



**SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY**

ADMINISTRATIVE CODE

With Amendments through January 1, 2023

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
ADMINISTRATIVE CODE**

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**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
ADMINISTRATIVE CODE**

Chapter 1

GENERAL PROVISIONS

**Article I
In General**

Sec. 1-1. Title

This Code shall be known as the “Santa Clara Valley Transportation Authority (VTA) Administrative Code,” or “VTA Administrative Code.”

Sec. 1-1.1. Purpose and Overview

This Code prescribes for VTA the governance, administrative and financial provisions of VTA including the powers and duties of officers, the method of appointment of employees, and the methods, procedures, and systems for the operation and management of the organization.

VTA is an independent special district responsible for bus, light rail, and paratransit operations and for serving as the county’s congestion management agency. As such, VTA is responsible for countywide transportation planning, including congestion management issues, specific highway improvement projects, pedestrian, and bicycle improvement projects, and provides these services throughout Santa Clara County.

Sec. 1-1.2. Adoption and Amendment of VTA Administrative Code

This Code is adopted and amended by resolution of the VTA Board of Directors, pursuant to Public Utilities Code Section 100071(D). For efficiency, the VTA General Manager, in consultation with the General Counsel, is authorized to make minor, non-substantive corrections and adjustments to it to reflect ongoing practice adopted by the Board, such as meeting time change. All provisions contained within the VTA Administrative Code must conform to state and federal law and other applicable statutes. The Administrative Code shall be reviewed at least every five (5) years and revised by the Board of Directors as necessary.

Sec. 1-2. Reference includes Amendments

Reference to any portion of this Code includes later amendments to that portion or to any part contained in it.

Sec. 1-3. Applicability of Provisions Governing Construction

Unless the provisions or the context of this Code otherwise require, the general provisions, rules of construction and definitions set out in this chapter shall govern the construction of this Code.

Sec. 1-4. Effect of Headings

Part, chapter, article and section headings and any explanatory notes contained in this Code do not constitute any part of the law.

Sec. 1-5. Severability

If any section, subsection, sentence, clause, or phrase of this Code is for any reason held to be invalid, such decision shall not affect the validity of the remaining portions of this Code. The Board of Directors hereby declares that it would have adopted this Code, and each section, subsection, sentence, clause, and phrase it contains, irrespective of the fact that one or more sections, subsections, sentences, clauses, or phrases may be held invalid.

Sec. 1-6. Delegation of Powers and Duties

Whenever a power is granted to or a duty is imposed upon an officer of VTA, the power may be exercised or the duty may be performed by a designee of such officer or by a person otherwise duly authorized pursuant to law, unless this Code expressly provides otherwise.

Sec. 1-7. Legal Citations

Unless otherwise indicated, all citations to statutes and regulations are those promulgated by the State of California.

Secs. 1-8 - 1-20. Reserved

**Article II
Definitions and Constructions**

Sec. 1-21. State Definitions Adopted

For the purposes of this Code, all words not defined in this Code have the meanings determined by the laws of the State of California and the decisions of the courts of the state.

Sec. 1-22. “Board of Directors” and “Board” Defined

As used in this Code, “Board of Directors” and “Board” mean the governing board of VTA.

Sec. 1-23. Reserved

Sec. 1-24. “County” Defined

As used in this Code, “county” refers to the geographic boundaries of Santa Clara County and “County” (capitalized) refers to the County of Santa Clara (governmental entity).

Sec. 1-25. “Director” Defined

As used in this Code, “Director” means a member of the Board of Directors of VTA.

Sec. 1-26. “VTA” Defined

As used in this Code, “VTA” is the Santa Clara Valley Transportation Authority.

Sec. 1-27. “General Counsel” Defined

As used in this Code, “General Counsel” means the General Counsel of VTA.

Sec. 1-28. “General Manager” Defined

As used in this Code, “General Manager” means the General Manager/Chief Executive Officer (CEO) of VTA. As used in this Code, the terms “General Manager” and “Chief Executive Officer” are synonymous and interchangeable.

Sec. 1-29. “Member Agency” Defined

As used in this Code, “Member Agency” means each public agency which is a member of the congestion management program as provided in the most recently amended version of the Joint Powers Agreement for the Administration of the Santa Clara County Congestion Management Program, dated December 1, 1994 and last amended effective January 1, 2012.

Sec. 1-30. Number Construed

As used in this Code, the singular number includes the plural, and the plural includes the singular.

Sec. 1-31. Title of Officer, Employee, Office, Etc.

The use of the title of any officer, employee, division, department, office, committee, or board in this Code means such officer, employee, division, department, office, committee, or board of VTA.

Sec. 1-32. “Person” Defined

As used in this Code, “person,” except as otherwise provided herein, means any natural person, firm, corporation, partnership, club, and any association or combination of natural persons, whether acting by themselves or through any agent or employee.

