

ADMINISTRATIVE CODE OF THE VENTURA COUNTY TRANSPORTATION COMMISSION, VENTURA COUNTY AIRPORT LAND USE COMMISSION, VENTURA COUNTY SERVICE AUTHORITY FOR FREEWAY EMERGENCIES, THE CONSOLIDATED TRANSPORTATION SERVICE AGENCY FOR VENTURA COUNTY AND THE VENTURA COUNTY CONGESTION MANAGEMENT AGENCY

ARTICLE I. PURPOSES OF VCTC

- A. The Ventura County Transportation Commission is charged with the responsibility of carrying out the purposes and directives of the California State Legislature¹ in the County Transportation Commission Act (Division 12, §130000, *et seq.* of the Public Utilities Code).
- B. The Ventura County Transportation Commission has been designated the Ventura County Airport Land Use Commission (“ALUC”) for Ventura County pursuant to Public Utilities Code § 21670.1 (a). As the ALUC, VCTC is charged with the responsibility of carrying out the purposes and directives of the Legislature as provided in the Aeronautics Act (Chapter 4, Article 3.5, § 21670, *et seq.*, of the Public Utilities Code).
- C. The Ventura County Transportation Commission has been designated the Service Authority for Freeway Emergencies for Ventura County (“SAFE”) pursuant to Streets and Highway Code § 2552 (b). As the SAFE, VCTC is charged with carrying out the purposes and directives of the Legislature as provided in the Streets and Highway Code (Chapter 14, Division 3, § 2550, *et seq.*).
- D. The Ventura County Transportation Commission has been designated the Consolidated Transportation Service Agency for Ventura County (“CTSA”) and charged with carrying out the purposes and directives of the Legislature pursuant to California Code of Regulations Title 21, § 6680.
- E. The Ventura County Transportation Commission has been designated the Congestion Management Agency for Ventura County (“CMA”) pursuant to Government Code, § 65088, *et seq.*

The Ventura County Transportation Commission, the ALUC, the SAFE, CTSA and the CMA are hereinafter, collectively, referred to as “VCTC”.

¹ All references made to the Governor or Legislature hereinafter are to the California Governor or Legislature, as the case may be, unless otherwise noted.

ARTICLE II. MEMBERSHIP OF VCTC

A. Members. The members of VCTC are Ventura County and each of the cities in Ventura County. Exercise of the rights of the County and the cities in Ventura County on VCTC shall be represented by the following who are hereinafter referred to as the “members”:

1. All five (5) members of the Ventura County Board of Supervisors, who shall each have one vote.
2. One (1) voting member from each incorporated city within Ventura County, who shall be the mayor of a city or a member of its city council.
3. One (1) citizen voting member appointed by the Ventura County Board of Supervisors, who shall not be an elected official but who shall be a resident of Ventura County.
4. One (1) citizen voting member appointed by the Ventura County City Selection Committee, who shall not be an elected official, but who shall be a resident of Ventura County.
5. One non-voting (*ex officio*) member appointed by the Governor to represent the interest of the State of California.

ARTICLE II. MEMBERSHIP OF VCTC

B. Terms of Members and Vacancies. Each appointed City Council member of VCTC shall serve until he/she ceases to hold the qualifying elected office or until his/her successor is appointed and qualified, whichever occurs first in time. Each County Board of Supervisor member shall serve until he/she ceases to hold the quantifying elected office. Each vacancy occurring for any reason among the appointed City Council members shall be filled by the city for which the vacancy exists.

Each of the two (2) citizen members shall be appointed to a term of four (4) years commencing with his/her appointment date or until removed from his/her position as specified in this Article, whichever occurs first in time. The term of the current citizen member representing the cities shall terminate January 31, 2013, and the term of the citizen member representing the County shall terminate January 31, 2015. The appointment and removal of the citizen member representing the cities shall require no less than six (6) affirmative votes of the members of the Ventura County City Selection Committee. Citizen members shall be eligible for reappointment.

It is the intent of VCTC that those members representing the cities in Ventura County and the citizen members serve at least one full year before being replaced.

Should a citizen member’s seat be vacated prior to the end of a four-year term of office, a replacement appointee shall serve the remainder of that unexpired term. A citizen member’s seat shall be declared vacated upon the member’s third consecutive unexcused absence. Upon the third consecutive unexcused absence, the appointing authority shall be notified by the VCTC Executive Director of the Commission’s action to declare the seat vacated.

