

PRESENTED AND ADOPTED:

SUBJECT: BOARD PROCEDURES FOR 2008

PROPOSED
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

WHEREAS, The Board of Directors desires to update the Board Procedures that govern the conduct of the Board and Board Committee meetings; and

WHEREAS, The Board of Directors desires to modify the Board Committee meetings and schedule; and

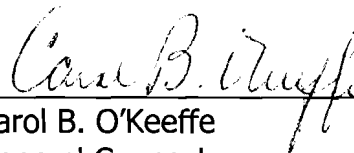
WHEREAS, The Board of Directors annually approves the Procedures for the WMATA Board of Directors; and

WHEREAS, There is a continuing need to identify the functional responsibilities of the standard Board Committees as defined within the attached Procedures; now, therefore be it

RESOLVED, That the Board of Directors adopts the attached 2008 Procedures; and be it finally

RESOLVED, That this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,



Carol B. O'Keeffe
General Counsel

PROPOSED

PROCEDURES
for
WMATA BOARD OF DIRECTORS

2008

I. Role of the WMATA Board of Directors

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

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

II. Board Directives

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

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

III. Election of Board Officers

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

IV. Board Meetings

A. Schedule and Quorum

The Board meets on the fourth Thursday of each month promptly at 11 a.m., unless a different time is specified by the Chair. Except in emergencies, 48 hours advance notification is required to call a special meeting. A quorum requires the presence of four voting Board members, including one from each signatory jurisdiction.

B. Public Notice

Notifications for the public concerning Board and Board Committee Meetings ~~shall be will include posting on the Bulletin Board in the Jackson Graham Building, and post~~ed on the WMATA Internet web page.

C. Voting

Only principals have a vote. If the principals are absent, their alternate directors may vote, except that either alternate from the District of Columbia may vote if either principal from the District of Columbia is absent. No action of the Board shall be effective unless a majority of the Board is present and voting, which majority shall include at least one principal or alternate from each signatory, concur therein.

D. Agenda Development and Distribution

The final Board agenda and the supporting documents are distributed to the Board in advance of the Board meeting. Any subsequent changes to the previously submitted agenda or other Board material shall be clearly highlighted and documented.

E. Parliamentary Authority

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

F. Agenda Composition

The following categories of agenda items appear on each agenda in the order listed:

1. Call to Order
- ~~2. Public Comment (for members of the general public to comment on WMATA issues; 20 minutes total, up to 2 minutes per person (the actual time per individual is determined by the Board Chair), and pre-registration is required)~~
- ~~3.~~ 3. Approval of Agenda
- ~~4.~~ 4. Approval of Minutes
- ~~5.~~ 5. Report by Riders' Advisory Council (RAC) (a report may be made by the RAC, as per RAC By-laws, up to 5 minutes)
- ~~5. Public Comment (for members of the general public to comment on WMATA issues; 20 minutes total, up to 2 minutes per person (the actual time per individual is determined by the Board Chair), and pre-registration is required)~~
6. Report by the Chair (Board-sponsored resolutions, other member initiatives)
7. Report by General Manager (current events and initiatives of particular public interest)
8. Reports by Board Committees (committee recommendations for Board action)
9. Administrative Actions (*see* Appendix 1)
10. Reports by Jurisdictions
11. Motion to Convene in Executive Session

Other items may be added by the Board Chair as necessary.

Ratification actions of staff activities are to be avoided except in emergencies or when serious contractual, legal or safety-related consequences would result in the absence of staff action.

Any Board member may move parts of, or the entire, Administrative Actions agenda item, ~~such motion to be subject to Board vote.~~

V. Minutes of Regular Board Meetings

The minutes record only formal actions taken by the Board and a summary of important reports and discussions. Board members may request that specific comments be included in the minutes. The Board meetings are recorded and the Board and staff have access to the tapes in the event the minutes fail to contain information, ~~which that~~ may later be required.

The minutes are furnished to Board members in the advance Board packages for review and approval at the ensuing Board meeting.

