

# **TRANSPORTATION AUTHORITY OF MARIN**

## **ORDINANCE 2005-01**

### **AN ORDINANCE OF THE TRANSPORTATION AUTHORITY OF MARIN AMENDING AN ADMINISTRATIVE CODE THAT PRESCRIBES THE POWERS AND DUTIES OF THE AUTHORITY CHAIR AND VICE CHAIR, THE METHOD OF APPOINTING AUTHORITY EMPLOYEES, AND METHODS, PROCEDURES, AND SYSTEMS OF OPERATION AND MANAGEMENT OF THE AUTHORITY**

#### **SECTION 1. FINDINGS**

Whereas the Transportation Authority of Marin ("TAM") does hereby find and declare the following:

- I. On March 2, 2004, the Marin County Board of Supervisors ("Board of Supervisors") created TAM by Resolution No. 2004-21, pursuant to Section 180050 of the California Public Utilities Code.
- II. As required by California Public Utilities Code Section 180051(a) and California Government Code Section 65089(a), a majority of City and Town Councils of Marin County, representing a majority of the incorporated population of Marin, have concurred on the membership of TAM and designated TAM as the Congestion Management Agency for Marin County. The governing board of TAM is composed of 16 commissioners, including the five members of the Board of Supervisors and one member from each Marin City and Town Council appointed by their respective councils.
- III. Pursuant to California Public Utilities Code Section 180105(b), TAM is required to adopt an Administrative Code by ordinance, which prescribes the powers and duties of the Chair and Vice Chair, the method of appointment of employees, and methods, procedures, and systems of operation and management of TAM.
- IV. As required by California Public Utilities Code Section 180101, the Administrative Code, attached to this ordinance and identified as "Exhibit A," includes rules for proceedings consistent with the laws of the State of California.
- V. As required by California Government Code Sections 81000 et seq., the Administrative Code, attached to this ordinance and identified as "Exhibit A," includes a conflict of interest code.
- VII. On July 22, 2004 TAM adopted an Administrative Code and desires to amend that code.
- VI. Pursuant to the California Environmental Quality Act ("CEQA") Guidelines Section 15378(b)(2), adoption of an Administrative Code ordinance does not qualify as a project subject to the requirements of CEQA.

#### **SECTION 2. ADOPTION**

Now, therefore, based on the findings in Section 1 above, the Transportation Authority of Marin does hereby ordain the adoption of the amendments to the Administrative Code of the Transportation Authority of Marin attached to this ordinance and identified as "Exhibit A."

### **SECTION 3. EFFECTIVE DATE, PUBLICATION, AND SEVERABILITY**

The Transportation Authority of Marin does hereby further ordain the following:

1. Effective Date and Publication. This ordinance shall be, and is hereby declared to be, in full force and effect on November 17, 2005, and a summary shall be published once before December 2, 2005 (15 days after its passage), with the names of the Commissioners voting for and against same, in the *Marin Independent Journal*, a newspaper of general circulation, published in the County of Marin.
2. Severability. If any term, provision, or portion of this ordinance is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining portions of this ordinance shall continue in full force and effect unless amended or modified by the County.

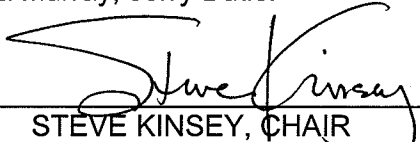
### **SECTION 4. VOTE**

PASSED AND ADOPTED at a regular meeting of the Transportation Authority of Marin, on the 17th day of November, 2005 by the following vote to-wit:

AYES: Commissioners: Jeanne Barr, Peter Breen, Pat Eklund, Steve Kinsey,  
Alice Fredericks, Joan Lundstrom, Melissa Gill, Dick Swanson,  
Lew Tremaine

NOES: None

ABSENT: Commissioners: Al Boro, Amy Belser, Susan Adams, Hal Brown,  
Charles McGlashan, Cynthia Murray, Jerry Butler

  
\_\_\_\_\_  
STEVE KINSEY, CHAIR  
TRANSPORTATION AUTHORITY OF MARIN

ATTEST:  
  
\_\_\_\_\_  
Dianne Steinhauser  
Executive Director

**ADMINISTRATIVE CODE**

**OF THE**

**TRANSPORTATION AUTHORITY OF MARIN**

**Ordinance No. 2005-01**

Adopted:  
**November 17, 2005**

# TRANSPORTATION AUTHORITY OF MARIN

## ADMINISTRATIVE CODE

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## **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 "Transportation Authority of Marin Administrative Code". This ordinance prescribes the powers and duties of the Authority Chair and Vice Chair, 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, consultants fees, legal fees, accounting fees, and expenses of planners, engineers, financial consultants, and others not chargeable directly to a Program 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 Transportation Authority of Marin.

