NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

MEMORANDUM

TO: NOACA Executive Committee Members
   Geauga County Commissioner Mary Samide
   Lorain County Commissioner Ted Kalo
   Lake County Commissioner Daniel P. Troy
   Medina County Commissioner Stephen Hambley
   Cuyahoga County Regional Collaboration Director Ed Jerse
   Cuyahoga County Executive Edward FitzGerald
   Cleveland Chief of Government and International Affairs Valarie J. McCall

FROM: Valarie J. McCall, Chief of Government and International Affairs, City of Cleveland
       President, NOACA Board of Directors

DATE: January 3, 2014

RE: Executive Committee Meeting
   Friday, January 10, 2013 at 9:00 a.m.
   NOACA Offices (First Floor Conference Room)
   1299 Superior Avenue, Cleveland, Ohio

1. Approval of the Minutes of December 13, 2013

2. Action Items:
   a. 2014-001 Appreciation to Board President McCall
   b. 2014-002 Code of Regulations: Section 5.9 and 5.10 Amendments – Conflicts of Interest and Applicability of Ohio Ethics Law
   c. 2014-003 Code of Regulations: Section 4.2’s Preamble through Section 4.2(f) and Article IX Revisions – Board Composition and Ratification Requirements
   d. 2014-004 Code of Regulations: Sections 4.2(g) to 4.5 Revisions
   e. 2014-005 Adoption of NOACA Vision Statement
   f. 2014-006 FPA Transfer Request: City of Elyria FPA to Avon Lake/LORCO FPA
   g. 2014-007 FPA Transfer Request: French Creek FPA to City of Lorain FPA
   h. 2014-008 Amendment to 208 Areawide Water Quality Management Plan: 90-Day Review Period for FPA Boundary Changes
   i. 2014-009 Transportation for Livable Communities Initiative (TLCI) Project Awards
   j. 2014-010 Establishing NOACA as the Designated Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310)

3. Information/Discussion Items
   a. Governance Committee – Officer Nominations

4. Old Business

5. New Business

6. Executive Session (Personnel Matters)

7. Adjourn
   I look forward to seeing you on Friday, January 10th at 9:00 a.m. at the NOACA offices.
Executive Committee Meeting
December 13, 2013
NOACA Offices, 1299 Superior Avenue in Cleveland, Ohio

Present: Please see the attached attendance sheet.

In President McCall’s absence due to a death in the family, Commissioner Mary Samide, Vice President of the Board Directors, called the meeting to order at 9:05 a.m., a quorum being present.

Agenda Item 1: Meeting Summary for November 8, 2013
Commissioner Ted Kalo moved to approve the November 8, 2013 meeting summary. The motion was seconded by Commissioner Stephen Hambley. The summary was passed by voice vote.

Agenda Item 2: Resolutions
The Executive Committee discussed the following resolutions that will be presented to the Board of Directors:

Resolution 2013-037 – Geauga County – County Engineer Board Membership for December 2013
Commissioner Samide stated that this resolution appoints Geauga County Engineer Joe Catell to fill the vacant commissioner’s seat through the end of December 2013.

Commissioner Kalo made a motion to recommend adoption of Resolution 2013-037 by the NOACA Board of Directors. The motion was seconded by Commissioner Hambley. The motion passed by voice vote.

Resolution 2013-038 – State Fiscal Year 2014 2nd Quarter Project Planning Reviews (PPRs)
Commissioner Hambley made a motion to recommend adoption of Resolution 2013-038 by the NOACA Board of Directors. The motion was seconded by Commissioner Kalo. The motion passed by voice vote.

Resolution 2013-039 – Approval of TIP and Plan: 2nd Quarter SFY 2013
Commissioner Hambley made a motion to recommend adoption of Resolution 2013-039 by the NOACA Board of Directors. The motion was seconded by Commissioner Kalo. The motion passed by voice vote.

Information / Discussion Items
Governance Committee Update
Commissioner Samide reported that the Governance Committee discussed further changes to the Code of Regulations including whether Board approval and ratification should be required when appointing a new member to the Board and decided that Board approval would be sufficient. Ms. Griffith added that other modifications included clerical revisions to officer duties and moving the sections pertaining to conflicts of interest and the Ohio Ethics Law to Article V.

Commissioner Samide reported that the Governance Committee discussed the responsibilities assigned to the City of Cleveland throughout the Code and raised the question of whether Cleveland should be included in the ratification process. Ms. Gallucci stated that NOACA would research the history of the
ratification process and also the requirements of metropolitan planning organizations relative to largest cities in the region.

**Executive Session** (Personnel Matters)
Commissioner Stephen Hambley moved to enter closed executive session for the purpose of discussing personnel matters. Commissioner Daniel Troy seconded the motion. A roll call was ordered. The motion was approved.

The meeting reconvened at 9:45 a.m.

**Old Business**
There was no old business to discuss.

**New Business**
Ms. Gallucci requested approval for the 2014 meeting schedule for standing committees, subcommittees and advisory councils.

Mr. Nathan Kelly made a motion to approve the 2014 meeting schedule. The motion was seconded by Commissioner Hambley. The motion was passed by voice vote.

Ms. Gallucci stated that a recommended slate of officers for the Board of Directors needed to be established before the January meeting. Commissioner Kalo asked whether any seats were open based on elections or resignations. Ms. Gallucci referred to the Board of Directors Resource Guide for a current list of Board officers, and determined there were none. Commissioner Troy asked if it was necessary to have multiple assistant secretaries and assistant treasurers. Ms. Gallucci stated that the purpose was to add diversity.

Commissioner Troy confirmed that all Board of Director agenda items must be approved by the Executive Committee. Committee members decided to add the item under new business on the Executive Committee agenda, and present the recommendations at the January Board of Directors meeting.

The recommended slate of officers for the 2014 Board of Directors is:

**President:** Mary Samide,
Geauga County Commissioner

**First Vice President:** Ted Kalo,
Lorain County Commissioner

**Second Vice President:** Daniel P. Troy,
Lake County Commissioner

**Secretary:** Stephen Hambley,
Medina County Commissioner

**Assistant Secretary:** Robert E. Aufuldish,
Lake County Commissioner

**Assistant Secretary:** Kathleen Scheutzow,
Brunswick Township Trustee, Medina County
Treasurer: Ed FitzGerald,  
Cuyahoga County Executive

Assistant Treasurer: Julius Ciaccia, Jr.,  
Executive Director, Northeast Ohio Regional Sewer District

Assistant Treasurer: John D. Hunter,  
Mayor of Sheffield Village, Lorain County

Immediate past Board of Directors President:  
Valarie McCall,  
Chief of Government and International Affairs, City of Cleveland

Commissioner Kalo made a motion to recommend the slate of officers for the 2014 Board of Directors. The motion was seconded by Commissioner Hambley. The recommendation passed by voice vote.

Adjourn  
There being no further business the Executive Committee adjourned at 10:05 a.m.
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, and the areawide water quality management planning agency for the same region; and

WHEREAS, Valarie J. McCall, Chief of Government and International Affairs for the City of Cleveland, serves as the City of Cleveland’s primary liaison to the state government, where she is the registered lobbyist for the city; and

WHEREAS, Valarie J. McCall is also responsible for monitoring Cleveland Mayor Frank G. Jackson’s appointments to internal and external boards and commissions, and for managing all of the City of Cleveland’s international programs, including International Sister City Agreements; and

WHEREAS, Valarie J. McCall is Mayor Jackson’s primary representative to several national organizations, including the United States Conference of Mayors, National Conference of Black Mayors, National League of Cities and the National Black Caucus of Local and Elected Officials; and

WHEREAS, Valarie J. McCall previously served as clerk of council for the City of Cleveland, a position in which she streamlined the processing of legislation and reorganized the daily operations of Cleveland City Council to maximize office efficiency, and as Director of the Cleveland Empowerment Zone, where she was responsible for a $200 million budget, supervised the distribution of funds for job training and placement programs, and directed lending programs that assisted businesses in four targeted neighborhoods; and

WHEREAS, Valarie J. McCall is a resident of Cleveland and has completed many phases of her schooling within the Cleveland area, holding a master’s degree in public administration, a bachelor’s degree in social work and an honorary doctorate of public service from Cleveland State University; and

WHEREAS, Valarie J. McCall also serves on the Boards of Greater Cleveland Regional Transit Authority (GCRTA), and American Public Transportation Association (APTA); and

WHEREAS, Valarie J. McCall is a member in good standing of the Board of Directors of NOACA, having served on NOACA’s Board of Directors as the alternate for Cleveland Mayor Frank G. Jackson from 2006 to 2012 and as the NOACA Board member in 2013; and

WHEREAS, Valarie J. McCall was elected as NOACA’s President of the Board of Directors for 2013, with the distinction of being the first African-American female president in the history of the NOACA Board of Directors; and

WHEREAS, Valarie J. McCall led the agency in the initiation of a regional strategic planning effort for the agency beginning with a Board retreat in February 2013 and multiple Board meeting discussions resulting in the development of a Vision Statement for NOACA that will serve as the basis for the development of a regional strategic plan for the agency; and
WHEREAS, Valarie J. McCall led the Board in updating the Code of Regulations to ensure that NOACA provides the best forum for achieving its mission by revising committee structure and membership to broaden the participation of Board members in NOACA’s work; and

WHEREAS, Valarie J. McCall initiated a useful and practical orientation for new Board members to emphasize their role in the important work of the agency; and

WHEREAS, Valarie J. McCall understands regionalism and brings unbounded energy to help NOACA implement transportation and environmental plans and projects that can improve the quality of life in northeast Ohio.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that a vote of thanks and continued success be conveyed to Valarie J. McCall for her service to NOACA, the City of Cleveland and northeast Ohio, together with best wishes for a prosperous and productive future.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: __________________________

Date Signed: __________________________
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

MEMORANDUM

TO: NOACA Executive Committee
FROM: Grace Gallucci, Executive Director
DATE: January 3, 2014

ACTION REQUESTED
The Executive Committee is asked to recommend Board of Directors approval for Resolution 2014-002, Resolution 2014-003 and Resolution 2014-004, which make changes and amendments to NOACA’s Code of Regulations. Each resolution will be voted on separately as they address distinct issues.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
NOACA’s bylaws are known as the “Code of Regulations.” These bylaws have been adopted by the Board and amended over time, as needed. The Code includes the membership seats on the Board, established to meet the federal requirements for a metropolitan planning organization and an areawide water quality management agency. It also includes procedures and protocols for electing officers, conducting business, and enabling standing committees to provide advice and recommendations.

As part of the regional strategic planning process that began last fall and included a Board retreat in February, it was determined that NOACA could benefit from a review of the Code of Regulations, particularly as it relates to committee structure. The objective was to ensure that the governance documents not only allowed, but encouraged the best forum for achieving NOACA’s mission, and fully engaged Board members in the process.

Subsequently, NOACA contracted with the firm of BVU and its associated law firm of BauerGriffith, LLC, to facilitate the effort. A Code of Regulations Task Force was created, comprised of 10 Governing Board members, which included representatives from the Executive Committee as well as the full Board. Furthermore, BVU conducted surveys and solicited input from the entire Board to identify strengths and weaknesses of the existing Code, areas of concerns, and potential areas of improvement.

A restated Code of Regulations, based on those efforts, was shared with the Board at its August 9, 2013 meeting and was adopted via Resolution 2013-027. Proposed changes to Articles IV and IX contained in that resolution required not only adoption but also ratification by the agency’s five counties. All five counties did not ratify the changes and these sections reverted to their prior content.
The Governance Committee discussed issues related to Articles IV and IX further at a meeting on December 12, 2014. That discussion resulted in the changes proposed by these resolutions. The revisions are treated separately so as to allow the possibility of all, some, or none of the changes to be adopted. **Resolution 2014-002** amends the Code with sections on conflicts of interest, and the applicability of Ohio’s ethics laws. **Resolution 2014-003** revises Section 4.2’s preamble through section 4.2(f) to allow the five counties and the City of Cleveland to manage their representation on the Board without need for ratification. Article IX is amended to reference the exceptions made in Section 4.2. **Resolution 2014-004** makes modest revisions to Sections 4.2(g) through 4.5. The most significant revision is the requirement of a two-thirds majority for removal of a Board member. Previously only a simple majority was required.

**FINANCIAL IMPACT**

There is no financial impact to these resolutions.

**CONCLUSION/NEXT STEPS**

Following Executive Committee recommendation the Board of Directors will consider adoption of **Resolution 2014-002**, **Resolution 2014-003** and **Resolution 2014-004**.
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, the NOACA Code of Regulations provides for the organization and operation of NOACA, its officers, its committees, and the Board of Directors itself; and

WHEREAS, the NOACA Code of Regulations is periodically reviewed in order to increase the agency’s functionality and efficiency, to allow the agency to provide greater service to its members, and to allow for increased public participation and transparency; and

WHEREAS, the NOACA Governance Committee met to discuss improvements that might be made to the Code of Regulations and arrived at the recommendation to amend the Code with new Section 5.9: Conflicts of Interest and Section 5.10: Applicability of Ohio Ethics Law; and

WHEREAS, these proposed amendments to the Code are shown in Attachment A.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain and Medina that:

Section 1. The NOACA Code of Regulations is amended by the addition of Sections 5.9 and 5.10 as shown in Attachment A, effective immediately.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: _______________________

Date Signed: _____________________

ATTACHMENT A
RESOLUTION NO. 2014-002
(CODE of REGULATIONS: SECTION 5.9 and
5.10 AMENDMENTS – CONFLICTS of INTEREST
and APPLICABILITY of OHIO ETHICS LAW)
ATTACHMENT A

CODE OF REGULATIONS

OF THE

NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

(Agency By-Laws)

Revised and Restated as of August 9, 2013

Historical Notes:

Revisions to this document include all those made by:
• Board Resolution 2010-050, ratified by the five counties on April 5, 2011.
• Board Resolution 2011-030, adopted August 12, 2011.
• Board Resolution 2012-050, adopted December 14, 2012.
• Board Resolution 2013-003, adopted March 8, 2013.
• Board Resolution 2013-004 adopted March 8, 2013.
• Board Resolution 2013-027, adopted August 9, 2013.
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### APPENDIX I  COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK FORCES

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CODE OF REGULATIONS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

As local officials of the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina and of the City of Cleveland, and as part of our responsibilities for carrying out transportation and environmental planning in the five-county region, under local direction and in accordance with federal and state mandates, pursuant to authority granted under Ohio Revised Code Section 307.14, et seq., we have established the Northeast Ohio Areawide Coordinating Agency and adopt the following Code of Regulations.

ARTICLE I

NAME AND MISSION

Section 1.1 Name. The name of this regional organization is the Northeast Ohio Areawide Coordinating Agency (NOACA or the Agency). The NOACA area for transportation and environmental planning encompasses the Cleveland/Lorain-Elyria metropolitan region including the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina, including the City of Cleveland and less the incorporated area of the City of Vermilion in Lorain County.

Section 1.2 Mission. In pursuing responsibilities for transportation and environmental planning for the region, NOACA aims to: (1) improve the quality of life of the region’s citizens by enhancing the region’s long term economic development potential and by protecting its environmental quality; (2) assist member local governments and agencies in addressing local and regional issues in a cooperative manner; and (3) assure equitable flow and prudent expenditure of public funds.

NOACA supports these aims by: (1) serving as a forum for local public officials to engage in regional debate and intergovernmental cooperation; (2) encouraging local decision-making to be in harmony with the region’s transportation and environmental plans; (3) maintaining federal designations and planning processes and meeting federal and state requirements for regional programs; (4) seeking equitable return of state and federal funds to the region to meet locally determined needs; (5) providing information and technical planning support to benefit member communities in order to best use public resources; and (6) advocating interests of the region with state and federal decision-makers.

ARTICLE II

POWERS OF AGENCY

Section 2.1 Powers. The Agency shall act as a comprehensive transportation and environmental planning organization. In so doing it shall plan and coordinate the following four distinct but interrelated areas as: (i) the federal and state designated metropolitan planning...
organization (MPO) for transportation planning; (ii) the federal designated areawide water quality management planning agency for the five-county area, including the Northeast Ohio Lake Erie Basin (NEOLEB) planning area; (iii) the federal designated planning agency to address transportation-related air quality issues in the five-county area; and (iv) planning and support coordination to the region, as directed by the NOACA Board of Directors, for limited environmental management and transportation planning assistance to member communities and other public agencies and nongovernmental organizations. The Agency shall also provide information to members and other public and private organizations and the general public within guidelines established by the Board of Directors.

In addition, the Agency shall exercise powers conferred by applicable federal, state and local laws, regulations, ordinances, rules and policies as well as those powers transferred to it by its members permitted under the Constitution of the State of Ohio and the Ohio Revised Code.

ARTICLE III

MEMBERS

Section 3.1 Counties. The counties of Cuyahoga, Geauga, Lake, Lorain and Medina in the State of Ohio have created the Agency pursuant to Ohio Revised Code Section 307.14, et seq. in accordance with federal and state mandates and accordingly these counties, acting through their respective Boards of Commissioners or other administrative structures, are the principal members of the Agency.

Section 3.2 Cities, Villages and Townships. By virtue of home rule powers granted by Article XVIII of the Ohio Constitution, as well as statutory or charter authority granted by the Ohio General Assembly or their citizens, the cities, villages, and townships of the NOACA five-county area have important responsibilities for transportation and environmental issues within their jurisdictions. Each city, village and township within the NOACA area is a member of the Agency and entitled to services from the Agency.

Section 3.3 Regional Governmental Authorities and Districts. As provided in the Ohio Revised Code, certain portions of the NOACA area constitute special purpose government districts for transportation, mass transit, air quality and waste water planning and management. Accordingly (except as provided) each county-based regional transit authority and regional sewer district within the NOACA area is a member of the Agency and entitled to participate in the Agency.

Section 3.4 Membership Dues. Financial responsibility for operation of the Agency rests with the five counties that have created the Agency and the City of Cleveland. Basic dues to support operations of the Agency shall be apportioned by population figures established by the decennial census conducted by the U.S. Bureau of Census and each county and the City of Cleveland shall pay their respective share. Each county and the City of Cleveland may further apportion its share of Agency dues to the governmental entities within its geographic area according to a plan submitted to the Board of Directors, but in all circumstances responsibility for the payment of dues shall remain with each of the five counties and the City of Cleveland. Basic dues may be increased or decreased by the Board of Directors each year.
Section 3.5 Suspension of Membership. Any member whose dues remain unpaid for a period in excess of 90 days after commencement of the fiscal year on each July 1 may be subject to suspension of membership. Suspension of membership may be undertaken by a majority vote of the Board of Directors and may provide for curtailment of voting authority or services and for such other penalties as the Board of Directors may direct in each case. Notice of any member’s eligibility for suspension shall be given at regular intervals to the Board of Directors and in writing to the member’s chief executive officer.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Duties of Board of Directors. The business of the Agency shall be managed by the Board of Directors. The Board of Directors shall exercise all powers of the Agency, which are not otherwise required to be exercised by Agency members.

Section 4.2 Composition; Alternates; Term. The Board of Directors shall consist of representatives from the five counties and the City of Cleveland five county area. The goals for representation arise to bring to the Board’s discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning; while assuring the area’s citizens of an approximation of equal representation by population; and to assure the area’s citizens of representation reflecting the demographics of the area’s population. Board positions shall be granted based on requirements of this section. Individual Board members shall be specified appointed annually at the first meeting and the Board of Directors shall be notified of those appointments at its first meeting each year. Each County and the City of Cleveland shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each County’s, the City of Cleveland’s, and the Agency’s mission. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote. Each of the five counties and the City of Cleveland shall appoint the number of representatives to the Board indicated in Sections 4.2(a)-(f) below; provided, however, that each of the five counties and the City of Cleveland shall be permitted to appoint individuals who hold titles other than those titles set forth in Sections 4.2(a)-(f) below by submitting written notice of a formal action by such appointing authority to the Board of Directors for the Board’s approval. Notwithstanding any of the provisions of Article IX of this Code of Regulations, no appointment of an individual holding a title other than those set forth in Sections 4.2(a)-(f) shall require further ratification by the five counties to be effective. In no event shall any appointment cause an increase in the total number of seats designated in Section 4.2(a)-(f) below for each of the five counties and the City of Cleveland.

(a) Cuyahoga County
(i) County Government
   (A) County Executive ................................................................. 1
   (B) Director of Public Works......................................................... 1
   (C) County Executive Appointee .............................................. 1
   (D) County Council Member ............................................... 1
(ii) Regional Authorities
(A) Northeast Ohio Regional Sewer District ........................................... 1
(B) Greater Cleveland Regional Transit Authority (President of the
   Board of Trustees or General Manager, as the President of the
   Board of Trustees may designate) .................................................. 1
(C) Cleveland-Cuyahoga Port Authority ............................................. 1
**TOTAL** .............................................................................................. 7

(iii) Cuyahoga Suburban Regions
(A) West Shore Region ........................................................................ 1
(B) Southwest Region .......................................................................... 1
(C) South/Central Region .................................................................... 1
(D) Cuyahoga Region .......................................................................... 1
(E) Chagrin/Southeast Region ............................................................ 1
(F) Heights Region ............................................................................... 1
(G) Hillcrest Region ............................................................................ 1
(H) City of Cleveland Heights ............................................................. 1
(I) City of Euclid .................................................................................. 1
(J) City of Lakewood ........................................................................... 1
(K) City of Parma .................................................................................. 1
**TOTAL** ............................................................................................. 11

(iv) City of Cleveland
(A) Mayor (Chief of Government and International Affairs) .............. 1
(B) Director of Capital Projects ........................................................... 1
(C) Council Member ........................................................................... 1
(D) Council Member ........................................................................... 1
(E) Council Member ........................................................................... 1
(F) City Planning Director ................................................................. 1
**TOTAL** .............................................................................................. 6

(b) Geauga County
(i) County Commissioner ..................................................................... 1
(ii) County Commissioner .................................................................... 1
(iii) County Commissioner .................................................................... 1
**TOTAL** .............................................................................................. 3

(c) Lake County
(i) County Commissioner ..................................................................... 1
(ii) County Commissioner .................................................................... 1
(iii) County Commissioner .................................................................... 1
(iv) County Engineer ............................................................................ 1
(v) Laketran ......................................................................................... 1
**TOTAL** .............................................................................................. 5
(d) **Lorain County**

(i) County Commissioner ............................................................... 1
(ii) County Commissioner ............................................................... 1
(iii) County Commissioner (County Engineer) ............................... 1
(iv) City of Lorain ............................................................................ 1
(v) City of Elyria ............................................................................. 1
(vi) Municipal Representative ......................................................... 1
(vii) Township Representative ........................................................... 1
**TOTAL** ......................................................................................... 7

(e) **Medina County**

(i) County Commissioner ............................................................... 1
(ii) County Commissioner (Municipal Representative) .................... 1
(iii) County Commissioner (Township Representative) ..................... 1
(iv) County Engineer ........................................................................ 1
**TOTAL** ......................................................................................... 4

(f) **State of Ohio**

(i) Department of Transportation .................................................... 1  
    (appointment to be made by ODOT Director)

**TOTAL** ......................................................................................... 44

(g) Pursuant to contracts approved by the Board of Directors, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting ex officio member of the Board of Directors of the Agency. The Departments of Development, Natural Resources and the Environmental Protection Agency of the State of Ohio, as well as such other agencies of government as the Board of Directors may approve by regulation resolution adopted at a meeting, may be represented. Representatives of these agencies shall have rights established by the Board of Directors but shall not have a right to vote or a right of initiative.