Sec. 1-33. “Secretary” Defined

As used in this Code, “Secretary” means the Secretary of the Board of Directors of VTA.

Sec. 1-34. “Shall,” “Must,” “Shall Not,” and “Must Not” Construed

As used in this Code, “shall” and “must” are mandatory, and “shall not” and “must not” are prohibitory, rather than discretionary.

Sec. 1-35. “State” Defined

As used in this Code, “state” is the State of California.

Sec. 1-36. Tense Construed

As used in this Code, the present tense includes the past and future tenses, and the future includes the present.

Sec. 1-37. “Violate” Construed

As used in this Code, “violate” includes failure to comply.

Sec. 1-38. “Advisory Committee,” “Policy Advisory Board”, and “Commission” Defined

As used in this Code, “committee,” “policy advisory board” and “commission” refer to an advisory body established by, and that serves at the pleasure of, the Board of Directors.

Sec. 1-39. “Public Official” Defined

As used herein “public official” means members/alternates/ex officios of the Board of Directors, VTA officers and employees, and consultants/contractors required to file disclosure statements pursuant to VTA’s Conflict of Interest Code.

Sec. 1-40. “Auditor General” Defined

As used herein, “Auditor General” means the Auditor General of VTA.

Chapter 2

BOARD OF DIRECTORS

Article I In General

Sec. 2-1. Board Directions to Staff through General Manager, General Counsel, or Auditor General

The Board of Directors and individual Directors may interact with the subordinates of the General Manager, General Counsel, or Auditor General only for the purposes of inquiry and information. The Board of Directors and individual Directors shall not give orders to the subordinates of the General Manager, General Counsel, or Auditor General, either publicly or privately.

Sec. 2-2. Directors Ineligible for VTA Employment

Directors, during a term of office or for two years thereafter, shall not be eligible for appointment to any VTA office, position or employment carrying compensation, exclusive of travel and other authorized expenses.

Secs. 2-3 - 2-10. *Reserved*

Article II Members

Sec. 2-11. Generally

The Board of Directors consists of 12 voting members who are appointed by their respective appointing agencies as provided in Public Utilities Code Section 100060 on the basis of the appointees' expertise, experience, or knowledge relative to transportation issues.

Sec. 2-12. Alternates

Alternate members will attend Board meetings, attend assigned Standing Committee meetings, and sit for and vote in place of the Director for the Alternate's City or County Grouping if that Director is absent. Alternates are strongly encouraged to attend and participate in meetings as members of the public when the Director for the Alternate's City or County Grouping is attending the meeting.

Sec. 2-13. City and County Groupings; Selection of Directors and Alternates

Groupings of cities and the County, which appoint Directors and alternates to the Board, are as follows:

Group Number	Grouping	Representatives
1	San José	5 Directors 1 Alternate
2	Los Altos Los Altos Hills Mountain View Palo Alto	1 Director 1 Alternate
3	Campbell Cupertino Los Gatos Monte Sereno Saratoga	1 Director 1 Alternate
4	Gilroy Morgan Hill	1 Director 1 Alternate
5	Milpitas Santa Clara Sunnyvale	2 Directors 1 Alternate
6	County of Santa Clara	2 Directors 1 Alternate

Sec. 2-14. Selection of Directors and Alternates by City/County Groupings

Procedures for the selection of Directors and alternates to the Board for Groups 2, 3, 4 and 5 as described in this Code shall be determined by the cities of each respective grouping.

Appointing authorities are strongly encouraged, where possible, to: (1) appoint individuals with appropriate experience and qualifications in transportation; (2) ensure that there is sufficient remaining time in the elected official's term of office to allow full completion of their term as a Director; and (3) reappoint representatives to consecutive terms.

Sec. 2-15. Ex-Officio Directors

Metropolitan Transportation Commissioners who reside in Santa Clara County, and who are not members or alternate members of the Board of Directors by virtue of Public Utilities Code Section 100060, shall be invited to serve as Ex-Officio members of the Board of Directors. Upon acceptance as Ex-Officio Board members, they shall be invited to, and they may regularly attend, Board meetings, including Closed Sessions, but their presence shall not be counted for purposes of establishing a quorum, they shall not have voting rights, and they shall not serve on the standing committees of the Board.

Secs. 2-16 - 2-25. Reserved

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Article III
Board Officers

Sec. 2-26. Generally

The officers of the Board shall be the Chairperson and Vice Chairperson who shall be elected annually by the Board from its voting membership. Only directors, not alternates, are eligible to serve as Chairperson or Vice Chairperson. The Chairperson and Vice Chairperson will serve a one-year term coinciding with the calendar year. Elections will be conducted at the last meeting of the calendar year, where practicable, except in the case of the incumbent Chairperson seeking to serve a second one-year term, as provided in Subsection B hereof.

