

ALAMEDA COUNTY TRANSPORTATION COMMISSION
ADMINISTRATIVE CODE
(as amended on March 28, 2024)

TABLE OF CONTENTS

	Page
ARTICLE 1 GENERAL PROVISIONS	1
ARTICLE 2 CODE OF ETHICS.....	1
ARTICLE 3 DEFINITIONS.....	2
ARTICLE 4 POWERS, AUTHORITY AND DUTIES	8
ARTICLE 5 ADVISORY AND EXTERNAL COMMITTEES	18
ARTICLE 6 PARTICIPATION IN TELECONFERENCE MEETINGS	21

**ALAMEDA COUNTY TRANSPORTATION COMMISSION
ADMINISTRATIVE CODE**
(as amended on September 22, 2022)

**ARTICLE 1
GENERAL PROVISIONS**

1.1 Title. This Code is enacted by the Alameda County Transportation Commission (“Alameda CTC” or “ACTC”) pursuant to the provisions of California Public Utilities Code Section 180105 and the Joint Powers Agreement dated for reference purposes as of March 25, 2010 (as it may subsequently be amended from time to time) which created Alameda CTC (“JPA”). This Code may be referred to as the “Alameda County Transportation Commission Administrative Code.” This Code prescribes the powers and duties of officers of Alameda CTC, the method of appointment of employees of Alameda CTC, and the methods, procedures, and systems of operation and management of Alameda CTC.

1.2 Reference Includes Amendments. Reference to this Code or any portion thereof includes later amendments thereto. This Code may be amended by ordinance of the Commission.

1.3 Severability. If any term or provision of this Code is ever determined to be invalid or unenforceable for any reason, such term or provision shall be severed from this Code without affecting the validity or enforceability of the remainder of this Code.

1.4 Interpretation. Section headings in this Code are for convenience of reference only and shall not affect the meaning or interpretation of any provision of this Code. As used herein: (a) the singular shall include the plural (and vice versa) and the masculine or neuter gender shall include the feminine gender (and vice versa) where the context so requires; (b) locative adverbs such as “herein,” “hereto,” and “hereunder” shall refer to this Code in its entirety and not to any specific Section or paragraph; (c) the terms “include,” “including,” and similar terms shall be construed as though followed immediately by the phrase “but not limited to;” and (d) “shall,” “will” and “must” are mandatory and “may” is permissive.

**ARTICLE 2
CODE OF ETHICS**

2.1 Ethics Statement. The foundation of any democratic institution or governmental agency relies upon the trust and confidence its citizens place in its elected officials, appointed managers or administrators, and staff. Honesty, integrity and professionalism must serve as the guiding principles for Alameda CTC in carrying out its deliberations and Alameda CTC’s business. The ethical operation of local government requires that decision-makers be impartial and accountable. Alameda CTC expects its representatives, including but not limited to Commission Members, employees, contractors, and advisory committee members to act in a manner that retains and inspires the trust and confidence of the people they serve.

2.2 Expectations. It is the general policy of Alameda CTC to promote the highest standards of personal and professional ethics by individuals charged with carrying out Alameda CTC's business. Alameda CTC expects all participants to:

2.2.1 Conduct public deliberations and Alameda CTC business in an atmosphere of mutual respect, consideration, cooperation and civility.

2.2.2 Conduct public processes openly, unless legally required to be confidential.

2.2.3 Comply with both the letter and spirit of the laws and policies affecting the operations of government in general and Alameda CTC specifically, including but not limited to the Political Reform Act, common law restrictions on conflicts of interest and self-dealing, Government Code Section 1090, and the Conflict of Interest Code.

2.2.4 Use public service for the public good, not for personal gain.

2.3 Prohibition on Ex Parte Communications. Alameda CTC recognizes that adherence to procedures ensuring fairness is essential to the maintenance of public confidence in the value and soundness of Alameda CTC's procurement processes. Therefore, any communication (whether in person, by telephone, or through electronic means), other than at a public meeting or as instructed in a procurement document ("ex parte communications"), between a bidder, proposer, consultant, contractor or protestor (or any subconsultant or subcontractor thereto, and their respective employees, agents or representatives) and Alameda CTC's Commissioners, Alternates, Staff, agents, general counsel, contractors, or other representatives during the procurement process is strictly prohibited, except as otherwise provided herein.

2.3.1 Ex parte communications are prohibited from the date of advertising of the solicitation, through contract award, until the contract has been fully executed by Alameda CTC and the contractor or consultant. Further, ex parte communications are prohibited with respect to proposed or potential amendments or extensions to existing contracts.

2.3.2 Exceptions. This requirement shall not prohibit:

2.3.2.1 Communications specifically authorized by specific procurement documents, which generally designate a Sole Point of Contact.

2.3.2.2 Communications between Staff and prime consultant /prime contractor representatives following contract award regarding (i) negotiation of final contract or amendment terms, work scope, and budget with respect to consultants or other service providers, (ii) collection and verification of administrative matters such as proof of insurance, bonds and other required forms, as applicable, and (iii) execution and delivery of signed contracts.

2.3.2.3 Pre-Bid and Pre-Proposal Meetings, and procurement interviews.

2.3.2.4 The filing and processing of (i) a written protest to any proposed award, to be made pursuant to the Bid Protest Procedure and/or the specific procurement document; (ii) an appeal of any decision made pursuant to Alameda CTC’s Local Business Contract Equity (LBCE) Program, following the procedures outlined therein; or (iii) an appeal of any decision or determination with respect to Disabled Business Enterprise (DBE) matters, following procedures applicable thereto.

