

ADMINISTRATIVE CODE

OF THE

SONOMA COUNTY TRANSPORTATION AUTHORITY

Ordinance #7

Adopted:

SUMMARY

This ordinance prescribes rules for the proceedings of the Sonoma County Transportation Authority consistent with the laws of the State, as well as the powers and duties of officers and Board members, the method of their election or appointment and compensation, and the methods, procedures and systems of operation and management of the Authority.

The Sonoma County Transportation Authority does ordain as follows:

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CHAPTER 1

ARTICLE I

TITLE AND AUTHORITY

101.1 Title and Authority. This ordinance is enacted pursuant to the provisions of California Public Utilities Code Section 180105(b) and may be referred to as the "Sonoma County Transportation Authority Administrative Code". This ordinance supersedes Ordinance No. 36 of the Sonoma County Transportation Authority, adopting an Administrative Code, and prescribes the powers and duties of the Authority officers, the method of appointing Authority employees, and methods, procedures and systems of operation and management of the Authority.

ARTICLE II

DEFINITIONS

102.1 Definitions.

(a) For purposes hereof, the following words shall have the following meanings:

(1) "Act" means the Local Transportation Authority and Improvement Act, California Public Utilities Code Sections 180000 et seq., added Statutes 1987, Chapter 786, as amended from time to time.

(2) "Administrative Expenses" means the expenses of administration of the Authority including salary and benefits of staff and other costs not chargeable directly to a project and pertaining to the administration of the Authority.

(3) "Annual Budget" means the budget for the Authority as required by Section 180105 of the Act.

(4) "Authority" means the Sonoma County Transportation Authority, created by the Board of Supervisors of Sonoma County by Resolution No. 90-1522 on August 7, 1990.

(5) "Board" means the governing body of the Authority. The Board is the legislative body of the Authority as defined under provisions of Section 54952 of the Brown Act.

(6) "Board of Supervisors" means the Board of Supervisors of the County.

(7) "Bonds" means indebtedness and securities of any kind or class, including but not limited to bonds, refunding bonds, or revenue anticipation notes.

(8) "Brown Act" means the Ralph M. Brown Act, Government Code Sections 54950 et seq., as it may be amended from time to time.

(9) "CAC" means the Citizens Advisory Committee.

(10) "Caltrans" means the California Department of Transportation.

(11) "City" means any incorporated city or town within the County.

(12) "City Council" means the governing body of an incorporated city or town within the County.

- (13) "Code" means the Sonoma County Transportation Authority Administrative Code.
- (14) "County" means the County of Sonoma.
- (15) "Elected Official" means a duly elected and serving official of the legislative body, as defined in Government Code Section 34000, of any City and any duly elected and serving member of the Board of Supervisors.
- (16) "Executive Director" means the chief operating employee selected by the Board to manage the day-to-day activities of the Authority.
- (17) "Expenditure Plan" means the Expenditure Plan adopted by the Authority pursuant to Section 180206 of the Act, and submitted to and adopted by the voters as part of Measure M on the November 2, 2004 Ballot.
- (18) "Fiscal Year" means July 1 to and including the following June 30.
- (19) "General Counsel" means the attorney(s) acting as general counsel to the Authority.
- (20) "Holiday" means any day observed by the Authority as a holiday, other than a Saturday or Sunday.
- (21) "Local Jurisdiction" means any local agency as defined in Government Code Section 15501, the boundaries of which are entirely within the County, the Metropolitan Transportation Commission and the County.
- (22) "Member" means a person serving as a member of the Board or as an alternate.
- (23) "Metropolitan Transportation Commission" means the regional transportation planning agency authorized by Government Code Sections 66500 et seq.
- (24) "Official Acts" means all substantive actions taken by the Board, excluding matters that are procedural in nature.
- (25) "Ordinance" means Ordinance #2, The 2004 Sonoma County Traffic Relief Act, submitted to and adopted by the voters as Measure M on the November 2, 2004 Ballot.
- (26) "Project" means a project and/or a program described in the Expenditure Plan.

(27) "Staff" means employees of the Authority and employees of the County or any City acting as employees of the Authority pursuant to agreement or contract between the Authority and such City or the County.

(28) "TAC" means the Technical Advisory Committee.

(29) "Working Day" means any day other than a Saturday, Sunday or Holiday.

(30) "PAC" means the Planning Advisory Committee.

(31) "CBPAC" means the Countywide Bicycle and Pedestrian Advisory Committee.

(32) "TPCC" means the Transit and Paratransit Coordinating Committee.

ARTICLE III

POWERS, AUTHORITY AND DUTIES OF THE GOVERNING BOARD

103.1 Powers. The Board shall exercise all of the powers and authority of the Authority in furtherance of the purposes of the Authority as defined in the Ordinance and the Act. Without limiting the generality of the foregoing, the Board shall have the power to do any of the following on behalf of the Authority:

(a) To administer the Expenditure Plan, to provide for the design, financing and constructing of the Projects, to determine the use of revenue in conformance with the parameters established in the Expenditure Plan; and to prepare an annual report on progress made to achieve the objective of improving transportation conditions and completing the projects in the Expenditure Plan;

(b) To prepare the Comprehensive Transportation Plan (CTP) and update it regularly, in keeping with the Regional Transportation Plan process. The CTP serves as the primary planning document for transportation in Sonoma County and helps fulfill the countywide responsibilities that are similar to those of a congestion management agency;

(c) To make and enter into contracts, in accordance with the specifications set out in Article V hereto;