(h) No staff member of any regional or county planning commission, no consultant, nor any Agency staff member, whether part time or full time, whose salary is reimbursed in whole or in part by or through the Agency, shall vote as a member or alternate of the Board of Directors or the Executive Committee on appropriations, grants or contracts between NOACA and the employer of such person, but attendance of such person may be included in determining a quorum.

(i) Each person who is a member of the Board of Directors shall designate one alternate to act in the absence of such member, which alternate shall keep the member informed of all matters that come before the Board of Directors or any committee on which such alternate serves. Alternates shall possess full powers in all matters which come before the Board of Directors and shall have all the rights and responsibilities of a Board member, including all fiduciary and other responsibilities to the Agency. Each alternate shall be considered a Board member with respect to all actions taken in his or her capacity as an alternate, including any duties as an Executive Committee member. Designation of an alternate shall be in writing and must be submitted to the Board of Directors and President of the Board. Each designation shall be effective for no more than one year from the date it is submitted to the Board of Directors, until it is revoked or modified by the Board member who made such designation or until the
Board member making the designation is no longer a member of the Board of Directors. Each person who is a member of the Board of Directors may revoke or modify the designation at any time in writing and submit it to the Board of Directors President of the Board.

(j) Each person who is a member of the Board of Directors by virtue of a position representing a county within the five-county area may elect to vote by written proxy on any matter submitted to the Board. Alternates are specifically precluded from exercising such proxy rights.

(k) Each person who is a member of the Board of Directors and any alternate designated by such member shall vacate Board membership immediately upon ceasing to hold the public office or position that originally entitled such person to become a member of the Board of Directors. The successor of such member shall be designated in the same manner as the vacating member was selected.

(l) The Board of Directors is authorized to take appropriate measures to ensure attendance and a quorum, including limitations on speaking or similar rights of non-attending members, but no such measure shall operate to diminish the vote of any member government or collection of communities.

Section 4.3 Officers; Election; Qualification; Term of Office; Resignation.

(a) At its first meeting in January each year the Board of Directors shall elect a President, First Vice President, Secretary and Treasurer. The Board of Directors may also elect additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each officer shall hold office until the next annual meeting of the Board of Directors or until such officer’s successor is elected and qualified or until such officer’s resignation, removal or death. Upon approval by the Board one person may serve both as Secretary and Treasurer.

(b) Any officer may resign at any time upon written notice to the Secretary of the Board of Directors.

(c) The Board of Directors may remove any officer for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such officer.

(d) Any vacancy occurring in any office which is caused by death, resignation, removal or otherwise shall be filled for the unexpired portion of the term by appointment by the President (except that the First Vice President shall succeed the President as set forth below) with approval of the Board of Directors within 30 days of that vacancy.

(e) No member organization shall have more than one Board member serving concurrently as an officer. This limitation does not apply in the case of officers serving as First or Second Vice President, Assistant Secretary or Assistant Treasurer.

(f) President. The President of the Board of Directors shall be the chief policy officer of the Agency and shall exercise all powers and duties in leadership of the Agency as are generally associated with such office including, but not limited to, the power to execute such documents and instruments authorized by resolutions adopted by the Board of Directors. The President shall represent the Agency before bodies of the state and federal government and shall be an ex officio voting member of all
Standing Committees. The President shall also be responsible for execution of all directives and resolutions adopted by the Board of Directors.

(g) First Vice President. The First Vice President, in the absence or disability of the President, shall perform duties and exercise powers of the President. In addition, the First Vice President shall perform such other duties prescribed by the Board of Directors or President.

(h) Secretary. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties prescribed by the Board of Directors or President, under whose supervision the Secretary acts. The Secretary shall keep or cause to be kept the corporate seal of the Agency, if any, and when authorized by the Board of Directors, affix it to an instrument which shall be attested to either by the signature of the Secretary, Treasurer or Assistant Secretary. In the absence of the Secretary, the President or designee shall appoint a member to perform the duties of the Secretary.

(i) Treasurer. The Treasurer or designee (or Secretary in the absence or disability of the Treasurer) shall have responsibility for the custody of Agency funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Agency, and shall deposit or cause to be deposited all funds and securities of the Agency in depositories designated by the Board of Directors. The Treasurer shall disburse, oversee the disbursement of funds as directed by the Board of Directors, taking proper vouchers for such disbursements, and shall give or cause to be given to the President and other members of the Board of Directors a periodic accounting of all transactions and the financial condition of the Agency. The Treasurer shall perform such other duties prescribed by the Board of Directors or President.

(j) Vice Presidents, Assistant Secretaries and Assistant Treasurers. In the absence or disability of the First Vice President, Secretary or Treasurer, the Second Vice President, Assistant Secretaries or Assistant Treasurers in the order designated by the Board of Directors, shall perform the duties of the First Vice President, Secretary or Treasurer, respectively, and shall have full powers of the office.

Section 4.4 Vacancies. A vacancy in the Board of Directors, however occurring, shall be filled by a public official designated in the same manner as the vacating member was selected, to hold office for the whole or balance of the term to which such member was elected or until such member’s successor is elected and qualified or until earlier resignation, removal from office or death.

Section 4.5 Removal. A majority of the members of the Board of Directors may at any time remove for cause any member, except for individuals who are not members of the Board solely because of their position as an elected official of a member agency, and any alternate. Removal must occur at a special meeting duly called for this purpose or at a regular meeting of the Board of Directors where notice of this purpose has been established at the immediately preceding Board meeting. The affirmative vote of two-thirds of the Board members in attendance at such meeting is required for any such removal. Removal shall be without prejudice to the representation rights of the Agency member represented by such Board member or alternate. The successor to such member or alternate shall be designated in the same manner as the removed member was selected.
Section 4.6 Compensation of Board Members. A member of the Board of Directors shall not receive compensation for services other than ordinary and incidental expenses, except that a member may be reimbursed for other reasonable expenses approved by a majority of the Board of Directors. The Agency considers attendance at meetings of the Board of Directors and its committees to be public employment on the same basis that any Board member or alternate is considered in public employment for the public position that determined qualification for membership on the Board of Directors.

ARTICLE V

ORGANIZATION OF THE BOARD OF DIRECTORS

Section 5.1 Regular Meetings. Regular meetings of the Board of Directors shall be determined and published annually at the principal offices of the Agency or such other location and time as the Board designates.

Section 5.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of members upon written notice delivered to the President or Secretary of the Board of Directors. Such request shall state the purposes of the proposed meeting.

Section 5.3 Notice of Meetings. Except as otherwise provided in these Regulations or by law, written notice stating the time, place and purpose in case of a special meeting, shall be delivered to each Board member at least seven days before a regular meeting and four days prior to any special meeting, either personally, by regular mail, email, fax, telephone, or any other means permitted by law.

Section 5.4 Presiding Officer. Meetings of the Board of Directors shall be presided over by the President or, in the President’s absence, by the First Vice President or next succeeding officer. The Secretary shall act as secretary at all meetings and in the Secretary’s absence the President may appoint any person to act as secretary of such meeting.

Section 5.5 Ratification. The Board of Directors, acting at a meeting at which a quorum is present, may ratify any action taken by or on behalf of the Agency.

Section 5.6 Quorum. A majority of Board members shall constitute a quorum to transact business. Once established for any meeting of the Board, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The act of a majority of Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any member of the Board of Directors who has a personal or financial interest in a contract or transaction which is before the Board of Directors, or who is an owner or principal of a private and nonpublic entity with an interest in a matter before the Board of Directors, may be counted for the purpose of determining the presence of a quorum at a meeting of the Board.

Section 5.7 Public Meetings. All meetings of the Board of Directors, its Standing Committees, subcommittees, advisory councils or task forces shall be open to the public pursuant to
the Ohio Sunshine Law, Revised Code Section 121.22, *et seq*. Executive sessions and other closed meetings shall be held only as permitted by law.

**Section 5.8 Procedure.** All meetings of the Board of Directors shall be conducted according to *Robert’s Rules of Order*.

**Section 5.9 Conflicts of Interest.** The Agency may at times enter into contracts or other transactions with organizations and individuals with whom members of the Board of Directors have a personal or financial relationship. Each person who is a member of the Board of Directors has a duty to exercise his or her responsibilities in the best interests of the Agency. No Board member will use his or her position with the Agency for his or her own direct or indirect financial gain. Any Board member who has a personal or financial interest in, or who is an owner or principal of a private and nonpublic entity with an interest in, any matter coming before the Board of Directors, or any committee of the Board of Directors on which he or she serves, shall: (i) disclose his or her interest to the President of the Agency or committee chair; (ii) not participate in discussion or deliberations on the matter; and (iii) abstain from voting on the matter. Such disclosure and abstention shall be noted in the minutes of the meeting. Notwithstanding the foregoing, a member of the Board of Directors who has a personal or financial interest in a matter may, at the request of the President of the Board or a committee chair, present information regarding such matter. A Board member who abstains from a matter shall nevertheless be counted in determining a quorum. Each Board member shall identify to the Agency known and potential conflicts of interest annually.

**Section 5.10 Applicability of Ohio Ethics Law.** The provisions of Ohio Revised Code Chapter 102, and the related provisions contained in Ohio Revised Code Sections 2921.42 and 2921.43 are applicable to all members of the Board of Directors of the Agency and to all alternates. However, members or alternates who are not otherwise required to file the financial disclosure statement mandated by Ohio Revised Code Sections 102.02, 102.021 and 102.022 shall not be required to file such statement solely as a result of his or her appointment to the Board of the Agency as a member or alternate. Appoint as a member of the Board of the Agency or as an alternate does not constitute the holding of a public office or employment within the meaning of Ohio Revised Code Chapter 102 or Chapter 2921.

**ARTICLE VI**

**COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS and TASK FORCES**

**Section 6.1 Establishment of Committees, Subcommittees, Advisory Councils and Task Forces.** The President of the Board of Directors with its approval shall establish various Standing Committees, Subcommittees, Advisory Councils and Task Forces deemed necessary or appropriate to provide advice and policy recommendations to the Board of Directors relating to specific issues or technical areas of transportation or environmental matters. Unless the Board of Directors otherwise provides, each Standing Committee, Subcommittee, Advisory Council or Task Force may make, alter and repeal rules to conduct its business. In the absence of such rules, each Standing Committee, Subcommittee, Advisory Council or Task Force shall conduct business in the same manner as the Board of Directors conducts business. Appendix I contains the table defining the purpose, membership, duration, creation, appointment and reporting responsibilities of Standing...
Committees, Subcommittees, Advisory Councils and Task Forces. This table shall be used to establish these bodies unless otherwise stated in the Code.

Section 6.2 Standing Committees.

(a) Purpose. The Standing Committees of the Agency shall be the Executive Committee, the Planning and Programming Committee, the Policy Committee, the Finance and Audit Committee, the Governance Committee, and the External Affairs Committee. Each Standing Committee shall provide advice and policy recommendations to the Board of Directors in specific functional areas and provide a forum for in-depth discussion and analysis of relevant issues or agenda items prior to consideration by the Board of Directors. Each Standing Committee shall keep regular minutes of its proceedings and report to the Board of Directors.

(b) Membership. Unless otherwise specifically set forth, Standing Committee members shall be appointed by the President of the Board of Directors with approval of a majority of Board members present and voting. Each member of the Board of Directors shall serve on at least one Standing Committee or subcommittee. Membership of each Standing Committee shall be comprised of members of the Board of Directors or their alternates. Vacancies on a Standing Committee shall be filled in the same manner as the vacating member was selected. Any Standing Committee may propose to expand its membership beyond the minimum by nominating additional members to the Board of Directors; additional positions shall be filled by appointment of the President with approval of a majority of Board members present and voting. The Executive Director of the Agency, or designee, shall serve as an ex officio member (without vote in that capacity) of all Standing Committees and subcommittees.

(c) Organization of the Standing Committees.

(1) Meetings. Each Standing Committee shall hold regular meetings as necessary at a time and place to be determined and shall publish a calendar of its meetings. Special meetings and the initial meeting of each year may be called by the Committee Chair, Committee Vice-Chair or the Executive Director of the Agency, on at least four days notice (oral or written).

(2) Officers. The President of the Board of Directors shall appoint a member of the Board of Directors as Chair of each Standing Committee with approval of a majority of the Board members. A Vice-Chair and such other officers as the Standing Committee members deem necessary may be elected by a majority of the Committee membership. The term of office for each Standing Committee officer shall be one year or until such member’s successor is selected and qualified or until earlier resignation, removal from office or death.

(3) Attendance. The President of the Board of Directors may remove and appoint a replacement for any Standing Committee member if the Standing Committee member has been absent from three consecutive Standing Committee meetings. The member appointed must receive approval of a majority of Board members present and voting.

(4) Procedure. Meetings of any Standing Committee or subcommittee shall be conducted according to Robert’s Rules of Order.
(5) **Member Representatives.** Members of a subcommittee may appoint a representative to attend meetings in their absence by submitting the name of the person in writing to the chairperson of the subcommittee. The representative of a member shall be entitled to vote at any subcommittee meeting in the absence of the member, but shall have no other rights as a Board member or alternate.

(6) **Staff Assistance.** Agency staff shall provide Standing Committees with any technical assistance required to organize meetings of the Standing Committees. Such assistance will be provided at request of the Chair of a Standing Committee.

(7) **Removal.** The Board of Directors, upon recommendation of the Governance Committee, may remove any Standing Committee member for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such Standing Committee member.

Section 6.3 **Executive Committee.** The Executive Committee shall review Agency policy documents, including the Agency’s budget and Overall Work Program (OWP) as prepared by the Executive Director, and make recommendations to the Board of Directors regarding approval. The Executive committee shall also provide advice to the Executive Director and shall carry out other responsibilities delegated to it by the Board of Directors. All Standing Committees shall present any recommendations intended for discussion or approval by the Board of Directors first to the Executive Committee for placement on the agenda of the appropriate meeting of the Board. The Board of Directors may delegate authority to the Executive Committee to act as the Board of Directors on individual issues. The Executive Committee shall keep regular minutes of its proceedings and report to the Board of Directors prior to each of its meetings. The Executive Committee shall consist of the President, First Vice President, Second Vice President (if any), Secretary, Treasurer, immediate past President of the Board of Directors and Mayor/Chief of Government and International Affairs of the largest city in the five-county region. Executive Committee membership shall also include at least one member of the governing officers of each county. The Mayor/Chief of Government and International Affairs of the largest city in the five-county region shall not be considered a county representative for this purpose. Vacancies in membership of the Executive Committee shall be filled in the same manner as the vacating member was selected.

Section 6.4 **Planning and Programming Committee.**

(a) The Planning and Programming Committee shall provide policy recommendations with regard to transportation, water quality and air quality powers of the Agency and shall evaluate recommendations from its subcommittees and bring such recommendations, as it deems appropriate, to the Board of Directors for discussion and approval. Subcommittees of the Planning and Programming Committee shall consist of the Water Quality Subcommittee, the Air Quality Subcommittee and the Transportation Subcommittee. Membership of the Planning and Programming Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the NOACA Board. The chairperson and members of the Planning and Programming Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:
(1) Nine members of the Board of Directors from jurisdictions within Cuyahoga County;
(2) Four members of the Board of Directors from jurisdictions within the City of
Cleveland;
(3) One members of the Board of Directors from a jurisdiction within Geauga County;
(4) Two members of the Board of Directors from jurisdictions within Lake County;
(5) Three members of the Board of Directors from jurisdictions within Lorain County;
(6) Two members of the Board of Directors from jurisdictions within Medina County;
and
(7) One member from the Ohio Department of Transportation.

(b) Water Quality Subcommittee. The Water Quality Subcommittee shall provide
advice and policy recommendations to the Planning and Programming Committee with regard to
water quality environmental planning powers of the Agency.

(1) Membership. The Water Quality Subcommittee shall consist of the following 11
voting members:
A. Five members of the Board of Directors with at least one Board member from
jurisdictions within each member county [5];
B. one representative of the Environmental Health Directors of the County Health
Agencies [1];
C. one of the Sanitary Engineers, or substantial equivalent, of the five counties [1];
D. one local soil and water conservation district representative within the NOACA
area [1];
E. a representative of the Northeast Ohio Regional Sewer District [1];
F. City of Cleveland Health Director or Environmental Health Commissioner [1];
G. one member of a local watershed group [1]; and
H. the Ohio EPA Northeast District Office chief, who shall be a non-voting member.

(2) Functions. Functions of the Water Quality Subcommittee shall include the following:
A. Providing advice and policy recommendations on water quality environmental
issues or projects and transportation projects with related water quality issues;
B. Assisting the Planning and Programming Committee and Agency staff in
identifying significant environmental problems, priorities and concerns with
development of a comprehensive regional approach to environmental concerns;
C. Assisting the Planning and Programming Committee and Agency staff in
environmental work program development; and
D. Serving in such other capacities as the Planning and Programming Committee and
the Board of Directors may determine.

(c) Air Quality Subcommittee. The Air Quality Subcommittee shall provide advice and
policy recommendations to the Planning and Programming Committee with regard to air quality
environmental planning powers of the Agency.

(1) Membership. The Air Quality Subcommittee shall consist of the following 11 voting
members:
A. Five members of the Board of Directors with at least one Board member from
jurisdictions within each member county [5];
B. One representative of the City of Cleveland [1];
C. One member from each of the local air agencies (Cleveland Division of Air Quality, Lake County General Health District, and the Akron Regional Air Quality Management District) [3];
D. The Ohio Department of Transportation, District 12 [1];
E. The Greater Cleveland Regional Transit Authority [1];
F. The Ohio EPA Northeast District Office chief, who shall be a non-voting member.

(2) Functions. Functions of the Air Quality Subcommittee shall include the following:
A. Providing advice and policy recommendations on air quality environmental issues or projects and transportation projects with related air quality issues;
B. Assisting the Planning and Programming Committee and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;
C. Assisting the Planning and Programming Committee and Agency staff in environmental work program development; and
D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

(b) Transportation Subcommittee. The Transportation Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to transportation matters affecting the Planning Area.

(1) Membership. The Transportation Subcommittee shall consist of the following 34 members:
A. The County Engineer or Director of Public Works and Planning Director of each member county [10].
B. From the City of Cleveland: Commissioner of Traffic Engineering, Commissioner of Engineering and Construction, a member of Cleveland City Council (selected by the Council) and the City Planning Director [4].
C. The General Manager of the largest transit authority or agency in each member county [5].
D. The Deputy Directors of the Ohio Department Transportation, Districts 3 and 12 [2].
E. The Ohio Environmental Protection Agency, Regional Office [1].
F. One member representing the Chamber of Commerce (or equivalent organization) of each member county, appointed by the President of the Board of Directors upon consultation with each county [5].
G. Six members of the Board of Directors with at least one from each member county and one representative of the Cleveland-Cuyahoga Port Authority, [7].
H. Additional non-voting members may be appointed by the President of the Board of Directors to insure inclusion of elected officials, public administrators, funding agencies and private sector organizations concerned with transportation planning and implementation in the Planning Area.
(2) **Functions.** The functions of the Transportation Subcommittee shall include the following:

A. Assisting the Planning and Programming Committee and Agency staff in developing short and long-range plans and programs for the Planning Area, in accordance with NOACA’s role and responsibilities as an MPO as required by federal law;

B. Assisting the Planning and Programming Committee and Agency staff in identifying significant transportation issues, using a regional approach to address these issues, within the framework of the authority granted to the Agency in federal and state law and regulation;

C. Assisting the Planning and Programming Committee and Agency staff in development of the transportation elements of the annual overall work program; and

D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

**Section 6.5 Policy Committee.**

(a) The Policy Committee shall provide technical advice and recommendations in the area of comprehensive policy and long-range planning matters to the Board of Directors. Membership of the Policy Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the NOACA Board. The chairperson and members of the Policy Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:

1. Nine members of the Board of Directors from jurisdictions within Cuyahoga County;
2. Four members of the Board of Directors from jurisdictions within the City of Cleveland;
3. One member of the Board of Directors from a jurisdiction within Geauga County;
4. Two members of the Board of Directors from jurisdictions within Lake County;
5. Three members of the Board of Directors from jurisdictions within Lorain County;
6. Two members of the Board of Directors from jurisdictions within Medina County; and
7. One member from the Ohio Department of Transportation.