2.3.2.5 Addressing the Commission or a Standing Committee at public meetings.

2.3.2.6 Contacts between Staff and its consultants or contractors in regard to any work being performed on Alameda CTC projects or programs unrelated to the solicitation.

2.4 Nepotism. To ensure that the business of Alameda CTC is conducted in accordance with the standards outlined in this Article 2 and to avoid situations that create an actual or potential conflict between employees or officials’ personal interests and the interests of the agency, no close relative, as defined in Article 3, of the Executive Director, Executive Team, General Counsel, or a Commission Member may be employed by Alameda CTC during the above-listed employees/officials’ tenure or term.

ARTICLE 3 DEFINITIONS

3.1 Existing Definitions Adopted. For the purposes of this Code, all words not defined herein shall have such meanings as (i) have been established in a controlling Expenditure Plan, or (ii) have been determined by the laws of the State and decisions of the courts of the State, or (iii) if a term has not been defined in any of the foregoing, the term shall have such meaning as is ascribed to it in standard American-English vernacular, as evidenced by common usage and definitions contained in generally-accepted American-English dictionaries.

3.2 “1986 Transportation Expenditure Plan” means the Alameda County Transportation Expenditure Plan approved by the voters of Alameda County pursuant to the passage of the original Measure B on November 4, 1986, as it may subsequently be amended from time to time.

3.3 “2000 Measure B” means Measure B as adopted by the voters of Alameda County on November 7, 2000 pursuant to Section 180206 of the Act. The half-cent sales tax authorized by 2000 Measure B will extend through March 31, 2022.

3.4 “2000 Transportation Expenditure Plan” means Alameda County’s 20-Year Transportation Expenditure Plan, dated July 2000 and funded by the retail transactions and use tax imposed pursuant to 2000 Measure B, as it may subsequently be amended from time to time.

3.5 “2014 Measure BB” means Measure BB as adopted by the voters of Alameda County on November 4, 2014 pursuant to Section 180206 of the Act. Measure BB augments the 2000 Measure B half-cent sales tax by an additional half cent, from April 1, 2015 through

March 31, 2022. The full one-cent sales tax authorized by 2014 Measure BB will begin April 1, 2022 and will extend through March 31, 2045.

3.6 “2014 Transportation Expenditure Plan” means Alameda County’s 30-Year Transportation Expenditure Plan, dated January 2014 and funded by the retail transaction and use tax imposed pursuant to 2014 Measure BB, as it may subsequently be amended from time to time.

3.7 “Act” means Division 9 of the California Public Utilities Code, Sections 180000 et seq., also known as the Local Transportation Authority and Improvement Act, as the Act may be amended from time to time.

3.8 “ACCMA” or “CMA” each mean the Alameda County Congestion Management Agency, the agency originally tasked with the duty of adopting and implementing the Congestion Management Program, as a result of the 1990 passage of Proposition 111. ACCMA has now been dissolved, and Alameda CTC has assumed its duties, rights and obligations pursuant to the JPA.

3.9 “ACTA” means the Alameda County Transportation Authority, the agency originally tasked with the duty of implementing the 1986 Transportation Expenditure Plan. ACTA has now been dissolved, and Alameda CTC has assumed its duties, rights and obligations pursuant to the JPA.

3.10 “ACTAC” means the Alameda County Technical Advisory Committee, the technical advisory committee to the Commission, as described herein.

3.11 “ACTIA” means the Alameda County Transportation Improvement Authority, the agency originally tasked with the duty of implementing the 2000 Transportation Expenditure Plan. ACTIA has now been dissolved, and Alameda CTC has assumed its duties, rights and obligations pursuant to the JPA.

3.12 “Advisory Committee” means each advisory committee established by or for the Commission.

3.13 “Alameda CTC” and “ACTC” each mean the Alameda County Transportation Commission.

3.14 “Alternate” means each of those persons appointed to serve and vote as an alternate member of the Commission or of a Standing Committee in the absence of a specific Commission Member. Each Alternate shall be an elected official and shall meet all other criteria set forth in the JPA. Commission Members’ staff are not eligible to serve as an alternate for a Commission Member.

3.15 “Annual Budget” means the budget for Alameda CTC, including budgets related to (i) the 1986 Transportation Expenditure Plan, (ii) the 2000 Transportation Expenditure Plan, as required by Section 180105 of the Act, (iii) the 2014 Transportation Expenditure Plan, as

required by Section 180105 of the Act, (iv) the Congestion Management Program, (v) the Vehicle Registration Fee (VRF) Expenditure Plan, and (vi) other matters.

3.16 “Audit Committee” means such Standing Committee, consisting of the Chair and Vice Chair of the Commission and the chair of the Finance and Administration Committee, that meets on an as needed basis with the powers, authority and duties as described in Section 4.9 herein. The FAC chair shall serve as chair of the Audit Committee, and the Commission Chair shall serve as vice chair of the Audit Committee.

3.17 “Authorized Vote” means the total number of weighted votes represented by all Commission Members, pursuant to the provisions of the JPA. Weighted voting applies only to actions by the Commission and is not used for Committee votes.

3.18 “Bicycle and Pedestrian Advisory Committee” or “BPAC” each mean the Advisory Committee which shall advise Alameda CTC and staff on the development and implementation of bicycle and pedestrian programs.

3.19 “Board of Supervisors” means the Board of Supervisors of the County.

