

RTD Board of Directors

Standing, Ad-Hoc and Outside Committee Descriptions

Standing Committees

Standing Committees as identified in the RTD Board of Director's Bylaws, are committees formed to do work on an ongoing basis and continue from one year to the next or as long as the business need exists for that committee. All Standing Committees are committees of a whole with the exception of the Executive Committee and the General Manager Oversight and Performance Management Committee. A quorum is reached with five members participating. Board agenda items require getting approval from the respective Standing committee or the Executive Committee, or by having three Board members to request an item by following the procedures as outlined in Article V, Section 3(b) of the Bylaws. Provided below are brief descriptions of the Standing Committees.

- **Executive Committee.** This committee shall be composed of the five officers of the RTD Board who are elected annually by the Board of Directors at its first regular meeting in January of each year, i.e., the Chair, the First Vice-Chair (Chair Pro Tem), the Second Vice-Chair, the Secretary and the Treasurer. Three (3) members shall constitute a quorum. The committee's function shall be to review and establish the agenda for each regular meeting of the Board of Directors in accordance with Article V, Section 3 of these bylaws, and to advise the Chair on other matters as may come before the committee.

Any member of the Executive Committee is an authorized signatory for RTD agency issued checks over \$100,000 per the annually approved Bank Account Signature Authorization Agreement, and in accordance with audit guidelines. The Chair or any member of the Executive Committee is authorized to review and approve the expense reimbursements and travel requests for fellow Board members, in accordance with Board approved policies on travel and reimbursement. The Chair or any member of the Executive Committee also is responsible for reviewing and approving the General Manager's expenses, including, but not limited to, PCard usage, travel and time off, in accordance with the guidelines provided in the RTD Management Directive B-3 or as it may be supplemented or changed from time to time.

- **General Manager Oversight and Performance Management Committee**

This committee will have ongoing responsibility and accountability for oversight and management of the General Manager's employment contract, compensation package, and annual comprehensive performance evaluation, and additional duties as may be assigned by board in the event of the need to replace a General Manager. This committee also will have responsibility for obtaining an external

audit that validates the financial implications of changes affecting the General Manager's contract or compensation package, and will submit the external audit report to the full Board as soon as reasonably practicable thereafter. This committee will establish an ongoing planning calendar for the General Manager's annual performance evaluation and annual review of the General Manager's contract.

- **Government Relations Committee (Previously Legislative Committee).** This committee's function shall be to recommend legislation or to review and evaluate pending legislation, both state and federal, and recommend action to the Board to direct RTD's lobbyists to advocate, oppose or monitor individual bills.
- **Financial Administration and Audit Committee.** This committee will deal with all administrative and financial matters including, but not limited to, the budget, monthly financial statements, human resource policies and determination of fiscal impact of all Board actions. The Audit sub-committee will become a part of the Administration/Finance Committee and will report out at least quarterly as an item on the agenda.
- **Operations/Customer Services Committee.** This committee will deal with all operations matters that include both non-contracted and contracted services. Such services include, but are not limited to, recommendations for equipment purchases on buses, light rail and union issues, and issues associated with the provision of contracted services provided pursuant to C.R.S. 32-9-119.5, "Competition to provide vehicular service within the regional transportation district." Contracted services can include contracted fixed route service, ADA complementary paratransit services(i.e. access-n-Ride) provided by RTD pursuant to the Americans with Disabilities Act (ADA), and such other contracted services as the district may choose to provide. Additionally, this committee will deal with all advertising, marketing, pass sales, customer service, service changes and the TIC as well as media issues.
- **Planning and Development Committee.** This committee will deal with all Planning and Development issues including all corridors either in planning or construction, all RTD facilities and land acquisitions and will determine the fiscal impact of corridor planning and implementation which shall be included in the budget; and or transit oriented development program as applicable and reviewed by the Finance and Administration Committee.
- **FasTracks Committee.** Due to the size and scope of the FasTracks program, the FasTracks Committee will become a Standing Committee. This committee deals with all issues related to the successful implementation of the FasTracks program including the FasTracks elements of rapid transit, Denver Union Station (DUS), FastConnects, Park-n-Rides, and transit technologies. The FasTracks Committee will also address issues related to public-private partnerships or other innovative financial solutions for the FasTracks program.