(b) **Functions.** The functions of the Policy Committee shall include the following:

1. As its principal function assist the Agency and its members in development of comprehensive, long-range policies in the areas of transportation asset management, and transportation investment and strategy, including regional strategic planning, by providing review and comment at appropriate stages of the planning process and providing technical advice and recommendations on comprehensive planning issues or projects as appropriate;
(2) Serve as a forum for exchange of information regarding comprehensive planning, land use development and redevelopment, land use regulation and data and other planning issues in the members’ jurisdictions;

(3) Assist the Agency in development of annual Overall Work Programs by providing advice, review and comment at appropriate stages of the development process regarding land use planning-related components and land use impacts of Agency activities.

Section 6.6 Governance Committee. The chairperson and members of the Governance Committee shall be appointed by the President with the approval of the Board and shall consist of at least seven members, including one representative of each of the five counties and a representative of the largest city in the five-county region, with additional members appointed based on the expertise necessary to accomplish the committee’s purpose. The Governance Committee shall have power to nominate the officers of the Board of Directors for the next year and conduct the election provided for in Section 4.3(a). The Governance Committee shall also (a) create and implement an orientation program for new Directors; (b) monitor the procedure by which Directors annually identify and report known and potential conflicts of interest; and (c) review and recommend to the Board for approval proposed revisions this Code of Regulations as necessary.

Section 6.7 Finance and Audit Committee. The Chairperson and members of the Finance and Audit Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members possessing the expertise necessary to accomplish the committee’s purpose. The Finance and Audit Committee shall: be responsible for the selection of outside auditors; review and evaluate the Agency’s accounting and financial controls with the President and the Executive Director; provide general financial oversight for the Agency; and report annually to the Board of Directors on the results of the audit.

Section 6.8 External Affairs Committee. The Chairperson and members of the External Affairs Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members with additional members appointed based on the expertise necessary to accomplish the committee’s purpose. The External Affairs Committee shall assist the Agency with its relationships with various government agencies and subdivisions, the media and the general public.

Section 6.9 Other Committees, Subcommittees and Task Forces.

(a) The Board of Directors may create, by resolution adopted by a majority of the Board present and voting, other Standing Committees, which shall exercise authority granted to such Standing Committee by the Board of Directors, but the work of any such Standing Committee shall not be effective until approved by the Board.

(b) The Board of Directors or the Chair of a Standing Committee and President of the Board of Directors may jointly establish special subcommittees of a Standing Committee in addition to those set forth in this Code of Regulations to explore problems requiring specific technical skills.

(c) The Board of Directors or the Chair of any subcommittee with the approval of the President of the Board may establish additional Advisory Councils or Task Forces deemed
necessary. The purpose of such Advisory Councils and Task Forces shall be to provide advice and recommendations to the Standing Committees and their subcommittees relating to specific issues or technical areas. Task Forces shall be formed for specific projects to be completed within a designated time. Advisory Councils may be formed to provide ongoing advice and recommendations. Advisory Council and Task Force members shall consist of individuals with sufficient expertise in order to contribute to the mission and functional activities of the Advisory Council or Task Force and need not be members of the Board of Directors. At the time of its formation, each Advisory Council or Task Force shall create a written statement of purpose to be distributed to the Standing Committee or subcommittee for review and comment.

Section 6.10 Citizen and Business Participation. The Board of Directors shall maintain an ongoing citizen participation program in accordance with all federal, state and Board directives to encourage citizen participation in the work and planning of the Agency. The Board of Directors may establish, by resolution adopted by a majority of the Board present and voting, a Citizen Advisory Council and a Business Advisory Council, with membership and purpose determined by such resolution.

ARTICLE VII

AGENCY STAFF

Section 7.1 Executive Director. The Agency shall employ a full-time Executive Director pursuant to a written contract, which shall be negotiated by the Executive Committee. Terms and conditions of the contract shall be subject to approval by a majority of the Board of Directors.

Section 7.2 Powers and Duties of Executive Director. The Executive Director, or designee, shall be responsible for managing day-to-day activities of the Agency. The Executive Director shall have authority and responsibility to hire, fire, supervise and direct Agency staff, as contained in the annually approved OWP. At the time of OWP review and approval, the Executive Director will provide the Executive Committee with information on the positions needed to complete the work contained in the OWP. The Executive Director has the authority to fill vacancies of approved positions, but will notify the Executive Committee of plans to fill a vacancy. For all new or additional positions not included in the annually approved OWP, the Executive Director shall notify the Executive Committee, which must approve the new or additional position prior to initiating the hiring process if such new or additional position has an effect on the annual budget. The Executive Director shall have the authority and responsibility to administer the Agency in accordance with the Code of Regulations of the Agency and Administrative Policies and Procedures adopted by the Board and to carry out duties and functions delegated by the Board of Directors or any officer.

Section 7.3 Staff. Agency staff shall report to the Executive Director. Principal functions of Agency staff shall be to:

(a) Implement all directives of the Board of Directors and Executive Committee to fulfill responsibilities of the Agency;
(b) Keep the Executive Director well informed of activities, projects, programs and studies being conducted by the Agency;

(c) Provide assistance necessary to organize meetings of the Board of Directors, Executive Committee, Standing Committees, Subcommittees, Advisory Councils and Task Forces which may include preparation of meeting agendas, minutes and accompanying materials;

(d) Prepare research reports and policy papers for the Board of Directors on issues of significance to the NOACA Area;

(e) Administer Intergovernmental Review (IGR) in accordance with Board policy.

(f) Complete work programs and projects approved by the Board of Directors in a timely and professional manner.

ARTICLE VIII

INDEMNITY

Section 8.1 In General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding, whether civil, criminal, administrative or investigative, other than a suit by or in the right of the Agency, by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency for expenses, including reasonable attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if done in good faith and in a manner reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had no reasonable cause to believe conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 8.2 Indemnification Against Expenses. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding by or in the right of the Agency to procure a judgment in its favor by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency against expenses, including reasonable attorney fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if done in good faith and in a manner reasonably believed to be in the best interests of the Agency. However, no indemnification shall be made in respect of any claim, issue or manner as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Agency unless, and only to the extent
that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

**Section 8.3 Process.** Any indemnification under Section 8.1 and 8.2 (unless otherwise ordered by a court of competent jurisdiction) shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the officer, employee or agent is proper in the circumstances because the applicable standard of conduct set forth in Sections 8.1 and 8.2 has been met. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of members who were not parties to or threatened with such action, suit or proceeding; or (b) if such a quorum is not obtainable or even if obtainable, a quorum of disinterested members so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of Sections 8.1 and 8.2 of this Article VIII, to the extent that a Board member, officer, employee or agent of the Agency has been successful on the merits or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in defense of any claim, issue or matter, in any event the person shall be indemnified against expenses (including reasonable attorney fees) actually and reasonably incurred in that connection. Reasonable attorney fees shall not be paid by NOACA if the person has obtained counsel apart from counsel designated by the Board.

**Section 8.4 Prior Payment.** Expenses incurred in defending a civil or criminal action may be paid by the Agency before final disposition of such action. Such expenses may be authorized by the Board of Directors in a specific case only upon receipt by the Agency of a request on behalf of the Board member, officer, employee or agent to repay such amount unless it shall finally be determined that the person is entitled to be indemnified in such amount by the Agency.

**Section 8.5 Non-Exclusive.** The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, agreement or other means, both as to action taken in an official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Board member, officer, employee or agent and such rights shall insure to the benefit of such person’s heirs, executors and administrators.

**ARTICLE IX**

**AMENDMENTS**

This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors. However, except as set forth in Article IV of this Code of Regulations, any matters relating to Article IV of this Code of Regulations shall be altered, amended or repealed only upon written approval of each County of the NOACA area. Alteration, amendment or repeal of this Code may be initiated by the Board either after a special meeting called for that purpose or at any regular meeting where notice of such purpose was given at the immediately preceding regular meeting.
ARTICLE X

MISCELLANEOUS

Section 10.1 Checks and Notes. Certain checks or demand for money and notes of the Agency shall be signed by the officer authorized by these Regulations. The signature may be a facsimile when authorized by the Board of Directors.

Section 10.2 Seal. The Board of Directors may provide a seal containing the name of the Agency and it is kept by the Secretary. Duplicate seals may be kept and used by other officers of the Agency.

Section 10.3 Notice. Whenever notice is required to be given to any person it may be given to such person either personally, by mail, or by any method permitted by law, to the address or location appearing on the books of the Agency. If notice is sent by mail it shall be deemed to have been delivered to the addressee when deposited in the United States mail for transmission to such person.

Section 10.4 Waiver of Notice. Any notice required to be given to any person may be waived in writing by the person entitled to such notice before the meeting. Attendance at any meeting by any person entitled to notice, either in person or by a duly designated alternate, shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

Section 10.5 Captions. Captions and headings in the Code of Regulations are for convenience only and in no way define or limit the scope or intent of any provision or section.

APPENDIX I

COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK FORCES
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*Written statement of purpose needed.*
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, the NOACA Code of Regulations provides for the organization and operation of NOACA, its officers, its committees, and the Board of Directors itself; and

WHEREAS, the NOACA Code of Regulations is periodically reviewed in order to increase the agency’s functionality and efficiency, to allow the agency to provide greater service to its members, and to allow for increased public participation and transparency; and

WHEREAS, the NOACA Governance Committee met to discuss improvements that might be made to the Code of Regulations and arrived at recommended revisions to Section 4.2’s preamble through Section 4.2(f) and Article IX of the Code; and

WHEREAS, these revisions allow for NOACA’s member counties to make changes to their assigned memberships without requiring ratification as long as their total representation is not changed; and

WHEREAS, the proposed revisions to the Code are shown in Attachment A.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain and Medina that:

Section 1. Section 4.2’s Preamble through Section 4.2(f) and Article IX of the NOACA Code of Regulations are amended as shown in Attachment A. These changes require the approval of the five counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, from whom ratification is sought prior to the next regularly scheduled Governance Committee meeting on March 14, 2014. If written concurrence is not received by that date, the changes contained in Article IV and Article IX will be void and of no effect.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: ____________________________

Date Signed: _________________________
RESOLUTION NO. 2014-003
(CODE of REGULATIONS: SECTION 4.2’s
PREAMBLE THROUGH SECTION 4.2(f) and
ARTICLE IX REVISIONS – BOARD COMPOSITION
and RATIFICATION REQUIREMENTS)
CODE OF REGULATIONS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

(Agency By-Laws)
Revised and Restated as of August 9, 2013

Historical Notes:

Revisions to this document include all those made by:
- Board Resolution 2010-050, ratified by the five counties on April 5, 2011.
- Board Resolution 2013-027, adopted August 9, 2013.
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CODE OF REGULATIONS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

As local officials of the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina and of the City of Cleveland, and as part of our responsibilities for carrying out transportation and environmental planning in the five-county region, under local direction and in accordance with federal and state mandates, pursuant to authority granted under Ohio Revised Code Section 307.14, et seq., we have established the Northeast Ohio Areawide Coordinating Agency and adopt the following Code of Regulations.

ARTICLE I

NAME AND MISSION

Section 1.1 Name. The name of this regional organization is the Northeast Ohio Areawide Coordinating Agency (NOACA or the Agency). The NOACA area for transportation and environmental planning encompasses the Cleveland/Lorain-Elyria metropolitan region including the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina, including the City of Cleveland and less the incorporated area of the City of Vermilion in Lorain County.

Section 1.2 Mission. In pursuing responsibilities for transportation and environmental planning for the region, NOACA aims to: (1) improve the quality of life of the region’s citizens by enhancing the region’s long term economic development potential and by protecting its environmental quality; (2) assist member local governments and agencies in addressing local and regional issues in a cooperative manner; and (3) assure equitable flow and prudent expenditure of public funds.

NOACA supports these aims by: (1) serving as a forum for local public officials to engage in regional debate and intergovernmental cooperation; (2) encouraging local decision-making to be in harmony with the region’s transportation and environmental plans; (3) maintaining federal designations and planning processes and meeting federal and state requirements for regional programs; (4) seeking equitable return of state and federal funds to the region to meet locally determined needs; (5) providing information and technical planning support to benefit member communities in order to best use public resources; and (6) advocating interests of the region with state and federal decision-makers.

ARTICLE II

POWERS OF AGENCY

Section 2.1 Powers. The Agency shall act as a comprehensive transportation and environmental planning organization. In so doing it shall plan and coordinate the following four distinct but interrelated areas as: (i) the federal and state designated metropolitan planning
organization (MPO) for transportation planning; (ii) the federal designated areawide water quality management planning agency for the five-county area, including the Northeast Ohio Lake Erie Basin (NEOLEB) planning area; (iii) the federal designated planning agency to address transportation-related air quality issues in the five-county area; and (iv) planning and support coordination to the region, as directed by the NOACA Board of Directors, for limited environmental management and transportation planning assistance to member communities and other public agencies and nongovernmental organizations. The Agency shall also provide information to members and other public and private organizations and the general public within guidelines established by the Board of Directors.

In addition, the Agency shall exercise powers conferred by applicable federal, state and local laws, regulations, ordinances, rules and policies as well as those powers transferred to it by its members permitted under the Constitution of the State of Ohio and the Ohio Revised Code.

ARTICLE III

MEMBERS

Section 3.1 Counties. The counties of Cuyahoga, Geauga, Lake, Lorain and Medina in the State of Ohio have created the Agency pursuant to Ohio Revised Code Section 307.14, et seq. in accordance with federal and state mandates and accordingly these counties, acting through their respective Boards of Commissioners or other administrative structures, are the principal members of the Agency.

Section 3.2 Cities, Villages and Townships. By virtue of home rule powers granted by Article XVIII of the Ohio Constitution, as well as statutory or charter authority granted by the Ohio General Assembly or their citizens, the cities, villages, and townships of the NOACA five-county area have important responsibilities for transportation and environmental issues within their jurisdictions. Each city, village and township within the NOACA area is a member of the Agency and entitled to services from the Agency.

Section 3.3 Regional Governmental Authorities and Districts. As provided in the Ohio Revised Code, certain portions of the NOACA area constitute special purpose government districts for transportation, mass transit, air quality and waste water planning and management. Accordingly (except as provided) each county-based regional transit authority and regional sewer district within the NOACA area is a member of the Agency and entitled to participate in the Agency.

Section 3.4 Membership Dues. Financial responsibility for operation of the Agency rests with the five counties that have created the Agency and the City of Cleveland. Basic dues to support operations of the Agency shall be apportioned by population figures established by the decennial census conducted by the U.S. Bureau of Census and each county and the City of Cleveland shall pay their respective share. Each county and the City of Cleveland may further apportion its share of Agency dues to the governmental entities within its geographic area according to a plan submitted to the Board of Directors, but in all circumstances responsibility for the payment of dues shall remain with each of the five counties and the City of Cleveland. Basic dues may be increased or decreased by the Board of Directors each year.
Section 3.5 Suspension of Membership. Any member whose dues remain unpaid for a period in excess of 90 days after commencement of the fiscal year on each July 1 may be subject to suspension of membership. Suspension of membership may be undertaken by a majority vote of the Board of Directors and may provide for curtailment of voting authority or services and for such other penalties as the Board of Directors may direct in each case. Notice of any member’s eligibility for suspension shall be given at regular intervals to the Board of Directors and in writing to the member’s chief executive officer.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Duties of Board of Directors. The business of the Agency shall be managed by the Board of Directors. The Board of Directors shall exercise all powers of the Agency, which are not otherwise required to be exercised by Agency members.

Section 4.2 Composition; Alternates; Term. The Board of Directors shall consist of representatives from the five counties and the City of Cleveland five-county area. The goals for representation are to bring to the Board’s discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning; while assuring the area’s citizens of an approximation of equal representation by population; and to assure the area’s citizens of representation reflecting the demographics of the area’s population. Board positions shall be granted based on requirements of this section. Individual Board members shall be appointed annually at the first meeting and the Board of Directors shall be notified of those appointments at its first meeting each year. Each County and the City of Cleveland shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each County’s, the City of Cleveland’s, and the Agency’s mission. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote. Each of the five counties and the City of Cleveland shall appoint the number of representatives to the Board indicated in Sections 4.2(a)-(f) below; provided, however, that each of the five counties and the City of Cleveland shall be permitted to appoint individuals who hold titles other than those titles set forth in Sections 4.2(a)-(f) below by submitting written notice of a formal action by such appointing authority to the Board of Directors for the Board’s approval. Notwithstanding any of the provisions of Article IX of this Code of Regulations, no appointment of an individual holding a title other than those set forth in Sections 4.2(a)-(f) shall require further ratification by the five counties to be effective. In no event shall any appointment cause an increase in the total number of seats designated in Section 4.2(a)-(f) below for each of the five counties and the City of Cleveland.

(a) Cuyahoga County
   (i) County Government
      (A) County Executive................................................................. 1
      (B) Director of Public Works.................................................... 1
      (C) County Executive Appointee............................................. 1
      (D) County Council Member.................................................. 1
   (ii) Regional Authorities

Code of Regulations August 2013 Restatement
(A) Northeast Ohio Regional Sewer District .......................................... 1
(B) Greater Cleveland Regional Transit Authority (President of the
    Board of Trustees or General Manager, as the President of the
    Board of Trustees may designate) .................................................... 1
(C) Cleveland-Cuyahoga Port Authority ............................................. 1
TOTAL .................................................................................................. 7

(iii) Cuyahoga Suburban Regions
(A) West Shore Region ........................................................................... 1
(B) Southwest Region ............................................................................. 1
(C) South/Central Region ....................................................................... 1
(D) Cuyahoga Region ............................................................................. 1
(E) Chagrin/Southeast Region ............................................................... 1
(F) Heights Region ................................................................................ 1
(G) Hillcrest Region ................................................................................ 1
(H) City of Cleveland Heights ............................................................... 1
(I) City of Euclid ................................................................................... 1
(J) City of Lakewood ............................................................................. 1
(K) City of Parma .................................................................................. 1
TOTAL ................................................................................................ 11

(iv) City of Cleveland
(A) Mayor (Chief of Government and International Affairs) ................. 1
(B) Director of Capital Projects .............................................................. 1
(C) Council Member ............................................................................... 1
(D) Council Member ............................................................................... 1
(E) Council Member ............................................................................... 1
(F) City Planning Director ...................................................................... 1
TOTAL .................................................................................................. 6

(b) Geauga County
(i) County Commissioner ...................................................................... 1
(ii) County Commissioner .................................................................... 1
(iii) County Commissioner .................................................................... 1
TOTAL .................................................................................................. 3

(c) Lake County
(i) County Commissioner ...................................................................... 1
(ii) County Commissioner .................................................................... 1
(iii) County Commissioner .................................................................... 1
(iv) County Engineer ............................................................................... 1
(v) Laketran .......................................................................................... 1
TOTAL .................................................................................................. 5
(d) **Lorain County**

(i) County Commissioner ................................................................. 1  
(ii) County Commissioner ................................................................. 1  
(iii) County Commissioner (County Engineer) ................................ 1  
(iv) City of Lorain .............................................................................. 1  
(v) City of Elyria .............................................................................. 1  
(vi) Municipal Representative .......................................................... 1  
(vii) Township Representative .......................................................... 1  
TOTAL ................................................................................................ 7

(e) **Medina County**

(i) County Commissioner ................................................................. 1  
(ii) County Commissioner (Municipal Representative) ....................... 1  
(iii) County Commissioner (Township Representative) .................... 1  
(iv) County Engineer ........................................................................... 1  
TOTAL ................................................................................................ 4

(f) **State of Ohio**

(i) Department of Transportation ..................................................... 1  
         (appointment to be made by ODOT Director)

TOTAL ................................................................................................ 44

(g) Pursuant to contracts approved by the Board of Directors, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting ex officio member of the Board of Directors of the Agency. The Departments of Development, Natural Resources and the Environmental Protection Agency of the State of Ohio, as well as such other agencies of government as the Board of Directors may approve by regulation-resolution adopted at a meeting, may be represented. Representatives of these agencies shall have rights established by the Board of Directors but shall not have a right to vote or a right of initiative.

(h) No staff member of any regional or county planning commission, no consultant, nor any Agency staff member, whether part time or full time, whose salary is reimbursed in whole or in part by or through the Agency, shall vote as a member or alternate of the Board of Directors or the Executive Committee on appropriations, grants or contracts between NOACA and the employer of such person, but attendance of such person may be included in determining a quorum.

(i) Each person who is a member of the Board of Directors shall designate one alternate to act in the absence of such member, which alternate shall keep the member informed of all matters that come before the Board of Directors or any committee on which such alternate serves. Alternates shall possess full powers in all matters which come before the Board of Directors and shall have all the rights and responsibilities of a Board member, including all fiduciary and other responsibilities to the Agency. Each alternate shall be considered a Board member with respect to all actions taken in his or her capacity as an alternate, including any duties as an Executive Committee member. Designation of an alternate shall be in writing and must be submitted to the Board of Directors/President of the Board. Each designation shall be effective for no more than one year from the date it is submitted to the Board of Directors, until it is revoked or modified by the Board member who made such designation or until the
Board member making the designation is no longer a member of the Board of Directors. Each person who is a member of the Board of Directors may revoke or modify the designation at any time in writing and submit it to the Board of Directors President of the Board.

(j) Each person who is a member of the Board of Directors by virtue of a position representing a county within the five-county area may elect to vote by written proxy on any matter submitted to the Board. Alternates are specifically precluded from exercising such proxy rights.

(k) Each person who is a member of the Board of Directors and any alternate designated by such member shall vacate Board membership immediately upon ceasing to hold the public office or position that which originally entitled such person to become a member of the Board of Directors. The successor of such member shall be designated in the same manner as the vacating member was selected.

(l) The Board of Directors is authorized to take appropriate measures to ensure attendance and a quorum, including limitations on speaking or similar rights of non-attending members, but no such measure shall operate to diminish the vote of any member government or collection of communities.

Section 4.3 Officers; Election; Qualification; Term of Office; Resignation.

(a) At its the first meeting in January each year the Board of Directors shall elect a President, First Vice President, Secretary and Treasurer. The Board of Directors may also elect additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each officer shall hold office until the next annual meeting of the Board of Directors or until such officer’s successor is elected and qualified or until such officer’s resignation, removal or death. Upon approval by the Board one person may serve both as Secretary and Treasurer.

