ and any special order that may be adopted by the Board.

Section 4. Votes ~~Per~~ ~~per~~ Voting ~~Director~~ ~~Director~~ ~~Member~~. Three voting alternatives exist. Unless otherwise provided, Alternative A (one vote per Voting ~~Director~~ ~~Director~~ ~~Member~~) shall be used.

- A. One vote per Voting ~~Director~~ ~~Director~~ ~~Member~~:
Each Voting ~~Director~~ ~~Director~~ ~~Member~~ casts ~~one and only~~ one vote.
- B. Weighted Voting:
Voting ~~Directors~~ ~~Directors~~ ~~Members~~ from each ~~General and Special Purpose~~ Member cast a number of votes equal to the ~~Member's member agency's Association membership~~ dues as provided below.
- C. Intra-County Voting:
Only Voting ~~Directors~~ ~~Directors~~ ~~Members~~ from within one county cast a vote.

Section 5. Weighted Voting. Weighted voting may be used when all Voting ~~Directors~~ ~~Directors~~ ~~Members~~ from any General Member ~~requests~~ ~~request~~ weighted voting after a matter is properly before the Board and before the question is called or the vote is held. In the event weighted voting is requested:

- A. Each ~~General and Special Purpose~~ Member represented at the Board meeting by one or more Voting ~~Directors~~ ~~Directors~~ ~~Members~~ will be granted one vote for each dollar it contributes as its membership dues to COMPASS

in the current fiscal year as provided in the most recently adopted COMPASS [Unified Planning](#) Work Program and Budget.

- B. In the event more than one Voting ~~Director~~~~Member~~ is present for a ~~General~~ Member, the votes for that ~~General~~ Member shall be divided equally among the ~~Member's~~ Voting ~~Directors~~~~Members~~ present at the time the vote is held.
- C. The Secretary/Treasurer will determine and announce, or cause to be determined and announced, the number of votes assigned to each Voting ~~Director~~~~Member~~. The Chair will read the number of votes assigned to each member agency before the vote.
- D. A roll-call vote will be held.

Section 6. Intra-County Voting. Intra-county voting may be used according to the provisions of this section when any matter properly before the Board pertains overwhelmingly within the borders of one county. Examples of such matters include, but are not limited to:

- * Setting transportation project priorities when all such projects are within the borders of one county;
- * Approving a Transportation Improvement Program when the program applies only within the borders of one county;
- * Approving a ~~Long Range Transportation Plan~~[long range transportation plan](#) when the plan applies only within the borders of one county;
- * Approving an expenditure of funds when the funds are both generated and expended within the borders of one county; and
- * Adopting air or water quality recommendations or strategies for inclusion in official State Implementation Plans when the recommendations or strategies apply only within the borders of one county.

The Chair may optionally determine, before distributing an agenda for any regular or special meeting of the Board, whether any item on the agenda is likely to qualify for intra-county voting and shall so designate on the agenda. In addition any Voting ~~Director~~~~Member~~ may, at any meeting of the Board, request consideration of intra-county voting for any item on the agenda.

In either case, before such a matter may properly be placed before the Board, the Chair shall determine in a manner ~~generally~~~~generally~~ provided by Roberts Rules of Order whether to invoke intra-county voting. In the event intra-county voting is used:

- A. The Chair will announce that intra-county voting will be used to resolve the matter before the Board and designate which county's Voting ~~Directors~~DirectorsMembers may vote.
- B. Only Voting ~~Directors~~DirectorsMembers present and representing ~~General and Special Purpose~~ Members in that county may cast a vote on the matter.
- C. A ~~simple~~ majority of Voting ~~Directors~~DirectorsMembers present from that county is required to approve the matter before the Board.
- D. Weighted voting within the county may be utilized as provided elsewhere in this section.

City of Boise Comments

ARTICLE IV.

EXECUTIVE DIRECTOR

- Section 1. Appointment. The Board shall appoint an Executive Director as provided in Section 6.1.15 of the ~~Second Third Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The of the Community Planning Association of Southwest Idaho, a Nonprofit Association Agreement.~~
- Section 2. Powers and Duties. The Executive Director may enter into any contract or execute in the name of COMPASS all deeds, bonds, mortgages, contracts, and other documents and agreements as may be authorized by the Board in the approved ~~work program and budget~~ Unified Planning Work Program and Budget or by other action of the Board. The Executive Director shall be the disbursing officer of COMPASS for all funds made available thereto. -The Executive Director shall also have the general powers and duties of supervision and management, including but not limited to, employment, hiring and dismissal of members of the staff. The Executive Director shall have the emergency authority to act to protect the rights and interests of COMPASS as they relate to the approved ~~work program and budget~~ Unified Planning Work Program and Budget, pending confirmation by the Board.
- Section 3. Committee Assignments. The Executive Director or a designated delegate shall be an ex-officio member of any special committee or task force of COMPASS ~~and each General and Special Purpose Member~~ and shall periodically attend meetings of organizations involved in planning within southwest Idaho.
- Section 4. Conditions of Employment. Salary and other conditions of employment for the Executive Director shall be established by the Board upon recommendation by the Executive Committee.
- Section 5. Regular Reporting Required. The Executive Director shall monthly prepare a summary of significant staff activities which have taken place during the prior month and provide it as an item on the agenda of each regular meeting of the ~~Board-Executive Committee.~~ The packet for each regular meeting of the Executive Committee shall be distributed to the entire Board.

Commented [EAK1]: Huh? Dont understand. Probably need to delete.

ARTICLE V.

MEMBERSHIP DUES

- Section 1. ~~General Members.~~ Membership dues for ~~all General and Special Purpose~~ Members shall be determined consistently with Section 6.1.6G of the ~~Second Third Restated Andam Amended Joint Powers Agreement and Articles of Reformation and Organization Of The of the Community Planning Association of Southwest Idaho, a Nonprofit Association Agreement.~~ At the time of adoption of these Bylaws, the per capita fee is seventy-five cents (\$.75).
- Section 2. ~~Special Purpose Members.~~ Membership dues for ~~Special Purpose~~ Members shall be annually determined by the Board.

All membership dues assessments are due and payable upon receipt of each invoice. Any Member that fails to pay any assessment in full within thirty (30) days (or such other period of time as may be requested by the Member and approved by the COMPASS Board) after the due date shall be considered delinquent and in violation of this section. Written notice of delinquency shall be sent to the Mayor and City Clerk, or Chair of the Commission and County Auditor of the Member. Upon non-payment of the full assessment within thirty (30) days of receipt of the delinquency notice, that Member will be deemed to have voluntarily withdrawn its membership in COMPASS.