The Chairperson or Vice Chairperson positions shall be rotated annually according to the permanent rotational schedule established by the Board in January 1997 to ensure Board leadership is balanced between the smaller city groups (Groups 2, 3, 4 and 5), the City of San José (Group 1) and the County of Santa Clara (Group 6):

Chairperson

City of San José
Smaller City Groups
County of Santa Clara
Smaller City Groups

Vice Chairperson

Smaller City Groups
County of Santa Clara
Smaller City Groups
City of San José

Any Board member can be nominated for the Chairperson or Vice Chairperson position that is assigned to his or her collective group, except in the case when the current Chairperson seeks to serve a second term, as provided in Subsection B hereof.

A. Electing New Chairperson (Current Chairperson Not Serving Additional Term)

The election process for new chairpersons, as indicated in the following, will be conducted whenever one of the following conditions is present:

- (1) The current Chairperson does not seek to serve a second term
- (2) The Board does not re-elect the current Chairperson for a second term
- (3) The current Chairperson has served the limit of two consecutive one-year terms

At the meeting immediately preceding the final meeting of each year, the Chairperson shall request that any eligible Board member interested in serving as Chairperson or Vice Chairperson for the upcoming year indicate their interest in writing for distribution to the entire Board. Elections will be conducted at the final meeting of the year, where practicable, and nominations from the floor may be made for either position at any time up to the election.

B. Chairperson Seeking to Serve an Additional Term

The Chairperson may, but is not required to, serve one additional consecutive one-year term (for a maximum of two consecutive years in the position) only if all of the following conditions have been met:

- (1) The Chairperson is willing, will have sufficient time to devote to fulfilling the Chairperson responsibilities, and formally indicates in writing to the Board a desire to serve a second term prior to the third from last meeting of the year (normally October);
- (2) The Chairperson's term as an elected public official will not expire before the end of the additional VTA Chairperson term;
- (3) The Chairperson indicates in writing that they have reasonable assurance that they will be appointed by their City/County group to the VTA Board for the year corresponding to the additional chairperson term; and
- (4) The Board, at the meeting immediately preceding the final meeting of the year, approves re-election of the Chairperson for the additional term.

If all stated conditions are met, the rotation schedule for the Chairperson and Vice Chairperson positions will be temporarily paused through completion of the Chairperson's second term, at which time it will resume.

If all conditions are not met, the election process defined in Subsection A will be conducted.

C. Re-election of Vice Chairperson Contingent on Re-election of Chairperson

If and only if the current Chairperson is re-elected to serve the additional one-year term as specified in Subsection B above, the existing Vice Chairperson will be provided the option to also serve a second one-year term, subject to meeting the same requirements specified for the Chairperson in Subsections B(1)-(3) hereof and also re-election by the Board at the meeting immediately preceding the final meeting of the year.

In the event that the current Chairperson is re-elected for a second one-year term but the current Vice Chairperson declines to serve an additional year or is not reelected by the Board, the election process identified in Subsection A will be conducted for the Vice Chairperson position. Only individuals from the same city/county group as the current Vice Chairperson are eligible for consideration.

Sec. 2-27. Chairperson

The powers and duties of the Chairperson are to:

- (a) Preside at all meetings of the Board.
- (b) Establish the Board’s agenda in consultation with the General Manager.
- (c) Regulate the order of presentations to the Board consistent with the Board Rules of Procedure adopted by the Governance & Audit Committee.
- (d) Call special meetings of the Board for the purpose of transacting any business specified in the notice of the special meeting.
- (e) Sign all ordinances, resolutions and legal instruments approved or authorized by the Board whenever not otherwise delegated to other officers or employees of VTA by this Code, Board action, or law.
- (f) Lead the annual outreach effort to provide information to VTA’s Member Agencies to promote informed appointments of qualified, interested, and capable representatives to the VTA Board of Directors.
- (g) Nominate, for Board approval at the first meeting of the calendar year, or when practicable, Directors to the following assignments for the calendar year: (1) standing committees; (2) policy advisory boards; (3) joint powers boards; (4) ad hoc committees; and (5) to serve as chairpersons of the standing committees.
- (h) Form, as needed and for limited duration, ad hoc committee(s) to serve as a temporary task force to address a specific problem or issue or set of problems or issues, or to achieve a defined objective or objectives.

In addition, for any ad hoc committee formed the Chairperson is responsible for:

- (1) Appointing members to serve on that committee.
 - (2) Determining when the ad hoc committee has completed its assigned task and/or fulfilled its mission and promptly dissolving it accordingly.
 - (3) Promptly informing the Board of Directors in Open Session at one of its meetings on formation or dissolution of any ad hoc committee.
- (i) Perform such additional duties as may be designated by the Board.