C. Compensation.

1. Members. As permitted by law, each member of VCTC shall be compensated at the rate of One Hundred Dollars (\$100) for any meeting of VCTC, or any day spent attending to the business of VCTC; provided, however, that the compensation paid to any member shall not exceed Two Hundred Dollars (\$200) in any calendar month; and, provided further that the five (5) Board of Supervisor members shall not be compensated for their services. In addition, each County Supervisor member, city member and citizen member shall be reimbursed for all necessary and reasonable expenses such member may incur in the performance of VCTC authorized duties, including, but not limited to, travel by public conveyance, meals, lodging and mileage for travel other than mileage to and from VCTC meetings.

2. Refusal of Compensation or Expenses. Any member may decline to accept all or any part of the compensation or expenses authorized by Article II, Section C, Subsections 1 and 2 above. Such a refusal shall not affect or alter the rights of other members granted by this Article II, Section C.

ARTICLE III. ADMINISTRATION

A. Officers of VCTC. Officers of VCTC shall consist of a Chair and a Vice Chair, each of whom shall be a voting member of VCTC and such other officers as VCTC deems necessary from time to time.

B. Election of Chair and Vice Chair.

1. Annual Election of Officers.

a. Subject to paragraph b. of this Section B.1., at the first meeting of VCTC in February each year, the then-sitting Chair shall vacate that office and the then-sitting Vice Chair shall become Chair and a new Vice Chair shall be chosen by a majority of the quorum present of the VCTC.

b. No change in the Chair shall be required at the February meeting as set forth in subparagraph a of this Section if the then-sitting Chair was elevated pursuant to paragraph a. of Section B.2. of this Article III, and has not yet served

a full term. In such case, the then-sitting Chair and Vice Chair shall continue serving in such positions for a full term.

c. Any voting member of VCTC shall be eligible to hold the office of Chair or Vice Chair; provided that the office of Chair shall change annually between a member representing the County of Ventura, followed by a member representing a city, followed by a second member representing a city; and provided further that when the Chair is held by a member of the Board of Supervisors or a member of the first city following a member of the Board of Supervisors, the Vice Chair shall be a city member such that the Vice Chair may assume the office of Chair in the following year.”

2. Vacancies Occurring in Term of Chair or Vice Chair:

a. If at any time other than the annual election of officers, there exists a vacancy in the office of the Chair and if the remaining unexpired term of the former Chair is three (3) months or less, the then-sitting Vice Chair shall become Chair and a new Vice Chair shall be elected.

b. If at any time other than the annual election of officers, there is a vacancy in the office of Chair and, if the remaining unexpired term of the former Chair is greater than three (3) months, a new Chair shall be selected by VCTC from among the standing members appointed by the appointing authority which appointed the Chair whose office has been vacated.

c. In no circumstance described in this Subsection 2 shall an *ex officio* member be eligible to serve as Chair or Vice Chair.

C. Duties of Various Officers

1. Duties of Chair. The Chair shall, if present, preside at all meeting of VCTC and shall exercise and perform such other powers and duties as may be from time to time assigned by VCTC or prescribed in this Code. In any case in which the execution of a document or the performance of an act is directed by VCTC, unless the direction of VCTC provides otherwise, the Chair is empowered and directed to execute such document or perform such act. In the absence of the Chair, such act or execution may be carried out by the Vice Chair. The Chair, annually, at the first meeting of VCTC in February, or as soon thereafter as practicable, shall select the members of the VCTC committees as they are hereinafter described.

2. Duties of the Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence of the Chair, and when so acting, shall have the power of, and be subject to, all the restrictions upon the Chair.

3. Chair Pro Tempore. In the event of the absence or inability of both the Chair and the Vice Chair to act, the members present at any meeting of VCTC, by order entered into the minutes, shall select one (1) of their voting members to act as Chair *Pro Tempore*, who while acting, shall have all of the authority of the Chair.

D. Appointment of Executive Director. The Executive Director and such other staff officers as VCTC may deem necessary shall be appointed by affirmative votes of a majority of the voting members.

E. Duties of the Executive Director. The Executive Director shall serve as a full-time administrative officer of VCTC. The Executive Director shall be hired and serve at the discretion of VCTC. The powers and duties of the Executive Director shall be:

1. To administer the VCTC personnel system, including contract and non-contract employees, except the General Counsel who shall serve at the discretion of VCTC.

2. To administer all VCTC contracts.

3. To cause to be prepared by a Certified Public Accountant and submit to VCTC as soon as practicable after the end of each fiscal year, a post-audit of the financial transactions and records of VCTC for the preceding year.

4. To keep VCTC advised as to the needs of VCTC.

5. To have full charge of, and responsibility for, the administration of the business affairs of VCTC.

6. To see that all VCTC ordinances, rules and regulations, motions and resolutions are enforced.

7. To take any or all of the following actions related to non-contract employees of VCTC:

a. To hire employees at the appropriate salary range as determined by VCTC.

b. To promote, transfer, suspend with or without pay, or discharge, any employee with the approval of VCTC.