3.20 “Bonds” means indebtedness and securities of any kind or class, including but not limited to bonds, refunding bonds, or revenue anticipation notes.

3.21 “Brown Act” means the Ralph M. Brown Act, Government Code Sections 54950 *et seq.*, as it may be amended from time to time.

3.22 “Chair” means the chair of the Commission, as elected by the Commission.

3.23 “Citizens Watchdog Committee” or “CWC” each mean the Advisory Committee for 2000 Measure B required by the 2000 Transportation Expenditure Plan. Pursuant to 2014 Measure BB, the CWC has been renamed the Independent Watchdog Committee effective July 1, 2015.

3.24 “City” means any incorporated city or town within the County.

3.25 “Clerk” means the Staff member designated by the Executive Director to serve as the Clerk of the Commission.

3.26 “Close Relative” means a spouse, domestic partner, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such person.

3.27 “Code” means this Administrative Code of the Alameda County Transportation Commission.

3.28 “Commission” means the governing body of Alameda CTC, which constitutes the legislative body of Alameda CTC as defined under Section 54952 of the Brown Act. The Commission is referenced as the “Board” in the JPA and certain other documentation to ensure consistency with the historical practice of ACTA, ACTIA, and ACCMA.

3.29 “Commission Engineer” means a Staff member holding and maintaining a California Professional Civil Engineer license who is designated by the Executive Director as the Commission Engineer.

3.30 “Commission Member” and **“Commissioner”** each mean each of those persons appointed to serve as a member of the Commission pursuant to the JPA.

3.31 “Commission Meeting” means a regular or special meeting of the full governing body of Alameda CTC noticed in accordance with the Brown Act.

3.32 “Conflict of Interest Code” means the Conflict of Interest Code of Alameda CTC, as adopted and regularly updated by the Commission pursuant to the provisions of Government Code Section 87300 *et seq.*

3.33 “Congestion Management Agency” means Alameda CTC serving in its role as the County’s Congestion Management Program agency, as designated pursuant to Government Code Section 65089 and the JPA.

3.34 “Congestion Management Program” means the program developed and administered by Alameda CTC, as the Congestion Management Agency and successor to the ACCMA, in accordance with the provisions of Government Code Section 65089.

3.35 “County” means the County of Alameda.

3.36 “Elected Official” means (i) any duly elected and serving official of the legislative body, as defined in Government Code Sections 34000 and 34002, of any City, (ii) any duly elected and serving member of the Board of Supervisors, and (iii) any duly elected and serving official of the legislative body of any Member Transit Agency.

3.37 “Executive Director” means the chief executive officer selected by the Commission to conduct the overall and day-to-day management of the activities of Alameda CTC.

3.38 “Expenditure Plan Project” means a project and/or a program described in one or more of the Expenditure Plans.

3.39 “Expenditure Plans” mean the 1986 Transportation Expenditure Plan, the 2000 Transportation Expenditure Plan, the 2014 Transportation Expenditure Plan and the VRF Expenditure Plan, collectively.

3.40 “Finance and Administration Committee” or **“FAC”** each mean such Standing Committee with the powers, authority and duties as described in Section 4.9 herein.

3.41 “Fiscal Year” means July 1 to and including the following June 30.

3.42 “General Counsel” or **“Special Legal Counsel”** means the attorney(s) or law firm(s) acting as general or special legal counsel to Alameda CTC.

3.43 “Geographic Area” means the four subareas in the County, consisting of North County (the cities of Alameda, Albany, Berkeley, Emeryville, Oakland and Piedmont), Central County (the cities of Hayward and San Leandro and the unincorporated areas of Ashland, Castro Valley, San Lorenzo and others in the central section of the County), South County (the cities of Fremont, Newark and Union City), and East County (the cities of Dublin, Livermore, Pleasanton and the unincorporated areas of Eastern Alameda County).

3.44 “Holiday” means any day observed by Alameda CTC as a holiday, other than a Saturday or Sunday.

3.45 “Independent Watchdog Committee” or “IWC” each mean the committee created by the Commission as required by Measure BB, with the assistance of the League of Women Voters and other groups as defined in the 2014 Transportation Expenditure Plan. The IWC is a continuation of the Citizens Watchdog Committee originally created by the ACTIA Board as required by 2000 Measure B, as renamed effective on July 1, 2015. The IWC reports directly to the public and is charged with reviewing all 2000 Measure B expenditures and 2014 Measure BB expenditures and performance measures of Alameda CTC, as appropriate. IWC members are private individuals who are not elected officials at any level of government, nor individuals in a position to benefit personally in any way from the taxes levied pursuant to 2000 Measure B and 2014 Measure BB.

3.46 “Investment Policy” means any investment policy adopted by the Commission in conformance with applicable law.

3.47 “JPA” means the Joint Powers Agreement which created Alameda CTC, dated for reference purposes as of March 25, 2010, as it may subsequently be amended from time to time.

3.48 “Member Agency” means each public agency which is a member of Alameda CTC pursuant to the JPA.

3.49 “Member Transit Agency” means each transit agency which is a Member Agency.

3.50 “Metropolitan Transportation Commission” means the regional transportation planning agency for the San Francisco Bay Area authorized and created by Government Code Sections 66500 *et seq.*

3.51 “Net Revenues” means respectively (i) gross revenues derived from imposition of a retail transactions and use tax, less Board of Equalization administrative and other charges, with respect to the 1986 Transportation Expenditure Plan, 2000 Transportation Expenditure Plan and 2014 Transportation Expenditure Plan, or (ii) gross revenues derived from imposition of the VRF, less Department of Motor Vehicles administrative and other charges, with respect to the VRF Expenditure Plan.