Sec. 2-28. Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the event of the Chairperson’s absence or inability to act, and while so acting, shall have all of the authority of the Chairperson. In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall succeed as Chairperson for the balance of the term of office. In the event the office of Vice Chairperson becomes vacant during the term of such office, the Board shall elect a successor from its membership at the earliest meeting at which such election would be practicable. The election shall be for the unexpired term and shall be from the same City/County grouping as the departing Vice Chairperson.

Additionally, the Vice Chairperson will assist the Chairperson with conducting the annual outreach effort to provide information to VTA's Member Agencies to help promote informed appointment of qualified, interested, and capable representatives to the VTA Board.

Sec. 2-29. Chairperson Pro Tem

Whenever both the Chairperson and Vice Chairperson are absent, the Board shall elect a voting Director to act as Chairperson Pro Tem who shall preside at the Board meeting and shall, for the purposes of the meeting for which the Director was so elected, have all the authority of the Chairperson.

Sec. 2-30. Signature Authority

The Chairperson or, in the absence of the Chairperson, the Vice Chairperson or, in the absence of both the Chairperson and Vice Chairperson, the Chairperson Pro Tem who presided at the meeting have authority to sign ordinances, resolutions and legal instruments approved or authorized by the Board at that meeting whenever not otherwise delegated to other officers or employees of VTA by this Code, Board action or law.

Secs. 2-31 - 2-35. Reserved

**Article IV
Standing Committees**

Sec. 2-36. Appointments

At the first meeting in January, the Board shall approve the members and chairpersons of all standing committees of the Board based on recommendations for these positions provided by the Board Chairperson. The term of each appointment shall be for one year coinciding, with the calendar year. The membership of each committee shall consist of four Directors except for: (A) Governance & Audit Committee, which shall consist of five Directors; and (B) Capital Program Committee, which shall consist of six Directors.

The membership of the Governance & Audit Committee shall consist of:

- Board Chairperson
- Board Vice Chairperson
- Chairperson, Administration & Finance Committee
- Chairperson, Congestion Management Program & Planning Committee
- Chairperson, Safety, Security, and Transit Planning & Operations Committee

The Board Chairperson and Vice Chairperson shall also serve as the chairperson and vice chairperson, respectively, of the Governance & Audit Committee.

The membership of the Capital Program Committee will consist of six Directors, one from each of the six City/County Groups as specified in Sec. 2-13, as practicable.

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

For each committee, not more than two of its members may come from the same City Grouping. The Governance & Audit Committee shall not have alternate members, due to its membership comprised of specified Board and Standing Committee leadership positions. In addition, the Board Chairperson and Vice Chairperson may not concurrently serve as chairperson of any of the following Board standing committees: (1) Administration & Finance; (2) Congestion Management Program & Planning; or (3) Safety, Security, and Transit Planning & Operations.

Sec. 2-37. Duties

Standing committees shall serve in an advisory capacity to the Board. They shall meet, study, prepare recommendations and report to the Board on matters within their respective assigned areas of responsibility as well as other matters referred to them by the General Manager or the Chairperson in consultation with each other, or by the Board.

Notwithstanding individual committee responsibilities, standing committees shall work jointly where issues overlap the assignments of two or more standing committees.

Sec. 2-38. Meetings

Unless otherwise determined by the Board, standing committee meetings shall generally be held once a month when there is sufficient business for the committee to transact that month. The Governance & Audit Committee and Capital Program Committee shall generally meet at least once each quarter. The general times and locations of regular meetings shall be defined in the Board’s Rules of Procedure. The specific times and locations of regular meetings for that year shall be established by each committee at its first meeting of the calendar year, taking into consideration the recommendations of the General Manager and Board Secretary. All meetings shall be called, noticed, and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code). The General Manager and General Counsel shall be given notice of all standing committee meetings.

Sec. 2-39. Quorum, Vote, and Procedures

A majority of the standing committee’s total authorized membership shall constitute a quorum for the transaction of business and all official acts of the committee shall require the presence of a quorum and the affirmative vote of a majority of the total membership. At any regularly called meeting not held because of the lack of a quorum, the members present may constitute themselves a “committee of the whole” for the purposes of discussing matters on the agenda of interest to the Directors present. The committee of the whole shall automatically cease to exist if a quorum of the committee is present at the meeting. All meetings shall be conducted in accordance with the Board’s Rules of Procedure.

Sec. 2-40. Standing Committees Established

The standing committees of the Board and their general duties are as follows:

- (a) Administration and Finance Committee. The Administration and Finance Committee shall review and recommend to the Board policy decisions pertaining to the general administration and financial management of VTA.