(b) Any officer may resign at any time upon written notice to the Secretary of the Board of Directors.

(c) The Board of Directors may remove any officer for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such officer.

(d) Any vacancy occurring in any office which is caused by death, resignation, removal or otherwise shall be filled for the unexpired portion of the term by appointment by the President (except that the First Vice President shall succeed the President as set forth below) with approval of the Board of Directors within 30 days of that vacancy.

(e) No member organization shall have more than one Board member serving concurrently as an officer. This limitation does not apply in the case of officers serving as First or Second Vice President, Assistant Secretary or Assistant Treasurer.

(f) President. The President of the Board of Directors shall be the chief policy officer of the Agency and shall exercise all powers and duties in leadership of the Agency as are generally associated with such office including, but not limited to, the power to execute such documents and instruments authorized by resolutions adopted by the Board of Directors. The President shall represent the Agency before bodies of the state and federal government and shall be an ex officio voting member of all
Standing Committees. The President shall also be responsible for execution of all directives and resolutions adopted by the Board of Directors.

(g) First Vice President. The First Vice President, in the absence or disability of the President, shall perform duties and exercise powers of the President. In addition, the First Vice President shall perform such other duties prescribed by the Board of Directors or President.

(h) Secretary. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties prescribed by the Board of Directors or President, under whose supervision the Secretary acts. The Secretary shall keep or cause to be kept the corporate seal of the Agency, if any, and when authorized by the Board of Directors, affix it to an instrument which shall be attested to either by the signature of the Secretary, Treasurer or Assistant Secretary. In the absence of the Secretary, the President or designee shall appoint a member to perform the duties of the Secretary.

(i) Treasurer. The Treasurer shall have responsibility for the custody of Agency funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Agency, and shall deposit or cause to be deposited all funds and securities of the Agency in depositories designated by the Board of Directors. The Treasurer shall disburse or oversee the disbursement of funds as directed by the Board of Directors, taking proper vouchers for such disbursements, and shall give or cause to be given to the President and other members of the Board of Directors a periodic accounting of all transactions and the financial condition of the Agency. The Treasurer shall perform such other duties prescribed by the Board of Directors or President.

(j) Vice Presidents, Assistant Secretaries and Assistant Treasurers. In the absence or disability of the First Vice President, Secretary or Treasurer, the Second Vice President, Assistant Secretaries or Assistant Treasurers in the order designated by the Board of Directors, shall perform the duties of the First Vice President, Secretary or Treasurer, respectively, and shall have full powers of the office.

Section 4.4 Vacancies. A vacancy in the Board of Directors, however occurring, shall be filled by a public official designated in the same manner as the vacating member was selected, to hold office for the whole or balance of the term to which such member was elected or until such member’s successor is elected and qualified or until earlier resignation, removal from office or death.

Section 4.5 Removal. A majority of the members of the Board of Directors may at any time remove for cause any member, except for individuals who are members of the Board solely because of their position as an elected official of a member agency, and any alternate. Removal must occur at a special meeting duly called for this purpose or at a regular meeting of the Board where notice of this purpose has been established at the immediately preceding Board meeting. The affirmative vote of two-thirds of the Board members in attendance at such meeting is required for any such removal. Removal shall be without prejudice to the representation rights of the Agency member represented by such Board member or alternate. The successor to such member or alternate shall be designated in the same manner as the removed member was selected.
Section 4.6 Compensation of Board Members. A member of the Board of Directors shall not receive compensation for services other than ordinary and incidental expenses, except that a member may be reimbursed for other reasonable expenses approved by a majority of the Board of Directors. The Agency considers attendance at meetings of the Board of Directors and its committees to be public employment on the same basis that any Board member or alternate is considered in public employment for the public position that determined qualification for membership on the Board of Directors.

ARTICLE V

ORGANIZATION OF THE BOARD OF DIRECTORS

Section 5.1 Regular Meetings. Regular meetings of the Board of Directors shall be determined and published annually at the principal offices of the Agency or such other location and time as the Board designates.

Section 5.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of members upon written notice delivered to the President or Secretary of the Board of Directors. Such request shall state the purposes of the proposed meeting.

Section 5.3 Notice of Meetings. Except as otherwise provided in these Regulations or by law, written notice stating the time, place and purpose in case of a special meeting, shall be delivered to each Board member at least seven days before a regular meeting and four days prior to any special meeting, either personally, by regular mail, email, fax, telephone, or any other means permitted by law.

Section 5.4 Presiding Officer. Meetings of the Board of Directors shall be presided over by the President or, in the President’s absence, by the First Vice President or next succeeding officer. The Secretary shall act as secretary at all meetings and in the Secretary’s absence the President may appoint any person to act as secretary of such meeting.

Section 5.5 Ratification. The Board of Directors, acting at a meeting at which a quorum is present, may ratify any action taken by or on behalf of the Agency.

Section 5.6 Quorum. A majority of Board members shall constitute a quorum to transact business. Once established for any meeting of the Board, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The act of a majority of Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any member of the Board of Directors who has a personal or financial interest in a contract or transaction which is before the Board of Directors, or who is an owner or principal of a private and nonpublic entity with an interest in a matter before the Board of Directors, may be counted for the purpose of determining the presence of a quorum at a meeting of the Board.

Section 5.7 Public Meetings. All meetings of the Board of Directors, its Standing Committees, subcommittees, advisory councils or task forces shall be open to the public pursuant to
the Ohio Sunshine Law, Revised Code Section 121.22, et seq. Executive sessions and other closed meetings shall be held only as permitted by law.

**Section 5.8 Procedure.** All meetings of the Board of Directors shall be conducted according to *Robert’s Rules of Order*.

**Section 5.9 Conflicts of Interest.** The Agency may at times enter into contracts or other transactions with organizations and individuals with whom members of the Board of Directors have a personal or financial relationship. Each person who is a member of the Board of Directors has a duty to exercise his or her responsibilities in the best interests of the Agency. No Board member will use his or her position with the Agency for his or her own direct or indirect financial gain. Any Board member who has a personal or financial interest in, or who is an owner or principal of a private and nonpublic entity with an interest in, any matter coming before the Board of Directors, or any committee of the Board of Directors on which he or she serves, shall: (i) disclose his or her interest to the President of the Agency or committee chair; (ii) not participate in discussion or deliberations on the matter; and (iii) abstain from voting on the matter. Such disclosure and abstention shall be noted in the minutes of the meeting. Notwithstanding the foregoing, a member of the Board of Directors who has a personal or financial interest in a matter may, at the request of the President of the Board or a committee chair, present information regarding such matter. A Board member who abstains from a matter shall nevertheless be counted in determining a quorum. Each Board member shall identify to the Agency known and potential conflicts of interest annually.

**Section 5.10 Applicability of Ohio Ethics Law.** The provisions of Ohio Revised Code Chapter 102, and the related provisions contained in Ohio Revised Code Sections 2921.42 and 2921.43 are applicable to all members of the Board of Directors of the Agency and to all alternates. However, members or alternates who are not otherwise required to file the financial disclosure statement mandated by Ohio Revised Code Sections 102.02, 102.021 and 102.022 shall not be required to file such statement solely as a result of his or her appointment to the Board of the Agency as a member or alternate. Appoint as a member of the Board of the Agency or as an alternate does not constitute the holding of a public office or employment within the meaning of Ohio Revised Code Chapter 102 or Chapter 2921.

**ARTICLE VI**

**COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS and TASK FORCES**

**Section 6.1 Establishment of Committees, Subcommittees, Advisory Councils and Task Forces.** The President of the Board of Directors with its approval shall establish various Standing Committees, Subcommittees, Advisory Councils and Task Forces deemed necessary or appropriate to provide advice and policy recommendations to the Board of Directors relating to specific issues or technical areas of transportation or environmental matters. Unless the Board of Directors otherwise provides, each Standing Committee, Subcommittee, Advisory Council or Task Force may make, alter and repeal rules to conduct its business. In the absence of such rules, each Standing Committee, Subcommittee, Advisory Council or Task Force shall conduct business in the same manner as the Board of Directors conducts business. Appendix I contains the table defining the purpose, membership, duration, creation, appointment and reporting responsibilities of Standing
Committees, Subcommittees, Advisory Councils and Task Forces. This table shall be used to establish these bodies unless otherwise stated in the Code.

Section 6.2 Standing Committees.

(a) Purpose. The Standing Committees of the Agency shall be the Executive Committee, the Planning and Programming Committee, the Policy Committee, the Finance and Audit Committee, the Governance Committee, and the External Affairs Committee. Each Standing Committee shall provide advice and policy recommendations to the Board of Directors in specific functional areas and provide a forum for in-depth discussion and analysis of relevant issues or agenda items prior to consideration by the Board of Directors. Each Standing Committee shall keep regular minutes of its proceedings and report to the Board of Directors.

(b) Membership. Unless otherwise specifically set forth, Standing Committee members shall be appointed by the President of the Board of Directors with approval of a majority of Board members present and voting. Each member of the Board of Directors shall serve on at least one Standing Committee or subcommittee. Membership of each Standing Committee shall be comprised of members of the Board of Directors or their alternates. Vacancies on a Standing Committee shall be filled in the same manner as the vacating member was selected. Any Standing Committee may propose to expand its membership beyond the minimum by nominating additional members to the Board of Directors; additional positions shall be filled by appointment of the President with approval of a majority of Board members present and voting. The Executive Director of the Agency, or designee, shall serve as an ex officio member (without vote in that capacity) of all Standing Committees and subcommittees.

(c) Organization of the Standing Committees.

(1) Meetings. Each Standing Committee shall hold regular meetings as necessary at a time and place to be determined and shall publish a calendar of its meetings. Special meetings and the initial meeting of each year may be called by the Committee Chair, Committee Vice-Chair or the Executive Director of the Agency, on at least four days notice (oral or written).

(2) Officers. The President of the Board of Directors shall appoint a member of the Board of Directors as Chair of each Standing Committee with approval of a majority of the Board members. A Vice-Chair and such other officers as the Standing Committee members deem necessary may be elected by a majority of the Committee membership. The term of office for each Standing Committee officer shall be one year or until such member’s successor is selected and qualified or until earlier resignation, removal from office or death.

(3) Attendance. The President of the Board of Directors may remove and appoint a replacement for any Standing Committee member if the Standing Committee member has been absent from three consecutive Standing Committee meetings. The member appointed must receive approval of a majority of Board members present and voting.

(4) Procedure. Meetings of any Standing Committee or subcommittee shall be conducted according to Robert’s Rules of Order.
(5) **Member Representatives.** Members of a subcommittee may appoint a representative to attend meetings in their absence by submitting the name of the person in writing to the chairperson of the subcommittee. The representative of a member shall be entitled to vote at any subcommittee meeting in the absence of the member, but shall have no other rights as a Board member or alternate.

(6) **Staff Assistance.** Agency staff shall provide Standing Committees with any technical assistance required to organize meetings of the Standing Committees. Such assistance will be provided at request of the Chair of a Standing Committee.

(7) **Removal.** The Board of Directors, upon recommendation of the Governance Committee, may remove any Standing Committee member for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such Standing Committee member.

**Section 6.3 Executive Committee.** The Executive Committee shall review Agency policy documents, including the Agency’s budget and Overall Work Program (OWP) as prepared by the Executive Director, and make recommendations to the Board of Directors regarding approval. The Executive committee shall also provide advice to the Executive Director and shall carry out other responsibilities delegated to it by the Board of Directors. All Standing Committees shall present any recommendations intended for discussion or approval by the Board of Directors first to the Executive Committee for placement on the agenda of the appropriate meeting of the Board. The Board of Directors may delegate authority to the Executive Committee to act as the Board of Directors on individual issues. The Executive Committee shall keep regular minutes of its proceedings and report to the Board of Directors prior to each of its meetings. The Executive Committee shall consist of the President, First Vice President, Second Vice President (if any), Secretary, Treasurer, immediate past President of the Board of Directors and Mayor/Chief of Government and International Affairs of the largest city in the five-county region. Executive Committee membership shall also include at least one member of the governing officers of each county. The Mayor/Chief of Government and International Affairs of the largest city in the five-county region shall not be considered a county representative for this purpose. Vacancies in membership of the Executive Committee shall be filled in the same manner as the vacating member was selected.

**Section 6.4 Planning and Programming Committee.**

(a) The Planning and Programming Committee shall provide policy recommendations with regard to transportation, water quality and air quality powers of the Agency and shall evaluate recommendations from its subcommittees and bring such recommendations, as it deems appropriate, to the Board of Directors for discussion and approval. Subcommittees of the Planning and Programming Committee shall consist of the Water Quality Subcommittee, the Air Quality Subcommittee and the Transportation Subcommittee. Membership of the Planning and Programming Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the NOACA Board. The chairperson and members of the Planning and Programming Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:
(1) Nine members of the Board of Directors from jurisdictions within Cuyahoga County;
(2) Four members of the Board of Directors from jurisdictions within the City of Cleveland;
(3) One member of the Board of Directors from a jurisdiction within Geauga County;
(4) Two members of the Board of Directors from jurisdictions within Lake County;
(5) Three members of the Board of Directors from jurisdictions within Lorain County;
(6) Two members of the Board of Directors from jurisdictions within Medina County; and
(7) One member from the Ohio Department of Transportation.

(b) **Water Quality Subcommittee.** The Water Quality Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to water quality environmental planning powers of the Agency.

(1) **Membership.** The Water Quality Subcommittee shall consist of the following 11 voting members:
   A. Five members of the Board of Directors with at least one Board member from jurisdictions within each member county [5];
   B. one representative of the Environmental Health Directors of the County Health Agencies [1];
   C. one of the Sanitary Engineers, or substantial equivalent, of the five counties [1];
   D. one local soil and water conservation district representative within the NOACA area [1];
   E. a representative of the Northeast Ohio Regional Sewer District [1];
   F. City of Cleveland Health Director or Environmental Health Commissioner [1];
   G. one member of a local watershed group [1]; and
   H. the Ohio EPA Northeast District Office chief, who shall be a non-voting member.

(2) **Functions.** Functions of the Water Quality Subcommittee shall include the following:
   A. Providing advice and policy recommendations on water quality environmental issues or projects and transportation projects with related water quality issues;
   B. Assisting the Planning and Programming Committee and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;
   C. Assisting the Planning and Programming Committee and Agency staff in environmental work program development; and
   D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

(c) **Air Quality Subcommittee.** The Air Quality Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to air quality environmental planning powers of the Agency.

(1) **Membership.** The Air Quality Subcommittee shall consist of the following 11 voting members:
   A. Five members of the Board of Directors with at least one Board member from jurisdictions within each member county [5];
B. One representative of the City of Cleveland [1];
C. One member from each of the local air agencies (Cleveland Division of Air Quality, Lake County General Health District, and the Akron Regional Air Quality Management District) [3];
D. The Ohio Department of Transportation, District 12 [1];
E. The Greater Cleveland Regional Transit Authority [1];
F. The Ohio EPA Northeast District Office chief, who shall be a non-voting member.

(2) **Functions.** Functions of the Air Quality Subcommittee shall include the following:
A. Providing advice and policy recommendations on air quality environmental issues or projects and transportation projects with related air quality issues;
B. Assisting the Planning and Programming Committee and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;
C. Assisting the Planning and Programming Committee and Agency staff in environmental work program development; and
D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

(b) **Transportation Subcommittee.** The Transportation Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to transportation matters affecting the Planning Area.

(1) **Membership.** The Transportation Subcommittee shall consist of the following 34 members:
A. The County Engineer or Director of Public Works and Planning Director of each member county [10].
B. From the City of Cleveland: Commissioner of Traffic Engineering, Commissioner of Engineering and Construction, a member of Cleveland City Council (selected by the Council) and the City Planning Director [4].
C. The General Manager of the largest transit authority or agency in each member county [5].
D. The Deputy Directors of the Ohio Department Transportation, Districts 3 and 12 [2].
E. The Ohio Environmental Protection Agency, Regional Office [1].
F. One member representing the Chamber of Commerce (or equivalent organization) of each member county, appointed by the President of the Board of Directors upon consultation with each county[5].
G. Six members of the Board of Directors with at least one from each member county and one representative of the Cleveland-Cuyahoga Port Authority, [7].
H. Additional non-voting members may be appointed by the President of the Board of Directors to insure inclusion of elected officials, public administrators, funding agencies and private sector organizations concerned with transportation planning and implementation in the Planning Area.
(2) **Functions.** The functions of the Transportation Subcommittee shall include the following:

A. Assisting the Planning and Programming Committee and Agency staff in developing short and long-range plans and programs for the Planning Area, in accordance with NOACA’s role and responsibilities as an MPO as required by federal law;

B. Assisting the Planning and Programming Committee and Agency staff in identifying significant transportation issues, using a regional approach to address these issues, within the framework of the authority granted to the Agency in federal and state law and regulation;

C. Assisting the Planning and Programming Committee and Agency staff in development of the transportation elements of the annual overall work program; and

D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

**Section 6.5 Policy Committee.**

(a) The Policy Committee shall provide technical advice and recommendations in the area of comprehensive policy and long-range planning matters to the Board of Directors. Membership of the Policy Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the NOACA Board. The chairperson and members of the Policy Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:

   (1) Nine members of the Board of Directors from jurisdictions within Cuyahoga County;
   (2) Four members of the Board of Directors from jurisdictions within the City of Cleveland;
   (3) One member of the Board of Directors from a jurisdiction within Geauga County;
   (4) Two members of the Board of Directors from jurisdictions within Lake County;
   (5) Three members of the Board of Directors from jurisdictions within Lorain County;
   (6) Two members of the Board of Directors from jurisdictions within Medina County; and
   (7) One member from the Ohio Department of Transportation.

(b) **Functions.** The functions of the Policy Committee shall include the following:

   (1) As its principal function assist the Agency and its members in development of comprehensive, long-range policies in the areas of transportation asset management, and transportation investment and strategy, including regional strategic planning, by providing review and comment at appropriate stages of the planning process and providing technical advice and recommendations on comprehensive planning issues or projects as appropriate;
(2) Serve as a forum for exchange of information regarding comprehensive planning, land use development and redevelopment, land use regulation and data and other planning issues in the members’ jurisdictions;

(3) Assist the Agency in development of annual Overall Work Programs by providing advice, review and comment at appropriate stages of the development process regarding land use planning-related components and land use impacts of Agency activities.

**Section 6.6 Governance Committee.** The chairperson and members of the Governance Committee shall be appointed by the President with the approval of the Board and shall consist of at least seven members, including one representative of each of the five counties and a representative of the largest city in the five-county region, with additional members appointed based on the expertise necessary to accomplish the committee’s purpose. The Governance Committee shall have power to nominate the officers of the Board of Directors for the next year and conduct the election provided for in Section 4.3(a). The Governance Committee shall also (a) create and implement an orientation program for new Directors; (b) monitor the procedure by which Directors annually identify and report known and potential conflicts of interest; and (c) review and recommend to the Board for approval proposed revisions this Code of Regulations as necessary.

**Section 6.7 Finance and Audit Committee.** The Chairperson and members of the Finance and Audit Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members possessing the expertise necessary to accomplish the committee’s purpose. The Finance and Audit Committee shall: be responsible for the selection of outside auditors; review and evaluate the Agency’s accounting and financial controls with the President and the Executive Director; provide general financial oversight for the Agency; and report annually to the Board of Directors on the results of the audit.

**Section 6.8 External Affairs Committee.** The Chairperson and members of the External Affairs Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members with additional members appointed based on the expertise necessary to accomplish the committee’s purpose. The External Affairs Committee shall assist the Agency with its relationships with various government agencies and subdivisions, the media and the general public.

**Section 6.9 Other Committees, Subcommittees and Task Forces.**

(a) The Board of Directors may create, by resolution adopted by a majority of the Board present and voting, other Standing Committees, which shall exercise authority granted to such Standing Committee by the Board of Directors, but the work of any such Standing Committee shall not be effective until approved by the Board.

(b) The Board of Directors or the Chair of a Standing Committee and President of the Board of Directors may jointly establish special subcommittees of a Standing Committee in addition to those set forth in this Code of Regulations to explore problems requiring specific technical skills.

(c) The Board of Directors or the Chair of any subcommittee with the approval of the President of the Board may establish additional Advisory Councils or Task Forces deemed
necessary. The purpose of such Advisory Councils and Task Forces shall be to provide advice and recommendations to the Standing Committees and their subcommittees relating to specific issues or technical areas. Task Forces shall be formed for specific projects to be completed within a designated time. Advisory Councils may be formed to provide ongoing advice and recommendations. Advisory Council and Task Force members shall consist of individuals with sufficient expertise in order to contribute to the mission and functional activities of the Advisory Council or Task Force and need not be members of the Board of Directors. At the time of its formation, each Advisory Council or Task Force shall create a written statement of purpose to be distributed to the Standing Committee or subcommittee for review and comment.

Section 6.10 Citizen and Business Participation. The Board of Directors shall maintain an ongoing citizen participation program in accordance with all federal, state and Board directives to encourage citizen participation in the work and planning of the Agency. The Board of Directors may establish, by resolution adopted by a majority of the Board present and voting, a Citizen Advisory Council and a Business Advisory Council, with membership and purpose determined by such resolution.

ARTICLE VII

AGENCY STAFF

Section 7.1 Executive Director. The Agency shall employ a full-time Executive Director pursuant to a written contract, which shall be negotiated by the Executive Committee. Terms and conditions of the contract shall be subject to approval by a majority of the Board of Directors.