3.52 “Official Acts” means all substantive actions taken by the Commission, excluding matters which are procedural in nature.

3.53 “Paratransit Advisory and Planning Committee” or “PAPCO” each mean the Advisory Committee, as described in Section 5.5 herein, which shall advise Alameda CTC and staff on the development and implementation of paratransit programs.

3.54 “Planning, Policy, and Legislation Committee” and “PPLC” each mean such Standing Committee with the powers, authority and duties as described in Section 4.9 herein.

3.55 “Programs and Projects Committee” or “PPC” each mean such Standing Committee with the powers, authority and duties as described in Section 4.9 herein.

3.56 “Procurement Policy” means any policy or policies adopted by the Commission regarding procurement of goods, services and supplies, and hiring of consultants and contractors, as such policy or policies may be amended from time to time.

3.57 “Staff” means employees of Alameda CTC.

3.58 “Standing Committee” means each of the standing subcommittees of the Commission as described in Section 4.9 herein, consisting of the Audit Committee, the FAC, the PPLC, and the PPC.

3.59 “State” means the State of California.

3.60 “Vice Chair” means the vice chair of the Commission, as elected by the Commission.

3.61 “VRF” means the vehicle registration fee adopted by the voters of the County in 2010 pursuant to Government Code Section 65089.20, as codified pursuant to Senate Bill 83 in 2009.

3.62 “VRF Expenditure Plan” means the expenditure plan adopted with respect to the VRF, and as it may subsequently be amended from time to time.

3.63 “Working Day” means any day other than a Saturday, Sunday or Holiday.

ARTICLE 4 POWERS, AUTHORITY AND DUTIES

4.1 Power, Authority and Duty of the Commission. The Commission shall have the power, authority, and duty to do all of those things necessary and required to accomplish the stated purpose and goals of Alameda CTC as set forth in the JPA. Except as otherwise provided herein, the Commission may delegate its power and authority to the Executive Director, who may further delegate such power and authority to Staff. Without limiting the generality of the foregoing, the Commission shall have the power and authority to do any of the following on behalf of Alameda CTC:

4.1.1 To administer and amend, as necessary, the Expenditure Plans, to provide for the design, financing and construction of the projects described therein, and to

determine the use of Net Revenues in conformance with the parameters established in the Expenditure Plans, and in conformance with governing statutes.

4.1.2 To provide for the design, financing and construction of other projects as may be undertaken from time to time by Alameda CTC.

4.1.3 To serve as a lead agency and evaluate and certify projects under the California Environmental Quality Act (CEQA) where authorized by law.

4.1.4 To prepare, adopt, implement and administer the Congestion Management Program as the designated congestion management agency for Alameda County.

4.1.5 To establish, update and amend the Annual Budget.

4.1.6 To enter into a contract and/or contract amendment with the Executive Director, which contract shall include the rate of compensation and other benefits of the Executive Director.

4.1.7 To establish and revise the salary and benefit structure for Alameda CTC employees from time to time.

4.1.8 To make and enter into contracts.

4.1.9 To appoint agents.

4.1.10 To acquire, hold, or dispose of real property and other property by any lawful means, including without limitation, gift, purchase, lease, lease purchase or sale, including use of the power of eminent domain to the extent Alameda CTC is legally entitled to exercise such power. In compliance with applicable State law, resolutions of necessity related to the exercise of such power shall be heard by the Commission without prior review by any Standing Committee.

4.1.11 To incur debts, liabilities or obligations subject to applicable limitations, including without limitation the issuance of Bonds.

4.1.12 Subject to applicable reporting and other limitations as set forth in the Conflict of Interest Code, to receive gifts, contributions and donations of property, funds, services and other forms of financial assistance from persons, firms, corporations and any governmental entity.

4.1.13 To sue and be sued on behalf of Alameda CTC.

4.1.14 To apply for appropriate grants under any federal, state, regional or local programs for assistance in developing any of its projects, administering any of its programs, or carrying out any other duties of Alameda CTC pursuant to the JPA.

4.1.15 To create, modify and/or terminate the Standing Committees, Advisory Committees, and ad hoc committees as may be deemed necessary by the Commission, subject to compliance with the Expenditure Plans and applicable laws.

4.1.16 To review and amend the Administrative Code as necessary.

4.1.17 To establish such policies for the Commission and/or Alameda CTC as the Commission deems necessary or are required by applicable law, and thereafter to amend such policies as appropriate.

4.1.18 To exercise any other powers authorized in the JPA, the Act, the congestion management statutes (Government Code §§65088 *et seq.*), and/or any other applicable state or federal laws or regulations.

4.1.19 To administer Alameda CTC in furtherance of all the above.

4.2 Rules For Proceedings. Except as otherwise provided herein, the following rules shall apply to all meetings of the Commission, the Standing Committees, the Independent Watchdog Committee, and all Advisory Committees.

4.2.1 The selection of topics for meeting agendas is within the sole discretion of Alameda CTC and all agenda items must be related to and further the mission of Alameda CTC.

4.2.2 All proceedings shall be governed by Robert's Rules of Order, unless otherwise specifically provided in this Code.

4.2.3 All meetings shall be conducted in the manner prescribed by the Brown Act.

4.2.4 A majority of the members of the Commission constitutes a quorum for the transaction of business of the Commission, regardless of the percentage of Authorized Vote present at the time, except that less than a quorum may adjourn from time to time.