- (b) Safety, Security, and Transit Planning and Operations Committee. The Safety, Security, and Transit Planning and Operations Committee shall review and recommend to the Board policy decisions pertaining to system safety and security planning, monitoring and reporting, transit planning, transit capital projects, transit operations and marketing.
- (c) Congestion Management Program and Planning Committee. The Congestion Management Program and Planning Committee shall review and recommend to the Board policy decisions pertaining to the congestion management program and the development of the countywide transportation plan for Santa Clara County.
- (d) Governance & Audit Committee. The Governance & Audit Committee shall focus on the management and coordination of the Board of Directors to assist that body with efficiently guiding the organization in an efficient and effective manner to best accomplish VTA's strategic objectives. It shall review and recommend to the Board policy decisions pertaining to Board and organizational goal setting and prioritization, strategic initiative framework development, budget development, and Board and committee processes. Furthermore, it shall oversee the activities of the VTA Auditor General function and recommend to the Board policy decisions required to fulfill the Board's oversight responsibilities for: (1) the integrity of VTA financial statements; (2) compliance with legal and regulatory requirements; and (3) assuring an effective system of internal management and financial controls.
- (e) Capital Program Committee. The Capital Program Committee shall review and recommend to the Board policy decisions pertaining to the activities and imminent issues of VTA capital projects with major resource, multi-jurisdictional coordination, public perception and/or community impact factors. The Capital Program Committee provides focused oversight to promote the efficient delivery of quality major transportation projects safely, on time, within scope and budget, while minimizing community impact.

The specific duties and areas of responsibility for each Board standing committee shall be set forth in the Board's Rules of Procedure.

Secs. 2-41 - 2-50. *Reserved*

Article V Board of Directors' Meetings

Sec. 2-51. Time and Place of Regular Meetings; Brown Act Compliance; Notice

The time and location of regular meetings of the Board shall be established by the Board at its first meeting of the calendar year, taking into consideration the recommendations of the General Manager and Board Secretary. Board meetings shall generally occur the first Thursday of each month. All regular and special meetings shall be called, noticed, and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing at Section 54950 of the Government Code).

Sec. 2-52. Quorum and Voting

A majority of the members of the Board shall constitute a quorum for the transaction of business. No act of the Board is valid unless at least seven concur therein, unless law, statute or convention requires a higher threshold.

Sec. 2-53. Rules of Procedure

The Governance & Audit Committee shall adopt and amend Rules of Procedure that govern the conduct of meetings of the Board and its standing committees. The Rules of Procedure, which shall be consistent with this Code and compliant with the law, shall be reviewed at least every five (5) years and revised by the Governance & Audit Committee, as necessary.

Secs. 2-54 - 2-60. Reserved

Article VI

Per Diem Allowance; Travel Authorization and Reimbursement

Sec. 2-61. Per Diem for Meetings

In lieu of reimbursement for expenses for attending meetings, each Director and each alternate shall be entitled to an allowance of one hundred dollars (\$100) per day for attending Board meetings and meetings of Board standing and ad hoc committees to which the Director or alternate is assigned, not to exceed a total of five (5) days in any calendar month.

In lieu of reimbursement for expenses for attending meetings, each Ex-Officio Director shall be entitled to an allowance of \$100 per day for attending Board meetings, not to exceed a total of five hundred dollars (\$500) in any calendar month (Public Utilities Code Section 100063).

Sec. 2-62. Travel Authorization and Reimbursement

Authorization for and reimbursement of travel expenses of Directors shall be in accordance with VTA's Travel & Expense Policy & Procedure (VTA Policy & Procedure: FRS-PL-340). Rates of reimbursement shall be the same for Directors and VTA employees.

Secs. 2-63 - 2-65. Reserved

Article VII Code of Ethics

Sec. 2-66. Responsibilities of Public Office

The proper operation of democratic government requires that public officials be responsible to the people; that public office or employment not be improperly influenced or used for personal gain; and that the public have confidence in the integrity of government.

The members of the Board of Directors hold office for the benefit of the public. They are bound to uphold the Constitution of the United States and the State of California and to carry out impartially the laws of the nation, state, and VTA. Public officials are bound to observe the highest standards of performance and to discharge faithfully the duties of their office, regardless of personal considerations.

Sec. 2-67. Responsibilities of Directors

The primary responsibility of each Director is to promote the best interest of the public in determining VTA policy. Each Director shall carry out his or her duties in the interest of the agency and not in his or her own interest or in the interest of another person or entity. Directors shall consider the interests of their constituency during deliberations by the Board but shall act in the best interest of all stakeholders.

Sec. 2-68. Purpose of Code of Ethics

The purpose of this Code of Ethics is to recognize the ethical responsibilities of public officials under existing law and to prescribe ethical standards of conduct, which will assure that their actions will not be in conflict or incompatible with the best interests of VTA. The provisions of this Code of Ethics are hereby declared to be in the best interest of VTA and for the protection of the public interest.