Section 7.2 Powers and Duties of Executive Director. The Executive Director, or designee, shall be responsible for managing day-to-day activities of the Agency. The Executive Director shall have authority and responsibility to hire, fire, supervise and direct Agency staff, as contained in the annually approved OWP. At the time of OWP review and approval, the Executive Director will provide the Executive Committee with information on the positions needed to complete the work contained in the OWP. The Executive Director has the authority to fill vacancies of approved positions, but will notify the Executive Committee of plans to fill a vacancy. For all new or additional positions not included in the annually approved OWP, the Executive Director shall notify the Executive Committee, which must approve the new or additional position prior to initiating the hiring process if such new or additional position has an effect on the annual budget. The Executive Director shall have the authority and responsibility to administer the Agency in accordance with the Code of Regulations of the Agency and Administrative Policies and Procedures adopted by the Board and to carry out duties and functions delegated by the Board of Directors or any officer.

Section 7.3 Staff. Agency staff shall report to the Executive Director. Principal functions of Agency staff shall be to:

(a) Implement all directives of the Board of Directors and Executive Committee to fulfill responsibilities of the Agency;
(b) Keep the Executive Director well informed of activities, projects, programs and studies being conducted by the Agency;

(c) Provide assistance necessary to organize meetings of the Board of Directors, Executive Committee, Standing Committees, Subcommittees, Advisory Councils and Task Forces which may include preparation of meeting agendas, minutes and accompanying materials;

(d) Prepare research reports and policy papers for the Board of Directors on issues of significance to the NOACA Area;

(e) Administer Intergovernmental Review (IGR) in accordance with Board policy.

(f) Complete work programs and projects approved by the Board of Directors in a timely and professional manner.

ARTICLE VIII

INDEMNITY

Section 8.1 In General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding, whether civil, criminal, administrative or investigative, other than a suit by or in the right of the Agency, by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency for expenses, including reasonable attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if done in good faith and in a manner reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had no reasonable cause to believe conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 8.2 Indemnification Against Expenses. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding by or in the right of the Agency to procure a judgment in its favor by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency against expenses, including reasonable attorney fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if done in good faith and in a manner reasonably believed to be in the best interests of the Agency. However, no indemnification shall be made in respect of any claim, issue or manner as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Agency unless, and only to the extent
that, the court in which such action or suit was brought shall determine upon application that, despite
the adjudication of liability but in view of all the circumstances of the case, such person is fairly and
reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 8.3 Process. Any indemnification under Section 8.1 and 8.2 (unless otherwise
ordered by a court of competent jurisdiction) shall be made by the Agency only as authorized in the
specific case upon a determination that indemnification of the officer, employee or agent is proper in
the circumstances because the applicable standard of conduct set forth in Sections 8.1 and 8.2 has
been met. Such determination shall be made (a) by the Board of Directors by a majority vote of a
quorum consisting of members who were not parties to or threatened with such action, suit or
proceeding; or (b) if such a quorum is not obtainable or even if obtainable, a quorum of disinterested
members so directs, by independent legal counsel in a written opinion. Notwithstanding the
provisions of Sections 8.1 and 8.2 of this Article VIII, to the extent that a Board member, officer,
employee or agent of the Agency has been successful on the merits or otherwise, in defense of any
action, suit or proceeding referred to in such sections, or in defense of any claim, issue or matter, in
any event the person shall be indemnified against expenses (including reasonable attorney fees)
actually and reasonably incurred in that connection. Reasonable attorney fees shall not be paid by
NOACA if the person has obtained counsel apart from counsel designated by the Board.

Section 8.4 Prior Payment. Expenses incurred in defending a civil or criminal action may
be paid by the Agency before final disposition of such action. Such expenses may be authorized by
the Board of Directors in a specific case only upon receipt by the Agency of a request on behalf of
the Board member, officer, employee or agent to repay such amount unless it shall finally be
determined that the person is entitled to be indemnified in such amount by the Agency.

Section 8.5 Non-Exclusive. The indemnification provided by this Article VIII shall not be
deemed exclusive of any other rights to which those seeking indemnification may be entitled by any
law of the State of Ohio, agreement or other means, both as to action taken in an official capacity
and as to action in another capacity while holding such office and shall continue as to a person who
has ceased to be a Board member, officer, employee or agent and such rights shall insure to the
benefit of such person’s heirs, executors and administrators.

ARTICLE IX

AMENDMENTS

This Code of Regulations may be altered, amended or repealed only by a majority vote of the
Board of Directors. However, except as set forth in Article IV of this Code of Regulations, any matters
relating to Article IV of this Code of Regulations shall be altered, amended or repealed only upon written
approval of each County of the NOACA area. Alteration, amendment or repeal of this Code may be
initiated by the Board either after a special meeting called for that purpose or at any regular meeting
where notice of such purpose was given at the immediately preceding regular meeting.
ARTICLE X

MISCELLANEOUS

Section 10.1 Checks and Notes. Certain checks or demand for money and notes of the Agency shall be signed by the officer authorized by these Regulations. The signature may be a facsimile when authorized by the Board of Directors.

Section 10.2 Seal. The Board of Directors may provide a seal containing the name of the Agency and it is kept by the Secretary. Duplicate seals may be kept and used by other officers of the Agency.

Section 10.3 Notice. Whenever notice is required to be given to any person it may be given to such person either personally, by mail, or by any method permitted by law, to the address or location appearing on the books of the Agency. If notice is sent by mail it shall be deemed to have been delivered to the addressee when deposited in the United States mail for transmission to such person.

Section 10.4 Waiver of Notice. Any notice required to be given to any person may be waived in writing by the person entitled to such notice before the meeting. Attendance at any meeting by any person entitled to notice, either in person or by a duly designated alternate, shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

Section 10.5 Captions. Captions and headings in the Code of Regulations are for convenience only and in no way define or limit the scope or intent of any provision or section.

APPENDIX I

COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK FORCES
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*Written statement of purpose needed.*
RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, the NOACA Code of Regulations provides for the organization and operation of NOACA, its officers, its committees, and the Board of Directors itself; and

WHEREAS, the NOACA Code of Regulations is periodically reviewed in order to increase the agency’s functionality and efficiency, to allow the agency to provide greater service to its members, and to allow for increased public participation and transparency; and

WHEREAS, the NOACA Governance Committee met to discuss improvements that might be made to the Code of Regulations and arrived at recommended revisions to Sections 4.2(g) through 4.5 of the Code; and

WHEREAS, the most substantial of these revisions requires a two-thirds rather than a simple majority for the removal of a Board member; and

WHEREAS, the proposed revisions to the Code are shown in Attachment A.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain and Medina that:

Section 1. Sections 4.2(g) through 4.5 of the NOACA Code of Regulations are amended as shown in Attachment A. These changes require the concurrence of the five counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, from whom concurrence is sought by March 14, 2014. If written concurrence is not received by that date, the changes contained in these sections will be void and of no effect.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: ____________________________

Date Signed: _________________________

ATTACHMENT A
RESOLUTION NO. 2014-004
(CODE of REGULATIONS: SECTIONS 4.2(g) through 4.5 REVISIONS)
ATTACHMENT A

CODE OF REGULATIONS

OF THE

NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

(Agency By-Laws)

Revised and Restated as of August 9, 2013

Historical Notes:

Revisions to this document include all those made by:

- Board Resolution 2010-050, ratified by the five counties on April 5, 2011.
- Board Resolution 2013-027, adopted August 9, 2013.
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APPENDIX I COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS
AND TASK FORCES
CODE OF REGULATIONS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

As local officials of the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina and of the City of Cleveland, and as part of our responsibilities for carrying out transportation and environmental planning in the five-county region, under local direction and in accordance with federal and state mandates, pursuant to authority granted under Ohio Revised Code Section 307.14, et seq., we have established the Northeast Ohio Areawide Coordinating Agency and adopt the following Code of Regulations.

ARTICLE I

NAME AND MISSION

Section 1.1 Name. The name of this regional organization is the Northeast Ohio Areawide Coordinating Agency (NOACA or the Agency). The NOACA area for transportation and environmental planning encompasses the Cleveland/Lorain-Elyria metropolitan region including the five Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina, including the City of Cleveland and less the incorporated area of the City of Vermilion in Lorain County.

Section 1.2 Mission. In pursuing responsibilities for transportation and environmental planning for the region, NOACA aims to: (1) improve the quality of life of the region’s citizens by enhancing the region’s long term economic development potential and by protecting its environmental quality; (2) assist member local governments and agencies in addressing local and regional issues in a cooperative manner; and (3) assure equitable flow and prudent expenditure of public funds.

NOACA supports these aims by: (1) serving as a forum for local public officials to engage in regional debate and intergovernmental cooperation; (2) encouraging local decision-making to be in harmony with the region’s transportation and environmental plans; (3) maintaining federal designations and planning processes and meeting federal and state requirements for regional programs; (4) seeking equitable return of state and federal funds to the region to meet locally determined needs; (5) providing information and technical planning support to benefit member communities in order to best use public resources; and (6) advocating interests of the region with state and federal decision-makers.

ARTICLE II

POWERS OF AGENCY

Section 2.1 Powers. The Agency shall act as a comprehensive transportation and environmental planning organization. In so doing it shall plan and coordinate the following four distinct but interrelated areas as: (i) the federal and state designated metropolitan planning
organization (MPO) for transportation planning; (ii) the federal designated areawide water quality management planning agency for the five-county area, including the Northeast Ohio Lake Erie Basin (NEOLEB) planning area; (iii) the federal designated planning agency to address transportation-related air quality issues in the five-county area; and (iv) planning and support coordination to the region, as directed by the NOACA Board of Directors, for limited environmental management and transportation planning assistance to member communities and other public agencies and non-governmental organizations. The Agency shall also provide information to members and other public and private organizations and the general public within guidelines established by the Board of Directors.

In addition, the Agency shall exercise powers conferred by applicable federal, state and local laws, regulations, ordinances, rules and policies as well as those powers transferred to it by its members permitted under the Constitution of the State of Ohio and the Ohio Revised Code.

ARTICLE III

MEMBERS

Section 3.1 Counties. The counties of Cuyahoga, Geauga, Lake, Lorain and Medina in the State of Ohio have created the Agency pursuant to Ohio Revised Code Section 307.14, et seq. in accordance with federal and state mandates and accordingly these counties, acting through their respective Boards of Commissioners or other administrative structures, are the principal members of the Agency.

Section 3.2 Cities, Villages and Townships. By virtue of home rule powers granted by Article XVIII of the Ohio Constitution, as well as statutory or charter authority granted by the Ohio General Assembly or their citizens, the cities, villages, and townships of the NOACA five-county area have important responsibilities for transportation and environmental issues within their jurisdictions. Each city, village and township within the NOACA area is a member of the Agency and entitled to services from the Agency.

Section 3.3 Regional Governmental Authorities and Districts. As provided in the Ohio Revised Code, certain portions of the NOACA area constitute special purpose government districts for transportation, mass transit, air quality and waste water planning and management. Accordingly (except as provided) each county-based regional transit authority and regional sewer district within the NOACA area is a member of the Agency and entitled to participate in the Agency.

Section 3.4 Membership Dues. Financial responsibility for operation of the Agency rests with the five counties that have created the Agency and the City of Cleveland. Basic dues to support operations of the Agency shall be apportioned by population figures established by the decennial census conducted by the U.S. Bureau of Census and each county and the City of Cleveland shall pay their respective share. Each county and the City of Cleveland may further apportion its share of Agency dues to the governmental entities within its geographic area according to a plan submitted to the Board of Directors, but in all circumstances responsibility for the payment of dues shall remain with each of the five counties and the City of Cleveland. Basic dues may be increased or decreased by the Board of Directors each year.
Section 3.5 Suspension of Membership. Any member whose dues remain unpaid for a period in excess of 90 days after commencement of the fiscal year on each July 1 may be subject to suspension of membership. Suspension of membership may be undertaken by a majority vote of the Board of Directors and may provide for curtailment of voting authority or services and for such other penalties as the Board of Directors may direct in each case. Notice of any member’s eligibility for suspension shall be given at regular intervals to the Board of Directors and in writing to the member’s chief executive officer.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Duties of Board of Directors. The business of the Agency shall be managed by the Board of Directors. The Board of Directors shall exercise all powers of the Agency, which are not otherwise required to be exercised by Agency members.

Section 4.2 Composition; Alternates; Term. The Board of Directors shall consist of representatives from the five counties and the City of Cleveland five county area. The goals for representation arise to bring to the Board’s discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning; while assuring the area’s citizens of an approximation of equal representation by population; and to assure the area’s citizens of representation reflecting the demographics of the area’s population. Board positions shall be granted based on requirements of this section, and individual Board members shall be specified appointed annually at the first meeting and the Board of Directors shall be notified of those appointments at its first meeting each year. Each County and the City of Cleveland shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each County’s, the City of Cleveland’s, and the Agency’s mission. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote. Each of the five counties and the City of Cleveland shall appoint the number of representatives to the Board indicated in Sections 4.2(a)-(f) below; provided, however, that each of the five counties and the City of Cleveland shall be permitted to appoint individuals who hold titles other than those titles set forth in Sections 4.2(a)-(f) below by submitting written notice of a formal action by such appointing authority to the Board of Directors for the Board’s approval. Notwithstanding any of the provisions of Article IX of this Code of Regulations, no appointment of an individual holding a title other than those set forth in Sections 4.2(a)-(f) shall require further ratification by the five counties to be effective. In no event shall any appointment cause an increase in the total number of seats designated in Section 4.2(a)-(f) below for each of the five counties and the City of Cleveland.

(a) Cuyahoga County

(i) County Government
   (A) County Executive ................................................................. 1
   (B) Director of Public Works..................................................... 1
   (C) County Executive Appointee............................................... 1
   (D) County Council Member.................................................... 1

(ii) Regional Authorities
(A) Northeast Ohio Regional Sewer District ........................................... 1
(B) Greater Cleveland Regional Transit Authority (President of the Board of Trustees or General Manager, as the President of the Board of Trustees may designate) ........................................... 1
(C) Cleveland-Cuyahoga Port Authority ............................................. 1
TOTAL ............................................................................................. 7

(iii) Cuyahoga Suburban Regions
(A) West Shore Region ....................................................................... 1
(B) Southwest Region ......................................................................... 1
(C) South/Central Region ................................................................... 1
(D) Cuyahoga Region .......................................................................... 1
(E) Chagrin/Southeast Region ............................................................ 1
(F) Heights Region ............................................................................. 1
(G) Hillcrest Region ............................................................................ 1
(H) City of Cleveland Heights ........................................................... 1
(I) City of Euclid ................................................................................ 1
(J) City of Lakewood .......................................................................... 1
(K) City of Parma ............................................................................... 1
TOTAL ............................................................................................. 11

(iv) City of Cleveland
(A) Mayor (Chief of Government and International Affairs) .......... 1
(B) Director of Capital Projects .......................................................... 1
(C) Council Member ......................................................................... 1
(D) Council Member ......................................................................... 1
(E) Council Member ......................................................................... 1
(F) City Planning Director ................................................................. 1
TOTAL ............................................................................................. 6

(b) Geauga County
(i) County Commissioner .................................................................... 1
(ii) County Commissioner .................................................................. 1
(iii) County Commissioner ................................................................. 1
TOTAL ............................................................................................. 3

(c) Lake County
(i) County Commissioner .................................................................... 1
(ii) County Commissioner .................................................................. 1
(iii) County Commissioner ................................................................. 1
(iv) County Engineer ........................................................................... 1
(v) Laketran ........................................................................................ 1
TOTAL ............................................................................................. 5
(d) **Lorain County**

(i) County Commissioner ................................................................. 1
(ii) County Commissioner ................................................................. 1
(iii) County Commissioner (County Engineer) ............................... 1
(iv) City of Lorain ............................................................................. 1
(v) City of Elyria ............................................................................. 1
(vi) Municipal Representative ......................................................... 1
(vii) Township Representative .......................................................... 1

**TOTAL** ................................................................................. 7

(e) **Medina County**

(i) County Commissioner ................................................................. 1
(ii) County Commissioner (Municipal Representative) .................... 1
(iii) County Commissioner (Township Representative) ..................... 1
(iv) County Engineer ........................................................................ 1

**TOTAL** ................................................................................. 4

(f) **State of Ohio**

(i) Department of Transportation ...................................................... 1

(appointment to be made by ODOT Director)

**TOTAL** ................................................................................... 44

(g) Pursuant to contracts approved by the Board of Directors, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting ex officio member of the Board of Directors of the Agency. The Departments of Development, Natural Resources and the Environmental Protection Agency of the State of Ohio, as well as such other agencies of government as the Board of Directors may approve by regulation-resolution adopted at a meeting, may be represented. Representatives of these agencies shall have rights established by the Board of Directors but shall not have a right to vote or a right of initiative.

(h) No staff member of any regional or county planning commission, no consultant, nor any Agency staff member, whether part time or full time, whose salary is reimbursed in whole or in part by or through the Agency, shall vote as a member or alternate of the Board of Directors or the Executive Committee on appropriations, grants or contracts between NOACA and the employer of such person, but attendance of such person may be included in determining a quorum.

(i) Each person who is a member of the Board of Directors shall designate one alternate to act in the absence of such member, which alternate shall keep the member informed of all matters that come before the Board of Directors or any committee on which such alternate serves. Alternates shall possess full powers in all matters which come before the Board of Directors and shall have all the rights and responsibilities of a Board member, including all fiduciary and other responsibilities to the Agency. Each alternate shall be considered a Board member with respect to all actions taken in his or her capacity as an alternate, including any duties as an Executive Committee member. Designation of an alternate shall be in writing and must be submitted to the Board of DirectorsPresident of the Board. Each designation shall be effective for no more than one year from the date it is submitted to the Board of Directors until it is revoked or modified by the Board member who made such designation or until the
Board member making the designation is no longer a member of the Board of Directors. Each person who is a member of the Board of Directors may revoke or modify the designation at any time in writing and submit it to the Board of Directors President of the Board.

(j) Each person who is a member of the Board of Directors by virtue of a position representing a county within the five-county area may elect to vote by written proxy on any matter submitted to the Board. Alternates are specifically precluded from exercising such proxy rights.

(k) Each person who is a member of the Board of Directors and any alternate designated by such member shall vacate Board membership immediately upon ceasing to hold the public office or position that which originally entitled such person to become a member of the Board of Directors. The successor of such member shall be designated in the same manner as the vacating member was selected.

(l) The Board of Directors is authorized to take appropriate measures to ensure attendance and a quorum, including limitations on speaking or similar rights of non-attending members, but no such measure shall operate to diminish the vote of any member government or collection of communities.

Section 4.3 Officers; Election; Qualification; Term of Office; Resignation.

(a) At its the first meeting in January each year the Board of Directors shall elect a President, First Vice President, Secretary and Treasurer. The Board of Directors may also elect additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each officer shall hold office until the next annual meeting of the Board of Directors or until such officer’s successor is elected and qualified or until such officer’s resignation, removal or death. Upon approval by the Board one person may serve both as Secretary and Treasurer.

(b) Any officer may resign at any time upon written notice to the Secretary of the Board of Directors.

(c) The Board of Directors may remove any officer for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such officer.

(d) Any vacancy occurring in any office which is caused by death, resignation, removal or otherwise shall be filled for the unexpired portion of the term by appointment by the President (except that the First Vice President shall succeed the President as set forth below) with approval of the Board of Directors within 30 days of that vacancy.

(e) No member organization shall have more than one Board member serving concurrently as an officer. This limitation does not apply in the case of officers serving as First or Second Vice President, Assistant Secretary or Assistant Treasurer.

(f) President. The President of the Board of Directors shall be the chief policy officer of the Agency and shall exercise all powers and duties in leadership of the Agency as are generally associated with such office including, but not limited to, the power to execute such documents and instruments authorized by resolutions adopted by the Board of Directors. The President shall represent the Agency before bodies of the state and federal government and shall be an ex officio voting member of all
Standing Committees. The President shall also be responsible for execution of all directives and resolutions adopted by the Board of Directors.

(g) **First Vice President.** The First Vice President, in the absence or disability of the President, shall perform duties and exercise powers of the President. In addition, the First Vice President shall perform such other duties prescribed by the Board of Directors or President.

(h) **Secretary.** The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties prescribed by the Board of Directors or President, under whose supervision the Secretary acts. The Secretary shall keep or cause to be kept the corporate seal of the Agency, if any, and when authorized by the Board of Directors, affix it to an instrument which shall be attested to either by the signature of the Secretary, Treasurer or Assistant Secretary. In the absence of the Secretary, the President or designee shall appoint a member to perform the duties of the Secretary.

(i) **Treasurer.** The Treasurer or designee (or Secretary in the absence or disability of the Treasurer) shall have responsibility for the custody of Agency funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Agency, and shall deposit or cause to be deposited all funds and securities of the Agency in depositories designated by the Board of Directors. The Treasurer shall disburse oversee the disbursement of funds as directed by the Board of Directors, taking proper vouchers for such disbursements, and shall give or cause to be given to the President and other members of the Board of Directors a periodic accounting of all transactions and the financial condition of the Agency. The Treasurer shall perform such other duties prescribed by the Board of Directors or President.

(j) **Vice Presidents, Assistant Secretaries and Assistant Treasurers.** In the absence or disability of the First Vice President, Secretary or Treasurer, the Second Vice President, Assistant Secretaries or Assistant Treasurers in the order designated by the Board of Directors, shall perform the duties of the First Vice President, Secretary or Treasurer, respectively, and shall have full powers of the office.

Section 4.4 **Vacancies.** A vacancy in the Board of Directors, however occurring, shall be filled by a public official designated in the same manner as the vacating member was selected, to hold office for the whole or balance of the term to which such member was elected or until such member’s successor is elected and qualified or until earlier resignation, removal from office or death.

Section 4.5 **Removal.** A majority of the members of the Board of Directors may at any time remove for cause any member, except for individuals who are members of the Board solely because of their position as an elected official of a member agency, and any alternate. Removal must occur at a special meeting duly called for this purpose or at a regular meeting of the Board of Directors where notice of this purpose has been established at the immediately preceding Board meeting. The affirmative vote of two-thirds of the Board members in attendance at such meeting is required for any such removal. Removal shall be without prejudice to the representation rights of the Agency member represented by such Board member or alternate. The successor to such member or alternate shall be designated in the same manner as the removed member was selected.
Section 4.6 Compensation of Board Members. A member of the Board of Directors shall not receive compensation for services other than ordinary and incidental expenses, except that a member may be reimbursed for other reasonable expenses approved by a majority of the Board of Directors. The Agency considers attendance at meetings of the Board of Directors and its committees to be public employment on the same basis that any Board member or alternate is considered in public employment for the public position that determined qualification for membership on the Board of Directors.