VI. Executive (Closed) Sessions of the Board

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

A. Budgetary matters before such details become public in actions by the Board, by the local participating governments, and in budget messages of the President of the United States

B. Litigation, investigations and other legal matters requiring the provision of legal advice or consultation with counsel and staff members where such consultation in public would adversely affect the interests of the Authority

C. Personnel or labor actions and discussions involving specific individuals, including discussion, consideration, or interviews of candidates for employment, and the assignment, appointment, promotion, performance, demotion, or resignation of individuals

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

E. Audit matters

F. Safety and security matters

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

H. Legislative strategy

Executive Sessions of the Board will be held at the call of the Chair. Executive Sessions are authorized by a specific motion in which the general purposes of the session are identified and an affirmative vote of the Board. ~~At the conclusion of the Executive Session, the Board shall reconvene in an open meeting and adopt a motion, approved by affirmative vote of the Board, certifying that only those matters identified in the motion convening the Executive Session, and only matters authorized hereunder for Executive Session were heard, considered, or discussed.~~

Executive sessions are not to be scheduled in all instances where the above subjects are involved, but only where a discussion of one or more of those subjects ~~or other matters~~ would include confidential or proprietary subject matter, or where the untimely disclosure of information at a public session may be detrimental to the Authority. ~~In those few instances were t~~

The Board will not ~~takes~~ formal action in Executive Session. ~~those a~~ Actions resulting from discussion in Executive Session must be taken will ordinarily be ratified at the next at an open meeting of the Board.

Minutes of ~~all~~ Executive Sessions will not be kept ~~and will be approved at the next Executive Session~~. Attendance at Executive Sessions of the Board is limited to Board members, the General Manager, the Board Secretary, the General Counsel, and other staff and persons deemed by the General Manager and the Board to be necessary for the ~~proceedings~~ discussion.

VII. Board Committees

The Board utilizes permanent Board Committees, as follows:

1. Customer Service, Operations & Safety Committee
2. Finance, ~~& Administration~~ & Oversight Committee
3. Planning, Development & Real Estate Committee

The chairs and membership of Board Committees are determined by the Board Chair. The Board Chair is an ex officio member of all Board Committees. The Chair may establish special or ad hoc committees as needed, with Board

concurrence. Any question of Committee jurisdiction over an issue is resolved by the Board Chair.

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

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

A. Board Committee Responsibilities

The **CUSTOMER SERVICE, OPERATIONS & SAFETY COMMITTEE** shall ensure that WMATA operational activities and programs are designed to produce a safe and secure, reliable and clean transit system. The Committee oversees transit system performance and service standards, ~~implementation of the Reliability Improvement Program,~~ operations and safety training, emergency response and coordination programs, crime prevention and police matters, and customer service and outreach programs.

The **FINANCE, ADMINISTRATION & OVERSIGHT COMMITTEE** ~~ensures-monitors~~ the financial integrity and viability of the Authority and its programs and services. The Committee develops budget preparation guidance, ~~recommends capital and operating budget approval to the Board,~~ monitors ~~capital and operating~~ budget implementation and management, ~~recommends proposed budgetary changes to the Board, monitors the implementation of expenditure-based budgeting for the Metro Matters Infrastructure Investment Program,~~ and recommends policies and programs for setting fares and fees and creating fare structures. The committee also ~~directs-oversees~~ WMATA's state and federal legislative strategies, develops coordinated transit advocacy programs and pursues dedicated funding ~~solutions. In addition, the Committee reviews major policy and funding issues related to paratransit service.~~ The development of guidance for administrative matters, including procurement/contracting issues and programs; human resources, compensation and benefits issues; civil rights programs; insurance coverages; and WMATA's business systems implementation also fall within the purview of this Committee. Finally, ~~there will be a Subcommittee on Audits and Investigations, which shall provide policy direction and guidance to the Inspector General. the committee reviews audit findings and corrective actions, monitors the activities of the external auditor to ensure the appropriate degree of independent audit oversight and reviews WMATA's internal controls to ensure compliance with laws, regulations, policies, ethical standards and conflict of interest requirements.~~ The subcommittee will serve as a liaison between the Board and the Inspector General; receive and review significant audit and investigative findings and corrective actions;

establish criteria and mechanisms for forwarding those findings to the full Board; review the report of the external auditor; comment on the recommendation of the Inspector General on the selection of the external auditor; provide guidance to the Inspector General. The subcommittee will meet ~~at at~~ at least quarterly, ~~and more frequently as needed.~~