This Code of Ethics shall be construed broadly in order to effectuate its purposes. To the extent that the provisions of this Code of Ethics overlap existing general law or regulations, the more stringent provisions shall control.

Sec. 2-69. Existing Standards of Conduct for Public Officials

There are numerous laws and regulations that govern the conduct of public officials and that are applicable to VTA. Because they are contained in various state statutes as well as federal regulations, the following attempts to set them forth in one document for ready reference. When in doubt as to the applicability of any law or regulation, or provision of this Code of Ethics to any particular situation, the potentially affected public official should request an advisory opinion from the Office of the General Counsel. Public officials shall ultimately be responsible for ensuring that they are in compliance with all federal, state, and local rules that apply to them.

The following sections, which summarize the applicable laws and regulations, govern the conduct of all public officials. All persons subject to this Code shall be familiar with its provisions:

- (a) Public officials shall disqualify themselves from making, or participating in the making of, or in any way attempting to use their official position to influence, a governmental decision in which they know or have reason to know they have a financial interest. (Government Code § 87100).
- (b) Directors shall not accept, solicit, or direct a contribution of more than \$250 from any party, or his or her agent, or from any participant, or his or her agent, while a proceeding involving a license, permit, or other entitlement for use is pending before VTA and for 3 months following the date a final decision is rendered in the proceeding if the Director knows or has reason to know that the participant has a financial interest. Directors shall not make, participate in making, or in any way attempt to use his or her official position to influence the decision in a proceeding involving a license, permit, or entitlement for use pending before VTA if the Director has willfully or knowingly received a contribution in an amount of more than \$250 within the preceding 12 months from a party or his or her agent, or from any participant, or his or her agent if the Director knows or has reason to know that the participant has a financial interest in the decision. This provision shall not apply competitively bid, labor, or personal employment contracts. (Government Code § 84308).
- (c) Public officials shall not be financially interested in any contract made by them in their official capacity. They shall not be purchasers at any sale or vendors at any purchase made by them in their official capacity. A contract made in violation of these sections may be voided by the Board of Directors. (Government Code § 1090 et seq.)
- (d) Personal Conflicts of Interest. As provided in the Common Grant Rules and in the Federal Transit Administration (FTA) Master Agreement, no employee, officer, agent, or board member, or his or her immediate family member, partner, or organization that employs or is about to employ any of the foregoing individuals may participate in the selection, award, or administration of a contract supported with FTA assistance if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when any of those individuals previously listed has a financial or other interest in the firm selected for award. (Federal Circular 4220.1F)
- (e) Directors and employees shall not engage in any employment or activity for compensation which is inconsistent or incompatible or in conflict with his or her duties as a Director or employee, or with the duties of his or her appointing power or the agency by which he or she is employed (that is, which would interfere with the official's ability to carry out official duties or exercise independent judgment on behalf of the public interest) (Government Code §§1126, 1128); and shall not engage in outside employment or provide services for compensation where any part of those efforts will be subject to approval by the Board of Directors, or any other board, officer, or employee acting on behalf of VTA. (Government Code § 1126(a)).
- (f) A public official shall not participate in a government decision in which he or she has a close personal interest which would tend to impair the exercise of independent judgment in the public interest.
- (g) A public official shall not hold another public office where the two offices are incompatible.

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

- (h) A Director, officer, employee, or agent of VTA shall not solicit or accept gifts, gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to subagreements, except an unsolicited gift of nominal intrinsic value. “Nominal intrinsic value” for purposes of this section shall mean a value of less than \$50. (FTA Circular 4220.1F, Chapter III sec. 1b.)
- (i) A public official shall not disclose or otherwise use confidential information acquired by virtue of his or her position or employment with VTA for his or her or another person’s private gain. A Director or employee shall not reveal information received in lawful closed session unless such information is required by law to be disclosed. A Director or employee shall not take any action or provide any information for or on behalf of any prospective contractor or vendor which interferes with free and open competition for VTA contracts.

Sec. 2-70. Incompatible Uncompensated Activities

- (a) Directors may participate in outside activities for which they are not compensated, but are discouraged from participating in such non-compensated activities which:
 - (1) Involve a substantial commitment of time that interferes with the Director’s ability to timely discharge his or her official duties; or
 - (2) Involve matters which come regularly before the Board and would create a substantial conflict between the private interests and the exercise of Board authority in the public interest.
- (b) A Director may disqualify himself or herself in matters coming before the Board where the Director concludes that participation would create the appearance of a conflict of interest.

Sec. 2-71. Prohibitions Against Use of Office for Personal Gain

A public official shall not use for personal gain or advantage VTA facilities, equipment, supplies, personnel, or other things of value; or his or her office to secure, for personal benefit, gifts, special privileges, or exemptions.