- **Civil Rights Committee (Previously Disadvantaged Business Enterprise (DBE))**—The Civil Rights committee oversees RTD’s Disadvantaged Business Enterprise and Small Business Enterprise programs that provides contracting opportunities for small, minority and women owned businesses on the RTD and FasTracks projects. The committee reviews the processes and procedures of the Small Business Opportunity Office (SBOO), the total participation on RTD and FasTracks projects, small business advocacy, compliance, monitoring and the overall efforts of the (SBOO) to assist the growth and development of small and disadvantaged businesses. Regional Workforce Initiative Now (WIN) is a relatively new program launched in 2010 as a collaborative partnership between RTD, Community College of Denver, Denver Transit Partners (DTP) and the Urban League of Metropolitan Denver. WIN helps job seekers, companies, and local communities through the creation of career opportunities in the transportation and construction industries. Also, the committee supports the outreach efforts of the (SBOO) by attending community, organization and association meetings when required. Designated members attend the quarterly Disadvantaged Business Enterprise Advisory Committee and provide information on “how to do business with RTD” to our memorandum of Understanding (MOU) stakeholders and other community partners throughout the District.

Ad Hoc Committees

Ad Hoc committees and other special committees can be established and appointed by the Chair of the Board as he/she deems appropriate including designating the Chair of any such special and/or ad hoc committees. Ad hoc committees are generally considered of a short term nature and are generally called to address an immediate or short term need. All such special and /or ad hoc committees shall automatically dissolve at the expiration of the term of the office of the Chair of the Board or when the particular need or issue has been resolved. Currently there is only one active ad hoc committee:

- **District-Re Districting Committee**—This committee was formed in August 2011 per section 32-9-111 of the RTD ACT which defines that after a federal census, the RTD Board will apportion the composition of the Board into compact and contiguous director districts so that he fifteen directors will represent, to the extent practical, the people of the district on the basis of population.
- **Fiscal Sustainability Committee**—The Fiscal Sustainability Committee consists of Board Directors, members of Senior Leadership Team and volunteer external representatives from businesses, industry, public and private sectors coming together to explore alternative strategies that will make RTD more fiscally sustainable. This committee provided its report to the Board in June 28, 2011 and is currently inactive. However, plans are to re-convene at appropriate intervals in 2012 to ascertain progress.

Other Committees

As elected officials, RTD Board members are actively engaged in the regional community and sit on or appointed to a number of other committees and Board that represent the interest of public transportation and the community. Such Board/organizations include:

- **RTD Salaried Employee Pension Trustee Board**—The RTD Salaried Pension Trust is a trust governed by the RTD Board of Directors and used to fund the RTD Salaried Pension Plan. The Plan is a Defined Benefits Plan under which all of the RTD salaried employees who are on roll prior to January 1, 2008 and who have attained 5 years of credited services are entitled to receive benefits. The trust funds and the Plan are administered by a Board of Trustees consisting of two Board of Directors appointed by the Chair of the Board and approved by the full Board, five RTD staff members who are also approved by the Board of Directors. The term of the appointment for Board members usually coincide with their term as Director but is at the discretion of the Chair. The Trustees manage plan assets, hire administrators, attorneys, money managers, financial advisors, auditors and actuaries, and make recommendations to the RTD Board of Directors regarding annual appropriations from RTD to the Trust and any Plan changes. The Trustees are also responsible for responding to any individual benefit payment issue. The plan undergoes an annual independent financial audit and actuarial evaluation. It is currently actuarially fully funded.

In January 2008, the RTD Board of Directors approved a major change to close the Defined Benefit Plan to any new employees and to create a new Plan, Salary Employee Defined Contribution Plan. This plan will be managed by the same set of appointed RTD Salaried Employees Pension Trustees.