(d) To contract for the services of auditors, appraisers, engineers, attorneys, planners, financial and investment consultants, and other professionals; and separate and apart there from, to employ an Executive Director and such other persons as it deems necessary. Contracts for professional services will be awarded on the basis of qualifications and competency;

(e) To contract with the County Treasurer and Auditor-Controller to provide services deemed necessary by the Board or as required by law. The Treasurer will direct the investments of the Authority in accordance with state law and any investment policy developed by the Authority; however, the Board retains the right to direct investments or retain independent professionals to assist in directing and managing investments, in conformance with the requirements and guidelines set out in state law;

(f) To lease, acquire, construct, manage, maintain, and operate any buildings, works or improvements;

(g) To acquire, hold, or dispose of property by any lawful means, including without limitation, gift, purchase, lease, lease purchase or sale, expressly excluding the power of eminent domain;

(h) To incur debts, liabilities or obligations subject to limitations herein set forth, including without limitation the issuance of bonds;

(i) Subject to limitations and requirements imposed pursuant to state law, to receive gifts, contributions and donations of property, funds, services and other forms of financial assistance from persons, firms, corporations and any governmental entity;

(j) To sue and be sued on behalf of the Authority;

(k) To apply for and appropriate grants under any federal, state, or local program for assistance in developing any of its projects;

(l) To adopt a seal and alter it;

(m) To appoint such officers and employ such employees and assistants as may be appropriate. Employment of staff shall be in accordance with Section 180109(b) of the Public Utilities Code, and the Personnel Policies and Procedures, attached hereto as Exhibit A, except as specifically authorized by the Board;

(n) To exercise those powers authorized in Division 19 (commencing with Section 180000) of the Public Utilities Code, including the power to impose a sales tax and issue bonds after approval of the electorate;

(o) To review and coordinate transit planning throughout the County via the annual Coordinate Claim.

(p) The Board shall serve as an advisory body to local governments within Sonoma County and as a public forum for citizen input on transportation issues;

(q) To appoint agents; and

(r) To administer the Authority in furtherance of all the above.

103.2 Organization.

(a) The Board shall consist of the following:

(1) One Member from each Sonoma County City and Town Council appointed by their respective Councils, each of whom is an Elected Official;

(2) Three Members from the Board of Supervisors, each of whom is an Elected Official.

(b) Each Member from a City or Town Council also shall have a designated alternate appointed by their respective Councils, each of whom is an Elected Official who shall attend meetings of the Board in the event that the Member is unable to attend. The Board of Supervisors shall designate two designated alternates. It shall be the responsibility of a Member to inform such Member's designated alternate when such Member is unable to attend a meeting

of the Board. The name of each designated alternate shall be on file with the Board. An alternate Member shall assume all rights and duties of the absent Member.

(d) If for any reason a Member is no longer an Elected Official, ~~his~~-~~their~~ alternate shall serve in ~~his~~-~~their~~ place until a successor is named and qualified. If no qualified alternate has been appointed, such Member's position shall remain vacant until a successor is named and qualified.

(e) Members shall be appointed annually by the Mayor of each City and by the Chairperson of the Board of Supervisors.

103.3 Principal Office. The principal office of the Authority shall be established by motion of the Board and shall be located within the County. The Board may change said principal office from one location to another within the County.

103.4 Meetings.

(a) Regular Meeting Place. The Board shall meet in the meeting room of the Sonoma County ~~Permit and Resource Management Department~~ Transportation Authority, or at such other location as designated by the Executive Director. Notice of meeting shall be posted as required in the Brown Act.

(b) Regular Meeting Date and Time. Regular meetings of the Board shall be held on the second Monday of each month at 2:30 p.m., unless such day is a holiday, in which case the meeting shall be held on a date specified by the Board.

(c) Agenda. Matters to be placed on the agenda for any regular meeting may be filed with the Executive Director, or ~~his~~-~~their~~ designee, by any Member no later than ten (10) Working Days prior to the date of the meeting. The notice of an agenda for each regular meeting shall be prepared by or under the direction of the Executive Director, who shall cause copies to be ~~mailed and/or~~ electronically delivered to Members and posted at meeting locations and at SCTA's principal office. Each agenda shall provide a public comment period during which members of the public shall be afforded an opportunity to address the Board on items of interest to the public (other than agenda items) that are within the Authority's jurisdiction.

(d) Conduct of Meeting.

(i) All meetings of the Board and any committee considered a legislative body under state law shall be conducted pursuant to Chapter 9 (commencing with section 54950) of the Government Code, commonly known as the Brown Act. Emergency meetings and special meetings shall be called and noticed as provided in the Brown Act. Closed sessions shall not be scheduled or conducted without prior consultation with counsel.

(ii) Any person desiring to address the Board shall first be recognized by the Chairperson. The Chairperson may, in the interest of facilitating the business of the Authority, limit the time that a person may use in addressing the Board.

(iii) When deemed appropriate by the Chairperson of the Board, a meeting may be recessed. "Recess" as used herein means a short intermission in a regular or a special meeting which does not close the meeting.

(e) Adjourned Meetings. Any regular, adjourned regular, special, or adjourned special meeting may be adjourned from time to time to meet at a later specific time on the same day or a subsequent day. Less than a quorum of Members present may adjourn to a specific time. If all Members are absent, the Executive Director may adjourn any meeting to a specific time. An "adjourned meeting" is a continuation of the regular or special meeting by action of Members of the Authority or the Executive Director as specified herein.