Sec. 2-72. Conduct When There May Be a Financial Interest

Directors, employees, and consultants shall conduct themselves as follows whenever the Director, employee or consultant has, or may have, a financial interest in making or participating in the making of, any governmental decision:

- (a) Directors: Unless his or her participation is legally required, when the matter comes up on the agenda, the Director shall disclose his or her interest, refrain from participating in any way in the decision-making process, and withdraw from the room if the subject is being discussed in closed session.
- (b) Employees: The employee shall immediately report the nature of the matter and the existence of a conflict to his or her superior so that the work may be assigned to another.
- (c) Consultants: The consultant shall immediately report the nature of the matter and the existence of the conflict to the General Manager, who shall determine the action to be taken.

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Sec. 2-73. Undue Influence or Favor

A public official shall not, by his or her conduct, give reasonable basis for the impression that any person improperly can influence him or her or unduly enjoy his or her favor in the performance of his or her official acts or actions, or that he or she is affected unduly by the kinship, rank, position of, or association with, any person.

Sec. 2-74. Violations: Procedure

Alleged violations of the provisions of this Code of Ethics by a Director, advisory board member, committee member, vendor, or contractor/consultant may be referred to the Auditor General for investigation and initial assessment. The Auditor General, in consultation with General Counsel, shall promptly provide notice to the alleged violator of the allegation, unless the Auditor General determines either that (1) the allegation, on its face, does not amount to a violation of the Code of Ethics or warrant even an initial evaluation, or (2) notice of the allegation must be delayed in order not to compromise an initial evaluation. If the Auditor General determines after an initial evaluation that sufficient cause exists to conduct an investigation into the allegations, the Auditor General may either instigate and/or assign an investigation, and shall give the alleged violator notice of such. The Auditor General or assigned investigator(s) shall provide the alleged violator with a reasonable opportunity to be interviewed concerning the allegations. The Auditor General or assigned investigator(s) shall report the findings of the investigation and any recommendations to the Board. The Board shall either approve the findings and recommendations or else take other appropriate action consistent with the provisions of the Administrative Code. The Board may not approve a finding of an Ethics Code violation or impose any penalties unless the alleged violator is provided a reasonable opportunity to be publicly heard concerning the allegations or findings and to present evidence in rebuttal.

Alleged violations of the provisions of this Code of Ethics by a VTA employee may be referred to the Auditor General, the General Manager, or the General Counsel for initial evaluation, referral, investigation, and action, as appropriate. Investigations of employees shall be performed in accordance with the VTA's standard practice for conducting employee misconduct investigations, consistent with applicable law, labor agreements, and/or personnel procedures.

Ethics complaints against the Auditor General may be reported to the General Counsel, who shall take actions consistent with this Section's requirement of providing notice and conducting or assigning an investigation.

Directors and other individuals may also report any ethics allegations to officials responsible by law for enforcement of this Code or the other provisions of law pertaining to conflicts of interest or standards of conduct for public officials.

Sec. 2-75. Penalties for Violation

- (a) An employee who violates any of the standards of conduct set forth herein is subject to discipline, up to and including discharge, in addition to any penalties provided by law.

- (b) Directors and consultants/contractors who violate any of the standards of conduct set forth herein are subject to the following sanctions in addition to any penalties provided by law:
- (1) Expulsion from the Board or public censure by the Board.
 - (2) An official finding of misconduct in office and removal from office upon an accusation proceeding instituted by the grand jury.
 - (3) Forfeiture into VTA's general fund of any amounts or things of value given or paid in violation of this Code of Ethics.
 - (4) A penalty assessment to be deposited into VTA's general fund of \$500 per violation of this Code of Ethics or an amount equal to three times the amount given, paid or expended in violation of this Code of Ethics, whichever amount is greater.

Sec. 2-76. Post Employment Restrictions

- (a) Post employment restriction for Directors/Alternates.

VTA shall not employ or retain under contract for compensation any individual who has served as a Director/alternate within the previous two years. No Director/alternate who leaves his or her office and accepts a position of employment with a current or future VTA contractor/consultant may participate in a project or provide any goods or services to the VTA, through the consultant/contractor, for a period of two years.

- (b) Post employment restrictions for employees.

No employee who leaves his or her VTA position and accepts a position of employment with a current or future VTA contractor (consultant, vendor, developer) may participate in a project or provide any goods or services to the VTA, through the contractor, for a period of two years, except where VTA determines that the employee (1) does not hold a key position on the project, (2) has not previously participated in any meaningful way in developing or managing the contract, (3) and has not held a position of substantial responsibility in the area of service to be performed under the contract.