8. To make disbursements of VCTC funds in an amount not to exceed Ten Thousand Dollars (\$10,000) per disbursement for each VCTC obligation, including but

not limited to, disbursements which are explicitly budgeted for the year in which the disbursement is made; provided however, that the foregoing limitation shall not apply to (1) Transit Development Act funds, (2) State Transit Assistance funds, (3) disbursements for salary, or (4) to other disbursements necessary to meet contractual obligations which have previously been approved by VCTC.

9. To contract for, and execute, such contracts without prior approval and on behalf of VCTC, for construction or to purchase or cause to be purchased, supplies, equipment, materials, consultant and personnel services where the expenditure is less than Fifty Thousand Dollars (\$50,000.00), or when immediate measures are required to avert or alleviate damage to property, or to replace, repair, or restore damaged or destroyed property, of VCTC in order to ensure that the facilities of VCTC are available to serve the transportation needs of the general public pursuant to and in compliance with the limitations and reporting requirement of Public Utilities Code section 130235, subsections (a) and (b), as they may be amended from time to time. The Executive Director may delegate any and all purchasing activities. Purchases in an amount less than Ten Thousand Dollars (\$10,000.00) may be approved by VCTC Department Heads with a signed authorization form.

10. To keep, or cause to be kept, a book of minutes of all meetings of VCTC.

11. To give, or cause to be given, notice of all VCTC, VCTC Committee and Advisory Committee (as VCTC Committees and Advisory Committees are hereinafter defined) meetings and which may be required by law, by this Code or by motion or resolution of VCTC.

12. To be the custodian of funds received by VCTC from whatever source. In so acting, the Executive Director shall:

a. Receive a receipt for all money expended by VCTC and place it in VCTC's Treasury.

b. Draw warrants to pay demands against VCTC where the demands do not exceed authorized disbursements, and in all cases when the demands are made to meet contractual obligations which have previously been approved by VCTC.

c. Execute a bond with one or more corporate surety. approved by VCTC, in the sum of One Million Dollars (\$1,000,000) payable to VCTC and conditioned upon faithful performance of the duties of Executive Director, and the payment of all money received by the Executive Director according to law and the orders of VCTC. VCTC may at any time require a new bond from the Executive Director in such sum and in such form as may then be determined by VCTC. The cost of the bond is to be borne by VCTC.

d. Prepare, or cause to be prepared a written monthly budget report which shall be presented to VCTC and maintained in a file established for that purpose and which reports the amount of money held by VCTC, the amount and source of receipts since the last report, and the amount and recipient of amounts paid out since the last report.

e. Keep full and complete records of all financial transactions and all proceedings of VCTC.

f. Annually, prepare or cause to be prepared a draft budget for the forthcoming fiscal year of VCTC to be submitted to VCTC on or before the April meeting before the beginning of the new fiscal year and to be available to the public at least fifteen (15) days before the public hearing scheduled for VCTC review of the draft budget. Annually to prepare a final budget for the forthcoming fiscal year of VCTC to be submitted to VCTC in June before the beginning of the new fiscal year and to be made available to the public at least fifteen (15) days before the public hearing scheduled for VCTC to review the final budget.

g. Annually notify each of the cities in Ventura County that each city should reaffirm its appointments to VCTC or notify VCTC if it desires to change its representative to VCTC. Notify the City Selection Committee and the Board of Supervisors of any vacancy occurring in the citizen members on VCTC.

h. Have such other duties, powers and responsibilities as may from time to time be assigned by VCTC.

- F. Compensation and Evaluation of the Executive Director. The compensation of the Executive Director shall be as provided by contract from time to time by VCTC. The Executive Director shall notify VCTC annually in February that an evaluation of his/her performance is due during the second quarter of the calendar year.
- G. Employees. All employees, other than contract employees, shall be hired by the Executive Director and shall be subject to his/her control and supervision. Compensation for employees other than contract employees shall be as provided from to time by VCTC, and as to contract employees, as provided in a contract authorized by VCTC.
- H. General Counsel. The General Counsel shall be a person admitted to practice law by the State of California and shall have actively engaged in the practice of law for no less than five (5) years preceding his/her appointment. The General Counsel may be an independent contractor or a salaried employee. The General Counsel shall represent and advise VCTC in all legal matters pertaining to it duties; represent VCTC in all legal matters actions or proceedings in which VCTC is concerned, interested or is a party. The compensation of General Counsel shall be as provided by contract as approved from time to time. The General Counsel, or the

Executive Director on his/her behalf, shall notify VCTC annually in February that an evaluation of the General Counsel's performance is due during the second quarter of the calendar year.