~~Section 3. Ex-Officio Members. Ex-Officio members pay no membership dues.~~

Article VI.

AUTHORITY

The Board of Directors has the primary responsibilities listed below. The Board may take other actions not listed here as appropriate to govern the Association.

- Elect Board officers
- Approve the addition of new members to the Association, if any
- Approve regional long range transportation plan and amendments to the regional long-range transportation plan
- Approve Transportation Improvement Program
- Approve the Unified Planning Work Program and Budget and revisions to the Unified Planning Work Program and Budget
- Hire and oversee the Executive Director
- Review and approve the annual performance review of the Executive Director conducted by the Executive Committee, and approve a salary adjustment or other compensation arrangements, if any.
- Approve annual state and federal legislative positions
- Approve three year strategic plan, as needed
- Approve grant applications, where COMPASS is grantor.
- Approve annual population estimates.
- Approve annual membership dues
- Approve membership on standing committees. Approve work groups and work group members

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- Approve COMPASS integrated communications plan as needed, but not less than every three years.
- Approve updates to Financial Policy, as needed.
- Approve updates to Personnel Policy, as needed.
- Review and approve Board policies, as needed

ARTICLE ~~VI~~VII.

STANDING COMMITTEES

Section 1. Open Meetings and Public Records. All meetings of committees established and authorized under this section shall be conducted according to and be subject to the same open meeting law and public records provisions as provided in Sections 6.1.7K and 6.1.7L, respectively, of the ~~Second Third Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization Of The of the Community Planning Association of Southwest Idaho, a Nonprofit Association Agreement.~~

Section 2. ~~Executive Committee:~~

- A. Establishment. An Executive Committee is hereby established as a standing committee of the Board.
- B. Membership. The Executive Committee shall be composed of the following Voting Directors:
 1. All four Board Officers;
 2. The mayor of each General Member that is an incorporated city with a current population greater than 25,000 according to the most recent population estimates adopted by the Board;
 3. The chair of each county commission;
 4. The president of each single county-wide highway district commission;

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5. Two (2) mayors of General Members who are incorporated cities with a current population of 25,000 or fewer according to the most recent population estimates adopted by the Board and who shall annually be selected by the representatives of the cities who fit into that classification; provided, however, that the total number of mayors on the Executive Committee from this grouping of smaller cities shall not exceed two (2); and provided, further, that one of the selected cities must be located in Canyon County and the other selected city must be located in Ada County;

6.- The Chair of one of the highway districts located in Canyon County;
and

7. The immediate past Chair;

7. C. Limitation. Notwithstanding Sections 2.B.2 through 2.B. 6, there shall be no more than one Voting ~~Director~~ Director ~~Member~~ on the Executive Committee from any member agency.

8. D. Elected Official: Alternate. All Executive Committee members shall be currently elected local government officials. Elected officials from the same member agency may serve as an alternate for an absent Executive Committee member at the direction of the absent Executive Committee member. Non-elected officials on the list of alternates approved annually by the Board may also serve in place of an absent Executive Committee member at the direction of the absent Executive Committee member.

G. E. Authority. The Executive Committee is empowered to act on behalf of the COMPASS Board only in the following instances:

1.* To ~~authorize~~ receive monthly status updates from the ~~Chairman~~ Regional Transportation Advisory Committee (RTAC) chair on the work of the RTAC committee.

* To ~~form~~ recommend work groups to work with COMPASS as needed to provide input, technical support and ~~for~~ feedback on planning activities. Each work group shall have a charter ~~approved~~ recommended by the Executive ~~Director to execute grant documents~~ Committee and approved by the COMPASS Board, specifying the type of members to include, the tasks to accomplish and ~~other agreements necessary~~ the timeline for ~~the~~

conduct of COMPASS business; those tasks. The Executive Committee will establish a process for selection of membership to each workgroup for final approval by the COMPASS Board.

2.* To receive periodic status updates from staff liaisons to the active authorized work groups on the activities of those work groups.

* To review the charter of each work group at least once per year and recommend updates to the COMPASS Board as appropriate.

* To receive periodic status updates from staff on the status of tasks and activities identified in the annual Unified Planning Work Program and Budget.

* To provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.

* To approve grant applications, ~~pending confirmation by~~ where COMPASS is the ~~Board~~ applicant.

3.* To approve formal responses to local, state, regional and federal issues affecting COMPASS' planning process, ~~pending confirmation by the Board~~.

4.* To authorize the ~~Chairman~~Chair and/or Executive Director to enter into agreements with other local, state, regional, federal and private agencies which expedite COMPASS' planning process, ~~pending confirmation by the Board~~.

5.* To commit COMPASS staff to address local planning issues, which are outside the current ~~work program~~Unified Planning Work Program and ~~budget~~Budget but for which prompt response is essential and for which COMPASS participation is deemed desirable, pending confirmation by the Board.

~~6.*~~ To approve **minor amendments to the Transportation Improvement Program and the current work program and budget, pending confirmation by the Board;**

~~7.~~ **To approve** preliminary versions of the **work program and budget** Unified Planning Work Program and Budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board;

~~8.~~ * To accept non-policy documents such as the annual audit, Development Monitoring Reports, Quarterly Status Reports, Financial Reports, etc.; **and**

~~*~~ To recommend approval of e minor amendments to the current Unified Planning Work Program and Budget to the COMPASS Board.

~~*~~ To recommend approval of e amendments to and priorities in the Transportation Improvement Program to the COMPASS Board.

~~*~~ To conduct an annual performance review of the Executive Director **and recommend any proposed changes in**, report the results of its evaluation and make a recommendation for salary and adjustment or other conditions of employment compensation arrangements, if any, to the full Board for its approval at the regularly scheduled June Board meeting.

~~9.~~ F. Dissenting Votes. If there are two or more dissenting votes from the voting members of the Executive Committee present when an action item is voted upon, that action item shall be referred to the full Board for consideration and action.

