

**PROJECT DECISIONS BOARD
METRO BLUE LINE EXTENSION LIGHT RAIL TRANSIT PROJECT
BYLAWS**

1. NAME OF THE BOARD

The Project Decisions Board (“PDB”) is established under Subsection 6.01(A) of the Capital Grant Agreement for Engineering and Construction of the Blue Line Extension Light Rail Transit Project (“the Agreement”) (Hennepin County/HCRRA Contract PR00005488/Metropolitan Council Contract 22I038) among Hennepin County, the Hennepin County Regional Railroad Authority (“HCRRA”), both political subdivisions of the State of Minnesota, and the Metropolitan Council, a public corporation and political subdivision of the State of Minnesota, collectively the “Parties.”

2. PURPOSE OF THE PDB

The PDB shall exercise the powers, responsibilities, and duties given to it in the Agreement, including but not limited to Section 6.01(D) thereto, or any other future agreement among the Parties. Pursuant to Section 6.01 (C) of the Agreement, if there is a conflict between these Bylaws and the Agreement or any other executed agreement between the Metropolitan Council and Hennepin County or HCRRA the Agreement or other executed agreement(s) shall control. The Board shall also serve as a forum for the sharing of project information and discussion of project issues between and among the Parties.

3. STRUCTURE OF THE PDB

3.1 Members. The members and alternates of the PDB shall be those appointed pursuant to Section 6.01(B) of the Agreement.

3.2 Place of Meeting. The PDB shall, by resolution, select a location for its regular meetings. The Chair may change the location of any meeting upon three business days’ notice to all PDB members and to the public in accordance with the requirements of Minnesota Statutes chapter 13D, the Open Meeting Law.

3.3 Quorum. A minimum of three PDB members shall constitute a quorum provided at least one member was appointed by the Metropolitan Council and one member was appointed by Hennepin County or HCRRA.

3.4 Officers. The PDB shall by resolution appoint a Chair and a Vice-Chair from among its members. The appointed Chair must be a member of the Metropolitan Council and the appointed Vice-Chair must be either a Hennepin County or HCRRA Commissioner. The Chair shall preside at all meetings and shall exercise all other powers and duties assigned by resolution of the PDB. The Vice-Chair shall preside at all meetings at which the Chair is absent and shall exercise all other powers and duties assigned by resolution of the PDB.

3.5 Regular Meetings. The PDB shall, by resolution, adopt a schedule of regular meetings. Such schedule shall provide for a meeting at least once per month. The Chair may cancel a regular meeting upon notice to each member of the PDB and to the public.

3.6 Special Meetings. Special meetings may be held at any time upon the call of the Chair or Vice-Chair of the PDB. Notice of the date, time, place, and purpose of the meeting shall be given to each member of the PDB and to the public, at least three days prior to the meeting. Special meetings shall be limited to the subjects listed in the noticed agenda. The special meeting agenda may not be amended to add new business. Items may be removed from special meeting agenda.

3.7 Emergency Meetings. The Chair may call an emergency meeting where, in the Chair's judgment, circumstances require immediate consideration by the PDB on a matter subject to the PDB's jurisdiction and (a) the health and safety of the public, contractors, and/or employees is compromised or likely to be compromised without immediate action or (b) immediate action is critical in order to avoid a significant cost increase or delay to the Project. The meeting must be noticed in accordance with Minnesota Statutes section 13D.04, subd. 3.

4. BUSINESS OF THE PDB

4.1 Resolutions; main motions. The main motion in the form of a resolution is the means by which a member may present a substantive proposal to the PDB for consideration and action. Only one subject may be considered at a time and the main motion may be proposed only when no other motion is before the PDB. All resolutions shall be presented in writing unless it is an item presented for immediate approval as provided in Section 4.3 below and preparation of a written resolution is not practical under the circumstances.

4.2 Voting. In accordance with Subsection 6.01(C) of the Agreement, an affirmative decision of the Board on any question shall require a majority vote of those members present and voting, of which at least one vote must be from a member appointed by the Metropolitan Council and one from a member appointed by Hennepin County or HCRRA. In the absence of an affirmative vote in accordance with these requirements, no motion on any subject may be adopted.