I. Committees.

1. General Committee Rules, Regulations.

a. Appointment. VCTC may appoint standing advisory committees (the "Advisory Committees") and committees of its membership ("VCTC Committees") as it deems necessary. All Advisory Committees' membership, functions, duties, responsibilities and terms of office shall be as specified by law; provided that, where no law governs any such Advisory Committee, VCTC may determine the membership of such committee, and specify its functions, duties, responsibilities and terms of service. VCTC shall give due consideration to any recommendations, advice or proposals received from an Advisory Committee or a VCTC Committee but, unless required by this law or this Code to do so, shall not be bound by such recommendations. VCTC shall establish any, and all, standing Advisory Committees, in addition to those listed below in subsections 2 and 3 of this Section I, which it deems necessary, by adopting a resolution amending this Code.

b. Chair, Vice Chair and Secretary of Advisory Committees. Unless otherwise provided, each Advisory Committee shall select a Chair and Vice Chair from its membership by majority vote at the February meeting of such committee each year who shall serve at the pleasure of the membership of the committee.

The Chair of any such committee shall be responsible for: calling meetings of the committee, presiding at the meetings, assisting with agenda preparation, reporting to VCTC when appropriate, establishing subcommittees as necessary and such other duties as he or she may be directed by VCTC or the committee to perform.

The Vice Chair shall serve in the absence of the Chair and perform such duties as he or she may be directed by the Chair to perform.

VCTC staff shall serve as secretary to all Advisory and VCTC Committees.

c. Committees Subject to the Ralph M. Brown Act. All of the Advisory Committees described in subsection 2 of this Section I, all VCTC Committees described in subsection 3 of this Section I, and all Advisory Committees and VCTC Committees later established by VCTC, are subject to the Ralph M. Brown Act (Government Code § 54590, *et seq.*; hereinafter, the "Act"), shall post agendas for their meetings, which meetings shall be open to the public and public comment, and shall, in all other respects, abide and be governed by the Act.

d. Ad Hoc Committees. VCTC may appoint an *ad hoc* committee to be convened to give advice and make recommendations to VCTC on a particular issue, matter or subject, and only such issue, matter or subject. Such *ad hoc* committee shall exist for only such duration as necessary to address the particular issue, matter or subject for which the Committee was created, as VCTC deems necessary. Upon completion of the charge given such *ad hoc* committee by VCTC, said *ad hoc* committee shall be deemed disbanded without further action by VCTC.

2. Standing Advisory Committees. The standing Advisory Committees of VCTC shall include the following:

a. Citizen’s Transportation Advisory Committee/ Social Services Transportation Advisory Council (“CTAC/SSTAC”) which shall be composed of two (2) non-elected representatives from each of the cities in Ventura County and from each of the cities in Ventura County and from the County of Ventura, two (2) at-large members and, as required by the Public Utilities Code § 99238, the following:

- One (1) representative of existing transit users who is 60 years of age or older.
- One (1) representative of existing transit users who is disabled.
- Two (2) representatives of the local social service providers for seniors, including one (1) representative of a social service transportation provider if one exists.
- Two (2) representatives of local social service providers for the disabled, including one (1) representative of a social service transportation provider if one exists.
- One (1) representative of a local social services provider for persons of limited means.
- Two (2) representatives from the local consolidated transportation service agency, if one exists, including one (1) representative from an operator, if one exists.

VCTC may appoint additional representatives, including representatives of residents walking and cycling to/from transit, to participate at CTAC/SSTAC meetings and serve as an alternate for any of the statutory members, if needed.

CTAC/SSTAC shall meet monthly four (4) times a year at a time approved by the CTAC/SSTAC and stated in its Bylaws, and upon the call of its chair, the Executive Director or VCTC.

The CTAC/SSTAC shall be guided in its operations, organizations, and administration by operating rules adopted by the CTAC/SSTAC from time to time.

b. Transportation Technical Advisory Committee (“TTAC”) shall serve at the pleasure of VCTC and shall have no powers apart from VCTC. TTAC shall be composed of each city in Ventura County, the County of Ventura, and the Oxnard Harbor District, . Each agency listed above may appoint one (1) member of TTAC and an alternate to each Committee member. Each member shall have one (1) vote and, in the absence of a member of the Committee, his or her alternate may vote. Gold Coast Transit, the Ventura County Air Pollution Control District, the California Highway Patrol, and the California Department of Transportation (District 7) shall be non-voting members.

(1) TTAC shall meet, unless otherwise arranged by TTAC or called by its Chair, on the third Wednesday of the month at 1:30 p.m. at least six (6) times a year.