Section 3. Other Standing Committees:

~~A.~~ Establishment. The following are hereby established as other standing committees of the Board:

~~1.~~ **Demographic Advisory Committee. The purpose of this committee is to assist COMPASS staff and the Board by preparing and recommending population estimates and forecasts to the Board for application in all COMPASS' planning activities.**

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~~2. Finance Committee. The purpose of this committee is to provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.~~

~~3. Public Participation Committee. The purpose of this committee is to encourage community involvement in transportation planning issues in the COMPASS planning area.~~

~~4. Regional Geographic Information System Advisory Committee. The purpose of this committee is to be a coordinated body of co-operative geographic information systems professionals providing a technical forum to promote compatibility of data and the expansion of data and to advise COMPASS on investment in and policies regarding geographic information systems. The committee will also be a forum for exchanging ideas and data related to regional geographic information.~~

~~5. Regional Technical Advisory Committee. Regional Transportation Advisory Committee. The purpose of this committee is to assist COMPASS staff and the Board by reviewing and recommending appropriate action(s) to the Board with regard to all transportation-related matters to come before the Board. RTAC is charged with the following responsibilities:~~

~~6. Transportation Modeling Advisory Committee. The purpose of this committee is to assist COMPASS staff in maintaining and improving the bi-county transportation forecast model.~~

~~* RTAC has major responsibility in the development and review of the regional long range transportation plan. During periods of an update, a subcommittee~~

may meet frequently in order to provide timely input into the development process. Amendments and other necessary review will be completed by the committee as a whole.

- * RTAC has major responsibility in the development of the Transportation Improvement Program (TIP). Work in this area includes the review and recommendations of priorities for federal funding requests, review of the TIP and related documents, development of prioritization criteria, review of TIP schedules, and balancing Transportation Management Area funds.
- * RTAC contributes to the development of the Unified Planning Work Program (UPWP) by presenting a realistic perspective of the program needs of the various implementing and planning agencies. Work in this area includes identifying tasks and activities to be considered for inclusion in the UPWP and prioritization of those tasks.
- * RTAC follows the approved Unified Planning Work Program and Budget and schedule of activities. If any agency identifies a need to deviate from the adopted Unified Planning Work Program and Budget or initiate any special studies that have any bearing on the present or proposed transportation system, it will be the responsibility of the agency to bring this to the attention of the Executive Director of the agency to send to RTAC for consideration. RTAC will provide comments to the Executive Committee, who will make a recommendation to the COMPASS Board for a decision. Actions, if any, are recommended to the Executive Committee for consideration.
- * The Executive Committee may use RTAC to review and comment on a variety of special transportation related projects, Comprehensive Plan Amendments, major zoning reviews, public and/or private development/redevelopment projects, etc. The Executive Committee will utilize the review and comment of RTAC to make recommendations to the COMPASS Board for final decisions. Work in this area is anticipated to be of a short-term nature and shall be authorized by the Executive Committee prior to RTAC and staff involvement.
- * RTAC members constitute a primary communications link between COMPASS and its members. As such RTAC members are expected to represent their respective agencies' at the meetings and to communicate to their agencies information regarding COMPASS plans, studies, and other activities.

* The RTAC chair, on behalf of RTAC, will submit a monthly status report on its activities to the Executive Committee.

~~B.~~ Membership. The number and appointment of membership on other standing committees shall be reviewed and approved annually by the Board at the first regular Board meeting of each calendar year.

~~C.~~ Bylaws. Bylaws for other standing committees shall be prepared and may be amended from time to time by each standing committee. Bylaws provisions become effective only upon ratification by the Board.

Section 4. Other Committees. The Board may from time to time create other committees ~~and, work groups, or~~ task forces as it sees fit. ~~Such committees and, work groups, or~~ task forces shall be composed of such individuals as the Board may direct and shall have only the authority, powers, duties, and responsibilities as may be necessary and as the Board may determine. ~~COMPASS maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the committees, work groups, and task forces it establishes.~~

ARTICLE VII.

GENERAL PROVISIONS

- Section 1. Books and Records. COMPASS shall maintain adequate and correct books, records and accounts of all its obligations, properties, assignments, and other such records or accounts as are generated. -All such books, records and accounts shall be kept at its main office and shall be open to inspection by any General or Special Purpose Member or Voting ~~Director~~Director~~Member~~ at any time.
- Section 2. Amendment. These Bylaws may be amended or repealed and replaced by the adoption of such new Bylaws as may be approved by a two-thirds (2/3) vote of the Board at any regular meeting provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board.

~~ADOPTED: March 1, 2000~~

~~Amended: January 22, 2001~~

~~Amended: June 18, 2001~~

~~Amended: September 27, 2004~~

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COMPASS BOARD AGENDA ITEM VIII-A

Date: March 16, 2015

Topic: Communities in Motion 2040 (CIM) Implementation Grant Program Update

Request/Recommendation:

This is an information item.

Summary:

The CIM Implementation Grant Program provides direct support to COMPASS member agencies in local projects consistent with regional goals in *Communities in Motion 2040* (CIM 2040). Grants are provided from local funds that are set aside for matching federal funds spent in the Treasure Valley and directly supporting regional initiatives.

Projects may be a plan, regulatory tool, construction, concept/design, etc., and may be a stand-alone project or a phase/component of a larger project. Board approved basic project eligibility requirements are:

- Located in a downtown area or major activity center identified in CIM 2040
 - Cannot be generic or large-scale (for a corridor or city-wide code application)
- Sponsored by COMPASS General or Special member agency
- Fulfilling at least one of three tasks identified in CIM 2040:
 - Provide better access to transit, bike, and pedestrian facilities to offset congestion
 - Invest in town centers, main streets, and existing infrastructure as identified in CIM 2040
 - Develop specific area plans for activity centers consistent with CIM 2040 and with planned integration of alternative transportation systems

The genesis for the program was in the development of CIM 2040, where a need was identified for a “grant implementation program for member agencies.” After budget adjustments, the program was funded for \$97,000 in FY2014. Three projects were funded; City of Middleton, City of Wilder and City of Kuna.

COMPASS staff will provide a presentation at the March 2015 COMPASS Board meeting as to the status of the three 2014 awards and plans for the 2015 and 2016 programs, including adjusting the application timeline. Staff will also present information describing how the CIM Implementation Grant Program fits in the overall context of implementing the long range transportation plan, the new Project Development Program, and efforts to improve project delivery and timeliness.

Implication (policy and/or financial):

Receiving quality applications for the CIM Implementation Grant Program and adjusting the application timeline for the CIM implementation grants will improve project delivery and success.

More Information:

For detailed information contact Don Matson, at 475-2240 or dmatson@compassidaho.org.