103.5 Actions of the Authority. The acts of the Authority shall be expressed by motion, resolution, or ordinance.

103.6 Quorum and Voting Requirements for Action by the Board.

(a) A majority of the Members or Alternates present shall constitute a quorum for the purposes of the transaction of business relating to the Authority, and, except as otherwise provided herein, all Official Acts of the Authority shall require the affirmative vote of a majority of the Members of the Authority. In the event that a quorum is initially present at a duly held meeting but a quorum is not present throughout the meeting, the Members remaining may continue conduct business on behalf of the Board provided that at the time any action is approved, the required majority of Members required to approve action is present and provided further that any Member absent during the time testimony or evidence regarding the matter to be voted on was presented to the Board, shall review the tape recording or be otherwise informed as to such evidence or testimony prior to voting on the matter.

(b) If a member of the Authority determines that ~~he or she~~ they are is disqualified in relation to any pending matter because of a conflict of interest, as soon as practical after the matter is called the member shall advise the Board of said conflict. The Clerk shall record the basis of the conflict in the official records of the Board. The member shall then leave the rostrum and refrain from any participation or discussion with any Member until the Authority has completed its consideration of, and action on, the matter. An alternative Member may be seated and may participate and vote in place of a Member who is absent or disqualified.

(c) In any action for which a roll call vote is requested, the Clerk shall call the roll and each Member shall respond by voice in one of the following ways: (a) "yes"; (b) "no"; or (c) "abstain." An abstention from voting by a Member on any motion shall not count as a vote in favor of or against the motion and shall be recorded as an abstention.

(d) At any regular meeting not held because of a lack of a quorum, the Members present, if less than a quorum of the Board may constitute themselves a "Committee of the Whole," for the purposes of discussing agenda matters or any other matter of interest to the members present. The committee shall automatically cease to exist if a quorum of the Board becomes present at the meeting. No recommendation of the Committee of the Whole shall be

enacted unless the action has been considered and adopted by the Board at a properly noticed public meeting.

103.7 Minutes. The Clerk of the Board shall cause to be kept minutes of regular, adjourned regular, and special meetings of the Board, and shall cause a copy of the minutes to be forwarded to each Member. If the Clerk has not been appointed or is not present, the Board shall appoint an acting secretary at each meeting to keep official minutes for such meeting, provided that the Board may delegate to the Clerk, if one has been appointed, authority to appoint an acting secretary in ~~his or her~~their absence. Such acting secretary may be a person other than a Member. Minutes shall be approved as the first item of business at each meeting. Approval may be postponed if desired by the Executive Director. If minutes are sent out prior to the meeting, the actual reading of the minutes may be waived. If not sent out, the minutes may be read aloud by the Clerk. In either situation, the Chair shall then ask for any corrections to the minutes. Corrections shall be approved as part of the consent calendar. If there are no corrections, the minutes stand approved. If there is an objection to the minutes or a proposed correction, then approval should be by motion and adopted by a majority of the Directors present. If minutes are corrected or amended, staff shall note the correction in the minutes of the current meeting.

ARTICLE IV

OFFICERS AND DUTIES

104.1 In General.

(a) The Officers of the Authority shall consist of the Chair and a Vice Chair, each of whom shall be a Member, and such other officers as the Board may appoint.

(b) Appointment of Chair and Vice Chair. The Board at its first meeting and annually thereafter, at the first meeting of each calendar year, and at such other time as there may be a vacancy, shall elect a Chair who shall preside at all meetings and a Vice Chair who shall preside in ~~his or her~~their absence. The position of Chair shall be rotated bi-annually and no person shall serve consecutive terms as Chair. At no time should two Members from the Board of Supervisors or two Members from City or Town Councils hold both the Chair and Vice Chair positions.

(c) Appointment of Executive Director and Other Officers. An Executive Director and such other officers as the Board may deem necessary shall be appointed by the affirmative votes of a majority of the Members. The Executive Director provides services to the Authority at the will and pleasure of the Board, which, in its sole discretion, shall retain the power to terminate such services or obtain such services from another source in a manner authorized by this Ordinance.

(d) Removal of Officers and Employees. Officers may be removed by the affirmative vote of a majority of the Members. Matters regarding the discharge of an employee shall be resolved by reference to the personnel policies set forth in the Personnel Policies and Procedures which are attached as Exhibit A to this Code and incorporated herein.

104.2 Duties of Various Officers.

(a) Duties of Chair. The Chair shall, if present, preside at all meetings of the Board, rule on all procedural matters or question not specifically addressed in this Ordinance, and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed herein. The Chairperson shall be entitled to vote on all matters before the Authority, may participate in discussion relating to any matter, and may make or second any motion without having to relinquish the chair. The Chairperson may, from time to time, appoint such subcommittees or ad hoc committees of the Authority as may be necessary and convenient.

(b) Duties of the Vice Chair. The Vice Chair shall perform the duties of the Chair in ~~his or her~~their absence and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair, and shall exercise and perform such other powers and duties as may from time to time be assigned him by the Board.

(c) Chair Pro Tempore. In the event of the absence, or inability to act, of the Chair and Vice Chair, the Members present at any meeting of the Board, by order entered in the minutes, shall select one of their members to act as Chair Pro Tempore, who, while so acting, shall have all of the authority of the Chair.