(2) A quorum of TTAC shall consist of six (6) of the representatives appointed to it. Actions on items before TTAC shall be approved by vote of a simple majority of the quorum.

(3) The duties and responsibilities of TTAC shall be to serve as a technical advisory committee for VCTC, share any and all pertinent information relating to the field of transportation with VCTC, review documents and make recommendations to VCTC regarding transportation improvements and projects, serve as a forum to discuss the technical aspects of countywide transportation issues and formulate recommendations for consideration by VCTC, perform an annual review of the Congestion Management Program update and other such duties as requested by VCTC.

c. Transportation Planning Policy Committee (“TPPC”) shall be composed of one (1) elected representative from each city and one (1) elected representative from the County of Ventura. The TPPC shall meet quarterly and more often as needed upon the determination of the Chair, the Executive Director or VCTC.

d. Managers’ Policy Advisory Committee. There exists in Ventura County a City Managers’ Committee which is composed of the Chief Executive Officer of Ventura County and the City Managers of each city in said County, or their designees. Said committee, acting as the Managers’ Policy Advisory Committee to VCTC (“MPAC”), shall (1) consider, review and advise VCTC on transportation issues. In the interest of cooperation, VCTC will provide information to MPAC upon reasonable request.

MPAC shall meet concurrently with the City Managers’ Committee.

e. Transit Operators Advisory Committee (“TRANSCOM”) shall be composed of one (1) representative from each transit service provider operating

in Ventura County as approved by VCTC during the first quarter of each calendar year, one (1) representative from each of the cities in the County, and the County of Ventura, Ventura County Air Pollution Control District (*ex officio*) and the California State University Channel Island (CSUCI).

TRANSCOM shall be guided in its operations, organization and administration by operating rules adopted by TRANSCOM from time to time.

f. Santa Paula Branch Line Advisory Committee (“SPBLAC”) shall be composed, operate and perform as follows:

(1) Membership. SPBLAC shall be composed of Commissioners representing the cities and County Supervisors whose District includes the branch line corridor.

(2) Consensus, Voting Number, Quorum. It is the desire of VCTC that the recommendations of SPBLAC be reached, to the extent possible by consensus. However, each member shall have one (1) vote when consensus cannot be reached. A quorum of SPBLAC shall consist of three (3) voting members.

(3) Duties of SPBLAC. SPBLAC shall advise VCTC and make recommendations to VCTC regarding the management, uses and operations of the Santa Paula Branch Line and all facilities and activities occurring thereon.

(4) Meetings. SPBLAC shall meet as necessary on the call of its Chair, the Executive Director or VCTC.

3. VCTC Committees.

a. The following committees of VCTC are hereby created and shall meet as needed upon the call of the Chair or Executive Director:

(1) The Administrative Committee shall be composed of a minimum of three (3) and not more than five (5) voting members of VCTC selected by the Chair provided, however, that three (3) of the members shall be the Chair, the Vice Chair and the immediate past Chair. Subject to supervision of VCTC, the committee shall develop amendments to this Code, and to VCTC and Committee rules of order, including total replacement, as the Committee deems necessary and appropriate or as directed by VCTC, and perform such other duties as may be prescribed by VCTC.

(2) The Finance Committee shall be composed of a minimum of three (3) and not more than five (5) voting members of VCTC selected by the Chair provided, however, that three (3) of the members shall be the Chair, the Vice Chair and the immediate past Chair. The Finance Committee shall: (a) recommend to VCTC the allocation of funds to transportation planning, including preparation of the Transportation Improvement Program, in compliance with the policies of VCTC, (b) review proposed budgets, (c) oversee staff functions, (d) oversee the VCTC Work Program, (e) review contracts with consultants or other matters when referred to it by the Executive Director, and (e) perform such other duties as may be prescribed by VCTC.

b. Other Committees. By resolution amending this Code, VCTC may establish other such committees of VCTC as VCTC seems necessary. The membership of such committees shall be as designated by VCTC at the time each such committee is formed; provided, however, that members of new VCTC Committees shall be comprised of members of VCTC and shall be appointed by the Chair, subject to ratification by the majority of VCTC.

c. Compensation and Expenses. Members of VCTC Committees, but not members of the Advisory Committees, shall be compensated at *per diem* rate of One Hundred Dollars (\$100) for each meeting of the Committee, provided, however, that no *per diem* shall be paid for any meeting which lasts less than one-half ($\frac{1}{2}$) an hour. The compensation for each member of a VCTC Committee, for all meetings during any calendar month, shall not exceed Two Hundred Dollars (\$200) per month. Both VCTC and Advisory Committee members shall be compensated for reasonable expenses.

d. Duties and Governance of Advisory and VCTC Committees. Except as specifically otherwise provided for by this Code as to each Advisory or VCTC Committee, all VCTC Committees and Advisory Committees shall submit all matters acted upon to VCTC for consideration.