FEBRUARY 2015 - STAFF ACTIVITY REPORT

PROGRAM NO.	
601	<p data-bbox="310 170 1373 226">UNIFIED PLANNING WORK PROGRAM DEVELOPMENT AND FEDERAL ASSURANCES</p> <p data-bbox="1263 237 1511 264" style="text-align: right;">MEGAN LARSEN</p> <ul data-bbox="331 275 1507 934" style="list-style-type: none"> • Processed and tracked revenues and expenditures associated with Revision 1 of the FY2015 UPWP. • Tracked changes and announcements in the Federal Register and the Daily Digest. • Tracked announcements from funding resources to identify potential grants for COMPASS and member agencies. • Presented proposed membership dues for inclusion in the FY2016 UPWP to the Finance Committee. • Presented five year financial projections for the Finance Committee, which will help to inform the FY2016 UPWP and Budget. • Presented proposed Revision 2 of the FY2015 UPWP to the Finance Committee. • Continued work on a proposal for the Board to consider whether COMPASS should assume the Economic Development District designation for Region 3 after receiving authorization to do so from the Board at the January 26, 2015 meeting. • Started work on the draft of the FY2016 UPWP. • Presented overview of COMPASS core functions, and efforts initiated in FY2015 to RTAC in preparation for the 2016 UPWP. Facilitated a workshop and a preliminary prioritization of efforts and tasks for the FY2016 UPWP to be recommended to the Finance Committee.
605	<p data-bbox="310 947 873 974">MULTI-MODAL PLANNING SUPPORT</p> <p data-bbox="1198 984 1511 1012" style="text-align: right;">WALT SATTERFIELD</p> <ul data-bbox="331 1022 1490 1520" style="list-style-type: none"> • Participated in weekly GoRide coordination meetings with Valley Regional Transit. • Participated in Travel Demand Management working group meeting at the Ada County Highway District on February 11, 2015. • Attended ITD Public Transportation presentation for District 3 on February 11, 2015. • Participated in Valley Regional Transit's Transit Amenities Development Guidelines process discussion on February 12, 2015. • Collected park and ride use data for five facility locations in Ada County. • Participated in Meridian Transit Planning meeting on February 27, 2015. • Hosted the Active Transportation workgroup meeting to review Counter Technology Deployment sites on February 11, 2015. • Hosted the Foundation for Ada/Canyon Trails System meeting on February 18, 2015. • Attended the Activate Treasure Valley meeting on February 18, 2015.

PROGRAM NO.	
620	<p data-bbox="310 128 1195 163">GROWTH AND TRANSPORTATION SYSTEM MONITORING</p> <p data-bbox="1300 163 1516 199">CARL MILLER</p> <ul data-bbox="334 199 1500 667" style="list-style-type: none"> • Completed the 2014 Development Monitoring Report. • Continued developing “on hold” performance measures, including jobs access, bicycle and pedestrian volumes, intersection density, and automobile level of service. • Presented 2015 population estimates to the Demographic Advisory Committee on February 25, 2015. • Presented 2015 census workshop training options to the Demographic Advisory Committee on February 25, 2015. • Presented 2015 Census Boundary and Annexation Survey (BAS) options to the Demographic Advisory Committee on February 25, 2015. • Provided COMPASS Performance Dashboard training to the City of Nampa Planning and Zoning Commission on February 24, 2015. • Attended the FHWA/ITD Transportation Performance Management workgroup meeting on February 24, 2015.
647	<p data-bbox="310 667 987 703">REGIONAL GROWTH ISSUES AND OPTIONS</p> <p data-bbox="1300 703 1516 739">CARL MILLER</p> <ul data-bbox="334 739 870 772" style="list-style-type: none"> • No significant progress this month.
653	<p data-bbox="310 772 870 808">COMMUNICATION AND EDUCATION</p> <p data-bbox="1354 808 1516 844">AMY LUFT</p> <ul data-bbox="334 844 1500 1650" style="list-style-type: none"> • Prepared the <i>Keeping Up With COMPASS</i> newsletter. • Updated the COMPASS web site. • Posted 2 blogs, 15 Facebook messages, and 91 Tweets. • Tracked and facilitated issues related to COMPASS and transportation in and with news media. Issued two news releases and facilitated five interviews (<i>Idaho Business Review</i> and <i>Boise Weekly</i> on education series speakers, <i>Idaho Press Tribune</i> on the Karcher/Middleton intersection project, <i>Idaho Press Tribune</i> on registration fees, and <i>The Arbiter</i> on public transportation). • Continued transportation funding outreach campaign – continued radio ads, submitted guest opinion by Mayor Nancolas to the local news media, continued social media campaign, updated web page, placed funding display on BSU campus for STEM Exploration Day and in Nampa Civic Center. • Submitted a proposal for a presentation on the transportation funding outreach campaign for the WASHTO 2015 annual conference, to be held in Boise in July 2015. • Continued work on COMPASS integrated communication plan. • Hosted two speakers in the 2015 COMPASS education series: Todd Litman on February 5 and 6 and Brian Chandler on February 19 and 20, 2015. • Continued preparations for the remainder of the 2015 education series. • Hosted the annual COMPASS 101 orientation on February 3, 2015. • Attended two Healthy Communities Summit planning meetings. • Worked on scope and contract for possible targeted training for active transportation committee and select COMPASS staff on bicycle and pedestrian planning.