4.2.5 Except as otherwise provided herein or otherwise required by applicable law, all Official Acts require the affirmative vote of a majority of the Authorized Vote of the Commission Members (and/or Alternates eligible to vote) present at the time of the vote.

4.2.6 Adoption of a resolution of necessity authorizing the exercise of the power of eminent domain requires approval by not less than 15 Commission Members (and/or Alternates eligible to vote), since a two-thirds vote of the 22 Commission Members is required by law. For projects on the State highway system, adoption of a resolution of necessity requires approval by not less than 18 Commission Members (and/or Alternates eligible to vote), since a four-fifths vote of the 22 Commission Members is required by law. Further, in compliance with Caltrans' requirements, adoption of a resolution agreeing to hear resolutions of necessity for projects on the State highway system requires approval by not less than 18 Commission Members (and/or Alternates eligible to vote). Weighted voting may not be used for the adoption of any resolutions discussed in this Section.

4.2.7 As required by the 2000 Transportation Expenditure Plan and the 2014 Transportation Expenditure Plan, two-thirds of the Authorized Vote of the Commission Members (and/or Alternates eligible to vote) present at the time of the vote is required to approve an amendment to the 2000 Transportation Expenditure Plan or the 2014 Transportation Expenditure Plan.

4.2.8 A two-thirds vote of the Commission Members (and/or Alternates eligible to vote) present at the time of the vote is required to approve a new Expenditure Plan.

4.2.9 A majority of the total Authorized Vote shall be required for each of the following actions by the Commission:

4.2.9.1 To adopt or amend the Congestion Management Program.

4.2.9.2 To adopt a resolution of conformance or non-conformance with the adopted Congestion Management Program.

4.2.9.3 To approve or reject a deficiency plan.

4.2.9.4 To adopt or amend the Countywide Transportation Plan.

4.2.9.5 To approve federal or state funding programs.

4.2.9.6 To adopt the Annual Budget and/or require contributions from any Member Agency.

4.2.10 The election of the Chair and Vice Chair of the Commission will occur biennially during a Commission Meeting in the first quarter of the calendar year, and such elections will be effective immediately. If the Chair or Vice Chair resigns or is removed from office, the election for Chair or Vice-Chair to serve the remainder of the term shall be held at the next Commission meeting. In choosing the Chair and Vice Chair, Members shall give reasonable consideration to rotating these positions among the Geographic Areas and the transit representatives, among other factors.

4.2.11 The Commission shall annually adopt the schedule of regular meetings of the Commission and the Standing Committees for the upcoming year and may modify the schedule as and when deemed necessary. The Commission and each Standing Committee may change the date for a regular meeting of such body to another business day if the regular date is a holiday or as otherwise determined by the Commission or such Standing Committee.

4.2.12 The acts of the Commission shall be expressed by motion, resolution, or ordinance.

4.2.13 A majority of the members of an Advisory Committee, a Standing Committee, or the Independent Watchdog Committee constitutes a quorum for the transaction of business of such committee, except that less than a quorum may adjourn from time to time.

4.2.14 The acts of the Standing Committees, Advisory Committees, and the Independent Watchdog Committee shall be expressed by motion.

4.3 Compensation of Commission Members and Alternates. Commission Members or Alternates attending and participating in any Commission Meeting, a Standing Committee, or any external committee where such Commission Member or Alternate serves as the appointed or designated representative of Alameda CTC pursuant to Section 5.10 of this Administrative Code, shall be compensated at the rate of \$225 for each such meeting, plus travel costs, if applicable, at the per diem rate of \$25.

4.4 Powers Reserved to Commission. The matters not delegated to the Executive Director, but rather specifically reserved for the Commission, include the following:

4.4.1 Adoption of the Annual Budget.

4.4.2 Establishment of strategy and policies for Alameda CTC.

4.4.3 Entering into a contract with the Executive Director, and amending such contract as deemed appropriate.

4.4.4 Consideration and approval of adjustments to the Executive Director's rate of compensation and/or benefits for each calendar year by September 30 of the prior year.

4.4.5 Succession planning for the Executive Director.

4.5 Commission Directions to Staff through Executive Director. Neither the Commission nor any Commission Member or Alternate shall give orders or directions to any Staff member or any Alameda CTC consultant or contractor except by and through the Executive Director. This shall not prohibit the Commission, Commission Members or Alternates from contacting Staff members for purposes of response or inquiry, to obtain information, or as authorized by the Executive Director.

4.6 Power, Authority and Duty of the Executive Director. The Commission delegates to the Executive Director all matters necessary for the day-to-day management of Alameda CTC, except matters specifically reserved for the Commission herein. The Executive Director shall, on behalf of Alameda CTC, be responsible for instituting those methods, procedures and systems of operations and management which, in his/her discretion, shall best accomplish the mission and goals of Alameda CTC. Without limitation, the Executive Director shall have the power, authority, and duty to do each of the following:

4.6.1 To serve as the chief executive officer of Alameda CTC and to be responsible to the Commission for the proper administration of all Alameda CTC affairs.

4.6.2 To prepare and submit an annual budget, and such amendments thereto as may be necessary, to the Commission for its approval.

4.6.3 To prepare and submit an annual salaries and benefits plan, and such amendments thereto as may be necessary, to the Commission for its approval.

4.6.4 To administer the personnel system of Alameda CTC, including hiring, controlling, supervising, promoting, transferring, suspending with or without pay or discharging any employee, including but not limited to determination of a staffing plan and determination of each employee's level of salary, subject to conformance with the Annual Budget and the salaries and benefits plan established from time to time by the Commission.