4. Quorum of Committees. Unless specifically provided otherwise, a majority of the membership of a VCTC Committee or an Advisory Committee shall constitute a quorum of each such committee for the transaction of business.

J. Rules and Regulations – VCTC may from time to time adopt rules and regulations for the administration of its affairs and to carry out the purpose and directives of the County Transportation Commission Act.

ARTICLE IV. MEETINGS AND AGENDAS

- A. Conduct of Meetings. All meetings of VCTC, Advisory and VCTC Committees shall be conducted pursuant to Roberts' Rules of Order unless otherwise determined by VCTC or the committee as the case may be.
- B. Ralph M. Brown Act. Anything to the contrary herein notwithstanding, all regular, special and emergency meeting of VCTC and Advisory and VCTC Committees, except *ad hoc* committees, shall be called, noticed and conducted in the manner prescribed by the Ralph M. Brown Act (Chapter 9, commencing with § 54950 of the Government Code, Part 1, Division 2, Title 5), as those statutes may be amended from time to time or by any successor statute thereto (the "Act").
- C. Regular Meetings. At least seventy-two (72) hours before a regular meeting of VCTC an agenda shall be delivered to each member of VCTC and the General Counsel. At least seventy-two (72) hours before a regular meeting of each VCTC Committee or Advisory Committee, an agenda shall be delivered to each member of the Committee for whom the meeting is scheduled. In addition, the Executive Director shall, at least twenty-four (24) hours in advance of a meeting, post a copy of the agenda for any meeting of VCTC, VCTC Committee or Advisory Committee at a location that is freely accessible to the public. The posted agenda shall include the time, date and location of the meeting, along with a brief description of the matters on the agenda. Action may not be taken on any matter which is not shown on the posted agenda unless action is taken by VCTC pursuant to the provision of Government Code § 54954.2 (b), or any successor statute governing the same matters. All regular meetings of VCTC shall comply the Act and, in the event of a conflict between provisions of this Code and the provisions of the Act, the Act shall prevail.
- D. Special Meetings. A special meeting of VCTC may be called at any time by the Chair or the Executive Director. A special meeting of Advisory or VCTC Committee may be called by its Chair. Such a meeting may be called by delivering personally or by mail written notice to each member of VCTC or the Committee for which such meeting is called, as the case may be, and to each newspaper, radio or television station of general circulation requesting notice of special meetings in writing. The notice given pursuant to this Section must be received by members of VCTC or the Committee members, as the case may be, and the media at least twenty-four (24) hours in advance of the time stated in the notice for convening the meeting. In addition, the agenda shall be posted in a place easily accessible to the public at least twenty-four (24) hours in advance of the meeting. The call and the notice for a special meeting shall specify the time, date, place and the business to be transacted at the special meeting. No business may be conducted at special meeting other than that stated in the notice. Notice may be waived by a member at, or prior to, the meeting by filing a written waiver, including a telegram or facsimiles transmission, with the clerk or secretary of VCTC. Written notice is deemed waived by any member who is actually present at a special meeting. All special meetings of VCTC and VCTC Committees and Advisory Committees shall comply with the Act and in the event of a conflict between provisions of this Code and the provisions of the Act, the Act shall prevail.
- E. Emergency Meetings. For the purposes of this section the word "emergency" shall be as defined as set forth in § 54956.5 of the Government Code, or any successor statute thereto. All

special meeting notice requirements shall be applicable to the call and notice for an emergency meeting, except the twenty-four (24) hour notice provision and posting requirement. In the event of an emergency meeting, notice shall be given to all persons and media required to be noticed pursuant to Subsection 2 above, by telephone, at least one (1) hour in advance of such emergency meeting. In the event that telephonic services are not available, notice shall be as soon after the meeting as possible. No closed session shall be permitted in an emergency meeting. All emergency meetings of VCTC shall comply with the Act and in the event of a conflict between provisions of this Code and the provisions of the Act, the Act shall prevail.