PROGRAM NO.	
661	<p data-bbox="310 132 737 163">COMMUNITIES IN MOTION</p> <p data-bbox="1263 170 1515 201" style="text-align: right;">LIISA ITKONEN</p> <ul data-bbox="331 205 1507 701" style="list-style-type: none"> Continued collecting data via an online survey to agricultural producers and processors in southwest Idaho for the farm freight study. Conducted the kick-off meeting of the public transportation network analysis on February 25, 2015. Received the final CIM 2040 online (interactive PDF) document from the technical editor, along with a CD of all final CIM documents. Reviewed and approved final CIM summary document and CD; expect delivery first week of March 2015. Printed additional CIM 2040 Vision maps. Met with sixteen member agencies at their locations during February 2015 and discussed potential projects for the CIM Implementation Grant Program. Released CIM Implementation Grant Program guidance and call for projects for FY2015 and FY2016 on February 20, 2015. Sent a CIM 2040 2.0 update email to the environmental review group on February 27, 2015.
685	<p data-bbox="310 709 1287 741">REGIONAL TRANSPORTATION IMPROVEMENT PROGRAM (TIP)</p> <p data-bbox="1284 745 1515 777" style="text-align: right;">TONI TISDALE</p> <ul data-bbox="331 781 1495 1209" style="list-style-type: none"> Prepared for the Urban Balancing Committee meeting on February 5, 2015. Prepared for and hosted the TMA Balancing Committee on February 5, 2015. Met with ACHD staff multiple times in preparation to delay a project. Worked with VRT staff on changes to the FY2015-2019 TIP and updates to the Draft FY2016-2020 TIP. Prepared multiple amendments and administrative modifications. Prepared for and hosted a special TMA Balancing Committee on February 26, 2015. Continued developing several new reports for reporting cost changes and progress on projects. Continued developing a new TIP application guide. Continued training staff who are new to working with TIP tasks. Continued developing a series of new TIP brochures.
686	<p data-bbox="310 1218 984 1249">PROJECT/SCOPE DEVELOPMENT PROGRAM</p> <p data-bbox="1295 1253 1515 1285" style="text-align: right;">DON MATSON</p> <ul data-bbox="331 1289 1503 1415" style="list-style-type: none"> Held program discussions with sixteen member agencies during February 2015 to identify agency needs and potential projects for the program. Released call for project applications for the Project Development Program to all member agencies on February 20, 2015.
692	<p data-bbox="310 1423 1208 1455">REGIONAL ASSET and RESOURCE MAINTENANCE REPORT</p> <p data-bbox="1295 1459 1515 1491" style="text-align: right;">DON MATSON</p> <ul data-bbox="331 1495 1373 1526" style="list-style-type: none"> Received annual street finance reports from several member agencies.
693	<p data-bbox="310 1539 883 1570">GRANT RESEARCH AND ASSISTANCE</p> <p data-bbox="1295 1575 1515 1606" style="text-align: right;">DON MATSON</p> <ul data-bbox="331 1610 1466 1839" style="list-style-type: none"> Monitored grant sources for new grant opportunities and shared with member agencies as appropriate. Notified interested agencies on February 6, 2015, about healthy community opportunities funded by the Robert Wood Johnson Foundation. Submitted application for a Strategic Highway Research Program 2 grant to collect additional data on freight and enhance performance-based planning for <i>Communities in Motion 2040 2.0</i>.

PROGRAM NO.	
701	<p align="right">SABRINA ANDERSON</p> <p>GENERAL MEMBERSHIP SERVICES</p> <ul style="list-style-type: none"> • Held discussions with sixteen member agencies during February, 2015 to identify agency needs and potential projects for COMPASS assistance. • Reviewed marketing proposal for ACHD Commuteride. • Using the COMPASS Audience Response System, assisted Middleton Mayor Darin Taylor in eight presentations in social studies classes at Middleton High School. • Attended an Idaho Center Specific Area Plan workshop for the City of Nampa on February 25, 2015. • Completed four development review checklists for Trapper Ridge, Harris Ranch North, White Cloud Revised, and Paramount South. • Met with ITD District 3 staff on construction packages and funding approach for I-84 Karcher to Franklin Blvd. • Met with LHTAC regarding the T2 Training Center, funding programs LHTAC administers and ways to collaborate for services to COMPASS members. • Met with City of Boise regarding COMPASS support services for Boise's Transportation Plan.
702	<p align="right">AMY LUFT</p> <p>AIR QUALITY OUTREACH</p> <ul style="list-style-type: none"> • Ran three air quality public service announcements on local television stations. • Provided a status report to the Air Quality Board and Idaho Department of Environmental Quality.
703	<p align="right">AMY LUFT</p> <p>GENERAL PUBLIC SERVICES</p> <ul style="list-style-type: none"> • Presented demographic data and trends to the United States Attorney's Office on February 11, 2015. • Provided information to the public on demographics, development, funding, and traffic issues.
705	<p align="right">MATT STOLL</p> <p>TRANSPORTATION LIAISON SERVICES</p> <ul style="list-style-type: none"> • Participated in the Caldwell Chamber of Commerce Transportation Committee and the Meridian Transportation Commission. • Attended ITD Board workshop and meeting on February 23, 2015. • Attended the Caldwell Chamber of Commerce Government Affairs Committee meeting. • Attended the Boise Chamber of Commerce Transportation Committee meeting. • Attended City of Caldwell State of the City address • Attended City of Meridian State of the City address • Attended City of Middleton State of the City address • Participated in Idaho APA Board meeting. • Met with Amy Revis, ITD District 3 Engineer to discuss issues of interest to COMPASS and ITD District 3 on February 17, 2015. • Met with Nampa Councilman Paul Raymond to discuss COMPASS on February 20, 2015.
720	<p align="right">DON MATSON</p> <p>STATE STREET TRANSIT CORRIDOR IMPLEMENTATION</p> <ul style="list-style-type: none"> • No significant activity during February 2015.

