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MEMORANDUM

March 3, 2010

TO: ACTIA ALF Committee
FROM: R. Zachary Wasserman
RE: Amendment of 2000 Expenditure Plan related to Merger of ACTIA and ACCMA

The ACTIA Board has approved in concept making certain amendments to the 2000 Expenditure Plan related to the merger of ACTIA and ACCMA. The primary changes include modifying the composition of the ACTIA Board so that it matches the Board of the new Alameda County Transportation Commission (“ACTC”), and formally authorizing ACTIA to delegate its responsibilities to ACTC, including tracking the 1% and 4.5% expenditure limits specified in the 2000 Expenditure Plan.

We are now requesting that the ALF Committee recommend that the ACTIA Board approve the formal amendment of the 2000 Expenditure Plan to reflect these changes. The specific changes proposed as part of this amendment are set forth in **Attachment A** hereto.

As required by the 2000 Expenditure Plan and the Public Utilities Code sections governing ACTIA, once this amendment is formally approved by the ACTIA Board, it will be submitted to the Board of Supervisors and the City Council of each city in the County for review and comment for at least a 45 day period.

Attachment A
Text of the Proposed Amendment to ACTIA's 2000 Expenditure Plan

The ACTIA Board proposes the following changes to the Expenditure Plan:

1. Amend the description of the Governing Board of ACTIA by deleting the language on page 25 of the Expenditure Plan beginning with "The make-up of this Agency's governing board is as follows:" and including the bulleted list thereafter, and replacing such deleted language with the following text:

The Board of this Agency shall include each of the members then serving on the Board of the Alameda County Transportation Commission ("ACTC"), which, as set forth in the joint powers agreement creating the ACTC, includes the following members along with their respective voting power:

- (i)** Each member of the Alameda County Board of Supervisors who shall each have one vote;
- (ii)** Two members representing the City of Oakland, with the member with the longest service on ACTC (or previously on ACCMA or ACTIA) having two votes and the other member having one vote;
- (iii)** One member representing the City of Fremont and one member representing the City of Hayward, each of whom shall have two votes;
- (iv)** Eleven members each representing one of the other 11 Cities in Alameda County, each of whom shall have one vote; and
- (v)** One representative of BART and one representative of AC Transit, each of whom shall have one vote.
- (vi)** Notwithstanding the foregoing, only members of bodies who have paid or allocated the fees set by the ACTC Board shall be entitled to be members of the ACTC Board.

2. Modify the paragraph in the middle of page 25 describing the "Agency" and its function to provide that (i) the Agency shall have the power to delegate its functions and responsibilities to the ACTC, and (ii) the Agency have the power to dissolve the Agency and designate ACTC as its successor when the Agency's board determines in its discretion that such dissolution is appropriate.

3. Modify the following paragraph on page 25 regarding cost limitations to provide that the 1% and 4.5% expenditure limits shall be tracked by comparing Measure B revenues to the costs associated with administration and implementation of the 2000 Expenditure Plan by ACTC.