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

(10) "Chair" means the person designated to preside at meetings of the Authority pursuant to Section 104.1(a) of this Code.

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

(12) "Code" means the Transportation Authority of Marin Administrative Code.

(13) "Commissioner" means a person serving as a Commissioner of the Board or their alternate.

(14) "Congestion Management Agency" means the County's Congestion Management Program Agency designated pursuant to Government Code Section 65089(a).

(15) "Congestion Management Program" means the program developed and administered by the Congestion Management Agency in accordance with the provision of Government Code Section 65089.

(16) "County" means the County of Marin.

(17) "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 Commissioner of the Board of Supervisors.

(18) "Executive Director" means the employee selected to manage the day-to-day activities of the Authority.

(19) "Ex Officio Member" means a person that has the right to attend and participate in Board discussions but shall not have the right to vote on any Board matter, as provided in Section 104.6.

(20) "Expenditure Plan" means a Marin County Transportation Sales Tax Expenditure Plan adopted by the Board pursuant to Section 180206 of the Act and submitted to and adopted by the voters.

(21) "Fiscal Year" means July 1 to and including the following June 30.

(22) "General Counsel" means the attorney(s) acting as general counsel to the Authority.

(23) "Holiday" means any day observed by the Authority as a holiday, other than a Saturday or Sunday.

(24) "Local Jurisdiction" means any local agency as defined in Government Code Section 15501, the boundaries of which are entirely within the County and the Metropolitan Transportation Commission.



(25) "Metropolitan Transportation Commission" means the regional transportation planning agency authorized by Government Code Sections 66500 et seq.

(26) "Official Acts" means all substantive actions taken by the Board, excluding matters that are procedural in nature.

(27) "Ordinance" means a Transportation Improvement Ordinance No. 2004-02 of the Authority submitted to and adopted by the voters on the November 2, 2004 Ballot.

(28) "Program" means a project and/or a program described in the Expenditure Plan.

(29) "Staff" means employees of the Authority or contracted employees of any public agency acting as employees of the Authority.

(30) "Working Day" means any day other than a Saturday, Sunday, or Holiday observed by the Authority.

## 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, constructing, and implementation of the Programs, and to determine the use of sales tax revenues in conformance with the parameters established in the Expenditure Plan;
- (b) To prepare, adopt, implement, and administer the Congestion Management Program as the designated Congestion Management Agency for the County;
- (c) To make and enter into contracts;
- (d) To contract for the services of auditors, appraisers, engineers, attorneys, planners, financial consultants, and such other persons as it deems necessary;
- (e) To appoint agents;
- (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) To receive gifts, contributions, and donations of property, funds, services, and other forms of financial assistance from persons, firms, corporations, and any governmental entity, subject to applicable reporting and other limitations as set forth in Article VII;
- (j) To sue and be sued on behalf of the Authority;
- (k) To apply for and appropriate grant or grants under any federal, state, or local programs for assistance in developing any of its programs;
- (l) To adopt a seal and alter it;

(m) To elect a Chair and Vice Chair;

(n) To hire an independent staff of its own or contract with any public agency to manage and staff the day-to-day activities of the Authority. To the extent possible, the Authority shall rely on existing state, regional, and local transportation planning and programming data and expertise, rather than on a large duplicative staff;

(o) To exercise those powers authorized in Division 19 (commencing with Section 180000) of the Public Utilities Code; and

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

#### 103.2 Organization.

(a) The Board shall consist of the following:

(1) One Commissioner from each Marin City and Town Council appointed by their respective Councils (11 Commissioners total), each of whom is an Elected Official;

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

(b) Each Commissioner 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 Commissioner is unable to attend. It shall be the responsibility of the Commissioner to inform such Commissioner's designated alternate when such Commissioner is unable to attend a meeting of the Board. The name of each designated alternate shall be on file with the Board. An alternate Commissioner shall assume all rights and duties of the absent Commissioner, except will not serve as Chair or Vice-Chair.