PROGRAM NO.	
760	<p data-bbox="310 132 686 163">LEGISLATIVE SERVICES</p> <p data-bbox="1312 165 1507 197" style="text-align: right;">MATT STOLL</p> <ul data-bbox="334 201 1507 800" style="list-style-type: none"> • Participated in relevant activities in support of Board legislative position statements. • Tracked and reported significant activity in federal and state transportation-related legislative issues. • Continued reviewing Moving Ahead for Progress in the 21st Century Act (MAP-21) and proposed rule-making to determine implications to COMPASS and its membership. • Met with Idaho legislators on February 4, 2015 to discuss transportation funding needs within the State of Idaho. • Arranged for Mr. Todd Litman, Victoria Transport Policy Institute, to address Senate Transportation Committee on February 5, 2015. • Attended National Association of Regional Councils' National Conference of Regions in Washington, D.C. from February 8 – 10, 2015. • Met with Idaho congressional delegation in Washington, DC regarding transportation policy and funding issues on February 11, 2015. • Participated in Coalition for America's Gateways and Trade Corridors conference call regarding surface transportation authorization progress on February 25, 2015.
761	<p data-bbox="310 808 821 840">BLUEPRINT FOR GOOD GROWTH</p> <p data-bbox="1182 842 1515 873" style="text-align: right;">SABRINA ANDERSON</p> <ul data-bbox="334 877 1433 970" style="list-style-type: none"> • Worked on topics and format for future work group. • Reviewed the University of Idaho law students write ups on various growth incentive strategies.
801	<p data-bbox="310 978 651 1010">STAFF DEVELOPMENT</p> <p data-bbox="1263 1012 1515 1043" style="text-align: right;">MEGAN LARSEN</p> <ul data-bbox="334 1047 1507 1614" style="list-style-type: none"> • Attended "Health Economic Assessment Tool" webinar sponsored by World Health Organization on February 3, 2015. • Attended "Where to Search for Grants" webinar on February 3, 2015. • Attended "Talking Freight – Analyzing Regional and Interregional Freight Movements and Infrastructure Investment Decisions" webinar from Federal Highway Administration on February 18, 2015. • Attended "Sustaining Places through the Comprehensive Plan" webinar sponsored by the American Planning Association on February 18, 2015. • Attended "New Tools for Estimating Walking and Bicycling Demand New Tools for Estimating Walking and Bicycling Demand webinar sponsored by Association for Pedestrian and Bicyclists Professionals on February 18, 2015. • Attended "FHWA MPO Listening Session" webinar on public engagement in planning on February 24, 2015. • Attended "Best of Pro Walk Pro Bike Pro Place" webinar sponsored by Association for Pedestrian and Bicyclists Professionals on February 25, 2015. • Attended "Creating Smart Paths for Connected Cities" webinar on February 26, 2015.
820	<p data-bbox="310 1623 659 1654">COMMITTEE SUPPORT</p> <p data-bbox="1263 1656 1515 1688" style="text-align: right;">MEGAN LARSEN</p> <ul data-bbox="334 1692 1490 1818" style="list-style-type: none"> • Provided staff support to the COMPASS Board of Directors and standing committees. • Drafted a new charter for the Public Participation Workgroup in preparation for the change from committees to workgroups.

PROGRAM NO.	
836	<p>REGIONAL TRAVEL DEMAND MODEL</p> <p style="text-align: right;">MARYANN WALDINGER</p> <ul style="list-style-type: none"> • Completed the calibration and validation of the regional travel demand models – daily, 4pm to 5pm and 5pm to 6pm. • Completed the forecast year models within the new regional travel demand model. • Continued calibration of the 7am to 8am model. • Updated traffic count database. • Completed two area of influence model runs for proposed developments.
838	<p>ON-BOARD TRANSIT and HOUSEHOLD TRAVEL SURVEY</p> <p style="text-align: right;">MARYANN WALDINGER</p> <ul style="list-style-type: none"> • Scheduled for spring 2015.
842	<p>CONGESTION MANAGEMENT SYSTEM PROCESS</p> <p style="text-align: right;">MARYANN WALDINGER</p> <ul style="list-style-type: none"> • Finalized CMP data collection schedule and conducted protocol review with participating staff in preparation for upcoming data collection. • Collected early data on Parkcenter Blvd. and Warm Springs Avenue prior to construction period.
860	<p>GEOGRAPHIC INFORMATION SYSTEM MAINTENANCE</p> <p style="text-align: right;">ERIC ADOLFSON</p> <ul style="list-style-type: none"> • Maintained and created regional geographic data layers with a focus on updating a Current Regional Land Use dataset. • Created map documents for member agencies and the public. • Provided technical support for a variety of COMPASS processes. • Created tools and methodologies to support COMPASS UPWP projects. • Compiled data source list to incorporate into the Performance Dashboard.
862	<p>REGIONAL DATA CENTER IMPLEMENTATION</p> <p style="text-align: right;">ERIC ADOLFSON</p> <ul style="list-style-type: none"> • Continued work on Regional Data Center setup and server configuration. • Held discussions with sixteen member agencies during February 2015 to gather information and identify additional data sources.
991	<p>SUPPORT SERVICES LABOR</p> <p style="text-align: right;">MEGAN LARSEN</p> <ul style="list-style-type: none"> • Provided general accounting, human resources and administrative support to the agency.

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COMPASS BOARD AGENDA ITEM IX-B

Date: March 16, 2015

Topic: Status Report – Current Air Quality Efforts

Background/Summary:

The information below provides an update on Treasure Valley air quality.

February Air Quality Monitoring:

The Idaho Department of Environmental Quality reported two days with air quality levels in the moderate category in the Treasure Valley during the month of February 2015.

- Two moderate days were attributable to fine particulate (PM_{2.5}) recorded in Ada and Canyon County.

YEAR TO DATE SUMMARY

The table below summarizes the number of good, moderate, and unhealthy to hazardous days recorded since January 1, 2006.

	Good	Moderate	Unhealthy to Hazardous	Total
2006	273	91	1	365
2007	227	125	12	364
2008	266	99	1	366
2009	277	83	5	365
2010	321	44	0	365
2011	260	99	6	365
2012	283	72	11	366
2013	276	81	8	365
2014	287	75	3	365
2015	42	14	3	59

Notes: 2008 was a Leap Year hence the extra day. In 2007, one day of data is missing for the month of May.

Air Quality Categories:

- Moderate: pollution in this range may pose a moderate health concern for a very small number of individuals.
- Unhealthy for Sensitive Groups: individuals with lung disease, children and older adults are considered sensitive and may experience health effects. The general public is unlikely to be affected.
- Unhealthy / Very Unhealthy: everyone may begin to experience health effects.
- Hazardous: the entire population is more likely to experience serious health effects.

Implication (policy and/or financial):

None.

More Information:

- 1) For more information contact: MaryAnn Waldinger, Principal Planner, at 475-2242 or mwaldinger@compassidaho.org
- 2) For detailed information contact Idaho Department of Environmental Quality: Michael Toole, Regional Airshed Coordinator, at 373-0550 or Michael.Toole@deq.idaho.gov