4.6.5 To prepare periodic reports updating the Commission on financial and project status, as well as other activities of Alameda CTC and Staff.

4.6.6 To approve and execute contracts on behalf of Alameda CTC following such approvals as may be required hereunder, subject to compliance with the Procurement Policy and any other applicable direction or policy of the Commission, and in accordance with the Annual Budget.

4.6.7 To see that all rules, regulations, ordinances, policies, procedures and resolutions of Alameda CTC are enforced.

4.6.8 To accept and consent to deeds or grants conveying any interest in or easement upon real estate to Alameda CTC pursuant to Government Code Section 27281, and to prepare and execute certificates of acceptances therefor from time to time as the Executive Director determines to be in furtherance of the purposes of the Commission. Such authority shall be limited to actions of a ministerial nature necessary to carry out conveyances authorized by the Commission.

4.6.9 To designate, in writing, the Commission Engineer and such Commission Engineer's authorized delegates. Any such designations will remain in effect until modified or revoked by the Executive Director.

4.6.10 To approve and implement a code of conduct for the conduct of all public meetings of Alameda CTC.

4.6.11 To reject, allow, compromise, or settle a claim against Alameda CTC if the amount to be paid pursuant to the allowance, compromise or settlement does not exceed fifty thousand dollars (\$50,000), pursuant to the California Government Code.

4.7 Power, Authority and Duty of the Commission Engineer. The Commission Engineer shall do the following:

4.7.1 Sign plans for conformance with project requirements and design exceptions.

4.7.2 Certify matters related to utilities and rights-of-way in connection with right-of-way programs approved by the Commission.

4.7.3 Approve construction contract change orders (CCOs) and other documents which require, or recommend, the signature of an Alameda CTC representative with a California Professional Civil Engineering license, all in accordance with the applicable construction program manual.

4.8 Power, Authority and Duty of the Chair and Vice Chair.

4.8.1 The Chair shall preside over all Commission Meetings. In the absence of the Chair, the Vice Chair, not the Chair's alternate, shall serve as and have the authority of the Chair. In the event that the Chair knows they will be absent from a meeting, the Chair shall notify the Clerk of the Commission prior to the meeting. In the event of absence of both the Chair and Vice Chair or their inability to act, the members present shall select one of their members to act as Chair Pro Tempore, who, while so acting, shall have the authority of the Chair.

4.8.2 The Chair shall appoint all members, and select the chair and vice chair, of each Standing Committee other than the Audit Committee, as further provided in Section 4.9.1.1. In making such appointments, the Chair shall endeavor to include members representing all four geographic areas on each Standing Committee.

4.8.3 The Chair and Vice Chair shall serve as voting members of each Standing Committee.

4.8.4 In urgent situations where Commission action is impractical or impossible, the Chair may take and communicate positions on behalf of Alameda CTC regarding legislative matters. The Chair shall report to the Commission and the appropriate Standing Committee at the next meeting of each said body regarding any such actions taken by the Chair.

4.9 Power, Authority and Duty of the Standing Committees.

4.9.1 The following general provisions apply to each of the Standing Committees as appropriate:

4.9.1.1 All members of the Standing Committees shall be Commission Members and shall be appointed by the Chair after consultation with the Members and solicitation of information regarding each Member's interests, except for the Audit Committee which consists of the Chair and Vice Chair of the Commission and the chair of the FAC pursuant to Section 3.16. Appointments to the Standing Committees shall occur when a vacancy occurs, or as otherwise needed or desired. Upon the removal or resignation of a Commission Member, such Commission Member shall cease to be a member of any Standing Committee. If a vacancy occurs on a Standing Committee and such exiting member held the chair or vice chair position of such Standing Committee, the newly appointed member will not automatically be selected as the chair or vice chair of the Standing Committee. The Chair of the Commission may select any member of the Standing Committee to serve as chair or vice chair of that Standing Committee in accordance with the Chair's authority outlined in subsection 4.8.2 above, except as otherwise provided in Section 3.16.

4.9.1.2 Each Standing Committee, including the Chair and Vice Chair as voting members thereof, shall be limited to eleven total members, so no Committee will constitute a quorum of the Commission.

4.9.1.3 Each member of a Standing Committee shall carry one non-weighted vote.

4.9.1.4 The Standing Committees may meet as committees of the whole with respect to the Commission.

4.9.1.5 Whether or not a Standing Committee meets as a committee of the whole, no recommendation by a Standing Committee shall be deemed an action of the Commission, except with respect to any actions that the Standing Committee may be specifically authorized to approve by the Commission.

4.9.1.6 Unless specifically stated otherwise, all actions of the Standing Committees are advisory and consist of recommendations to the Commission. If a matter is unable to be voted on by the applicable Standing Committee, including in situations where the Standing Committee is unable to meet quorum requirements or where the urgency of the matter does not allow an opportunity to present the matter to the Standing Committee, the matter may be considered by the Commission without a recommendation from the Standing Committee. If a matter is presented to a Standing Committee but no action is taken due to lack of quorum, the matter may be included as a consent item before the Commission if no Committee members object to the staff recommendation.

4.9.1.7 All Commission Members shall be notified of the time and date of Standing Committee meetings. However, Commission Members and Alternates who are not members of a given Standing Committee may only attend such meetings as observers, including sitting with other members of public rather than with the Standing Committee members, and neither voting, participating in discussions, nor providing any public comment.