(c) Each Commissioner shall be appointed for a term of four years; however, in order to provide for staggered terms for Commissioners, at the first meeting of the Authority the Commissioners shall be selected by lot to serve staggered terms, as follows: 8 Commissioners would be selected for 4-year terms and 8 Commissioners would be selected for initial 2-year terms. The initial selection shall involve separate drawings by Commissioners from the Board of Supervisors and by Commissioners from the City and Town Councils to determine three Commissioners from the Board of Supervisors and five Commissioners from the City and Town Councils that would serve the initial 4-year terms. The remaining Commissioners not selected in the drawing would serve initial 2-year terms.

All initial terms shall commence as of May 6, 2004 and, subject to earlier removal or termination as provided herein, shall expire on April 30, 2006, as to two-year terms and April 30, 2008, as to four-year terms. Thereafter, terms of office shall commence on May 1 and shall terminate on the fourth anniversary date of such commencement date.

Commissioners shall be appointed for their full terms, subject only to the requirement that they continue to be Elected Officials.

(d) If for any reason a Commissioner is no longer an Elected Official, his or her position shall remain vacant until a successor is named and qualified.

103.3 Principal Office. The principal office of the Authority shall be in the Marin County Civic Center, 3501 Civic Center Drive, San Rafael, California. The Authority may change said principal office from one location to another within the County.

103.4 Meetings.

(a) The Board shall meet at the principal office of the Authority or at such other place as may be designated by motion of the Board.

(b) Matters to be placed on the agenda for any regular meeting may be filed with the Executive Director, or his or her designee, by any Commissioner no later than ten (10) Working Days prior to the date of the meeting. The notice of an agenda for each regular meeting of the Board and any Standing Board Committee shall be prepared by, or under the direction of, the Executive Director, who shall cause copies to be posted, mailed, and/or delivered to Commissioners, and posted on the Authority web site. 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.

(c) Regular meetings of the Board shall be held on such day and time of each month as shall be specified by motion of the Board, unless such day is a holiday, in which case the meeting shall be held on an alternate working day approved by the Board. To ensure maximum public participation, all regular Board meetings should be held during evenings on working days, and Standing Board Committee meetings should be held during late afternoons or evenings on working days.

(d) Regular, adjourned, and special meetings of the Board, and any Standing Board Committee meeting at which it is anticipated that a majority of the Board will be present, shall be conducted in accordance with the provisions of the Brown Act.

(e) Unless otherwise specified herein, Robert's Rules of Order shall govern the Conduct of Authority meetings and the Chair's decision on any procedural question shall be final. No person shall address the Board at any meeting until he or she has first been recognized by the Chair.

(f) At any regular meeting where there is less than a quorum of the Board, the Commissioners present may constitute themselves a "Committee of the Whole," for the purposes of discussing agenda matters or any other matter of interest to the Commissioners present. All items appearing on the agenda may be subject to action by the Committee of the

Whole; however, a vote of the Committee of the Whole does not constitute final Board action. All Committee of the Whole actions must be ratified by a quorum of the Board.

103.5 Quorum and Voting Requirements for Action by the Board. A majority of the Commissioners 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 Commissioners 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 Commissioners remaining may continue to discuss information on agenda items and receive public testimony but cannot take action.

103.6 Amendments to the Ordinance. An amendment, which proposes to affect the rate or period of the retail transactions and use tax imposed by this Ordinance, submitted to and adopted by the voters of Marin, shall be effective only as follows:

(a) Adoption of the proposed amendment shall require the affirmative vote of two-thirds of the Commissioners following a noticed public hearing and a 45-day public comment period.

(b) The proposed amendment adopted by the Board shall require the approval of the Board of Supervisors and the majority of the City and Town Councils representing a majority of the population in the incorporated areas of the County.

(c) If the Board of Supervisors and the majority of the City and Town Councils representing a majority of the population in the incorporated areas of the County approve the proposed amendment, then the Authority shall request the Board of Supervisors to call for a special election and submit the matter to the Marin electorate, which shall require a two-thirds vote of the electorate to enact the amendment.

103.7 Amendments to the Expenditure Plan. The Board may annually review and propose amendments to the Expenditure Plan to provide for the use of additional Federal, State, and local funds; to account for unexpected revenues; or to take into consideration unforeseen circumstances. The Expenditure Plan may be amended as follows:

(a) Adoption of the proposed amendment shall require the affirmative vote of two-thirds of the Commissioners following a noticed public hearing and a 45-day public comment period.