4.3 Agenda. In accordance with Subsection 6.06(B) of the Agreement, the Deputy Project Director shall prepare the agenda for each PDB meeting, subject to the approval of the Chair. The agenda shall be provided to all PDB members and noticed to the public no less than three days prior to the meeting. The agenda shall include (a) approval of the agenda, (b) approval of minutes of prior meetings, (c) any resolutions for consideration in regard to any approval or decision requested of the PDB, and (d) any informational items presented to the Board for consideration and discussion without action at the meeting. Any member may move amendments to the published regular meeting agenda. The Chair may add an item to the agenda for immediate approval if that item requires formal action by the PDB prior to its next regularly scheduled meeting and the need for such item was unknown at the time the agenda for the meeting was publicly noticed pursuant to this Section. Such items shall be appropriately noted on the meeting agenda.

4.4 Parliamentary Authority. The Rules of Parliamentary Procedure and Practice contained in the most recent edition of Robert's Rules of Order Revised shall govern the PDB in all cases to which they are applicable and in which they are not inconsistent with the Agreement, these Bylaws, any special rules of order the PDB may adopt, or any statutes applicable to the PDB. The Chair shall rule on any disputed parliamentary matter, which ruling shall stand unless appealed by a member of the PDB present and overruled by a majority vote of those PDB members present.

4.5 Emergency Authorization Without PDB Action Where a Quorum Cannot Be Timely Assembled.

Emergency authorization of a matter subject to the PDB's jurisdiction shall exist where:

- a. the Deputy Project Director has determined that the health and safety of the public, contractors, and/or employees is compromised or likely to be compromised without immediate action or immediate action is critical to avoid a significant cost increase or delay to the Project; and
- b. a quorum for emergency action under Section 3.7 of the Agreement cannot be timely assembled and all reasonable efforts have been made to do so; and
- c. The Chair and the Vice Chair have authorized immediate action provided however that both the Chair and Vice-Chair must give written confirmation of their grant of authorization within 72 hours.

The Deputy Project Director must bring the authorization to the PDB for ratification at its next meeting.

If the Chair or Vice-Chair anticipates that the Deputy Project Director may be unable to contact them for an extended period, the Chair or Vice-Chair may designate another member of the PDB to exercise his or her authority under this Section during such period. In such a circumstance, the Chair or Vice-Chair shall provide written notification of such designation to the other PDB members and to the Deputy Project Director.

5. ADMINISTRATION OF THE BOARD

5.1 Clerk. The Metropolitan Council shall appoint appropriate Blue Line Extension LRT staff to serve as clerk to the PDB.

5.2 Counsel. The Hennepin County Attorney's Office will serve as counsel to the PDB in its public meetings and will advise the PDB on parliamentary procedure and the open meeting law. In all other respects, members of the PDB shall receive legal representation and advice from their respective counsel. If the Hennepin County Attorney's Office declines to advise the PDB, the PDB may choose other counsel for this purpose.

5.3 Minutes and Records. The clerk shall keep minutes of each meeting. The minutes shall document all Board actions and shall be approved by the PDB. The Metropolitan Council shall be responsible for maintaining a complete and accurate set of all minutes and records. All books and records shall be available for review during normal business hours.

5.4 Open Meeting Law. PDB meetings shall be noticed and conducted consistent with the requirements of the Minnesota Open Meeting Law, Minnesota Statutes chapter 13D.

6. MISCELLANEOUS

6.1 Two-Part Change Orders. In the case of change orders where an initial price and scope is approved so that work can begin while a final scope and price is determined ("Two-Part Change Orders"), the initial approval ("Part One") must be authorized by the Board under Section 6.01(D) of the Agreement if the initial amount authorized exceeds \$500,000, in which case the final scope and price ("Part Two") requires PDB authorization only if it exceeds the Part One authorization by more than \$500,000. A Part One not exceeding \$500,000 does not require PDB authorization, but in

such cases the Part Two requires authorization if the total cost of both the Part One and Part Two exceeds \$500,000.

6.2 Expiration. The Board shall expire upon the expiration or termination of the Agreement, except as otherwise agreed by the Parties.

6.3 Deputy Project Director. The Deputy Project Director shall be that person appointed pursuant to Section 6.06(B) of the Agreement, provided however that the Deputy Project Director may temporarily designate alternate staff to fulfill any of the Deputy Project Director's duties under these Bylaws during any period during which the Deputy Project Director is unavailable or otherwise unable to fulfill those duties.

Approved by the PDB on 2/8/24