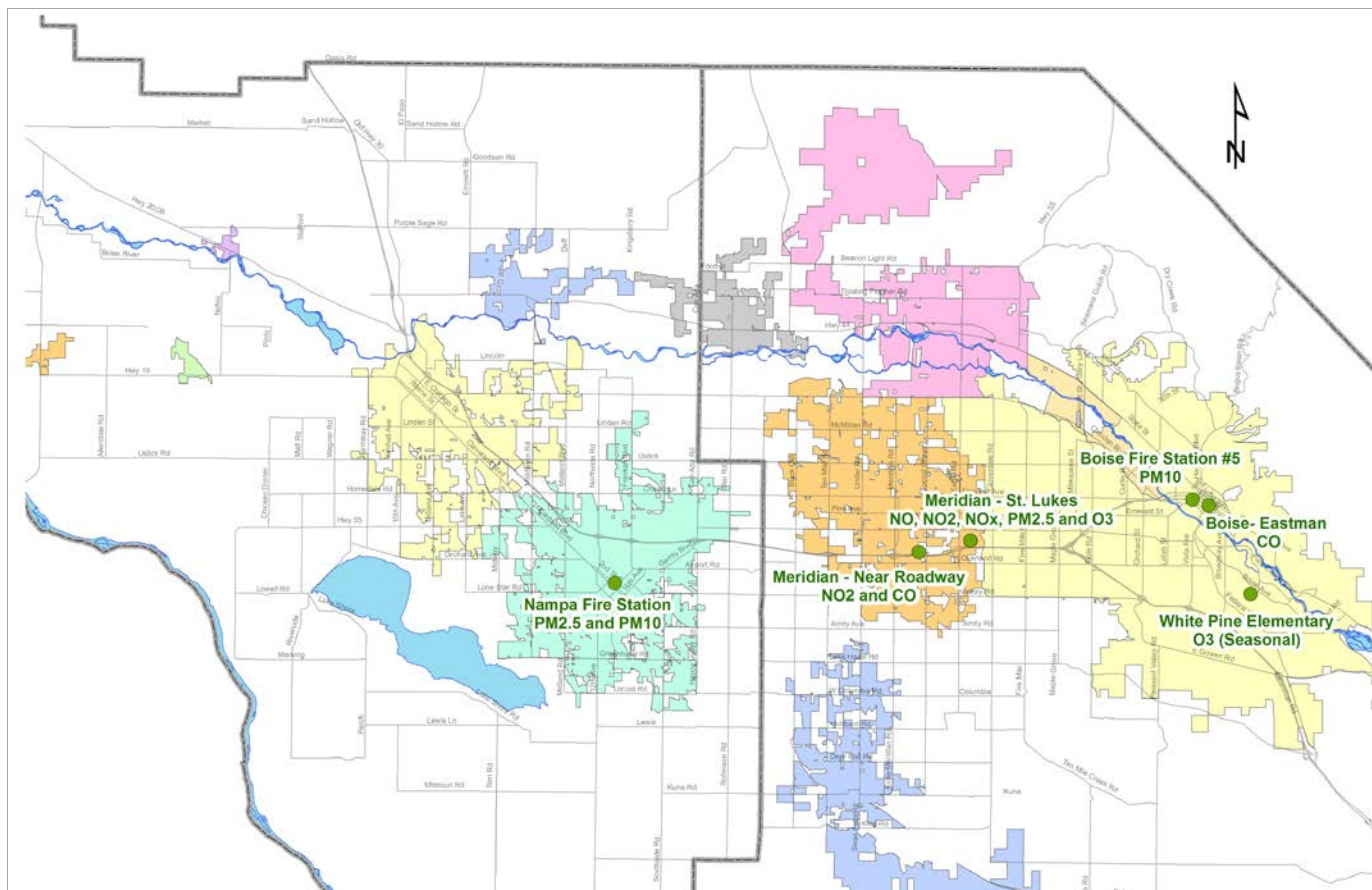


Figure 1: Map of air quality monitoring locations, Ada and Canyon County

Carbon Monoxide (CO)

A colorless, odorless, tasteless gas formed in large part by incomplete combustion of fuel. Human activities (i.e., transportation or industrial processes) are largely the source for CO contamination.

Oxides of nitrogen (NOx)

Oxides of nitrogen; a precursor (building block) of ozone. NOx is a generic term for mono-nitrogen oxides NO and NO₂ (nitric oxide and nitrogen dioxide). They are produced from the reaction of nitrogen and oxygen gases in the air during combustion, especially at high temperatures

Ozone (O3)

A colorless gas with a sweet odor. Ground-level ozone is not a direct emission from transportation sources. It is formed when volatile organic compounds, such as pesticides and solvents, and [NOx](#) combine in the presence of sunlight. Although the ozone in the upper atmosphere protects us from harmful ultraviolet rays, ground-level ozone is the main component of smog.

PM2.5

Fine particulate matter, particles smaller than 2.5 microns in diameter, which are more likely to lodge in human lungs than larger particles.

PM10

Course particulate matter, particles smaller than 10 microns in diameter, which are more likely to lodge in human lungs than larger particles.

DEMOGRAPHIC ADVISORY COMMITTEE

ITEM IX-C

Attendance List

Member Agency/Name	Jan '15 No Mtg	Feb '15	Mar '15	Apr '15	May '15	June '15	July '15	Aug '15	Sept '15	Oct '15	Nov '15	Dec '15	TOTAL
Nampa Highway District #4/E. Shannon													
ACHD/ C. Little		1											
Ada County/R.Beck/B.Danielson		1											
BSU/P. Zhu													
Canyon Co. Dev. Services /J. Almeida/P. Nilsson/J. Van Dyke		1											
Canyon Highway District No. 4/K. Knapp													
City of Boise/ B. Eggleston		1											
City of Caldwell/B. Billingsley		1											
City of Eagle/ N. Baird Spencer		1											
City of Garden City/J. Lowe		1											
City of Kuna/W. Howell													
City of Meridian/ B. McClure		1											
City of Middleton/ D. Taylor													
City of Nampa/ N. Holm													
City of Parma/N. Leigh													
City of Star/ N. Mitchell													
IDEQ/ D. Luft													
ITD / M. Wasdahl		1											
Nampa Highway District #4/E. Shannon													
Public Participation Committee/J. Ross		1											
Valley Regional Transit/M. Havey		1											
Ex officio Members													
Chamber of Commerce - Ada County/M.Tate													
Chamber of Commerce- Canyon Co./T. Kasper													
Development Community - Ada County/C.Findlay													
Major Utilities / B. Snow/B. Defenbach													
Development Community - Canyon County/ G. Manship		1											