(d) Duties of Executive Director. The Executive Director shall be a full-time officer of the Authority. The powers and duties of the Executive Director are:

(1) To have full charge of the administration of the day-to-day business affairs of the Authority;

(2) To prepare an annual budget for approval by the Board;

(3) To administer the personnel system of the Authority, including hiring (subject to prior budget approval of the Board), controlling, supervising, promoting, transferring, suspending with or without pay or discharging any employee in accordance with the procedures set forth in the Personnel Policies and Procedures which are attached as Exhibit A to this Code and incorporated herein;

(4) To act as the purchasing agent for the Authority with powers to be exercised in the manner governing the exercise of the powers of the purchasing agent of the County;

(5) To implement the decisions of the Board and report to the Board on the status thereof, and to keep the Board advised as to the needs and the status of operations of the Authority;

(6) To see that all rules, regulations, ordinances, policies, procedures and resolutions of the Authority are enforced;

(7) To execute and deliver contracts and agreements on behalf of the Authority following such approvals as may be required hereunder; and to coordinate with persons providing services, supervise and administer Authority contracts in accordance with and subject to the limitations set forth in Article 5 of this Ordinance;

(8) To authorize, approve and make expenditures in accordance with and subject to the limitations set forth in State law and Ordinances adopted by the Board.

(9) To act as Clerk of the Board, and cause to be prepared and distributed the agenda for all Board meetings, and keep minutes and records of the actions of the Board, unless the Executive Director delegates such position and responsibilities to a member of the Authority staff;

(10) To accept and consent to deeds or grants conveying any interest in or easement upon real estate to the Authority pursuant to Government Code Section 27281 and to prepare and execute certificates of acceptances therefore from time to time as the Executive

Director determines to be in furtherance of the purposes of the Authority. Such authority shall be limited to actions of a ministerial nature necessary to carry out conveyances authorized by the Board.

(11) To act as liaison with organizations and agencies interested in the business of the Authority and with the media.

(12) Unless specifically delegated to an officer appointed by the Executive Director with the approval of the Board, to assume the responsibilities of a Secretary and Treasurer of the Authority. Until such time as the Board appoints a Secretary and/or Treasurer, any reference in this Code to such officer shall be deemed to be a reference to the Executive Director or ~~his~~their appointee.

(13) To undertake such other duties, powers and responsibilities as may from time to time be assigned to him or her by the Board.

104.3 Bonding Requirement. The officers or persons who have charge of, handle or have access to any funds of the Authority shall be so designated and empowered by the Board. Each such officer or person shall be required to file an official bond with the Board in an amount that shall be established by the Board. The premiums on any such bonds attributable to the coverage required herein shall be expenses of the Authority.

104.4 Compensation. Compensation of employees, including the Executive Director, shall be provided for by the Board in accordance with the Personnel Policies and Procedures attached hereto as Exhibit A and incorporated herewith.

104.5 Standing Board Committees. The Board may, as it deems appropriate, appoint Standing Board Committees consisting of three or more Members, to accomplish the purposes set forth herein.

(a) Organization of Standing Board Committees. To the extent possible, Standing Board Committee assignments shall reflect geographical balance. Each such Standing Board Committee shall by majority vote elect a chair at its first meeting who shall serve at the pleasure of the Standing Board Committee. The Standing Board Committees shall establish a schedule of regular meetings; special meetings of Standing Board Committees may be scheduled by the Executive Director or by the Committee Chair as needed.

(b) Quorum. A majority of the members of the Standing Board Committee shall constitute a quorum and approval of any action shall require the affirmative vote of a majority of Members present at the meeting and constituting a quorum. In the event that a quorum is initially present at a Standing Board Committee meeting but a quorum is not present throughout the meeting, the members may continue to take action on behalf of the Standing Board Committee provided such action is approved by the number of members otherwise required for such action assuming the presence of a quorum.

(c) Standing Board Committees of the Authority. The following Standing Board Committees are hereby created:

(1) Executive Committee. The Executive Committee shall have two members, in addition to the Chair, Vice-Chair and one alternate. The selection of the Executive Committee shall take place annually, in conjunction with the selection of the Chair and Vice-Chair of the Board. The Board shall individually nominate members of the Executive Committee, and each nominee shall be appointed after receiving a majority vote of the full Board. The purpose of the Executive Committee is to advise the Board and plan Board activities.

(2) Other Committees. The Board may establish such other Standing or other Board Committees, as deemed necessary or advisable from time to time. The Chair, with the concurrence of the Board, may establish such other special, ad hoc, or other Board Committees, as ~~he or she~~they deems necessary or advisable from time to time.

104.6 Advisory Committees. The following committees have been established to assist and advise in the operation of the Authority and the development of Authority policies. An organization chart depicting these committees is attached as Exhibit C. The standing and advisory committees are as follows:

(a) Technical Advisory Committee. The TAC provides advice on technical matters that may come before the Authority. Members also act as the primary technical liaison between the Authority and the implementing agencies. The TAC reviews and comments on project design, scope and schedule; provides recommendations on development of priority transportation improvement lists; reviews and comments on the Strategic Plan of the Authority and amendments and revisions thereto; reviews and comments on the Authority's Comprehensive Transportation Plan and amendments and revisions thereto; and serves in an advisory capacity on any other technical issues the Authority may seek input on.

(1) Membership. The TAC's voting membership shall consist of the following:

(A) The Public Works Directors from each jurisdiction in Sonoma County;

(B) The Planning Directors from each jurisdiction in Sonoma County;

(C) The Transit Managers from each transit agency operating within Sonoma County including: Sonoma County Transit, Santa Rosa CityBus, Petaluma Transit, Golden Gate Transit and Sonoma Marin Area Rail Transit;

(D) Non-voting, ex-officio members shall include regional agencies such as the Metropolitan Transportation Commission, Department of Transportation, Bay Area Air Quality Management District; North Coast Regional Air Quality Management District; and Association of Bay Area Governments.