(b) The proposed amendment adopted by the Board shall require the approval of the Board of Supervisors and the majority of the City and Town Councils representing a majority of the population in the incorporated areas of the County before it shall become effective.

103.8 Minutes. The designee of the Executive Director shall cause to be kept minutes of regular, adjourned regular, and special meetings of the Board and any Standing Board Committee, and shall cause a copy of the minutes to be forwarded to each Commissioner for approval by the Board or Standing Board Committee, where appropriate. All minutes shall

be archived in the Principal Office of the Authority and shall be posted on the Authority website.

**ARTICLE IV**  
**ADMINISTRATION**

104.1 In General.

(a) Selection of Chair and Vice Chair. The Board at its first meeting and annually thereafter at its regular April meeting, 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 absence. At no time should two Commissioners from the Board of Supervisors or two Commissioners from City or Town Councils hold both the Chair and Vice Chair positions.

(b) Removal of Chair and Vice Chair. The Chair and/or Vice Chair may be removed by the affirmative vote of a majority of the Commissioners.

(c) Duties of Chair and Vice Chair.

(1) Duties of Chair. The Chair shall, if present, preside at all meetings of the Board 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.

(2) Duties of the Vice Chair. The Vice Chair shall perform the duties of the Chair in his or her 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.

(d) Duties of Executive Director. 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) Subject to any limitation and to the terms and conditions set forth in Article V, 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 Authority;

(3) To keep the Board advised as to the needs and the status of operations of the Authority;

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

(5) To execute and deliver contracts and agreements on behalf of the Authority following such approvals as may be required hereunder and to administer Authority contracts in accordance with and subject to the limitations set forth in Article V;

(6) To authorize, approve and make expenditures in accordance with and subject to the limitations set forth in Article VI;

(7) To cause to be prepared and distributed the agenda for all Board meetings;

(8) To undertake such other duties, powers, and responsibilities as may from time to time be assigned to him/her by the Board; and

(9) 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.

(10) To serve as the Clerk/Secretary

104.2 Standing Board Committees. The Board may, as it deems appropriate, appoint Standing Board Committees consisting of three or more Commissioners, 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. Except with respect to the Executive Committee, the Standing Board Committees shall establish a schedule of monthly regular meetings; special meetings of Standing Board Committees may be scheduled by the Executive Director or by the Committee Chair as needed.

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

(1) Executive Committee. The Executive Committee membership shall consist of two Commissioners from the Board of Supervisors and five Commissioners from City and Town Councils and include, at a minimum, the Chair, the Vice Chair, and five at-large Commissioners appointed by the Board. The Executive Committee membership shall represent a geographic balance, including at least one representative each from the five planning areas of the County: Northern Marin, Central Marin, Ross Valley, Southern Marin, and West Marin. The purpose of the Executive Committee is to advise the Board and plan Board activities. A quorum of the Executive Committee shall consist of four Commissioners.



(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 deems necessary or advisable from time to time.

104.3 Advisory Committees.

(a) Organization of Advisory Committees. Each such Advisory Committee shall by majority vote elect a chair at its first meeting who shall serve at the pleasure of the Advisory Committee. Advisory Committees shall establish a schedule of monthly regular meetings; special meetings of Advisory Committees may be scheduled by the Executive Director or by the Committee Chair as needed.

(b) Citizens' Oversight Committee. The Board will create a Citizens' Oversight Committee with the assistance of the League of Women Voters. The Citizens' Oversight Committee will report directly to the public and is charged with reviewing all expenditures of the Authority on an annual basis to inform Marin County residents how funds are being spent. Citizens' Oversight Committee members will be private citizens who are neither elected officials of any government nor public employees from any agency that either oversees or benefits from the proceeds of the transportation sales tax. Membership will be restricted to individuals who live in the County. Members will be required to submit a statement of financial disclosure and membership will be restricted to individuals without economic interest in any of the Authority's projects. Each committee member also shall have a designated alternate appointed, subject to eligibility provisions contained in Section 104.3, who shall attend committee meetings in the event that the appointed committee member is unable to attend. The Citizens' Oversight Committee shall consist of:

(1) One member each from the five planning areas in the County (Northern Marin, Central Marin, Ross Valley, Southern Marin and West Marin) nominated by Commissioners representing the respective planning areas.