- F. Regular Meeting Date. Regular meetings of VCTC shall be held at nine (9:00) a.m. on the first Friday of each month, except August when VCTC does not meet, unless such Friday is a holiday or part of a holiday weekend, in which case, the meetings shall be rescheduled to the second Friday of the month.
- G. Quorum. Unless specifically provided otherwise, a majority of the voting members shall constitute a quorum for the transaction of business and all official acts of VCTC.
- H. Agenda Items.
1. Under the agenda item “Commissioner’s Reports”, at any meeting a member of the Commission may request an item be placed on the agenda for a future meeting. If approved by at least three (3) members voting on the request, it shall be placed on a future agenda.
 2. Between meetings, any member, including the Chair and Vice-Chair, may request staff to place an item on the agenda for an upcoming meeting under “Agenda Review”. No staff report is required. At the meeting, the Commission may take action to approve, deny or conditionally approve any action requested or defer the item to a future meeting with or without requesting the preparation of a staff report.
 3. Between meetings, the Chair, or in the absence of the Chair, the Vice Chair, may request the staff to place an item on the agenda for upcoming meeting based on a perceived urgency or upon receiving requests from other members. The Chair or Vice Chair, as the case may be, in his or her discretion, may request a staff report to be prepared addressing the item.
- I. Public Comment. Every agenda for meetings of VCTC, VCTC Committees or Advisory Committees, except *ad hoc* committees, shall provide an opportunity for members of the public to directly address VCTC or such Committee, as the case may be, on items of interest to the public which are within the subject matter jurisdiction of VCTC. No action may be taken at the meeting at which such comments are received unless the action is otherwise authorized pursuant to Government Code § 54954.2 (b), as it may be amended from time to time or by any successor statute thereto. Members of the public may be required to state their name and address for the record before addressing VCTC or a committee. In the interest of facilitating the business of VCTC, the Chair may limit the total amount of time allocated to public comment at each meeting, and limit the time which any person may use in addressing VCTC or a committee to three (3) minutes.
- J. Committee of the Whole. At any regular meeting of VCTC or any VCTC Committee or Advisory Committee which is not held because of a lack of a quorum, the members present

may constitute themselves as a “Committee of the Whole”, for the purpose of discussing agenda matters or any other matter of interest to the members present. No decision may be made by the Committee of the Whole nor shall it make any recommendations to VCTC. The Committee of the Whole shall automatically cease to exist if a quorum becomes present at the meeting.

ARTICLE V. CORPORATE POWERS

- A. Succession. VCTC has perpetual succession and may adopt a seal and alter it at its pleasure.
- B. Litigation. VCTC may sue and be sued, except as otherwise provided by law, in all actions and proceedings, in all courts and tribunals of competent jurisdiction.
- C. Claims. All claims for money or damages against VCTC are governed by Division 3.6 (commencing with § 810) of Title 1 of the Government Code except as provided therein or by other statutes or regulations expressly applicable thereto.
- D. Motions, Resolutions and Ordinances. The acts of VCTC, VCTC Committees and Advisory Committees shall be expressed by motion, resolution or, only in the case of VCTC (not Committees) ordinance, enacted by a majority of a quorum (unless specifically provided otherwise) of VCTC or of such Committee, as the case may be. Where required by law, the action of VCTC shall be by ordinance. All ordinances shall take effect upon their adoption. The enacting clause of all ordinances shall be as follows: “The Ventura County Transportation Commission does ordain as follows: ...” All ordinances shall be signed by the Chair [or the Vice Chair] of VCTC and attested to by the Executive Director or the Clerk of the Commission.
- E. Authority and Power to Carry Out Legal Duties. VCTC shall have the power and authority to do any and all things permitted by this Code and all things necessary to carry out the purposes by the laws and regulations set forth in Article I of this Code, as such statutes and regulations may be amended from time to time and as provided in any successor statutes and regulations thereto.
- F. Amendment to this Code. VCTC shall have the authority to amend or revoke this Code at any time by the adoption of a resolution amending or revoking this Code, upon the vote of majority of its voting members. Upon revocation of this Code, VCTC shall adopt, by resolution, a new administrative code to govern the procedures, administration and activities of VCTC.
- G. Insurance. VCTC shall maintain, to the extent practicable, general liability, property, errors and omissions, and such other insurance in such amounts and with such coverages as the VCTC shall decide from time to time.
- H. Records Retention. VCTC records, including all personnel records of the Agencies, shall be retained for a minimum of ten (10) years in accordance with Public Utilities Code section 130203. Other than personnel records, all records of the other designated Agencies (ALUC,

SAFE, CTSA and CMP) shall be retained in accordance with the schedule set forth below. The schedule may not be exhaustive and may be supplemented or amended from time to time by VCTC and shall not supersede any State or federal law or regulation inconsistent herewith.