(2) Voting. Each member, excluding non-voting members, shall have one vote on any matter to come before the committee for a vote, however the Authority urges consensus

on all issues coming before the TAC. If consensus is not reached a minority opinion report can and should be made at the Authority meeting if the issue is before the Authority.

(3) Organization. The TAC shall elect a chair and vice chair, each January and those elected to fill these seats will have the responsibility of running the TAC meetings as well as representing the TAC before the Authority and in other venues as necessary.

(4) Subcommittees. The Authority has created a subcommittee of the TAC called the Planning Advisory Committee (PAC) to focus on planning, smart growth issues and related topics. The membership of the PAC will include the Planning Directors and Transit Managers as well as the regional agencies in an ex-officio capacity.

(5) Ad Hoc Committees. The TAC has four ad hoc committees that meet on an as needed basis on specific issues.

- (A) Transit
- (B) Travel Demand Modeling
- (C) Transportation Planning Land Use Strategy (TPLUS)
- (D) Comprehensive Transportation Plan (CTP)

(b) Citizens Advisory Committee. The purpose of the CAC is to provide citizen perspective, participation and involvement in Authority policy development and implementation.

(1) Membership. The SCTA has designated 25 members to serve on the CAC based on 20 different interest groups and 5 geographic areas. The membership list is as follows:

- (A) Area Agency on Aging or Council on Aging
- (B) Building Industry Association
- (C) Engineering Contractors Association
- (D) League of Women Voters of Sonoma County
- (E) North Bay Association of Realtors
- (F) North Bay Chapter of the Electric Auto Association
- (G) North Bay Labor Council
- (H) North Bay Organizing Project
- (I) Santa Rosa Metro Chamber of Commerce
- (J) Sierra Club
- (K) Sonoma County Alliance
- (L) Sonoma County Conservation Council
- (M) Sonoma County Farm Bureau
- (N) Sonoma County Taxpayers Association
- (O) Sonoma County Bicycle Coalition
- (P) Sonoma County Tourism
- (Q) SOSroads
- (R) Sonoma County Transportation and Land Use Coalition
- (S) Sonoma County Winegrowers
- (T) Transit and Paratransit Coordinating Committee
- (U) 1st District

- (V) 2nd District
- (W) 3rd District
- (X) 4th District
- (Y) 5th District

(2) Terms of Membership. Except as provided below, members shall be appointed by the named interest group and shall remain as that group's representative until such time as a new representative is selected. Geographic area seats are based on the five Supervisor districts and shall be appointed by the Supervisor from that district for two (2) year terms.

(A) There shall be no limit on the number of consecutive terms that a member may serve.

(B) The SCTA shall be notified via letter of the official appointment or replacement of a CAC member by the president or chair of the organization represented.

(C) Letters of interest for each geographic area seat will be accepted every two years effective January 1, 2006. Those letters received will be forwarded to the Supervisor that represents that district and a selection made by the Supervisor in that district.

(3) Voting. Each member, excluding non-voting members, shall have one vote on any matter to come before the committee for a vote, however the Authority urges consensus on all issues coming before the CAC. If consensus is not reached a minority opinion report can and should be made at the Authority meeting if the issue is before the Authority.

(4) Organization. The CAC shall elect a chair and vice chair, each January and those elected to fill these seats will have the responsibility of running the CAC meetings as well as representing the CAC before the Authority and in other venues as necessary.

(5) New Membership. The SCTA may consider adding representatives to the CAC. The process for this would require a letter of interest from the particular group and unanimous agreement on the part of the SCTA Board.

(c) Countywide Bicycle and Pedestrian Advisory Committee. The purpose of the CBPAC is to provide technical information related to bicycle and pedestrian planning, policy and funding to the Authority and to meet the requirements of the Transportation Development Act (TDA), including any compliance with Article 3 of TDA.

(1) Membership. The SCTA has designated up to twenty (20) members to serve on the CBPAC based on the 10 jurisdictions within Sonoma County. Each jurisdiction provides a staff person and, when available, a designated citizen representative. Regional agencies are considered ex-officio, non-voting members.

(2) Voting. Each member, excluding non-voting members, shall have one vote on any matter to come before the committee for a vote, however the Authority urges consensus

on all issues coming before the CBPAC. If consensus is not reached a minority opinion report can and should be made at the Authority meeting if the issue is before the Authority.

(3) Organization. The CBPAC shall elect a chair and vice chair, each January and those elected to fill these seats will have the responsibility of running the CBPAC meetings as well as representing the CBPAC before the Authority and in other venues as necessary.

(d) Transit and Paratransit Coordinating Committee. The purpose of the TPCC is to provide technical information related to transit and paratransit planning, policy and funding to the Authority.

(1) Membership. State statute defines membership on the TPCC as follows:

- (A) One potential transit user of 60 years of age or over;
- (B) One representative of potential users who is disabled;
- (C) Two members representing local social service providers for the disabled, including one representative of a social service transportation provider, if one exists;
- (D) Two representatives of the local social service providers for seniors, including one representative of a social service transportation provider, if one exists;
- (E) One member representing each fixed route public transit and paratransit operator within the county;
- (F) One representative of a local social service provider for persons of limited means;
- (G) One member representing each jurisdiction in Sonoma County;
- (H) Additional members at the discretion of the (SCTA);
- (I) Alternates in each category may be appointed.