The **PLANNING, DEVELOPMENT & REAL ESTATE COMMITTEE** is responsible for capital program planning and oversight of the Metro Matters Funding Agreement; regional corridor development and system expansion planning; coordination of regional planning issues through the Transportation Planning Board and other state, local and subregional agencies; regional transit service planning and coordination with other transportation service providers; project development; and transit access planning. In addition, the Committee investigates and develops innovative technological approaches to enhance the effectiveness of public transportation. Additionally, the committee oversees the Joint Development Program, including the Transit Infrastructure Investment Fund (TIIF) and other Real Estate matters. The Committee specifically reviews (1) Real Estate Acquisitions (fee simple and lease) in the amount of \$250,000 or higher which have not been previously approved by the Board of Directors as part of a specific line expansion or facility project; and (2) Real Estate Dispositions (sales and leases) where the estimated fair market value exceeds \$100,000.

B. Committee Meeting Schedules

Committee meetings generally will be scheduled as shown on the calendar at Appendix 2. ~~as follows:~~

Committee	Time	Frequency	Thursday of the Month
Customer Service, Operations & Safety (CSOS)	9 a.m.	Monthly	Second
Finance, Administration & Oversight (FAO)	AFTER CSOS	Monthly	Second
Planning, Development & Real Estate (PDR)	AFTER FAO	Monthly	Second

C. Committee Agendas

The Chairs of Board Committees shall determine the need for a meeting and develop the agenda for the committee meetings ~~generally when action items are recommended.~~ To the extent possible, items will be presented to only one Committee, per the Committee responsibilities defined herein. ~~The Agenda shall provide an opportunity for the Riders' Advisory Council (RAC) Chair to make a~~

~~brief report (up to 5 minutes) at the beginning of each WMATA Board or Committee meeting that is open to the public on items that are within the mission and goals of the RAC as established by Resolution 2005-44.~~

D. Committee Attendance and Voting

Committee Chairs are responsible for convening Committee meetings at the scheduled time. Five committee members shall constitute a committee quorum. All Committee meetings are open to all Board members, and all members may vote.

In recognition of the limited time that is available for the conduct of Committee business, Committee Chairs may limit debate. At the ~~request of any Committee member, and unanimous consent of the Committee members~~ present discretion of the Chair, WMATA or jurisdictional staff members, consultants, or other parties may be invited to comment on a particular issue.

Executive (Closed) Sessions of committees will be conducted in accordance with the rules for Board Executive Sessions established in Section VI herein.

E. Committee Minutes

Staff records only very broad and general minutes of Committee meetings, including Board members present, agenda items and official actions taken by the Committee.

VIII. Public Hearings

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

IX. Jurisdictional Coordinating Committee

The Jurisdictional Coordinating Committee has been established by the Board to facilitate the exchange of information and viewpoints between

jurisdictions and the WMATA staff and among the jurisdictions. The agenda for meetings is established by the WMATA staff in coordination with the annually elected Chair of the JCC ~~and comprises:~~

- ~~A. Items referred by the Board or its committees;~~
- ~~B. Items referred by WMATA staff; and~~
- ~~C. Items requested by JCC members and approved by the General Manager.~~

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

X. Process to Amend These Procedures

A majority vote of the Board can amend these procedures.

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

The Standards of Conduct for Members of the WMATA Board of Directors, adopted by the Board of Directors on August 22, 1991 and revised February 16, 2006, are attached as Appendix 3 and are incorporated by reference into the Board Procedures.