- **DRCOG Regional Transportation Committee (RTC)**—The Denver Regional Council of Governments (DRCOG) administers the region's transportation planning process through the Regional Transportation Committee (RTC). The RTC brings together representatives of the region's transportation partners. There are three RTD Board members who sit on this committee along with the General Manager for the 4 votes that RTD provides. Alternate Board members are also appointed.
- **E-470 Public Highway Authority Board**—E-470 is a toll highway that runs along the eastern perimeter of the Denver Metropolitan area. The 47 mile beltway extends from State highway C470 at I-25 in Douglas County south of Denver, runs east and then north through Aurora, passes along the western edge of the Denver International Airport and turns back toward the west, terminating at I-25 on the north end of the metropolitan area just south of 160th Avenue.

The E-470 Public Highway Authority consists of eight member jurisdictions: Adams, Arapahoe, and Douglas Counties and the cities of Aurora, Brighton, Commerce City, Thornton and the town of Parker. Affiliate, non-voting members are the cities of Arvada, Broomfield, Greeley and Weld County. Ex-officio members are the Colorado department of Transportation (CDOT), Denver regional Council of Governments (DRCOG) and the Regional Transportation District (RTD).

- **Northwest Parkway Authority Board**—Northwest Parkway is Colorado’ newest toll road that opened in November 2003. It connects with E-470 and I-25 at 157th Ave. The Parkway travels west and south to 96th Street. At 96 Street, traveling south it turns into a local traffic 4-lane, 45 mph arterial allowing access to US 36, Interlocken Business Park and Flatirons Crossing Mall. The northwest parkway is comprised of three member jurisdictions: The City and County of Broomfield, City of Lafayette and Weld County. Ex-officio members are Jefferson County, City of Arvada, Regional Transportation District (RTD), Interlocken Metropolitan District and the Colorado Department of Transportation (CDOT). The Northwest Parkway is a 100% privately funded road. No federal funds were used on the Parkway. Financing for the project is non-recourse toll revenue bonds to be repaid with toll revenues.
- **Jefferson County Parkway Board**—2 members of the RTD Board have ex-officio positions with the Jefferson County Parkway Board.
- **Adams County Economic Development(ACED)**—ACED is a 501[©](6) private, nonprofit full service economic development organization serving the 1182 square miles in Adam County, nine municipalities, 8800 businesses and a population of 400000+. Predicted to be the fastest growing county in the state of Colorado over the next 20 years, ACED is dedicated to playing a leadership role in aggressively driving economic vitality and sustainable business development in the region.
- **Denver Union Station Advisory**—The Union Station Advisory Committee (USAC) represents the interests of various stakeholder groups across the region. This public process produced more than 40 alternative scenarios and a series of goals and principles to guide redevelopment at the Denver Union Station Site.
- **DUSPA Appointee**-- The Denver City Council created the Denver Union Station Project Authority (DUSPA) which is responsible for the financing, acquiring, owning, equipping, designing, constructing, renovating, operating and maintaining the Denver Union Station redevelopment project.

The Authority’s board of directors is comprised of eleven voting members and 2 non-voting members. Six voting members were appointed by Mayor John Hickenlooper and confirmed by the Denver City Council, two voting members were appointed by RTD, one voting member was appointed by DRCOG, and one voting

member was appointed by the DUS Metropolitan District. The two non-voting members are city employees/officers, one of which is appointed by the Mayor and one by the city's Manager of Finance. One RTD Board of Director along with the RTD Legal Counsel sits on this Board.

- **CDOT Liaison**—RTD and CDOT have engaged in a number of collaborative projects dealing with highway and mass transportation needs for Colorado. The CDOT liaison is a RTD Board member who serves in the interface role for cultivating and maintaining productive and healthy relationships/communications between the CDOT Commissioners and the RTD Board of Directors.
- **Rocky Mountain Rail Authority**—This Committee is no longer active.