(2) Voting. Each member, excluding non-voting members, shall have one vote on any matter to come before the committee for a vote, however the Authority urges consensus on all issues coming before the TPCC. If consensus is not reached a minority opinion report can and should be made at the Authority meeting if the issue is before the Authority.

(3) Organization. The TPCC shall elect a chair and vice chair, each January and those elected to fill these seats will have the responsibility of running the TPCC meetings as well as representing the TPCC before the Authority and in other venues as necessary.

_____ (e) Quorum. A majority of the members of the Advisory Committee shall constitute a quorum and approval of any action shall require the affirmative vote of a majority of Members present at the meeting and constituting a quorum. In the event that a quorum is initially present at an Advisory Committee meeting but a quorum is not present throughout the meeting, the members may continue to take action on behalf of the Advisory Committee provided such action is approved by the number of members otherwise required for such action, assuming the presence of a quorum.

(f) At any regular meeting not held because of a lack of a quorum, the Members present, if less than a quorum of the Advisory Committee may constitute themselves a "Committee of the Whole," for the purposes of discussing agenda matters or any other matter of interest to the members present. The Committee shall automatically cease to exist if a quorum of the Board becomes present at the meeting. No recommendation of the Committee of the Whole shall be enacted unless the action has been considered and adopted by the Advisory Committee at a properly noticed public meeting.

ARTICLE V

CONTRACTS

105.1 In General. The Authority may enter into contracts of any nature whatsoever, including, but not limited to, contracts to indemnify and hold harmless, to employ labor, and to do all acts necessary and convenient for the full exercise of its powers. The Authority may contract with any public agency or with any entity, public or private, or person upon such terms and conditions as the Board finds are in the best interests of the Authority.

105.2 Contract Bids, Rejection of Bids and Purchase in Open Market. Pursuant to Section 180154 and subject to Section 180153 of the Act, contracts for the purchase of services, supplies, equipment and materials in excess of ten thousand dollars (\$10,000) shall be awarded to the lowest responsible bidder after competitive bidding, except in an emergency declared by the Authority. If, after rejecting bids received, the Authority finds, determines and declares that the service, supplies, equipment or materials may be purchased at a lower price in the open market, the Authority may proceed to purchase these services, supplies, equipment or materials in the open market without further observance of provisions regarding contracts, bids or advertisements consistent with the contract procedures adopted by the Authority. It is the intent of the Authority that the dollar limitation set forth above be automatically amended to adopt the dollar limitation set forth in section 180154 should that section be amended by the Legislature.

105.3 Professional Services Agreements. Where practicable, the Authority shall employ a competitive process before entering into a professional services agreement. Following such process, contracts for professional services will be awarded on the basis of qualifications and competency. The Executive Director may approve professional service contracts in a total amount less than \$50,000, which does not exceed the line item in the Authority's budget. With the approval of the Chair, the Executive Director may authorize change orders to contracts so long as the changes will not substantially affect the costs associated with the contract.

105.4 Personal Property Purchases. The Executive Director may elect to use the Purchasing Agent of the County to purchase services, supplies, equipment, materials and other personal property for the Authority or may elect for the Authority to purchase such items directly, with the Executive Director exercising the powers of Purchasing Agent. The Executive Director shall have the ability to approve contracts not exceeding \$50,000 for budgeted services, supplies, equipment, materials and other personal property purchases.

105.5 Other Expenditures. For all expenditures other than those listed in Sections 105.3 and 105.4 of this Code, the Executive Director may authorize expenditures up to \$500 per month, per vendor, which do not exceed the line item in the Authority's budget. The Executive Director may establish a petty cash fund in an amount not to exceed \$200. This fund may be used only for minor incidental or emergency expenditures.

105.6 Contract Payments. After the Board has approved a contract and the Chair has signed the contract, the Executive Director may approve progress payments to the Contractor.

While Authority funds are under the management of the Sonoma County Auditor, the Executive Director may ~~be~~ expend funds through a claim for which the Auditor will issue a warrant.

105.7 Agreements with Other Public Agencies and Procedures for Award of Cooperative Agreements. The Board may make and perform any agreement to join with any other agency, district, authority, city or county, in the planning, designing, financing, acquisition and construction of projects. The Authority may agree to provide services to or obtain services from such other agencies, districts, authorities, cities or counties upon the approval of a majority of the members of the Board, pursuant to a written agreement.

ARTICLE VI

BUDGETS, REPORTS, INVESTMENTS AND DISBURSEMENTS

106.1 Annual Budget, Notice, Hearing and Adoption. Each year no later than the Authority's May meeting, the Board shall adopt by motion the Preliminary Annual Budget(s) for the ensuing fiscal year. Each year no later than the Authority's October meeting, the Board shall adopt by motion the Final Annual Budget for that fiscal year. Approval of two-thirds of the Members shall be required for adoption of the Annual Budget and any amendments thereto. In accordance with Section 180108 of the Act, notice of the time and place of a public hearing on the adoption of the Annual Budget shall be published pursuant to Section 6061 of the California Government Code not later than the 15th day prior to the date of the hearing. The proposed annual budget shall be available for public inspection at least 15 days prior to the hearing.

106.2 Project Budgets. In addition to the Annual Budget, the Board may, by motion, establish Project budgets at any time for the study, implementation or construction of any Project or any portion thereof authorized as a Project pursuant to the Expenditure Plan and Ordinance. Each Project budget shall include all Project costs specifically defined, including but not limited to the following:

- (a) Estimated administrative expenses (in excess of those budgeted in the Annual Budget) allocated to the Project during planning and construction;
- (b) Estimated costs of studies and planning for the Project;
- (c) Estimated costs of right of way acquisition; and
- (d) Estimated costs of the engineering and construction of the Project.

