

THE NORTH/WEST PASSAGE POOLED FUND PROGRAM

ORGANIZATION CHARTER

INTRODUCTION

The North/West Passage Pooled Fund Program objective is to develop a multi-state program for cooperation and coordination in the development and deployment of Intelligent Transportation Systems (ITS) projects along the I-90 & I-94 corridor. The program will support the multi-state development and integration of ITS projects for the sharing of data, systems, and resources that benefit both travelers and rural transportation managers along the corridor.

The Program will facilitate the sharing of technological and institutional experiences gained from projects conceived and initiated by each participating entity. The cooperative and collaborative objectives of the North/West Passage Pooled Fund Program provide for a more efficient use of resources than a series of independent initiatives. The synergistic effect of this Program is improved coordination among member states both in ITS system planning and operations.

In order to guide the deliberations of the forum participants an agreement is required on the management structure and operating rules. This “Organization Charter” provides a basis for this requirement.

GUIDING PRINCIPLES

A set of principles are intended to guide the North/West Passage Pooled Fund Program and the creation of this charter.

These principles are simply stated as follows:

- (1) individual components of the program are locally organized and managed under the direction of a state-level program,
- (2) individual states provide for the coordination with local level participants, both government and industry,
- (3) each state-level organizational structure and program activity reflects individual priorities,
- (4) comparison of state-level programs and interests will allow for the identification of joint program activities,
- (5) the North/West Passage Program management functions will require a minimum level of support, and
- (6) individual states continually research outside funding opportunities that can be used to advance the North/West Passage Program.

From these principles an organizational structure, duties, and operating rules can be formulated.

1.0 STEERING COMMITTEE

The purpose of the Steering Committee is to develop the Pooled Fund Program budget, oversee the work program, and related matters of policy. The Steering Committee consists of a representative of each of the active member entities of the North/West Passage Program. Active membership is defined as a public, educational, or private entity contributing **\$25,000** or more per year to the Program. The Steering Committee is responsible for organizing itself, establishing operating rules and for conducting business with a quorum of members.

The Steering Committee shall be presided over and directed by the Program Chair, who shall be a representative of one of the North/West Passage public sector member organizations. The representative from the pooled fund host state shall serve as the Program Administrator. The Chair shall be elected by a vote of public sector Steering Committee members.

1.1 Policies and Procedures

The Steering Committee will adopt such program policies and procedures as deemed appropriate, including selection of the Chair.

1.2 Funding

Pooled funding will be derived from contributions received from participating entities. For U.S. states utilizing pooled State Planning and Research (SP&R) funds, uniform treatment of funding is assured under existing FHWA mechanisms for such pooled fund projects. Non SP&R funding that is made available through inter-agency agreement will also be treated uniformly. Funding will be expended concurrently and proportional to each agency's contribution share. At the direction of the steering committee, exceptions to concurrent and proportional expenditures may be made to leverage other funding opportunities.

1.3 Appointments

The Steering Committee is responsible for creating and terminating various committees or other organizational units as required to satisfy program requirements.

1.4 Work Program and Budget

Each year the Steering Committee will approve a Program Work Plan including a Program Budget for the North/West Passage Pooled Fund Program after consideration by the Program Administrator.

1.5 Active Membership-Steering Committee

Active membership in North/West Passage is open to public organizations and will require the approval of the Steering Committee.

1.6 Voting Rights

Each member organization shall have one representative on the Steering Committee. This representative is eligible to vote on all program issues..

1.7 Approval of RFPs/Selection Processes

If external resources are required, the Steering Committee will organize, review, and approve RFPs to assure their consistency with the Work Plan and budget. Committees will recommend the selection of consultants, after consideration of a list of qualified consultants prepared by the Program Administrator. Committee consultant selection will assure consistent treatment of consultants and that the qualified list is consistent with the approved consultant selection process.

The Program Administrator has the right to approve all budget items with values less than \$25,000. All expenditures will be reported to the Steering Committee, recorded in Steering Committee minutes, and included in quarterly status reports to the Federal Highway Administration.

1.8 Project Acceptance

The Steering Committee is responsible for acceptance of final products from consultant teams.

1.9 Coordination and Education

The Steering Committee is responsible for maintaining a high degree of coordination with impacted parties and for creating educational programs to increase awareness of the needs, benefits and impacts.

2.0 PROGRAM ADMINISTRATION

A single state approved by the Steering Committee will administer the Program's resources and will provide the Program Administrator ("Administrator").