(2) One member from, and nominated by, a taxpayer group.

(3) One member from, and nominated by, environmental organizations of Marin County.

(4) One member from, and nominated by, major Marin employers.

(5) One member from, and nominated by, the Marin County Paratransit Coordinating Council, representing seniors and persons with disabilities.

(6) One member from, and nominated by, the League of Women Voters.

(7) One member from, and nominated by, an advocacy group representing bicyclists and pedestrians.

(8) One member from, and nominated by, a school district, including parents.

(c) Technical Advisory Committee. The Board will create a Technical Advisory Committee. The purpose of the Technical Advisory Committee is to prioritize infrastructure investments in the Expenditure Plan and to undertake other technical reviews as requested by the TAM Commission. Each committee member also shall have a designated alternate appointed, subject to eligibility provisions contained in Section 104.3, who shall attend committee meetings in the event that the appointed committee member is unable to attend. Members of the Technical Advisory Committee shall consist of:

(1) Two members from, and nominated by, the Marin Managers Association.

(2) Three members from, and nominated by, the Marin Public Works Association.

(3) One member from, and nominated by, the Marin County Planning Directors Group.

(4) One member from, and nominated by, the Golden Gate Bridge, Highway, and Transportation District.

(5) One member from, and nominated by, the Marin County Transit District.

(6) One member from, and nominated by, the Marin County Paratransit Coordinating Council, representing seniors and persons with disabilities.

(7) One member from, and nominated by, the Marin County Office of Education.

(8) One member from, and nominated by, environmental organizations of Marin County.

(9) One member from, and nominated by, an advocacy group representing bicyclists and pedestrians.

(10) One member from, and nominated by, an advocacy group representing business organizations.

104.4 Bonding Requirement. The persons who have charge of, handle, or have access to any property of the Authority shall be so designated and empowered by the Board. Each such person may 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.

104.5 Compensation. In accordance with Section 180109 of the Act, no more than one percent of the funds generated pursuant to the retail transactions and use tax authorized by the Ordinance shall be spent on staff salary and benefits. Commissioners shall not be compensated for attending meetings. Commissioners shall be compensated only for necessary traveling and personal expenses incurred in the performance of such Commissioner's duties as are authorized by the Board.

104.6 Ex Officio Members.

(a) The Board shall have the authority to establish by resolution, Ex Officio Members to the Authority, representing transportation and transit agencies and other entities interested or involved in transportation issues in the County. Ex Officio Members shall have the following powers:

(1) The right to attend regular sessions of the Board and to participate in the discussion of matters brought before the Board for consideration;

(2) The right to attend regular meetings of such other Board Committees and of such Standing Board Committees as the Board may determine, and to participate in the discussion of matters brought before such committees.

(b) Each Ex Officio Member shall be designated by the entity represented from among eligible candidates. Ex Officio Members shall hold office for a term of one year.

(c) Ex Officio Members shall not be Commissioners, and shall have none of the rights or powers of such Commissioners except as expressly provided herein. Without limiting the generality of the foregoing, such Ex Officio Members shall **not**:

(1) Have the right to vote with respect to any matter brought before the Board or any Standing Board Committee;

(2) Be counted for purposes of determining the number of persons attending any meeting for quorum or voting purposes;

(3) Be eligible for election or appointment as Chair or Vice Chair of the Authority;

(4) Be entitled to attend or to otherwise participate in closed sessions of the Board or any committee thereof.

(d) The Board shall have the authority to establish such other conditions and limitations with respect to Ex Officio Members, as it deems necessary or advisable.

## ARTICLE V

### CONTRACTS

105.1 Contract Bids, Rejection of Bid, 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 determines and declares that, in its opinion, and it finds 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.

105.2 Personal Property Purchases. The Executive Director may elect to use the Purchasing Agent of the County to purchase 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.

105.3 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, towns, or counties upon the approval of a majority of the Commissioners 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 June meeting, the Board shall adopt by motion the Annual Budget(s) for the ensuing fiscal year. Approval of a majority of the Commissioners 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. A preliminary proposed annual budget shall be available for public inspection at least 30 days prior to adoption.