106.3 Purchases and Payment Procedures. Purchases and payment procedures shall be governed by Article V of this Administrative Code.

106.4 Books and Accounts. Full books and accounts shall be maintained by the Authority in accordance with practices established by, or consistent with, those utilized by the Controller of the State of California for like public entities.

106.5 Expenditures. The Board's approval of an Annual Budget shall be deemed approval of any expenditure made in accordance with the approved budget. All expenditures in excess of the designations and limitations of the approved Annual Budget shall be made only upon the approval of not less than a majority of the Members after notice given in accordance with the provisions of Section 180108 of the Act for approval of the Annual Budget.

106.6 Reimbursement of Expenses. Expenditures for travel, conference, staff development and business-related activities and reimbursement of Board Members and Authority

employees for such expenditures shall be approved by the Executive Director within budgetary authority, in accordance with state law and any procedures established by this Board.

106.7 Reports and Audits. The Executive Director or ~~his or her~~their designee shall cause to be prepared an annual audit report by an independent auditor, and shall submit the annual audit report required by Section 180105 of the Act, and any other financial reports requested by the Board. The Committee shall review the reports and submit them to the Board for approval.

106.8 Investment of Funds. All funds of the Authority will be invested in the manner and upon the conditions set forth in Government Code Section 53601, and in accordance with any investment policy adopted by this Board. The receipt, transfer or disbursement of such funds during the term of the Agreement shall be accounted for in accordance with generally accepted accounting principles applicable to governmental entities. There shall be strict accountability of all funds, and all revenues and expenditures shall be reported at least quarterly to the Board.

ARTICLE VII

CONFLICTS OF INTEREST

107.1 Adoption of Conflict of Interest Code. The Political Reform Act of 1974 (Government Code Sections 81000 et seq.) requires all public agencies to adopt and periodically review and update a Conflict of Interest Code. The current Conflict of Interest Code of the Sonoma County Transportation Authority is attached as Exhibit B to this Code, and, subject to periodic amendment, review, and approval by the Board of Supervisors pursuant to Government Code Sections 82011 and 87306.5, constitutes the Conflict of Interest Code for the Authority.

107.2 Acceptance of Contributions. Members are reminded that they are subject to the provisions of Government Code section 84308, which currently provides:

§ 84308. Contributions prohibited from persons with pending applications for licenses, permits or other entitlements; amount; disclosure by all parties; construction

(a) The definitions set forth in this subdivision shall govern the interpretation of this section.

(1) "Party" means any person who files an application for, or is the subject of, a proceeding involving a license, permit, or other entitlement for use.

(2) "Participant" means any person who is not a party but who actively supports or opposes a particular decision in a proceeding involving a license, permit, or other entitlement for use and who has a financial interest in the decision, as described in Article 1 (commencing with Section 87100) of Chapter 7. A person actively supports or opposes a particular decision in a proceeding if ~~he or she~~ they lobby~~ies~~ in person the officers or employees of the agency, testifies in person before the agency, or otherwise acts to influence officers of the agency.

(3) "Agency" means an agency as defined in > Section 82003 except that it does not include the courts or any agency in the judicial branch of government, local governmental agencies whose members are directly elected by the voters, the Legislature, the Board of Equalization, or constitutional officers. However, this section applies to any person who is a member of an exempted agency but is acting as a voting member of another agency.

(4) "Officer" means any elected or appointed officer of an agency, any alternate to an elected or appointed officer of an agency, and any candidate for elective office in an agency.

(5) "License, permit, or other entitlement for use" means all business, professional, trade and land use licenses and permits and all other entitlements for use, including all entitlements for land use, all contracts (other than competitively bid, labor, or personal employment contracts), and all franchises.

(6) "Contribution" includes contributions to candidates and committees in federal, state, or local elections.

(b) No officer of an agency shall accept, solicit, or direct a contribution of more than two hundred fifty dollars (\$250) from any party, or ~~his or her~~their agent, or from any participant, or ~~his or her~~their agent, while a proceeding involving a license, permit, or other entitlement for use is pending before the agency and for three months following the date a final decision is rendered in the proceeding if the officer knows or has reason to know that the participant has a financial interest, as that term is used in Article 1 (commencing with Section 87100) of Chapter 7. This prohibition shall apply regardless of whether the officer accepts, solicits, or directs the contribution for himself or herself, or on behalf of any other officer, or on behalf of any candidate for office or on behalf of any committee.

(c) Prior to rendering any decision in a proceeding involving a license, permit or other entitlement for use pending before an agency, each officer of the agency who received a contribution within the preceding 12 months in an amount of more than two hundred fifty dollars (\$250) from a party or from any participant shall disclose that fact on the record of the proceeding. No officer of an agency shall make, participate in making, or in any way attempt to use ~~his or her~~their official position to influence the decision in a proceeding involving a license, permit, or other entitlement for use pending before the agency if the officer has willfully or knowingly received a contribution in an amount of more than two hundred fifty dollars (\$250) within the preceding 12 months from a party or ~~his or her~~their agent, or from any participant, or ~~his or her~~their agent if the officer knows or has reason to know that the participant has a financial interest in the decision, as that term is described with respect to public officials in Article 1 (commencing with Section 87100) of Chapter 7.