4.9.1.8 The chair of each Standing Committee shall preside over all meetings of the Standing Committee. In the absence of the chair, the vice chair, not the chair's alternate, shall serve as and have the authority of the chair. In the event that the chair knows they will be absent from a Standing Committee meeting, the chair shall notify the Clerk of the Commission prior to the meeting. In the event of absence of both the chair and vice chair or their inability to act, the members present shall select one of their members to act as Chair Pro Tempore, who, while so acting, shall have the authority of the chair.

4.9.2 The matters within the jurisdiction of the Audit Committee are as follows:

4.9.2.1 Oversight of financial reporting and disclosure.

4.9.2.2 Review audit plan with independent auditors.

4.9.2.3 Report financial or internal control concerns to independent auditor.

4.9.2.4 Respond to independent auditor inquiries regarding risk and/or potential fraud.

4.9.2.5 Review the Draft Annual Comprehensive Financial Report annually, including audited financial statements.

4.9.3 The matters within the jurisdiction of the Finance and Administration Committee (FAC) are as follows:

4.9.3.1 Alameda CTC operations and performance.

4.9.3.2 Administrative Code.

4.9.3.3 Salaries and benefits

4.9.3.4 Conduct the Executive Director's annual performance evaluation in September of each year and, based upon the FAC performance evaluation, authorize the Chair and Vice Chair of the Commission, if needed, to meet with the Executive Director with sufficient time such that any adjustments to the Executive Director's salary and/or benefits for the following calendar year can be, reflected in the agenda packet for the Commission's September meeting.

4.9.3.5 Procurement policies and procedures.

4.9.3.6 Procurement of administrative contracts not delegated to the Executive Director.

4.9.3.7 Contract preference programs for entities such as local business enterprises, small local business enterprises and disadvantaged business enterprises, including consideration of participation reports.

4.9.3.8 Bid protests and complaints related to administrative contract procurement.

4.9.3.9 Annual budget and financial reports.

4.9.3.10 Investment policy and reports.

4.9.3.11 Audit reports, financial reporting, internal controls and risk management.

4.9.3.12 Annual work program.

4.9.3.13 Amendments to the Alameda CTC Joint Powers Agreement.

4.9.3.14 Other matters as assigned by the Commission or Chair.

4.9.4 The matters within the jurisdiction of the Planning, Policy and Legislation Committee (PPLC) are as follows:

4.9.4.1 Congestion Management Program (CMP).

- 4.9.4.2** Countywide Transportation Plan (CWTP).
- 4.9.4.3** Federal, state, regional and local transportation and land-use planning policies.
- 4.9.4.4** Transportation and land use planning studies.
- 4.9.4.5** Goods movement plans and studies, partnerships and collaboration, and policy development.
- 4.9.4.6** Transit planning studies, collaboration, and policy development.
- 4.9.4.7** Amendments to the 1986 Transportation Expenditure Plan, the 2000 Transportation Expenditure Plan or the 2014 Transportation Expenditure Plan, and development of new Expenditure Plans.
- 4.9.4.8** Amendments to the VRF Expenditure Plan.
- 4.9.4.9** Transit oriented development, priority development areas projects and programs.
- 4.9.4.10** Annual legislative program.
- 4.9.4.11** State and Federal legislative matters.
- 4.9.4.12** General and targeted outreach programs (public information, media relations, and public participation).
- 4.9.4.13** Advisory and Independent Watchdog Committees' bylaws, performance and effectiveness.
- 4.9.4.14** Programs implementation, including the paratransit services bicycle and pedestrian programs and affordable student transit pass program, (programming of funds for these programs is a function of the Programs and Projects Committee).
- 4.9.4.15** Procurement of planning and programs implementation contracts not delegated to the Executive Director.
- 4.9.4.16** Other matters as assigned by the Commission or Chair.
- 4.9.5** The matters within the jurisdiction of the Programs and Projects Committee (PPC) are as follows:
 - 4.9.5.1** Programming of local, state, CMA Transportation Improvement Program (TIP), TFCA vehicle registration fee program, Vehicle Registration Fee program, and Expenditure Plan programs and projects.

4.9.5.2 Local, Regional, state and federally funded projects and funding programs.

4.9.5.3 Annual Comprehensive Investment Plan for programs and projects.

4.9.5.4 Funding requests from project sponsors and other eligible recipients.

4.9.5.5 Funding allocations to various transportation programs and projects funded with fund sources administered by Alameda CTC.

4.9.5.6 Eminent domain proceedings, subject to the provisions of Section 4.1.10, pursuant to which resolutions of necessity shall be heard by the Commission without prior Standing Committee review.

4.9.5.7 Environmental evaluations and certifications, including those associated with serving as a lead agency under CEQA.

4.9.5.8 Procurement of engineering and construction contracts not delegated to the Executive Director.

4.9.5.9 Good faith efforts policies and procedures.

4.9.5.10 Bid protests and complaints regarding engineering and construction contract procurement.

4.9.5.11 Policies related to the I-580 express lanes.

4.9.5.12 Other matters as assigned by the Commission or Chair.

ARTICLE 5 ADVISORY AND EXTERNAL COMMITTEES

5.1 Advisory Committee Bylaws. The Commission shall be responsible for adopting and amending the bylaws for each Advisory Committee and the Independent Watchdog Committee, as deemed necessary.