2.1 General Support

The Administrator will be responsible for drafting RFPs, developing a proposal ranking and consultant selection process for the Steering Committee's approval, presentation of lists of consultants, and RFP response materials to Committees of the Steering Committee.

2.2 Contract Administration

The Administrator is responsible for distributing RFPs, preparing contract documents and performing other functions related to contracts, administration, and management. The Administrator will assure that contracts, schedules, Work Plans and project descriptions are followed. The Administrator will be responsible for quality control and evaluation, recommendations regarding preparation of contract documents, change order requests, and authorizing progress payments. The Administrator is responsible for providing contract progress reports to the Steering Committee.

2.3 Management Budget

The Administrator is responsible for administering a management budget, which may include travel and per diem payments for active participants or their designated representatives. Per diem and travel will be administered for each entity consistent with that entity's prevailing per diem and travel policies.

3.0 AMENDMENTS

This Charter may be amended by a *majority* vote of the voting membership. If a quorum is not present the entire membership shall be polled.

4.0 North/West Passage Stakeholder Group

A North/West Passage Stakeholder Group will advise the Steering Committee on substantive matters. Members of the Stakeholder Group shall be identified and invited to participate by the Steering Committee. In addition to the Steering Committee members, the Stakeholder Group may include additional individuals from participating organizations, representatives from non-participating state organizations, individuals from other state and local agencies within the corridor and university research organizations. The Stakeholder group may also include private sector entities that are invited by the Steering Committee and deemed to be direct stakeholders in the

North/West Passage program.

The Stakeholder Group, will meet quarterly, at a minimum, to discuss issues and advise the steering committee. The Stakeholder Group will be responsible for establishing a degree of expertise in their given areas which will facilitate in-depth analysis and input. The Committees will review the projects and their respective consultant teams and make recommendations to the Steering Committee.

THE NORTH/WEST PASSAGE POOLED FUND PROGRAM

OPERATING RULES

Drafted: June 6, 2003, Revised June 17, 2003

Quorum

A quorum of the Steering Committee, any committee or subcommittee shall consist of more than one-half of the voting membership. Voting members and non-voting members carrying written proxies in actual attendance at any meeting shall count toward a quorum.

Proxy Votes

All proxy votes shall be in writing and dated as to effective date and date of cancellation. Steering Committee members may identify in writing an individual to serve as proxy for a one-time event, or for all events at which the Steering Committee member is not present. The proxies may cover all issues subject to vote or may be limited to specific issues, as stated in writing. One-time proxy votes shall be delivered to the Steering Committee or appropriate Committee Chair at the start of each meeting and recorded in the meeting minutes.

Voting Procedures

All votes may be cast by voice or by a show of hands. Any voting member may request a roll call vote.

For decision-making between meetings, voting by telephone, facsimile, or e-mail polling may be undertaken when deemed suitable by the appropriate Steering Committee or Committee Chair. All voting members will be polled with a quorum required for approval.

Contracting Procedures

All contracting activities shall adhere to the contracting rules and procedures of the contracting State. The contracting State shall:

- A. Receive and administer State Planning & Research (SP&R) federal funds;
- B. Receive and administer direct contributions from States that choose not to use SP&R funds.
- C. In cooperation with other member States, prepare, advertise and evaluate RFP's for pooled fund projects;
- D. Award prepare, and manage consultant contracts for selected projects on behalf of the consortium.

Travel Support

The Steering Committee member, or designated representative of each active member, will be eligible for reimbursement of reasonable costs for travel, including registration fees, accommodation, and sustenance, to attend approved North/West Passage meetings. Travel costs for attendance at North/West Passage meetings, by additional employees of active member organizations, may also be reimbursable in special cases approved in advance by the North/West Passage Program Administrator or the Steering Committee.

Travel costs are to be kept to a minimum whenever possible. The Program Administrator is charged with coordinating events requiring travel as appropriate to minimize travel costs. Costs shall be based on the per diem cost rates of the traveling member's agency or on the administrative states per diem rates. The Program Administrator shall have the authority to accept other rates if needed.

At the discretion of the Program Administrator, or if approved by the Steering Committee, reasonable travel costs for attendance by Steering Committee members or designated representatives at other events germane to the North/West Passage program may be reimbursed.

At the discretion of the Program Administrator, or if approved by the Steering Committee, reasonable travel costs for attendance of invited guests at North/West Passage meetings or other related events may be reimbursed.