106.2 Program Budgets. In addition to the Annual Budget, the Board may, by motion, establish Program budgets at any time for the study, implementation, or construction of any Program or any portion thereof authorized as a Program pursuant to the Expenditure Plan and Ordinance. Each Program budget shall include all Program 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 Program during planning and construction;
- (b) Estimated costs of studies and planning for the Program;
- (c) Estimated costs of right-of-way acquisition; and
- (d) Estimated costs of the engineering and construction or implementation of the Program.

106.3 Purchases and Payment Procedures. Purchases and payment procedures shall be governed by Article V of this Administrative Code. A voucher system to be administered by the Authority for payment of Authority expenses shall also be established.

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 expenditures 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 Commissioners.

106.6 Reimbursement of Expenses. Expenditures for travel, conference, staff development, and business-related activities and reimbursement of Commissioners and Authority employees for such expenditures shall be governed by applicable Authority policies.

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

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 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

### CONFLICT 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 Conflict of Interest Code contained herein is subject to periodic review and approval by the Board of Supervisors pursuant to Government Code Sections 82011 and 87306.5.

107.2 Designated Positions. The Authority shall adopt a Resolution specifying designated positions, (Commissioners, appointed Committee members, certain staff and consultants) that are designated positions and are deemed to make, or participate in the making of, decisions that may foreseeably have a material effect on a financial interest. The Resolution shall specify a disclosure category for each position..

107.3 Disclosure Statements.

(a) This Code does not establish any disclosure obligation for those designated positions, who are also specified in Government Code Section 87200, if they are designated in this Code in that same capacity, or if the geographical jurisdiction of this agency is the same as, or is wholly included within the jurisdiction in which those persons must report their financial interests pursuant to Article 2 of Chapter 7 of the Political Reform Act, Government Code Sections 87200 *et seq.* Such persons are covered by this Code for disqualification purposes only.

(b) Designated positions shall be assigned to one or more of the disclosure categories set forth in Section 107.7. With the exception of those designated positions who are exempt pursuant to subsection (a), each designated position shall file an annual statement disclosing that person's interest in investments, real property, business positions, and income, designated as reportable under the category to which the person's position is assigned.

107.4 Place and Time of Filing.

(a) All designated positions required to submit a statement of financial interests shall file the original with the Executive Director of the Transportation Authority of Marin.

(b) All designated positions on the effective date of this Code, as originally adopted, promulgated and approved by the code reviewing body, shall file statements within thirty days after the effective date of this Code. Thereafter, each person already in a position when it is designated by an amendment to this Code shall file an initial statement within thirty days after the effective date of the amendment. Designated positions appointed, promoted, or



transferred to designated positions shall file initial statements within 30 days after the date such appointment, promotion, or transfer becomes effective.

(c) Annual statements shall be filed during the month of April by all designated employees. Such statements shall cover the period of the preceding calendar year. Closing statements shall be filed within 30 days of leaving a designated position. Such statements shall cover the period from the closing date of the last statement filed to the date of leaving the position.

(d) A designated position required to file a statement of financial interest under any other agency's conflict of interest code, or under Article 2 of Chapter 7 of the Political Reform Act for a jurisdiction contained within the territorial jurisdiction of this agency may comply with the provisions of this Code by filing a duplicate copy of that statement and an expanded statement which covers reportable interests in that portion of this agency's jurisdiction which differs from the jurisdiction described in the other statement.

107.5 Contents of Disclosure Statements. Disclosure statements shall be made on forms supplied by the Marin County Elections Office and shall contain the following information:

(a) Contents of Investment and Real Property Reports:

When an investment or an interest in real property is required to be reported, the statement shall contain:

- (1) A statement of the nature of the investment or interest;
- (2) The name of the business entity in which each investment is held, and a general description of the business activity in which the business entity is engaged;
- (3) The address or other precise location of the real property;
- (4) A statement whether the fair market value of the investment or interest in real property equals or exceeds two thousand dollars (\$2,000) but does not exceed ten thousand dollars (\$10,000), whether it exceeds ten thousand dollars (\$10,000) but does not exceed one hundred thousand dollars (\$100,000), or whether it exceeds one million dollars (\$1,000,000). This information need not be provided with respect to an interest in real property, which is the principal residence of the filer, or any other property that the filer utilizes exclusively as the personal residence of the filer.