Administrative Agenda

- A. Approvals of contract actions, including initiations, advertisements, awards, modifications, rejections and readvertisements, and sole source awards for construction, operating supplies, inventory replacement items, equipment, and services (including professional and technical services)
- B. Approvals to acquire real estate
- C. Approvals of joint development actions
- D. Approvals of Public Hearings on service changes in one jurisdiction
- E. Approvals of experimental service changes
- F. Approvals of Staff Reports/Recommendations on WMATA public hearings
- G. Approvals of labor agreements
- H. Approvals of Officer appointments
- I. Approvals for WMATA Borrowing
- J. Approvals of Grant Applications
- K. Ratification Actions
- L. Other Agenda Items of special interest or controversy

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Customer Service, Operations & Safety Committee and Finance, Administration & Oversight Committee will be held the first highlighted day of the month. Planning, Development & Real Estate Committee will be held the second highlighted day of the month prior to the Board meeting. All committee meetings are scheduled to begin at 9 a.m. All Board meetings begin at 11 a.m.

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

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

Article I. Purpose and Scope.

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

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

Article II. Definitions.

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

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

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

STANDARDS OF CONDUCT for Members of the WMATA Board of Directors

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

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

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

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

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

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

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

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

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

Article III. Policy.

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

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

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

D. Financial Transactions.

1. A Board Member shall not participate in any WMATA financial transaction if:

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

has a direct or indirect financial interest in the enterprise.

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

E. Gratuities and Solicitation.

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

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

3. Board Members may accept unsolicited gratuities:

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

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

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

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

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

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

2. disclose or permit others to disclose to anyone outside the Authority information obtained through their official position with the Authority and not generally

available to the public except where and to the extent necessary to fulfill the Board Member's public responsibility;

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

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

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

G. Post WMATA Employment Restrictions. Board Members shall not, for a period of one year following the end of their term or effective date of their resignation, accept employment with any private third party to work on a matter which is being considered by the Board, or any WMATA committee, task force, or subcommittee.

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

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

Article IV. Submission of Disclosure Form.

Upon appointment, a Board Member shall file a disclosure form in substantially the form attached as Exhibit A disclosing employment and other economic interests of the Board Member and household members and gratuities received from any party with an actual or prospective business relationship with the Authority. The Statement shall be available for public review in the office of the Board Secretary. Each Board Member shall annually submit a new signed statement by April 30, except that within 30 days of adoption of this new disclosure form requirement by the Board each Board Member must submit a

signed statement and the member will not need to submit another signed statement until April 30 of the succeeding calendar year.

Article V. Disqualification.

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

Article VI. Sanctions.

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

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

Article VII. Severability.

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

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

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

CONFIDENTIAL STATEMENT OF AFFILIATIONS AND FINANCIAL INTERESTS

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

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

GOVERNMENT EMPLOYMENT NEED NOT BE DISCLOSED.

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

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

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

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

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

PART I - BACKGROUND INFORMATION

NAME

JURISDICTION

PART II - ACTIVITIES AND INTERESTS

A. FINANCIAL INTEREST

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

YES _____ NO _____

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

B. NON-WMATA EMPLOYMENT AND OTHER ACTIVITIES

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

YES _____ NO _____

IF YES, EXPLAIN:

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

YES _____ NO _____

IF YES, EXPLAIN:

C. REAL PROPERTY

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

YES _____ NO _____

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

D. GIFTS

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

NAME OF SOURCE	TYPE OF GRATUITY	VALUE

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

PART III - CERTIFICATION

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

DATE

PART IV - REVIEW BY BOARD SECRETARY

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

I HAVE EXAMINED THIS STATEMENT AND ANY ATTACHMENTS.

___ I FIND NO CONFLICTS.

___ I RECOMMEND BOARD REVIEW OF THE FOLLOWING:

SIGNATURE

DATE

CONTACTS WITH BIDDERS AND CONTRACTORS

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

NAME OF CONTRACTOR _____

NATURE OF FINANCIAL INTEREST _____

DATE OF CONTACT _____

SUBJECT(S) DISCUSSED _____

DISPOSITION, IF ANY

SIGNATURE OF BOARD MEMBER

DATE

PLEASE SUBMIT EACH COMPLETED FORM TO THE DIRECTOR, PRMT