ARTICLE V

ORGANIZATION OF THE BOARD OF DIRECTORS

Section 5.1 Regular Meetings. Regular meetings of the Board of Directors shall be determined and published annually at the principal offices of the Agency or such other location and time as the Board designates.

Section 5.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of members upon written notice delivered to the President or Secretary of the Board of Directors. Such request shall state the purposes of the proposed meeting.

Section 5.3 Notice of Meetings. Except as otherwise provided in these Regulations or by law, written notice stating the time, place and purpose in case of a special meeting, shall be delivered to each Board member at least seven days before a regular meeting and four days prior to any special meeting, either personally, by regular mail, email, fax, telephone, or any other means permitted by law.

Section 5.4 Presiding Officer. Meetings of the Board of Directors shall be presided over by the President or, in the President’s absence, by the First Vice President or next succeeding officer. The Secretary shall act as secretary at all meetings and in the Secretary’s absence the President may appoint any person to act as secretary of such meeting.

Section 5.5 Ratification. The Board of Directors, acting at a meeting at which a quorum is present, may ratify any action taken by or on behalf of the Agency.

Section 5.6 Quorum. A majority of Board members shall constitute a quorum to transact business. Once established for any meeting of the Board, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The act of a majority of Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any member of the Board of Directors who has a personal or financial interest in a contract or transaction which is before the Board of Directors, or who is an owner or principal of a private and nonpublic entity with an interest in a matter before the Board of Directors, may be counted for the purpose of determining the presence of a quorum at a meeting of the Board.

Section 5.7 Public Meetings. All meetings of the Board of Directors, its Standing Committees, subcommittees, advisory councils or task forces shall be open to the public pursuant to
the Ohio Sunshine Law, Revised Code Section 121.22, et seq. Executive sessions and other closed meetings shall be held only as permitted by law.

**Section 5.8 Procedure.** All meetings of the Board of Directors shall be conducted according to Robert’s Rules of Order.

**Section 5.9 Conflicts of Interest.** The Agency may at times enter into contracts or other transactions with organizations and individuals with whom members of the Board of Directors have a personal or financial relationship. Each person who is a member of the Board of Directors has a duty to exercise his or her responsibilities in the best interests of the Agency. No Board member will use his or her position with the Agency for his or her own direct or indirect financial gain. Any Board member who has a personal or financial interest in, or who is an owner or principal of a private and nonpublic entity with an interest in, any matter coming before the Board of Directors, or any committee of the Board of Directors on which he or she serves, shall: (i) disclose his or her interest to the President of the Agency or committee chair; (ii) not participate in discussion or deliberations on the matter; and (iii) abstain from voting on the matter. Such disclosure and abstention shall be noted in the minutes of the meeting. Notwithstanding the foregoing, a member of the Board of Directors who has a personal or financial interest in a matter may, at the request of the President of the Board or a committee chair, present information regarding such matter. A Board member who abstains from a matter shall nevertheless be counted in determining a quorum. Each Board member shall identify to the Agency known and potential conflicts of interest annually.

**Section 5.10 Applicability of Ohio Ethics Law.** The provisions of Ohio Revised Code Chapter 102, and the related provisions contained in Ohio Revised Code Sections 2921.42 and 2921.43 are applicable to all members of the Board of Directors of the Agency and to all alternates. However, members or alternates who are not otherwise required to file the financial disclosure statement mandated by Ohio Revised Code Sections 102.02, 102.021 and 102.022 shall not be required to file such statement solely as a result of his or her appointment to the Board of the Agency as a member or alternate. Appoint as a member of the Board of the Agency or as an alternate does not constitute the holding of a public office or employment within the meaning of Ohio Revised Code Chapter 102 or Chapter 2921.

**ARTICLE VI**

**COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS and TASK FORCES**

**Section 6.1 Establishment of Committees, Subcommittees, Advisory Councils and Task Forces.** The President of the Board of Directors with its approval shall establish various Standing Committees, Subcommittees, Advisory Councils and Task Forces deemed necessary or appropriate to provide advice and policy recommendations to the Board of Directors relating to specific issues or technical areas of transportation or environmental matters. Unless the Board of Directors otherwise provides, each Standing Committee, Subcommittee, Advisory Council or Task Force may make, alter and repeal rules to conduct its business. In the absence of such rules, each Standing Committee, Subcommittee, Advisory Council or Task Force shall conduct business in the same manner as the Board of Directors conducts business. Appendix I contains the table defining the purpose, membership, duration, creation, appointment and reporting responsibilities of Standing
Committees, Subcommittees, Advisory Councils and Task Forces. This table shall be used to establish these bodies unless otherwise stated in the Code.

Section 6.2 Standing Committees.

(a) Purpose. The Standing Committees of the Agency shall be the Executive Committee, the Planning and Programming Committee, the Policy Committee, the Finance and Audit Committee, the Governance Committee, and the External Affairs Committee. Each Standing Committee shall provide advice and policy recommendations to the Board of Directors in specific functional areas and provide a forum for in-depth discussion and analysis of relevant issues or agenda items prior to consideration by the Board of Directors. Each Standing Committee shall keep regular minutes of its proceedings and report to the Board of Directors.

(b) Membership. Unless otherwise specifically set forth, Standing Committee members shall be appointed by the President of the Board of Directors with approval of a majority of Board members present and voting. Each member of the Board of Directors shall serve on at least one Standing Committee or subcommittee. Membership of each Standing Committee shall be comprised of members of the Board of Directors or their alternates. Vacancies on a Standing Committee shall be filled in the same manner as the vacating member was selected. Any Standing Committee may propose to expand its membership beyond the minimum by nominating additional members to the Board of Directors; additional positions shall be filled by appointment of the President with approval of a majority of Board members present and voting. The Executive Director of the Agency, or designee, shall serve as an ex officio member (without vote in that capacity) of all Standing Committees and subcommittees.

(c) Organization of the Standing Committees.

(1) Meetings. Each Standing Committee shall hold regular meetings as necessary at a time and place to be determined and shall publish a calendar of its meetings. Special meetings and the initial meeting of each year may be called by the Committee Chair, Committee Vice-Chair or the Executive Director of the Agency, on at least four days notice (oral or written).

(2) Officers. The President of the Board of Directors shall appoint a member of the Board of Directors as Chair of each Standing Committee with approval of a majority of the Board members. A Vice-Chair and such other officers as the Standing Committee members deem necessary may be elected by a majority of the Committee membership. The term of office for each Standing Committee officer shall be one year or until such member’s successor is selected and qualified or until earlier resignation, removal from office or death.

(3) Attendance. The President of the Board of Directors may remove and appoint a replacement for any Standing Committee member if the Standing Committee member has been absent from three consecutive Standing Committee meetings. The member appointed must receive approval of a majority of Board members present and voting.

(4) Procedure. Meetings of any Standing Committee or subcommittee shall be conducted according to Robert’s Rules of Order.
(5) **Member Representatives.** Members of a subcommittee may appoint a representative to attend meetings in their absence by submitting the name of the person in writing to the chairperson of the subcommittee. The representative of a member shall be entitled to vote at any subcommittee meeting in the absence of the member, but shall have no other rights as a Board member or alternate.

(6) **Staff Assistance.** Agency staff shall provide Standing Committees with any technical assistance required to organize meetings of the Standing Committees. Such assistance will be provided at request of the Chair of a Standing Committee.

(7) **Removal.** The Board of Directors, upon recommendation of the Governance Committee, may remove any Standing Committee member for cause at any time but such removal shall be without prejudice to the representation rights of the Agency member represented by such Standing Committee member.

Section 6.3 **Executive Committee.** The Executive Committee shall review Agency policy documents, including the Agency’s budget and Overall Work Program (OWP) as prepared by the Executive Director, and make recommendations to the Board of Directors regarding approval. The Executive committee shall also provide advice to the Executive Director and shall carry out other responsibilities delegated to it by the Board of Directors. All Standing Committees shall present any recommendations intended for discussion or approval by the Board of Directors first to the Executive Committee for placement on the agenda of the appropriate meeting of the Board. The Board of Directors may delegate authority to the Executive Committee to act as the Board of Directors on individual issues. The Executive Committee shall keep regular minutes of its proceedings and report to the Board of Directors prior to each of its meetings. The Executive Committee shall consist of the President, First Vice President, Second Vice President (if any), Secretary, Treasurer, immediate past President of the Board of Directors and Mayor/Chief of Government and International Affairs of the largest city in the five-county region. Executive Committee membership shall also include at least one member of the governing officers of each county. The Mayor/Chief of Government and International Affairs of the largest city in the five-county region shall not be considered a county representative for this purpose. Vacancies in membership of the Executive Committee shall be filled in the same manner as the vacating member was selected.

Section 6.4 **Planning and Programming Committee.**

(a) The Planning and Programming Committee shall provide policy recommendations with regard to transportation, water quality and air quality powers of the Agency and shall evaluate recommendations from its subcommittees and bring such recommendations, as it deems appropriate, to the Board of Directors for discussion and approval. Subcommittees of the Planning and Programming Committee shall consist of the Water Quality Subcommittee, the Air Quality Subcommittee and the Transportation Subcommittee. Membership of the Planning and Programming Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the NOACA Board. The chairperson and members of the Planning and Programming Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:
(1) Nine members of the Board of Directors from jurisdictions within Cuyahoga County;
(2) Four members of the Board of Directors from jurisdictions within the City of Cleveland;
(3) One member of the Board of Directors from a jurisdiction within Geauga County;
(4) Two members of the Board of Directors from jurisdictions within Lake County;
(5) Three members of the Board of Directors from jurisdictions within Lorain County;
(6) Two members of the Board of Directors from jurisdictions within Medina County; and
(7) One member from the Ohio Department of Transportation.

(b) Water Quality Subcommittee. The Water Quality Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to water quality environmental planning powers of the Agency.

(1) Membership. The Water Quality Subcommittee shall consist of the following 11 voting members:
   A. Five members of the Board of Directors with at least one Board member from jurisdictions within each member county [5];
   B. One representative of the Environmental Health Directors of the County Health Agencies [1];
   C. One of the Sanitary Engineers, or substantial equivalent, of the five counties [1];
   D. One local soil and water conservation district representative within the NOACA area [1];
   E. A representative of the Northeast Ohio Regional Sewer District [1];
   F. City of Cleveland Health Director or Environmental Health Commissioner [1];
   G. One member of a local watershed group [1]; and
   H. The Ohio EPA Northeast District Office chief, who shall be a non-voting member.

(2) Functions. Functions of the Water Quality Subcommittee shall include the following:
   A. Providing advice and policy recommendations on water quality environmental issues or projects and transportation projects with related water quality issues;
   B. Assisting the Planning and Programming Committee and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;
   C. Assisting the Planning and Programming Committee and Agency staff in environmental work program development; and
   D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

(c) Air Quality Subcommittee. The Air Quality Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to air quality environmental planning powers of the Agency.

(1) Membership. The Air Quality Subcommittee shall consist of the following 11 voting members:
   A. Five members of the Board of Directors with at least one Board member from jurisdictions within each member county [5];
B. One representative of the City of Cleveland [1];

C. One member from each of the local air agencies (Cleveland Division of Air Quality, Lake County General Health District, and the Akron Regional Air Quality Management District) [3];

D. The Ohio Department of Transportation, District 12 [1];

E. The Greater Cleveland Regional Transit Authority [1];

F. The Ohio EPA Northeast District Office chief, who shall be a non-voting member.

(2) Functions. Functions of the Air Quality Subcommittee shall include the following:

A. Providing advice and policy recommendations on air quality environmental issues or projects and transportation projects with related air quality issues;

B. Assisting the Planning and Programming Committee and Agency staff in identifying significant environmental problems, priorities and concerns with development of a comprehensive regional approach to environmental concerns;

C. Assisting the Planning and Programming Committee and Agency staff in environmental work program development; and

D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

(b) Transportation Subcommittee. The Transportation Subcommittee shall provide advice and policy recommendations to the Planning and Programming Committee with regard to transportation matters affecting the Planning Area.

(1) Membership. The Transportation Subcommittee shall consist of the following 34 members:

A. The County Engineer or Director of Public Works and Planning Director of each member county [10].

B. From the City of Cleveland: Commissioner of Traffic Engineering, Commissioner of Engineering and Construction, a member of Cleveland City Council (selected by the Council) and the City Planning Director [4].

C. The General Manager of the largest transit authority or agency in each member county [5].

D. The Deputy Directors of the Ohio Department Transportation, Districts 3 and 12 [2].

E. The Ohio Environmental Protection Agency, Regional Office [1].

F. One member representing the Chamber of Commerce (or equivalent organization) of each member county, appointed by the President of the Board of Directors upon consultation with each county[5].

G. Six members of the Board of Directors with at least one from each member county and one representative of the Cleveland-Cuyahoga Port Authority, [7].

H. Additional non-voting members may be appointed by the President of the Board of Directors to insure inclusion of elected officials, public administrators, funding agencies and private sector organizations concerned with transportation planning and implementation in the Planning Area.
(2) **Functions.** The functions of the Transportation Subcommittee shall include the following:

A. Assisting the Planning and Programming Committee and Agency staff in developing short and long-range plans and programs for the Planning Area, in accordance with NOACA’s role and responsibilities as an MPO as required by federal law;

B. Assisting the Planning and Programming Committee and Agency staff in identifying significant transportation issues, using a regional approach to address these issues, within the framework of the authority granted to the Agency in federal and state law and regulation;

C. Assisting the Planning and Programming Committee and Agency staff in development of the transportation elements of the annual overall work program; and

D. Serving in such other capacities as the Planning and Programming Committee and the Board of Directors may determine.

**Section 6.5 Policy Committee.**

(a) The Policy Committee shall provide technical advice and recommendations in the area of comprehensive policy and long-range planning matters to the Board of Directors. Membership of the Policy Committee should reflect the diversity of Board membership in each of the five counties and the City of Cleveland and take into account the important role of the various agencies represented on the NOACA Board. The chairperson and members of the Policy Committee shall be appointed by the President with the approval of the Board and shall consist of at least twenty-two members, comprised of the following:

1. Nine members of the Board of Directors from jurisdictions within Cuyahoga County;
2. Four members of the Board of Directors from jurisdictions within the City of Cleveland;
3. One member of the Board of Directors from a jurisdiction within Geauga County;
4. Two members of the Board of Directors from jurisdictions within Lake County;
5. Three members of the Board of Directors from jurisdictions within Lorain County;
6. Two members of the Board of Directors from jurisdictions within Medina County; and
7. One member from the Ohio Department of Transportation.

(b) **Functions.** The functions of the Policy Committee shall include the following:

1. As its principal function assist the Agency and its members in development of comprehensive, long-range policies in the areas of transportation asset management, and transportation investment and strategy, including regional strategic planning, by providing review and comment at appropriate stages of the planning process and providing technical advice and recommendations on comprehensive planning issues or projects as appropriate;
(2) Serve as a forum for exchange of information regarding comprehensive planning, land use development and redevelopment, land use regulation and data and other planning issues in the members’ jurisdictions;

(3) Assist the Agency in development of annual Overall Work Programs by providing advice, review and comment at appropriate stages of the development process regarding land use planning-related components and land use impacts of Agency activities.

Section 6.6 Governance Committee. The chairperson and members of the Governance Committee shall be appointed by the President with the approval of the Board and shall consist of at least seven members, including one representative of each of the five counties and a representative of the largest city in the five-county region, with additional members appointed based on the expertise necessary to accomplish the committee’s purpose. The Governance Committee shall have power to nominate the officers of the Board of Directors for the next year and conduct the election provided for in Section 4.3(a). The Governance Committee shall also (a) create and implement an orientation program for new Directors; (b) monitor the procedure by which Directors annually identify and report known and potential conflicts of interest; and (c) review and recommend to the Board for approval proposed revisions this Code of Regulations as necessary.

Section 6.7 Finance and Audit Committee. The Chairperson and members of the Finance and Audit Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members possessing the expertise necessary to accomplish the committee’s purpose. The Finance and Audit Committee shall: be responsible for the selection of outside auditors; review and evaluate the Agency’s accounting and financial controls with the President and the Executive Director; provide general financial oversight for the Agency; and report annually to the Board of Directors on the results of the audit.

Section 6.8 External Affairs Committee. The Chairperson and members of the External Affairs Committee shall be appointed by the President with the approval of the Board and shall consist of at least three members with additional members appointed based on the expertise necessary to accomplish the committee’s purpose. The External Affairs Committee shall assist the Agency with its relationships with various government agencies and subdivisions, the media and the general public.

Section 6.9 Other Committees, Subcommittees and Task Forces.

(a) The Board of Directors may create, by resolution adopted by a majority of the Board present and voting, other Standing Committees, which shall exercise authority granted to such Standing Committee by the Board of Directors, but the work of any such Standing Committee shall not be effective until approved by the Board.

(b) The Board of Directors or the Chair of a Standing Committee and President of the Board of Directors may jointly establish special subcommittees of a Standing Committee in addition to those set forth in this Code of Regulations to explore problems requiring specific technical skills.

(c) The Board of Directors or the Chair of any subcommittee with the approval of the President of the Board may establish additional Advisory Councils or Task Forces deemed
necessary. The purpose of such Advisory Councils and Task Forces shall be to provide advice and recommendations to the Standing Committees and their subcommittees relating to specific issues or technical areas. Task Forces shall be formed for specific projects to be completed within a designated time. Advisory Councils may be formed to provide ongoing advice and recommendations. Advisory Council and Task Force members shall consist of individuals with sufficient expertise in order to contribute to the mission and functional activities of the Advisory Council or Task Force and need not be members of the Board of Directors. At the time of its formation, each Advisory Council or Task Force shall create a written statement of purpose to be distributed to the Standing Committee or subcommittee for review and comment.

Section 6.10 Citizen and Business Participation. The Board of Directors shall maintain an ongoing citizen participation program in accordance with all federal, state and Board directives to encourage citizen participation in the work and planning of the Agency. The Board of Directors may establish, by resolution adopted by a majority of the Board present and voting, a Citizen Advisory Council and a Business Advisory Council, with membership and purpose determined by such resolution.

ARTICLE VII

AGENCY STAFF

Section 7.1 Executive Director. The Agency shall employ a full-time Executive Director pursuant to a written contract, which shall be negotiated by the Executive Committee. Terms and conditions of the contract shall be subject to approval by a majority of the Board of Directors.

Section 7.2 Powers and Duties of Executive Director. The Executive Director, or designee, shall be responsible for managing day-to-day activities of the Agency. The Executive Director shall have authority and responsibility to hire, fire, supervise and direct Agency staff, as contained in the annually approved OWP. At the time of OWP review and approval, the Executive Director will provide the Executive Committee with information on the positions needed to complete the work contained in the OWP. The Executive Director has the authority to fill vacancies of approved positions, but will notify the Executive Committee of plans to fill a vacancy. For all new or additional positions not included in the annually approved OWP, the Executive Director shall notify the Executive Committee, which must approve the new or additional position prior to initiating the hiring process if such new or additional position has an effect on the annual budget. The Executive Director shall have the authority and responsibility to administer the Agency in accordance with the Code of Regulations of the Agency and Administrative Policies and Procedures adopted by the Board and to carry out duties and functions delegated by the Board of Directors or any officer.

Section 7.3 Staff. Agency staff shall report to the Executive Director. Principal functions of Agency staff shall be to:

(a) Implement all directives of the Board of Directors and Executive Committee to fulfill responsibilities of the Agency;
(b) Keep the Executive Director well informed of activities, projects, programs and studies being conducted by the Agency;

(c) Provide assistance necessary to organize meetings of the Board of Directors, Executive Committee, Standing Committees, Subcommittees, Advisory Councils and Task Forces which may include preparation of meeting agendas, minutes and accompanying materials;

(d) Prepare research reports and policy papers for the Board of Directors on issues of significance to the NOACA Area;

(e) Administer Intergovernmental Review (IGR) in accordance with Board policy.

(f) Complete work programs and projects approved by the Board of Directors in a timely and professional manner.

ARTICLE VIII

INDEMNITY

Section 8.1 In General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding, whether civil, criminal, administrative or investigative, other than a suit by or in the right of the Agency, by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency for expenses, including reasonable attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if done in good faith and in a manner reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had no reasonable cause to believe conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner reasonably believed to be in the best interests of the Agency and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 8.2 Indemnification Against Expenses. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding by or in the right of the Agency to procure a judgment in its favor by reason of the fact that the person is or was a Board member, officer, employee or agent of the Agency, or is or was serving at the request of the Agency as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Agency against expenses, including reasonable attorney fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if done in good faith and in a manner reasonably believed to be in the best interests of the Agency. However, no indemnification shall be made in respect of any claim, issue or manner as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Agency unless, and only to the extent
that, the court in which such action or suit was brought shall determine upon application that, despite
the adjudication of liability but in view of all the circumstances of the case, such person is fairly and
reasonably entitled to indemnity for such expenses as such court shall deem proper.

**Section 8.3 Process.** Any indemnification under Section 8.1 and 8.2 (unless otherwise
ordered by a court of competent jurisdiction) shall be made by the Agency only as authorized in the
specific case upon a determination that indemnification of the officer, employee or agent is proper in
the circumstances because the applicable standard of conduct set forth in Sections 8.1 and 8.2 has
been met. Such determination shall be made (a) by the Board of Directors by a majority vote of a
quorum consisting of members who were not parties to or threatened with such action, suit or
proceeding; or (b) if such a quorum is not obtainable or even if obtainable, a quorum of disinterested
members so directs, by independent legal counsel in a written opinion. Notwithstanding the
provisions of Sections 8.1 and 8.2 of this Article VIII, to the extent that a Board member, officer,
employee or agent of the Agency has been successful on the merits or otherwise, in defense of any
action, suit or proceeding referred to in such sections, or in defense of any claim, issue or matter, in
any event the person shall be indemnified against expenses (including reasonable attorney fees)
actually and reasonably incurred in that connection. Reasonable attorney fees shall not be paid by
NOACA if the person has obtained counsel apart from counsel designated by the Board.