(b) Contents of Personal Income Reports:

When personal income is required to be reported, the statement shall contain:

- (1) The name and address of each source of income aggregating five hundred dollars (\$500) or more in value, or fifty dollars (\$50) or more in value if the income was a gift, and a general description of the business activity, if any, of each source. In the case of a

gift received through an intermediary, the name, address, and business activity of both the donor and the intermediary must be disclosed;

(2) A statement whether the aggregate value of income from each source, or in the case of a loan, the highest amount owed to each source, was at least five hundred dollars (\$500) but did not exceed one thousand dollars (\$1,000), whether it was in excess of one thousand dollars (\$1,000) but was not greater than ten thousand dollars (\$10,000), or whether it was greater than one hundred thousand dollars (\$100,000);

(3) A description of the consideration, if any, for which the income was received;

(4) In the case of a gift, the amount and the date on which the gift was received;

(5) In the case of a loan, the annual interest rate and the security, if any, given for the loan.

(c) Contents of Business Entity Income Reports:

When income of a business entity, including income of a sole proprietorship, is required to be reported, the statement shall contain:

(1) The name, address, and a general description of the business activity of the business entity;

(2) The name of every person from whom the business entity received payments if the filer's pro rata share of gross receipts from such person was equal to or greater than ten thousand dollars (\$10,000) during a calendar year.

(d) Advance or reimbursement for travel:

When a payment, including an advance or reimbursement, for travel is required to be reported pursuant to this section, it may be reported on a separate travel reimbursement schedule which shall be included in the filer's statement of economic interest. A filer who chooses not to use the travel schedule shall disclose payments for travel as a gift, unless it is clear from all surrounding circumstances that the services provided were equal to or greater in value from the payments for the travel, in which case the travel may be reported as income.

(e) Contents of Business Position Reports:

When business positions are required to be reported, designated positions shall list the name of each business entity in which they are a director, officer, partner, trustee, employee, or in which they hold any position of management, a description of the business activity in which the business entity is engaged and their position with the business entity.

(f) Initial Statement:

The initial statement filed by a designated position on the effective date of this code shall disclose investments, business positions and interests in real property held on the effective date of this code and income received during the 12 months before the effective date of the code. Thereafter, persons appointed to a designated position shall disclose any reportable investments, business positions, and interests in real property held on, and income received during the 12 months before, the date of appointment.

(g) Acquisition or Disposal During Reporting Period:

In the case of a statement filed under Section 107.4(c), if the investment, or interest in real property, was partially or wholly acquired or disposed of during the period covered by the statement, the date of acquisition or disposal.

107.6 Disqualification. Designated positions must disqualify themselves from making or participating in the making of or using their official position to influence the making of any decisions in which they have a reportable financial interest, when it is reasonably foreseeable that such interest may be materially affected by the decision. No designated position shall be required to disqualify him/herself with respect to any matter with respect to which such designated position's participation is legally required for the action or decision to be made. The fact that a designated position's vote is needed to break a tie does not make his or her participation legally required for purposes of this section.

107.7 Disclosure Categories. An investment, interest in real property, or income is reportable if the business entity in which the investment is held, the interest in real property, or the income or source of income may foreseeably be affected materially by any decision made or participated in by the designated position by virtue of the person's position.

(a) Designated Positions in Group "1" Must Report:

All investments, interests in real property and income, and any business entity in which the person is a director, officer, partner, trustee, employee, or holds any position of management. Financial interests are reportable only if located within Marin County or if the business entity is doing business or planning to do business in the County (and such plans are known by the designated position) or has done business within the County at any time during the two years prior to the filing of the statement.

(b) Designated Positions in Group "2" Must Report:

Investments in any business entity and income from any source and status as a director, officer, partner, trustee, employee, or holder of a position of management in any business entity, which, within the last two years, has contracted, or in the future foreseeably may contract with the Transportation Authority of Marin to provide services, supplies, materials, machinery, or equipment to the Authority.

## 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 Ordinance.

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 Programs and the performance of its functions as Congestion Management Agency, 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:

(a) Any property interest remaining in the Authority following the discharge of all obligations shall be disposed of as the Board shall determine.

(b) Any funds remaining following the discharge of all obligations shall be disposed of in the manner provided for allocation of excess funds set forth in Section 108.1 hereof.

**ARTICLE IX**  
**MISCELLANEOUS**

109.1 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.

109.2 Interpretation of Sections That Are 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, the provision of the statute, ordinance, or code shall in all events control, and no section of this Code shall change or modify any such statute, ordinance, or code.