REGIONAL TECHNICAL ADVISORY COMMITTEE

Attendance List

Member Agency/Name	Jan '15	Feb '15	Mar '15	Apr '15	May '15	June '15	July '15	Aug '15	Sept '15	Oct '15	Nov '15	Dec '15	TOTAL
General Members													
<i>ACHD/T.Ferch/ J. Lucas</i>	1	1											2
<i>Ada County /R. Beck/M. Leatherman</i>	1												1
<i>BSU/N. Nimmmons</i>	1												1
<i>Canyon County / P. Nilsson/D. Root/C. Samples</i>		1											1
<i>Canyon Highway District #4/C. Hopper</i>	1												1
<i>City of Boise/ D. Fluke/ K. Lacey/K. Gallagher</i>	1	1											2
<i>City of Caldwell/R. MacDonald</i>	1	1											2
<i>City of Eagle/N. Baird Spencer</i>	1	1											2
<i>City of Garden City/J. Thornborrow</i>													0
<i>City of Kuna/W. Howell</i>	1												1
<i>City of Meridian/C. Hood</i>	1	1											2
<i>City of Middleton/D. Taylor</i>													0
<i>City of Nampa/C. Bowman/L. Grady</i>	1	1											2
<i>City of Parma/N. Leigh</i>		1											1
<i>City of Star/N. Mitchell</i>													0
<i>IDEQ/M. Toole</i>	1	1											2
<i>ITD/Amy Schroeder</i>		1											1
<i>Nampa Highway District #1/E. Shannon</i>		1											1
<i>Public Participation Committee/D. Smith</i>	1	1											2
<i>Valley Regional Transit/R. Jalbert</i>	1	1											2
Ex officio Members													
<i>Central District Health/R. Howarth</i>	1												1
<i>Governor's Office/D. Hensley</i>													0

TRANSPORTATION MODEL ADVISORY COMMITTEE

Attendance List

Member Agency/Name	Jan '15	Feb '15 No Mtg	Mar '15	April '15	May '15	June '15	July '15	Aug '15	Sept '15	Oct '15	Nov '15	Dec '15	TOTAL
Nampa Highway District #1/E. Shannon													
<i>ACHD/ S. Martin</i>	1												1
<i>Ada County Development Services/M. Basham</i>													0
<i>Canyon County/P. Nilsson/J. Van Dyke</i>	1												1
<i>Canyon Highway District/No. 4/T. Richard</i>	1												1
<i>City of Boise/ K. Gallagher or A. Tuning</i>	1												1
<i>City of Meridian/A. Petersen</i>	1												1
<i>City of Nampa/ /C. Bowman/J. Barnes</i>	1												1
<i>IDEQ/ D. Luft</i>													0
<i>ITD/ K. Sablan/M. Wasdahl</i>	1												1
<i>Nampa Highway District #1/E. Shannon</i>													
<i>Public Participation Committee/J. Madsen</i>	1												1
<i>Valley Regional Transit/M. Havey</i>													0
Appointed Transportation/Land Use/Air Quality Professionals													
<i>Stephen Lewis , Keller Associates</i>	1												1
<i>Jim Pline , Pline Engineering</i>	1												1
<i>Jay Witt , AECOM</i>	1												1

REGIONAL GEOGRAPHIC ADVISORY COMMITTEE

Attendance List

Member Agency/Name	Jan '15 No Mtg	Feb '15 No Mtg	Mar '15	Apr '15	May '15	Jun '15	July '15	Aug '15	Sept '15	Oct '15	Nov '15	Dec '15	TOTAL
Nampa Highway Distr. #1/Eric Shannon													
Ada County Assessors/A .Kawalec													0
Ada County Development Services/M. Basham													
Ada County Highway District/C. Spencer													0
Ada County Sheriff Office/T. Tyson													
Canyon County Development Services/S. Higuera													0
Canyon Highway District No. 4/K. Knapp													
Canyon County Sheriff Office/F. Smith													0
City of Boise/J. Hetherington													0
City of Caldwell/D. Marston													0
City of Eagle/R. Dodge													0
City of Garden City/E.Akin													0
City of Kuna/M. Borzick													0
City of Meridian/R. Jack													0
City of Nampa/C. Tarter													0
ITD/B. Lacabanne													0
Nampa Highway Distr. #1/Eric Shannon													0
Public Participation Committee/K. Watkins													0



Boise Police Department



February 24, 2015

William L. Bones
Police Chief

Charlie Roundtree, Chair
COMPASS Board of Directors
700 NE 2nd Street, Suite 200
Meridian, ID 83642

Boise Police Dept.

333 N. Mark Stall Place
Boise, ID 83704-5511

Dear Mr. Roundtree,

Phone
208/570-6000

Fax
208/570-6049

TDD/TTY
800/377-3529

This letter is somewhat belated but no less sincere in expressing the appreciation of the Boise Police and Fire Departments for the support of COMPASS in our 2014 Cycling Safety Awareness - Look! Save a Life campaign.

Web
www.cityofboise.org/police
www.boisepolice.org

COMPASS added something extremely valuable – financial support – which enabled the campaign to continue running television spots into the early fall, still an active cycling season here in the Treasure Valley. That added exposure created a noticeable increase in the goal of the campaign, raising awareness of traffic safety for all road users.

Mayor
David H. Bieter

City Council

President
Maryanne Jordan

Council Pro Tem
Elaine Clegg

The COMPASS sponsorship also highlights something just as valuable; the attitudes and partnerships that make the Treasure Valley such an exceptional place. COMPASS members showed the ability and commitment of different governing entities to work together on a common concern – traffic safety. Our education efforts are much more effective when we combine those efforts and speak with a unified voice. For the members of COMPASS to sign onto the campaign shows the value you place on the kind of collaboration that makes a difference in people’s lives.

Scot Ludwig
Lauren McLean
Ben Quintana
TJ Thomson

Many of us heard a number of positive reactions from people all over the Treasure Valley who saw the cycling safety spots. People commented that the spots were well produced and carried a valuable message. And many noticed and praised the COMPASS sponsorship.

We may never know the number of collisions or injuries that were prevented thanks to the greater awareness raised by the repeated airing of the Cycling Safety - Look! Save a Life PSA, but it’s safe to say greater awareness reduced crashes, reducing injuries and saving lives.



William L. Bones
Police Chief

Boise Police Dept.

333 N. Mark Stall Place
Boise, ID 83704-5511

Phone
208/570-6000

Fax
208/570-6049

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800/377-3529

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Mayor
David H. Bieter

City Council
President
Maryanne Jordan

Council Pro Tem
Elaine Clegg

Scot Ludwig
Lauren McLean
Ben Quintana
TJ Thomson

Boise Police Department

On behalf of the men and women of the Boise Police and Fire Departments, thank you again for your support the Cycling Safety - Look!

Save a Life campaign. Amy was outstanding and helpful to work with. We would be very happy to continue working together to promote this important safety message in the future.

Sincerely,

William L. Bones
Chief of Police

Dennis Doan
Fire Chief