If an officer receives a contribution which would otherwise require disqualification under this section, returns the contribution within 30 days from the time ~~he or she~~they knows, or should have known, about the contribution and the proceeding involving a license, permit, or other entitlement for use, ~~he or she~~they shall be permitted to participate in the proceeding.

(d) A party to a proceeding before an agency involving a license, permit, or other entitlement for use shall disclose on the record of the proceeding any contribution in an amount of more than two hundred fifty dollars (\$250) made within the preceding 12 months by the party, or ~~his or her~~their agent, to any officer of the agency. No party, or ~~his or her~~their agent, to a proceeding involving a license, permit, or other entitlement for use pending before any agency and no participant, or ~~his or her~~their agent, in the proceeding shall make a contribution of more than two hundred fifty dollars (\$250) to any officer of that agency during the proceeding and for three months following the date a final decision is rendered by the agency in the proceeding. When a closed corporation is a party to, or a participant in, a proceeding involving a license, permit, or other entitlement for use pending before an agency, the majority shareholder is subject to the disclosure and prohibition requirements specified in subdivisions (b), (c), and this subdivision.

(e) Nothing in this section shall be construed to imply that any contribution subject to being reported under this title shall not be so reported.

ARTICLE VIII

ALLOCATION OF RELEASED FUNDS; ALLOCATION OF EXCESS FUNDS; TERMINATION AND DISPOSITION OF ASSETS

108.1 Allocation of Released and Excess Funds. Released and excess funds shall be allocated in the manner provided for in the Expenditure Plan.

108.2 Termination. Upon expiration of the retail transaction and use tax approved by the electors, the Authority shall continue to exist for the purposes of completion of any projects and the performance of its functions as the transportation authority, the payment of debt service with respect to Bonds which have been issued and satisfaction of other covenants contained in the resolution and trust indenture relating to said Bonds, reimbursement owed to financial institutions which have secured said Bonds or other parties advancing funds to the Authority and satisfaction of other covenants contained in reimbursement agreements with such financial institutions, disposing of all claims, distribution of assets and all other functions necessary to conclude the affairs of the Authority.

108.3 Distribution of Property and Funds. In the event of the termination of the Authority, any property interest or funds remaining in the Authority following the discharge of all obligations shall be disposed of, as the Board shall determine.

ARTICLE IX

MISCELLANEOUS

109.1 Authority Retained by Board. This Administrative Code is intended to provide a procedural framework within which the Board can operate. Although it is intended that the provisions of this Administrative Code be complied with fully in all respects, decisions of the Board taken by the required number of affirmative votes shall be effective for all purposes and shall not be invalidated or in any other manner limited in their effect because of a claim that the procedure followed in relation to any such decision was not in accord with the technical or literal meaning of the provisions of this Code.

109.2 Partial Invalidity. If any one or more of the terms, provisions or sections hereof shall to any extent be adjudged invalid, unenforceable, void or voidable for any reason whatsoever by a court of competent jurisdiction, each and all of the remaining terms, provisions and sections shall not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law. The Board hereby declares that it would have passed this ordinance and every section, subsection, sentence, clause or phrase thereof, irrespective of the fact that any one or more sections, subsections, sentences, clauses or phrased might be declared unconstitutional or invalid.

109.3 Interpretation of Sections Based On Provisions From Other Statutes, Applicable Ordinances or Codes. Sections of this Code which are based upon or which paraphrase provisions of other statutes, ordinances or codes have been included herein for reference purposes only. In the event of conflict between the provision of any such statute, ordinance or code and this Code, or in the event of amendment of such statute, ordinance, or code, the provision of the statute, ordinance or code shall control, and no section of this Code shall be interpreted to change, modify, or disregard any such statute, ordinance or code.

109.4 Policies and Procedures. The Personnel Policies and Procedures attached hereto as Exhibit A to this Code, unless otherwise expressly provided, constitute a part of this Code and have the same force and effect as Chapter 1 of this Code and ~~shall may~~ be adopted and modified by action of the Board in the manner set forth in section 109.5 below ~~or by resolution~~. To the extent that there is an inconsistency between a provision of this Code and the provision of any policy or procedure, the provision of this Code prevails.

109.5 Adoption and Amendment. This Code has been adopted, and, except as otherwise expressly provided herein or in the Act, the Ordinance or the Expenditure Plan, may be amended by a vote of a majority of the Members in the manner provided for adoption of any ordinance of the Authority. This Ordinance shall be and the same is hereby declared to be in full force and effect from and after thirty (30) days after the date of its passage and this Ordinance or a summary thereof shall be published once before the expiration of fifteen (15) days after its

adoption with the names of the Authority Members voting for and against same in the Press Democrat, a newspaper of general circulation published in the County of Sonoma.

This Ordinance was introduced and the title thereof read at the regular meeting of the Sonoma County Transportation Authority on October 11, 2021, and further reading of the ordinance was waived.

On a motion by Director ____, seconded by Director ____, the foregoing ordinance was passed and enacted by the Sonoma County Transportation Authority on November 8, 2021, on regular roll call of the members of the Authority by the following vote:

Director Agrimonti	_____	Director Hopkins	_____
Director Bagby	_____	Director Kelley	_____
Director Fischer	_____	Director Landman	_____
Director Gorin	_____	Director Lemus	_____
Director Giudice	_____	Director Rabbitt	_____
Director Gurney	_____	Director Rogers	_____

SO ORDERED.

ATTEST:

Clerk of the Sonoma County Transportation Authority

Exhibit A – SCTA Personnel Policies and Procedures
Exhibit B – Conflict of Interest Code
Exhibit C – Advisory Committees Organization Chart