5.2 Alameda County Technical Advisory Committee. The Alameda County Technical Advisory Committee (ACTAC) shall be composed of staff representatives from the planning and public works departments (where applicable), from each of the following: Alameda CTC, each City, the County, each Member Transit Agency, the Livermore Amador Valley Transit Agency, the Port of Oakland, the Metropolitan Transportation Commission, the Association of Bay Area Governments, Bay Area Air Quality Management District, Union City Transit, California Highway Patrol, Altamont Corridor Express, Bay Area Water Emergency Transportation Authority, and Caltrans. ACTAC may form subcommittees as necessary. The Executive Director or his/her designee shall preside over the meetings of the ACTAC.

5.3 Bicycle and Pedestrian Advisory Committee. The BPAC, as originally created by ACTIA and continued by Alameda CTC, advises Alameda CTC on improving walking and biking in Alameda County. BPAC members advise Alameda CTC and staff on the development and implementation of bicycle and pedestrian programs, including a countywide grant program. The BPAC shall have the membership composition as established by the Commission from time to time, and shall have the specific role(s) set by the Commission and Alameda CTC staff from time to time.

5.4 Independent Watchdog Committee. The CWC defined in and required by the 2000 Transportation Expenditure Plan shall continue as the IWC effective as of July 1, 2015. The IWC shall have all duties and obligations of the CWC as described in the 2000 Transportation Expenditure Plan with respect thereto, shall have all duties and obligations of the IWC with respect to the 2014 Transportation Expenditure Plan keeping within the budget adopted by the Commission, and shall have the membership required by such Expenditure Plans.

5.5 Paratransit Advisory and Planning Committee. The PAPCO makes recommendations on transportation funding for seniors and people with disabilities to address planning and coordination issues regarding paratransit services in Alameda County. PAPCO members advise Alameda CTC on the development and implementation of paratransit programs, including a grant program. The PAPCO shall have the membership composition as established by the Commission from time to time and shall have the specific role(s) set by the Commission and Alameda CTC staff from time to time.

5.6 Other Advisory Committees. The Commission shall establish and appoint such Advisory Committees as it deems necessary and as may be required by the Expenditure Plans or applicable statutes.

5.7 Compensation of Advisory Committee and Independent Watchdog Committee Members. Any person appointed as a member and participating as a voting representative at a meeting of any Advisory Committee or the Independent Watchdog Committee or any required outreach meeting of said Committees shall have the right to be compensated at the rate of \$100 for each such meeting. Notwithstanding the foregoing, no compensation shall be payable hereunder to any representative of ACTAC.

5.8 Geographic Area Meetings. Meetings of representatives (including Commission Members, Alternates and ACTAC members) from a Geographic Area may be called on an as-needed basis by the Chair, the Executive Director, or by two or more Commission Members from a Geographic Area. Such meetings are intended to provide an opportunity to discuss matters of common interest and to advise the Commission on matters affecting the Geographic Area.

5.9 Staff Support. The Executive Director shall designate one or more Staff members to aid each Advisory Committee and the Independent Watchdog Committee in its work.

5.10 Representation on External Committees and Agencies. The Chair or the Commission may designate either Commission Members, Alternates, or members of Staff, as

may be deemed appropriate, to serve as the designated representative(s) of Alameda CTC on any outside committees or agencies. Such representative(s) shall make a good faith effort to represent the position of the Commission on any matter on which the Commission has taken an official position or has otherwise taken formal action. Such appointments shall include provisions for the designation of alternates and of term of the appointment where appropriate. Attendance at conferences or social gatherings does not constitute an external or outside committee or external agency for purposes of this subsection.

ARTICLE 6 PARTICIPATION IN TELECONFERENCE MEETINGS

6.1 Brown Act. Due to the COVID-19 pandemic, the Brown Act has been amended to facilitate remote and hybrid meetings using teleconference and/or video facilities, and further Brown Act amendments regarding such meetings may be adopted by the Legislature in the future. The provisions in this Article 6 are intended to guide participation by members in Commission, Standing Committee, Advisory Committee, and Independent Watchdog Committee meetings. The provisions of the Brown Act as it may be amended from time to time shall control over any contrary provision of this Article 6.

6.2 Commissioners and Committee Members' Participation Should Reflect Presence. To the extent practical, Commissioners, Alternates, and members of Advisory Committees and the Independent Watchdog Committee participating in meetings remotely should appear both by video and audio, to ensure that the Clerk (or other staff facilitating the meeting) and members of the public watching the meeting can fully identify the participants in each meeting. This is especially important while speaking, making or seconding a motion, or casting a vote. If a Commissioner or committee member is participating through Zoom or other remote meeting platform but unable to use the camera for technical or practical reasons, the Clerk (or other staff facilitating the meeting) shall verify the participant's identity and ensure that the participant's name is displayed. If a Commissioner or committee member is participating only by phone, the Clerk (or other staff facilitating the meeting) shall verify the participant's identity when admitting the member into the meeting. All participants on video or otherwise identified by the Clerk (or other staff facilitating the meeting) shall count towards the quorum and are eligible to vote.

6.3 Making or Seconding Motions. To facilitate the taking of minutes, meeting participants should say their last name after making or seconding a motion, but the motion or second shall count and be valid even if the participant does not so identify themselves if the Clerk (or other staff facilitating the meeting) is able to discern the identity of the maker or seconder.

6.4 Casting Votes. All teleconference votes must be taken by roll call, as required by the Brown Act. If a Commissioner or committee member is participating on video by Zoom or other remote meeting platform and a participant's audio is not working, the participant may vote by a physical "thumbs up" or "thumbs down" gesture visible to the camera. Votes may not be cast by email, text message, or through the use of the remote meeting platform chat function.