<u>Records</u>	<u>Minimum Retention Time</u>
Financial	Active + 7 years
Agenda packets	Active + 7 years
Federal applications, loans, grants and guarantees	Active + 7 years
Ordinances, resolutions, minutes of meetings	Permanent
Contracts, memoranda of understanding	Active + 4 years
State applications, loans, grants and guarantees	Active + 4 years
Leases, rental agreements, deeds, licenses	Active + 4 years
General chronological files, memoranda and notes, and drafts kept in the ordinary course; maintenance, vendor information, inspection reports, hardware and software documentation	Active + 2 years
Computer back-up disks/tapes	1 year
Drafts and notes not kept in the ordinary course	Active

The Agencies, upon staff recommendation, may order specific records or types of records to be kept longer than established by the schedule without necessitating an amendment of this Section.

Annually, staff shall submit to VCTC a resolution authorizing the sale, destruction or other disposition of certain listed records, which records shall thereafter be sold,

destroyed or otherwise disposed of as directed and authorized by VCTC pursuant to this section.

“Records” as used in this section shall mean and include “public records” as defined in subsection (e) of Government Code section 6252 and “writings” as defined in subsection (g) of Government Code section 6252.

ARTICLE VI. CONTRACTS

- A. **In General.** VCTC may make contracts and enter into stipulations of any nature whatsoever in connection with eminent domain proceedings or otherwise, including, without limiting the generality of the foregoing, contracts to indemnify and hold harmless, to employ labor, and to do all acts necessary and convenient for the full exercise of the powers authorized by state law, minute action, resolution or ordinance of VCTC, or by this Code. VCTC may contract with any department or agency of the United State of America, with any public agency (including, but not limited to, the Department of Transportation, the Southern California Association of Governments, any transit district, joint powers authority, or county or city), or with any person upon such terms and conditions as VCTC deems appropriate and necessary.
- B. **Competitive Bidding.** Except as provided for in Subsection C of this Article VI, and except in an emergency declared by the vote of two-thirds (2/3) of the voting membership of VCTC, contracts for the purchase of supplies, equipment and materials (collectively hereinafter “Materials/Equipment”) in excess of Five Thousand Dollars (\$5,000) shall be awarded to the lowest responsible bidder after competitive bidding, and after evaluating all aspects of the bid, including price, qualifications and expertise in the area. In the event of a such declared emergency, VCTC may award a contract in any amount to any qualified responsible contractor who is able to abate the emergency forthwith.
- C. **Other, Materials/Equipment, Contract Methods.** If, after rejecting bids received pursuant to Article VI, Section B, above, VCTC determines and declares by a two-thirds (2/3) vote of the voting membership that, in its opinion, the Materials/Equipment may be purchased at a lower price in the open market, VCTC may proceed to purchase said Materials/Equipment in the open market without further observance of the provisions regarding contracts, bid or advertisements.
- D. **Professional Services Contracts.** Regardless of the contract amount, contracts for professional services, including but not limited to, contracts for design, advertising, accounting, auditing, research and development equipment, legal representation, advocacy, lobbying and for the Executive Director (“Professional Service Contracts”), may be negotiated after issuance of requests for proposal for the service to be performed from persons or entities whose training, reputation, and experience establish them as qualified to perform such service. In awarding a Professional Service Contract, VCTC may take into consideration factors including, but not limited to, the numbers and particular qualifications of those who will be designated to perform the service sought, references and recommendations of others for who such service has been performed, timing of performance and any specialized needs VCTC may have of the Professional Service Contract contractor. Based on its assessment of the qualifications of each

proposal, VCTC may award a Professional Services Contract to other than the provider submitting the lowest cost or bid proposal received.

ARTICLE VII. CONFLICTS OF INTEREST

- A. Identity of Conflicts. VCTC members and VCTC staff members shall have a personal responsibility to identify potential conflicts of interest. Members and the Executive Director shall timely notify VCTC of such potential conflicts.
- B. Filing of Statements. Pursuant to Government Code § 1126, all members and *ex-officio* members of VCTC and all employees designated in the Conflict of Interest Code of VCTC , as it may be amended from time to time, shall simultaneously file with VCTC a statement of economic interest, and a statement listing all contracts or any financial connections with any entity which provides services, supplies or materials of a type utilized by VCTC.
- C. Removal of Staff Member. The Executive Director shall have the responsibility to remove staff members from a project when its has been ascertained that such a staff member has or may have a conflict of interest.
- D. Members Duty Not To Participate in the Event of a Conflict. Each VCTC member has the personal responsibility not to participate in an action or decision when he or she has ascertained that he or she has a conflict of interest with respect to that matter or decision.
- E. Notification of Conflict. VCTC members and the Executive Director shall notify VCTC in a timely manner of any potential conflict of interest. The Executive Director shall make available to members of VCTC copies of statement of economic interest or statements filed pursuant to Section B of this Article by members, alternates and staff of VCTC when such statement disclose any investments in, income from business positions or contracts, or financial connections with any entity which provides services, supplies or materials of a type utilized by VCTC.