**Section 8.4 Prior Payment.** Expenses incurred in defending a civil or criminal action may
be paid by the Agency before final disposition of such action. Such expenses may be authorized by
the Board of Directors in a specific case only upon receipt by the Agency of a request on behalf of
the Board member, officer, employee or agent to repay such amount unless it shall finally be
determined that the person is entitled to be indemnified in such amount by the Agency.

**Section 8.5 Non-Exclusive.** The indemnification provided by this Article VIII shall not be
deemed exclusive of any other rights to which those seeking indemnification may be entitled by any
law of the State of Ohio, agreement or other means, both as to action taken in an official capacity
and as to action in another capacity while holding such office and shall continue as to a person who
has ceased to be a Board member, officer, employee or agent and such rights shall insure to the
benefit of such person’s heirs, executors and administrators.

**ARTICLE IX**

**AMENDMENTS**

This Code of Regulations may be altered, amended or repealed only by a majority vote of the
Board of Directors. However, except as set forth in Article IV of this Code of Regulations, any matters
relating to Article IV of this Code of Regulations shall be altered, amended or repealed only upon written
approval of each County of the NOACA area. Alteration, amendment or repeal of this Code may be
initiated by the Board either after a special meeting called for that purpose or at any regular meeting
where notice of such purpose was given at the immediately preceding regular meeting.
ARTICLE X

MISCELLANEOUS

Section 10.1 Checks and Notes. Certain checks or demand for money and notes of the Agency shall be signed by the officer authorized by these Regulations. The signature may be a facsimile when authorized by the Board of Directors.

Section 10.2 Seal. The Board of Directors may provide a seal containing the name of the Agency and it is kept by the Secretary. Duplicate seals may be kept and used by other officers of the Agency.

Section 10.3 Notice. Whenever notice is required to be given to any person it may be given to such person either personally, by mail, or by any method permitted by law, to the address or location appearing on the books of the Agency. If notice is sent by mail it shall be deemed to have been delivered to the addressee when deposited in the United States mail for transmission to such person.

Section 10.4 Waiver of Notice. Any notice required to be given to any person may be waived in writing by the person entitled to such notice before the meeting. Attendance at any meeting by any person entitled to notice, either in person or by a duly designated alternate, shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

Section 10.5 Captions. Captions and headings in the Code of Regulations are for convenience only and in no way define or limit the scope or intent of any provision or section.

APPENDIX I

COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK FORCES
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<td>Board Members Standing Committee Subcommittee or individuals with special expertise</td>
<td>Temporary</td>
<td>Pres/Chair Subcommittee jointly or Code</td>
<td>Recommend to Subcommittee</td>
<td>Chair Subcommittee &amp; President jointly or Code</td>
</tr>
</tbody>
</table>

*Written statement of purpose needed.
TO: NOACA Executive Committee
FROM: Grace Gallucci, Executive Director
DATE: January 3, 2014
RE: Resolution 2014-005: Adoption of NOACA Vision Statement

ACTION REQUESTED
The Executive Committee is asked to recommend Board of Directors formal adoption of the NOACA Vision Statement finalized at the December 13, 2013 Board of Directors meeting. The statement is as follows:

NOACA will STRENGTHEN regional cohesion, PRESERVE existing infrastructure, and BUILD a sustainable multimodal transportation system to SUPPORT economic development and ENHANCE quality of life in Northeast Ohio.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
As part of the regional strategic planning process that began in the fall of 2012, which included a Board retreat in February, NOACA staff and Parsons Brinckerhoff (PB), our regional strategic plan consultant, have worked with the Board to develop a vision statement for the Agency. This effort culminated with a workshop during the December 13, 2014 Board meeting when a final version of the statement was selected. Please note that minor modifications have been made to enhance readability (insertion of the word “and” before BUILD, removal of the comma after sustainable and deletion of the hyphen in the word “multimodal”).

FINANCIAL IMPACT
There is no financial impact at this time.

CONCLUSION/NEXT STEPS
Following Executive Committee recommendation, the Governing Board will consider adoption of Resolution 2014-005. If adopted, beginning in January 2014 and continuing through mid-year, NOACA and PB staffs will work with the Board to develop goals and strategies to achieve the vision statement and finalize a regional strategic planning document.
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, and the areawide water quality management planning agency for the same region; and

WHEREAS, the Board of Directors has been engaged in developing a Regional Strategic Plan, which will give guidance to the region moving forward and also identify the role that NOACA can best play in assisting the region to that end; and

WHEREAS, the Board of Directors through a series of retreats, meetings and workshops has developed a vision statement for the agency; and

WHEREAS, the vision statement will serve as the basis for developing goals and strategies to further refine NOACA’s mission;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that:

Section 1. The following is the vision statement for the Northeast Ohio Areawide Coordinating Agency (NOACA):

NOACA will STRENGTHEN regional cohesion, PRESERVE existing infrastructure, and BUILD a sustainable multimodal transportation system to SUPPORT economic development and ENHANCE quality of life in Northeast Ohio.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: _______________________

Date Signed: ___________________
RESOLUTION NO. 2014-005
(ADOPTION of NOACA VISION STATEMENT)
MEMORANDUM

TO: NOACA Executive Committee
FROM: Grace Gallucci, Executive Director
DATE: January 3, 2014
RE: Resolution 2014-006: FPA Transfer Request: City of Elyria FPA to Avon Lake/LORCO FPA

ACTION REQUESTED
The Executive Committee is asked to recommend Board of Directors’ adoption of Resolution No. 2016-006, which approves a Facility Planning Area (FPA) boundary transfer of two parcels currently in the City of Elyria FPA to the Avon Lake/Lorain County Rural Wastewater Authority (LORCO) FPA.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
As an areawide water quality management agency in charge of wastewater planning for its five counties, NOACA is charged with maintaining current and accurate FPA boundaries as part of the Clean Water Act Section 208 Water Quality Plan. In a letter dated March 12, 2013, Avon Lake/LORCO requested a transfer of two parcels from the City of Elyria FPA totaling four acres on Castleton Lane in Eaton Township. Letters of support have been received from the City of Elyria, Eaton Township and the property owner. The area is within 500 feet of a 30-inch sewer in the LORCO sewer system and Castleton Lane is in an area that Elyria does not plan to provide sewer service to.

The Water Quality Subcommittee reviewed the transfer request and supporting documents, at its December 18, 2013 meeting, and recommended adoption of the boundary change.

FINANCIAL IMPACT
There is no financial impact to NOACA or its member communities.

CONCLUSION/NEXT STEPS
Following Executive Committee recommendation the Board will consider adoption of Resolution 2014-006.
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, Clean Water 2000, the current update to the NOACA Section 208 Water Quality Management Plan, was adopted by the NOACA Board of Directors, certified by the Governor of Ohio, and approved by the United States Environmental Protection Agency; and

WHEREAS, Clean Water 2000 provides for modifications to wastewater treatment facility planning area (FPA) boundaries, subject to review by the NOACA staff and the NOACA Water Quality Subcommittee; and

WHEREAS, the Lorain County Rural Wastewater District (LORCO), on behalf of the City of Avon Lake, has requested a transfer of two parcels from the City of Elyria FPA to the Avon Lake/LORCO FPA for the benefit of regional water quality; and

WHEREAS, the City of Elyria, Eaton Township and the property owner within the transfer area have submitted letters of support for the transfer; and

WHEREAS, the NOACA Water Quality Subcommittee reviewed the transfer request on December 18, 2013 and recommended that the Board of Directors approve the transfer.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that:

Section 1. The Clean Water 2000 Plan’s FPA Boundary Map is updated to reflect the transfer of two parcels totaling 4 acres shown on the map in Attachment A from the City of Elyria FPA to the Avon Lake/LORCO FPA.

Section 2. The Executive Director is authorized to transmit certified copies of this resolution to appropriate federal, state, and local agencies.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: ____________________________

Date Signed: __________________________
RESOLUTION NO. 2014-006
(FPA Transfer: City of Elyria FPA to Avon Lake/LORCO FPA)
ATTACHMENT A
RESOLUTION NO. 2014-006
(FPA Transfer: City of Elyria FPA to Avon Lake/LORCO FPA)
TO: NOACA Executive Committee
FROM: Grace Gallucci, Executive Director
DATE: January 3, 2014
RE: Resolution 2014-007: FPA Transfer Request: French Creek FPA to City of Lorain FPA

ACTION REQUESTED
The Executive Committee is asked to recommend Board of Directors’ adoption of Resolution No. 2014-007, which approves a Facility Planning Area (FPA) boundary transfer of four parcels currently in the French Creek FPA to the City of Lorain’s FPA.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
As an areawide water quality management agency in charge of wastewater planning for its five counties, NOACA is charged with maintaining current and accurate FPA boundaries as part of the Clean Water Act Section 208 Water Quality Plan. The City of Lorain has requested a transfer of four parcels totaling 93.71 acres which includes a joint economic development zone (JEDZ) identified in a 2011 agreement between the City of Lorain and Village of Sheffield. Letters of support have been received from the City of North Ridgeville, the designated management agency for the French Creek FPA, and all of the property owners within the transfer area. The area is within 500 feet of a 12-inch sewer in the City of Lorain’s system, and French Creek does not have plans to serve this area which is on the extreme west side of their existing FPA.

On December 18, 2013, the Water Quality Subcommittee reviewed the transfer request and supporting documents, and recommends adoption of the boundary change.

FINANCIAL IMPACT
There is no financial impact to NOACA or its member communities. The transfer does not obligate any landowners to immediately tie-in to an existing sewer.

CONCLUSION/NEXT STEPS
Following Executive Committee recommendation the Board will consider adoption of Resolution 2014-007.

007 Memo/Res
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, Clean Water 2000, the current update to the NOACA Section 208 Water Quality Management Plan, was adopted by the NOACA Board of Directors, certified by the Governor of Ohio, and approved by the United States Environmental Protection Agency; and

WHEREAS, Clean Water 2000 provides for modifications to wastewater treatment facility planning area (FPA) boundaries, subject to review by the NOACA staff and the NOACA Water Quality Subcommittee; and

WHEREAS, the City of Lorain has requested a transfer of four parcels from the French Creek FPA to the City of Lorain FPA for the benefit of regional water quality and economic development; and

WHEREAS, the property owners within the transfer area have submitted a letter of support and City of North Ridgeville, the designated management agency for the French Creek FPA has no objections to the transfer; and

WHEREAS, the NOACA Water Quality Subcommittee reviewed the transfer request on December 18, 2013 and recommended that the Board of Directors approve the transfer.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of forty-five principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that:

Section 1. The Clean Water 2000 Plan’s FPA Boundary Map is updated to reflect the transfer of four parcels totaling 93.71 acres shown on the map in Attachment A from the French Creek FPA to the City of Lorain FPA.

Section 2. The Executive Director is authorized to transmit certified copies of this resolution to appropriate federal, state, and local agencies.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: __________________________

Date Signed: ________________________
Resolution 2014-007
(FPA Transfer Request: French Creek FPA to City of Lorain FPA)
Resolution 2014-007
(FPA Transfer Request: French Creek FPA to
City of Lorain FPA)

ATTACHMENT A
Resolution 2014-007
(FPA Transfer Request: French Creek FPA to City of Lorain FPA)
MEMORANDUM

TO: NOACA Executive Committee
FROM: Grace Gallucci, Executive Director
DATE: January 3, 2014

ACTION REQUESTED
The Executive Committee is asked to recommend Board of Directors’ adoption of Resolution No. 2014-008, which amends Chapter 4 of the 208 Areawide Water Quality Management Plan, Clean Water 2000, to include a 90-day time limit for affected parties to respond to a proposed Facility Planning Area (FPA) boundary change.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
As an areawide water quality management agency in charge of wastewater planning for its five counties, NOACA is charged with maintaining current and accurate FPA boundaries as part of the Clean Water Act Section 208 Water Quality Plan. When an agency requests a boundary change, the approval process can be delayed if the affected parties do not respond to the proposed boundary change in a timely manner. This delay can cause significant impacts to timelines for acquiring or spending capital improvement funds, and work schedules for completing projects that may benefit regional water quality and economic development. The proposed time limit is supported by Ohio EPA, and has been demonstrated to work effectively in other Ohio Areawide Water Quality Management Agencies. Both the Northeast Ohio Four County Regional Planning and Development Organization (NEFCO) in the Akron area and the Eastgate Regional Council of Government (Youngstown area) utilize a 45-day time limit. Also, this time limit allows for the review and approval of a boundary change to occur before the 180-day conditional approval period for Ohio EPA’s Permit-To-Install program expires for a project’s application.

The proposed 90-day limit provides all affected parties 90 calendar days to respond to a proposed FPA boundary change received by NOACA in writing. If a response is not received from all parties within 90 days, the unresponsive party will be notified that the topic will be added to the next Water Quality Subcommittee agenda for review and possible approval by the Subcommittee. The Subcommittee reserves the right to table the issue if they deem appropriate.

The Water Quality Subcommittee reviewed the following proposed language on October 16, 2013 and recommended the amendment for adoption by the Board of Directors.

008 Memo/Res
To be added in Chapter 4, Section 4-2. This paragraph would be inserted immediately after the first paragraph on page 4-13.

“Upon receipt of a request for redefinition of FPA boundaries, NOACA staff will notify the affected jurisdictions that the request was received and the jurisdictions have a maximum of 90 calendar days to respond to the proposed boundary change(s). Within that period, an affected jurisdiction may choose to agree with the proposed boundary change(s), object to the boundary change(s) in total, or request NOACA to facilitate an all-parties meeting to review the change(s). If responses from all affected jurisdictions are not received within the 90-day period, those who have not responded will be contacted and notified that the boundary change request will be reviewed at the next Water Quality Subcommittee meeting. At that meeting, a representative from an affected jurisdiction may choose to attend to present their opinion on the change request; however, the Subcommittee may review and make a determination as to whether or not the boundary change can be recommended to the Planning & Programming Committee for review and recommendation to the NOACA Board of Directors for approval. The Water Quality Subcommittee reserves the right to table a boundary change request until the next Water Quality Subcommittee”.

FINANCIAL IMPACT
There is no financial impact to NOACA or its member communities.

CONCLUSION/NEXT STEPS
Following Executive Committee recommendation the Board will consider adoption of Resolution 2014-008.
RESOLUTION NO. 2014-08
(AMENDMENT TO 208 AREAWIDE WATER QUALITY PLAN: 90-DAY REVIEW PERIOD FOR FPA BOUNDARY CHANGES)

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, Clean Water 2000, the current update to the NOACA Section 208 Water Quality Management Plan, was adopted by the NOACA Board of Directors, certified by the Governor of Ohio, and approved by the United States Environmental Protection Agency; and

WHEREAS, Clean Water 2000 provides for modifications to wastewater treatment facility planning area (FPA) boundaries, subject to review by the NOACA staff and the NOACA Water Quality Subcommittee; and

WHEREAS, NOACA’s Water Quality Staff and the NOACA Water Quality Subcommittee have drafted an amendment to Chapter 4 of Clean Water 2000 to expedite the review of Facility Planning Area (FPA) boundary change proposals through a 90-day time limit for responses from affected parties; and

WHEREAS, the proposed time limit benefits member communities working to improve water quality and economic development, is supported by Ohio EPA, and has been demonstrated to work effectively in other Ohio Areawide Water Quality Management Agencies, specifically the Northeast Ohio Four County Regional Planning and Development Organization (NEFCO) and Eastgate Regional Council of Governments; and

WHEREAS, the NOACA Water Quality Subcommittee has reviewed the amendment and recommended that the Board of Directors approve the proposed language.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of forty-five principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that:

Section 1. The Clean Water 2000 Plan’s Chapter 4 is amended to include the language for a time limit on proposed FPA boundary changes shown in Attachment A.

Section 2. The Executive Director is authorized to transmit certified copies of this resolution to appropriate federal, state, and local agencies.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: ____________________________
Date Signed: __________________________
RESOLUTION NO. 2014-08
(AMENDMENT TO 208 AREAWIDE WATER
QUALITY PLAN: 90-DAY REVIEW PERIOD FOR FPA BOUNDARY CHANGES)
ATTACHMENT A

To be added in Chapter 4, Section 4-2. This paragraph would be inserted immediately after the first paragraph on page 4-13.

“Upon receipt of a request for redefinition of FPA boundaries, NOACA staff will notify the affected jurisdictions that the request was received and the jurisdictions have a maximum of 90 calendar days to respond to the proposed boundary change(s). Within that period, an affected jurisdiction may choose to agree with the proposed boundary change(s), object to the boundary change(s) in total, or request NOACA to facilitate an all-parties meeting to review the change(s). If responses from all affected jurisdictions are not received within the 90 day period, those who have not responded will be contacted and notified that the boundary change request will be reviewed at the next Water Quality Subcommittee meeting. At that meeting, a representative from an affected jurisdiction may choose to attend to present their opinion on the change request; however, the Subcommittee may review and make a determination as to whether or not the boundary change can be recommended to the Planning & Programming Committee for review and recommendation to the NOACA Board of Directors for approval. The Water Quality Subcommittee reserves the right to table a boundary change request until the next Water Quality Subcommittee”.
RESOLUTION NO. 2014-08
(AMENDMENT TO 208 AREAWIDE WATER
QUALITY PLAN: 90-DAY REVIEW PERIOD FOR FPA BOUNDARY CHANGES)
TO: NOACA Executive Committee

FROM: Grace Gallucci, Executive Director

DATE: January 3, 2014

RE: Resolution No. 2014-009: Transportation for Livable Communities Initiative (TLCI) Project Awards

ACTION REQUESTED
The Executive Committee is asked to recommend Board of Directors’ adoption of Resolution No. 2014-009, which grants Transportation for Livable Communities (TLCI) program funding and NOACA staff technical assistance to projects evaluated by a task force. The Transportation Subcommittee (TS) has reviewed the list of projects and recommends approval of it by the Board of Directors. The listing of project recommendations is attached to the resolution (Attachment 1).

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
On July 1, 2013, NOACA opened the 2014 TLCI application round to eligible project sponsors in northeast Ohio. The TLCI program provides assistance to communities and public agencies for planning that strengthens community livability. The application asked sponsors to detail how their proposed projects would benefit their communities and the region in relationship to program objectives and NOACA’s long range transportation plan goals. Notice of funding availability was made through email to agencies and organizations across the region, along with advertisement on social media and NOACA’s website.

A task force was created to evaluate applications and make recommendations for project funding. The task force included representatives appointed by the chairpersons of the city planning commissions of the largest cities in each of the five counties in NOACA’s region and the City of Cleveland; community representation including the Ohio Department of Transportation and Bike Cleveland; and NOACA staff. Task force funding recommendations were determined in accordance with discussion, score and geographic parity. Additionally, projects were recommended for NOACA’s Technical Assistance program.

FINANCIAL IMPACT
There is $1 million in available funding for the 2014 TLCI program, and the proposed project funding levels would utilize all available funds. The program is funded by an annual set aside from NOACA’s Surface Transportation Program (STP) funds.

CONCLUSION/NEXT STEPS
Following Executive Committee recommendation the Board of Directors will consider adoption of Resolution No. 2014-009.
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, in its approval of the Transportation Improvement Program (TIP), the Board of Directors approved up to $1,000,000 in NOACA federal funds for the Transportation for Livable Communities Initiative (TLCI) program for Fiscal Year 2014; and

WHEREAS, the TLCI program provides funding assistance to communities and public agencies for planning studies that strengthen community livability; and

WHEREAS, during July and August NOACA solicited for TLCI applications; and

WHEREAS, a task force was assembled, comprised of representatives from all counties in the NOACA region, the City of Cleveland; community representatives; and NOACA staff; and

WHEREAS, the task force was charged with evaluation of TLCI applications for recommendation of funding; and

WHEREAS, the Transportation Subcommittee (TS) has reviewed the attached projects and recommends them for funding through the 2014 TLCI Program and the NOACA Technical Assistance Program; and

WHEREAS, the NOACA Technical Assistance Program provides staff expertise to accomplish community-based planning projects focused on transportation improvements.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that:

Section 1: Attachment 1 has had appropriate review and is approved, subject to sponsor authorizing legislation being received by January 31, 2014. Attachment 1 details Applications Recommended for FY2014 Transportation for Livable Communities Initiative and Applications Recommended for NOACA Technical Assistance Program.

Section 2: The Executive Director is authorized to enter into contracts with appropriate entities, as needed, to implement the approved FY 2014 TLCI program and NOACA Technical Assistance Program. For the FY2014 TLCI program, the federal funds expended shall not exceed $1,000,000.

Section 3: The Executive Director is authorized to transmit a certified copy of this resolution to appropriate Federal, State, and local agencies.
RESOLUTION NO. 2014-009
(TRANSPORTATION FOR LIVABLE COMMUNITIES
(TLCI) PROJECT AWARDS)

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: _________________________________
## Applications Recommended for FY2014 Transportation for Livable Communities Initiative (TLCI) Program

<table>
<thead>
<tr>
<th>Sponsor</th>
<th>Cosponsor</th>
<th>County</th>
<th>Study Name</th>
<th>Total Project Cost</th>
<th>TLCI Award</th>
</tr>
</thead>
<tbody>
<tr>
<td>City of Brook Park</td>
<td></td>
<td>Cuyahoga</td>
<td>Abram Creek Greenway Study</td>
<td>$93,750</td>
<td>$75,000</td>
</tr>
<tr>
<td>City of Cleveland</td>
<td>Multiple Eastside CDCs</td>
<td>Cuyahoga</td>
<td>From Heritage Lane to Opportunity Corridor:</td>
<td>$93,750</td>
<td>$75,000</td>
</tr>
<tr>
<td>City of Cleveland</td>
<td>University Circle, Inc.</td>
<td>Cuyahoga</td>
<td>University Circle District Transportation and Mobility Study</td>
<td>$135,000</td>
<td>$100,000</td>
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<tr>
<td>City of Cleveland</td>
<td>Tremont West Development Corp.</td>
<td>Cuyahoga</td>
<td>Clark Avenue Corridor Plan</td>
<td>$93,750</td>
<td>$75,000</td>
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<tr>
<td>City of Cleveland</td>
<td>St. Clair Superior Development Corp., Campus District, Inc.</td>
<td>Cuyahoga</td>
<td>Eastside Lakefront Greenway and Connector Project</td>
<td>$104,750</td>
<td>$75,000</td>
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<tr>
<td>City of Parma Heights</td>
<td></td>
<td>Cuyahoga</td>
<td>Pearl Road Complete and Green Streets Initiative</td>
<td>$93,750</td>
<td>$75,000</td>
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<td>City of Rocky River</td>
<td></td>
<td>Cuyahoga</td>
<td>The Detroit Road Traffic and Parking Study with Marion Ramp</td>
<td>$93,750</td>
<td>$75,000</td>
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<tr>
<td>Cuyahoga County Planning Commission</td>
<td>LAND Studio</td>
<td>Cuyahoga</td>
<td>Eastside Greenway Plan</td>
<td>$150,000</td>
<td>$118,000</td>
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<td>Cuyahoga County Planning Commission</td>
<td>Northeast Shores Development Corp.</td>
<td>Cuyahoga</td>
<td>East 185th Street Planning Study</td>
<td>$110,000</td>
<td>$86,000</td>
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<td>Lake County General Health District</td>
<td></td>
<td>Lake</td>
<td>Central Lake County Lakefront Connectivity Plan</td>
<td>$97,750</td>
<td>$75,000</td>
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<tr>
<td>City of Avon Lake</td>
<td></td>
<td>Lorain</td>
<td>Avon Lake Multimodal Transportation Plan</td>
<td>$80,000</td>
<td>$40,000</td>
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<tr>
<td>City of Elyria</td>
<td></td>
<td>Lorain</td>
<td>Elyria Transportation and Business District Redevelopment Plan</td>
<td>$93,750</td>
<td>$75,000</td>
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<td>City of Wadsworth</td>
<td></td>
<td>Medina</td>
<td>City of Wadsworth Complete and Green Streets Policy and Standards Implementation Plan</td>
<td>$65,000</td>
<td>$52,000</td>
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<td></td>
<td></td>
<td></td>
<td>Total:</td>
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<td>$998,000</td>
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## Applications Recommended for NOACA Technical Assistance Program

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<tr>
<th>Sponsor</th>
<th>Cosponsor</th>
<th>County</th>
<th>Study Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>City of Cleveland</td>
<td>Bellaire Puritas Development Corp.</td>
<td>Cuyahoga</td>
<td>West 130th Street Multimodal Transportation Enhancement Plan</td>
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<tr>
<td>City of Cleveland</td>
<td>Kamm's Corners Development Corp.</td>
<td>Cuyahoga</td>
<td>Rocky River Drive TLCI</td>
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<tr>
<td>City of North Royalton</td>
<td></td>
<td>Cuyahoga</td>
<td>City of North Royalton Alternative Transportation Study</td>
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<tr>
<td>City of Strongsville</td>
<td></td>
<td>Cuyahoga</td>
<td>The Strongsville Town Center District Redevelopment Plan</td>
</tr>
<tr>
<td>City of University Heights</td>
<td></td>
<td>Cuyahoga</td>
<td>Warrensville Center and Cedar Roads Sidewalk Improvement Project</td>
</tr>
<tr>
<td>Olmsted Township</td>
<td></td>
<td>Cuyahoga</td>
<td>Olmsted Township Complete Street Neighborhood Connection Plan to Promote Safe, Accessible, Multimodal Transportation Options for Residents</td>
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</tbody>
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## Applications Not Recommended At This Time

<table>
<thead>
<tr>
<th>Sponsor</th>
<th>Cosponsor</th>
<th>County</th>
<th>Study Name</th>
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<tbody>
<tr>
<td>City of Cleveland</td>
<td>Cudell Improvement Corp.</td>
<td>Cuyahoga</td>
<td>Enhancement Impacts to Lorain Station Historic District</td>
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<tr>
<td>City of Cleveland</td>
<td>Goodrich-Gannett Neighborhood Center</td>
<td>Cuyahoga</td>
<td>East 55th / St. Clair Transportation and Redevelopment Plan</td>
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<tr>
<td>City of Cleveland</td>
<td>Jacobs Entertainment Inc., Greater Cleveland Education Fund</td>
<td>Cuyahoga</td>
<td>The Flats West Bank Transportation and Continued Development Plan</td>
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<tr>
<td>City of Cleveland</td>
<td>Slavic Village Development Corp.</td>
<td>Cuyahoga</td>
<td>Warner Road Traffic Calming and Connections Plan</td>
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<tr>
<td>City of Cleveland</td>
<td>Downtown Cleveland Alliance</td>
<td>Cuyahoga</td>
<td>Downtown Connectivity Study</td>
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<tr>
<td>City of Fairview Park</td>
<td></td>
<td>Cuyahoga</td>
<td>Fairview Park-Rocky River Reservation Trail Connector Study</td>
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<tr>
<td>Greater Cleveland Regional Transit Authority</td>
<td></td>
<td>Cuyahoga</td>
<td>Transit Oriented Development (TOD) Plan Update</td>
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<td>Greater Cleveland Regional Transit Authority</td>
<td></td>
<td>Cuyahoga</td>
<td>Update to GCRTA Transit Waiting Environment (TWE) Guidelines</td>
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<tr>
<td>City of Avon</td>
<td></td>
<td>Lorain</td>
<td>North Campus Study Areas of Avon</td>
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<tr>
<td>City of Lorain</td>
<td></td>
<td>Lorain</td>
<td>Downtown Corridor &amp; Waterfront Infrastructure and Transportation Planning</td>
</tr>
</tbody>
</table>

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MEMORANDUM

TO: NOACA Executive Committee
FROM: Grace Gallucci, Executive Director
DATE: January 3, 2014
RE: Resolution No. 2014-010: Establishing NOACA as the Designated Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310)

ACTION REQUESTED
The Executive Committee is asked to recommend Board of Directors’ adoption of Resolution No. 2014-010, which requests that the Governor of the State of Ohio designate NOACA as the recipient of Federal Transit Administration (FTA) Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310) funds for the Cleveland Urbanized area (Cleveland UZA).

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
The Moving Ahead for Progress in the 21st Century (MAP-21) federal transportation reauthorization bill has established the Enhanced Mobility of Seniors and Individuals with Disabilities (5310) Program. The program consolidates the former New Freedom Program (5317) and the Elderly and Disabled Program. The program’s intent is to enhance mobility for seniors and disabled persons through the provision of funds for programs and projects that serve the unique needs of transit-dependent populations beyond the scope of traditional public transit services, and Americans with Disabilities Act (ADA) complementary paratransit services. The 5310 program is administered by FTA with funds being allocated to designated recipients of urbanized areas. As a result, the Cleveland UZA is required to identify a designated recipient to receive FTA Section 5310 funding.

NOACA’s Transit Council has extensively discussed NOACA’s role as the designated recipient. The Transit Council recommends that NOACA seek the designated recipient status for the 5310 program. All six of the region’s transit agencies are in support of this designation. Four of the transit agencies have already passed resolutions of support as referenced in Attachment 1. Transit Council reported its recommendation to Transportation Subcommittee (TS) meeting at its August 16, 2013 meeting.

Being the designated recipient will require NOACA staff to assume program administration responsibilities on behalf of FTA. These responsibilities include notifying agencies of available funding,
developing project selection process, determining project eligibility, developing a program management plan and program of projects, maintaining control over procured assets (ensuring proper insurance is maintained, vehicle maintenance is performed and performing annual vehicle inspections), and ensuring that all sub-recipients comply with federal requirements. ODOT performed these administrative duties in prior years.

**FINANCIAL IMPACT**

Becoming the designated recipient makes NOACA eligible to access federal 5310 program funds apportioned to the Cleveland UZA and distribute them according to the federal guidelines. Up to 10% of these program funds can be used by NOACA to cover its administrative costs.

Program funds are apportioned for urbanized and rural areas based on the number of seniors and individuals with disabilities. Federal share for capital projects (including acquisition of public transportation services) is 80%. Federal share for operating assistance is 50%.

**CONCLUSION/NEXT STEPS**

Following Executive Committee recommendation the Board of Directors will consider adoption of Resolution 2014-010.
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, the Moving Ahead for Progress in the 21st Century Act (MAP-21) federal transportation bill established the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310) to be administered by the Federal Transit Administration (FTA); and

WHEREAS, funds for the 5310 program are apportioned to the designated recipient of an urbanized area, and NOACA is eligible to become a designated recipient with recommendation by the Governor of the State of Ohio; and

WHEREAS, the designated recipient shall be responsible for administration of the 5310 program, including notifying eligible entities of funding availability, developing a program of projects and ensuring that all sub recipients comply with federal requirements; and

WHEREAS, Up to 10% of program funds can be used toward NOACA costs to administer the program; and

WHEREAS, a portion of the Cleveland UZA is within the geographic area served by the Akron Metropolitan Area Transportation Study (AMATS), which is the MPO for the counties of Summit and Portage; and

WHEREAS, coordination among NOACA, AMATS and the designated recipient of the Akron UZA will need to occur; and

WHEREAS, The Greater Cleveland Regional Transit Authority (GCRTA), Laketran, Lorain County Transit, and Medina County Transit have all adopted a resolution in support of NOACA becoming the designated recipient; and

WHEREAS, the NOACA Transit Council recommends that the Governor designate NOACA as the Cleveland UZA designated recipient of 5310 funds; and

WHEREAS, the Ohio Department of Transportation will be the designated recipient for the U.S. Census-defined small urban and rural areas within the NOACA planning area; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that:

Section 1: NOACA requests the Governor of the State of Ohio to designate NOACA as the Cleveland urbanized area recipient for the federal 5310 program funding.

010 Memo/Res
Section 2: NOACA will ensure that projects selected for 5310 program funding are derived from the locally developed, coordinated public transit – human services transportation plan which is maintained by NOACA in coordination with the regional transit agencies, human service agencies and the state of Ohio.

Section 3: The Executive Director is authorized to transmit certified copies of this resolution to appropriate federal, state, and local agencies.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 10th day of January 2014.

Secretary: ___________________________

Date Signed: ________________________
RESOLUTION NO. 2014-010
(Establishing NOACA as the Designated Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310))

Attachment 1

Transit Agency Resolutions
RESOLUTION NO. 2014-010
(Establishing NOACA as the Designated Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310))

RESOLUTION NO. 13-964

In the matter of supporting the Northeast Ohio Areawide Coordinating Agency (NOACA) as a designated recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities (5310) Program funds

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization for the five Northeast Ohio Counties of Cuyahoga, Geauga, Lake, Lorain and Medina; and

WHEREAS, the Federal Transportation Act Moving Ahead for Progress in the 21st Century (MAP-21) has established the Enhanced Mobility of Seniors and Individuals with Disabilities (5310) program to be administered by the Federal Transit Administration (FTA); and

WHEREAS, funds for the 5310 Program is apportioned to the designated recipient of an urbanized area (UZA), and NOACA is eligible to become a designated recipient based upon the recommendation by the Governor of Ohio, through the Ohio Department of Transportation; and

WHEREAS, as designated recipient for the 5310 program, NOACA would be the principal agency to develop the required comprehensive human services coordinated transportation plan, selection criteria, select projects, ensure federal compliance, manage grants distributions and oversee the projects receiving those federal funds; and

WHEREAS, the U.S. Census-defined Cleveland urbanized area (UZA) exists mainly with the planning area of NOACA; and

NOW, THEREFORE, BE IT RESOLVED by the Lorain County Board of Commissioners that:

Section 1. That Lorain County Transit fully supports and endorses NOACA as the designated recipient of federal funds for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (49 USC-5310) for the five Northeast Ohio Counties of Cuyahoga, Geauga, Lake, Lorain, and Medina.

Section 2. Copies of this resolution shall be sent to NOACA upon adoption.

Motion by Kalo, seconded by Kokoski to adopt Resolution. Ayes: all. Motion carried.

I, Theresa L. Upton, Clerk to the Lorain County Board of Commissioners do hereby certify that the above Resolution No. 13-964 is a true copy as it appears in Journal No. 13 on date of December 4, 2013.

Theresa L. Upton, Clerk

010 Memo/Res
RESOLUTION NO. 2014-010
(Establishing NOACA as the Designated
Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310))

RESOLUTION NO. 2013-01

AUTHORIZING AN ENDORSEMENT OF THE NORTHEAST OHIO AREAWIDE COORDINATING AGENCY (NOACA) AS THE DESIGNATED RECIPIENT FOR APPORTIONED FUNDS FROM THE FEDERAL TRANSIT ADMINISTRATION’S ENHANCED MOBILITY OF SENIORS AND INDIVIDUALS WITH DISABILITIES (5310) PROGRAM

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization for the five northeast Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina; and

WHEREAS, the Federal Transportation Act Moving Ahead for Progress in the 21st Century (MAP-21) has established the Enhanced Mobility of Seniors and Individuals with Disabilities (5310) program to be administered by the Federal Transit Administration (FTA); and

WHEREAS, funds for the 5310 Program are apportioned to the designated recipient of an urbanized area (UZA), and NOACA is eligible to become a designated recipient based upon the recommendation of the Governor of Ohio, through the Ohio Department of Transportation; and

WHEREAS, as designated recipient for the 5310 program, NOACA would be the principal agency to develop the required comprehensive human services coordinated transportation plan, develop selection criteria, select projects, ensure federal compliance, manage grant distributions and oversee the projects receiving those federal funds; and

WHEREAS, the U.S. Census-defined Cleveland Urbanized Area (UZA) exists mainly within the planning area of NOACA.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That the Greater Cleveland Regional Transit Authority fully supports and endorses NOACA as the designated recipient of federal funds for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (49 USC 5310) for the five northeast Ohio counties of Cuyahoga, Geauga, Lake, Lorain, and Medina.

Section 2. That the General Manager/Secretary-Treasurer of the Greater Cleveland Regional Transit Authority shall forward a copy of this resolution to the Northeast Ohio Areawide Coordinating Agency, the Ohio Department of Transportation and the Federal Transit Administration.

Section 3. That this resolution shall become effective immediately upon its adoption.

Adopted: September 17, 2013

President

010 Memo/Res
RESOLUTION NO. 2014-010
(Establishing NOACA as the Designated Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310))

Greater Cleveland Regional Transit Authority
STAFF SUMMARY AND COMMENTS

<table>
<thead>
<tr>
<th>TITLE/DESCRIPTION:</th>
<th>Resolution No.: 2013-01</th>
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<tr>
<td>ENDORSING NOACA AS THE DESIGNATED RECIPIENT FOR FTA'S ENHANCED MOBILITY OF SENIORS AND INDIVIDUALS WITH DISABILITIES (5310) PROGRAM.</td>
<td>Date: September 12, 2013</td>
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<td>Initiator: Finance &amp; Administration Division</td>
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<th>ACTION REQUEST:</th>
<th>Approval</th>
<th>Review/Comment</th>
<th>Information Only</th>
<th>Other</th>
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1.0 PURPOSE/SCOPE: This action will allow the Authority to endorse the Northeast Ohio Areawide Coordinating Agency (NOACA) as the designated recipient of federal funds for the Enhanced Mobility of Seniors and Individuals with Disabilities (5310) Program.

2.0 DESCRIPTION/JUSTIFICATION: The Federal Transportation Act Moving Ahead for Progress in the 21st Century (MAP-21) has established the Enhanced Mobility of Seniors and Individuals with Disabilities (5310) Program. The program consolidates the former New Freedom Program and the Elderly and Disabled Program. The program's intent is to enhance mobility for seniors and disabled persons through the provision of funds for programs that serve the unique needs of transit-dependent populations beyond the scope of traditional public transit services and Americans with Disabilities (ADA) complementary paratransit services. The 5310 program is administered by the Federal Transit Administration, with funds being allocated to designated recipients of urbanized areas.

NOACA, as the metropolitan planning organization for the five northeast Ohio counties of Cuyahoga, Geauga, Lake, Lorain and Medina, meets the requirements of a designated recipient and has been recommended as such by the Governor of Ohio, through the Ohio Department of Transportation.

3.0 PROCUREMENT BACKGROUND: Does not apply.

4.0 AFFIRMATIVE ACTION / DBE BACKGROUND: Does not apply.

5.0 POLICY IMPACT: Does not apply.

6.0 ECONOMIC IMPACT: GCRTA will continue to apply for and receive its portion of the funds allocated to the Cleveland Urbanized Area under the 5310 Program.

7.0 ALTERNATIVES: Do not authorize the endorsement of NOACA as the designated recipient for 5310 Program funds for the Cleveland Urbanized Area. This would not allow NOACA to designate funds to GCRTA.
8.0  RECOMMENDATION: It is recommended that the resolution endorsing NOACA as the federally designated recipient for FTA’s Enhanced Mobility of Seniors and Individuals with Disabilities (5310) Program be approved.

9.0  ATTACHMENT: None

Recommended and certified as appropriate to the availability of funds, legal form and conformance with the Procurement requirements.

CEO, General Manager/Secretary-Treasurer
Resolution Number 2013-014
LAKE TRAN Offices
555 Lakeshore Blvd.
Painesville, Ohio

The Board of Trustees of LAKE TRAN in and for Lake County, Ohio met this day in regular session after giving at least twenty-four hours' notice to the news media and public with the following members present:


Ms. McNamee presented the following resolution and moved its adoption:

RESOLUTION NOMINATING NOACA AS THE DESIGNATED RECIPIENT FOR THE ENHANCED MOBILITY OF SENIORS AND INDIVIDUALS WITH DISABILITIES (§5310) PROGRAM FUNDS FROM THE FEDERAL TRANSPORTATION ACT – MOVING AHEAD FOR PROGRESS IN THE 21ST CENTURY (MAP-21) – IN NORTHEAST O HIO.

WHEREAS, the Board of Trustees of LAKE TRAN hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of the Board of LAKE TRAN Trustees, and that all deliberations of the Board of LAKE TRAN Trustees, and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code, and

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization for the five Northeast Ohio Counties of Cuyahoga, Geauga, Lake, Lorain and Medina; and

WHEREAS, Map-21 has established the Enhanced Mobility of Seniors and Individuals with Disabilities (§5310) Program to be administered by the Federal Transit Administration (FTA); and

WHEREAS, funds for the §5310 Program is apportioned to the designated recipient of an urbanized area (UZA), and NOACA is eligible to become a designated recipient based upon the recommendation by the Governor of Ohio, through the Ohio Department of Transportation (ODOT); and

WHEREAS, as the designated recipient for the §5310 program, NOACA would be the principal agency to develop the required comprehensive human services coordinated transportation plan, selection criteria, select projects, ensure federal compliance, manage grant distributions and oversee the projects receiving those federal funds; and

WHEREAS, the U.S. Census defined the Cleveland urbanized area exists mainly within the planning area of NOACA.

NOW THEREFORE, BE IT RESOLVED, that the LAKE TRAN Board of Trustees, in and for Lake County, Ohio hereby:

Section 1. Nominates NOACA to be the Designated Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities (§5310) Program funds in northeast Ohio.

Section 2. Supports and endorses NOACA as the designated recipient of federal funds for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (49 USC.5310) for the five Northeast Ohio Counties of Cuyahoga, Geauga, Lake, Lorain and Medina.

Section 3. Copies of this resolution shall be sent to NOACA upon its adoption.

Section 4. That this Resolution is effective immediately upon its adoption.
RESOLUTION NO. 2014-010
(Establishing NOACA as the Designated Recipient for the Enhanced Mobility of Seniors and Individuals with Disabilities Program (5310))

"AYES": Messrs: Sency, Bryner, Crislip, Falkowski, McNamee, Miller and Podojil.

"NAYS":

Resolution adopted,

Raymond Jurkowski
Secretary/Treasurer

Adopted: 09/23/13

Kevin Maloteck
President
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

MEMORANDUM

TO: NOACA Executive Committee

FROM: Grace Gallucci, Executive Director

DATE: January 3, 2014

RE: Nomination of Slate of 2014 Board of Directors' Officers

ACTION REQUESTED
It is the Governance Committee’s responsibility to nominate officers for the Board of Directors for calendar year 2014. Preceding the Executive Committee the Governance Committee will finalize a slate of 2014 Officers for Executive Committee consideration and recommendation to the Board.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
The Executive Committee developed a draft slate of Board officers (attached) at its December 13, 2013 meeting. The August 2013 restatement of the Code of Regulations assigned the Governance Committee the responsibility of nominating Board officers and conducting the required election at the January Board meeting.

FINANCIAL IMPACT
There is no financial impact to this action.

CONCLUSION/NEXT STEPS
The Executive Committee will review and recommend Board support for the nominated slate of officers.
Recommended Slate of Officers for the 2014 Board of Directors

President:
Mary Samide, Geauga County Commissioner

First Vice President:
Ted Kalo, Lorain County Commissioner

Second Vice President:
Daniel P. Troy, Lake County Commissioner

Secretary:
Stephen Hambley, Medina County Commissioner

Assistant Secretary:
Robert E. Aufuldish, Lake County Commissioner

Assistant Secretary:
Kathleen Scheutzow, Brunswick Township Trustee, Medina County

Treasurer:
Ed FitzGerald, Cuyahoga County Executive

Assistant Treasurer:
Julius Ciaccia, Jr., Executive Director, Northeast Ohio Regional Sewer District

Assistant Treasurer:
John D. Hunter, Mayor of Sheffield Village, Lorain County

Immediate Past Board of Directors’ President:
Valarie McCall, Chief of Government and International Affairs, City of Cleveland