The General Manager may, when it is in the overall best interests of VTA, make exceptions in the case of employees who leave due to retirement or layoff.

Chapter 3

SECRETARY

Sec. 3-1. Powers and Duties - Generally

The Secretary shall take the minutes, prepare the correspondence, assemble, and distribute the agendas, post, and deliver meeting and hearing notices, keep the records, and generally provide clerical and administrative support for the Board of Directors and its committees as required by law and as requested by the Board.

Sec. 3-2. Petitions, Claims, Communications, Etc.

The Secretary shall receive, on behalf of the Board, any and all petitions, applications, claims, legal process, and requests for consideration of the Board, and shall process and file them for the Board. For Public Record requests submitted to VTA, the Secretary shall record the intake and the General Counsel shall be responsible for coordinating, recording, retaining, and transmitting the formal response.

Sec. 3-3. Duty to Prepare Agenda and Meeting Notices; Distribute Information

The Secretary shall prepare, post, and distribute the agenda and notices for Board and designated committee meetings in accordance with the Ralph M. Brown Act (commencing with Section 54950 of the Government Code.). The Secretary shall assemble and distribute reports and other documents requested to be distributed with the agenda packet. The Secretary shall also distribute to Directors and committee members, as appropriate, all information and announcements pertinent to their roles and responsibilities.

Sec. 3-4. Recording and Certification of Acts of Board; Attestations

The Secretary shall record the votes of the Board and issue certifications of such vote, order, resolution, ordinance, or other act of the Board by affixing the Secretary's signature and seal of the Board upon the document. The Secretary shall also attest to the signature of the Chairperson, Vice Chairperson, and other officers of VTA.

Chapter 4

ADVISORY BOARDS AND COMMITTEES, AND OVERSIGHT COMMITTEES

Article I In General

Sec. 4-1. Establishment; Dissolution; Appointments

Advisory boards and committees may be established by, and unless otherwise provided by statute, serve at the pleasure of the Board. The Board may dissolve any advisory board or committee it determines: (A) is no longer necessary for VTA to fulfill its mission; (B) no longer serves VTA's best interests or the public it serves; and/or (C) that its duties and responsibilities are being or can be reasonably fulfilled by another committee. Committee dissolution requires a formal action by the Board.

Except as otherwise provided, membership terms shall be for one year, coinciding with the calendar year. Unless otherwise provided by bylaws, members may be re-appointed for successive terms at the discretion of the appointing authority and vacancies shall be filled by the body that made the initial appointment. VTA employees shall not be eligible for appointment to VTA: (A) advisory boards; (B) advisory committees; (C) oversight committees; or (D) except as otherwise provided by the Board, other committees or boards established by the Board and whose members are appointed by the Board.

Sec. 4-2. General Duties

Advisory boards and committees shall provide advice, perspective, and expertise in their assigned area of responsibility to the Board on matters of VTA policy and shall have additional duties as assigned by the Board. Except for sales tax oversight committees, advisory boards and committees shall not have independent duties or authority to take actions that bind the Board. It shall be the members' responsibility to keep their respective appointing jurisdiction or stakeholder group informed of key issues, to facilitate communication between those agencies and VTA, and to help build the consensus necessary to make policy decisions.

Sec. 4-3. Bylaws

Each advisory board and committee shall adopt bylaws, which shall be approved by the Governance & Audit Committee, for the conduct of its business. The adopted and approved bylaws shall govern the proceedings of the board or committee to the extent they are not inconsistent with this Code or law. Bylaws may be amended by the respective committee by the affirmative vote of a majority of its total authorized membership and with the approval of the Governance & Audit Committee.

The Governance & Audit Committee may also impose changes to the bylaws for: (A) advisory boards; (B) advisory committees; (C) oversight committees; or (D) other committees or boards established by the Board that it deems to be in the best interest of VTA and the public it serves.

Sec. 4-4. Staff Support; Expenses

Agendas, public noticing, minutes, and other staff services shall be furnished to advisory boards and committees as directed by the General Manager and in compliance with the Ralph M. Brown Act (commencing with Section 54950 of the Government Code). Except for sales tax oversight committees, advisory boards and committees shall not make any expenditures or requisitions for services and supplies. An individual member of an advisory board or committee shall not be entitled to reimbursement for travel or other expenses except as authorized by the Board Chairperson or the General Manager.

Sec. 4-5. Election and Duties of Chairperson and Vice Chairperson

Each advisory board, advisory committee, and oversight committee shall elect from its voting membership a chairperson to preside at all meetings and a vice chairperson, who, in the event of the chairperson's absence or inability to act, shall serve as chairperson. Ex-officio and alternate members are not eligible to serve in these positions.

Any person making personal, impertinent, or indecorous remarks while addressing an advisory board, advisory committee, or oversight committee may be barred by the Chairperson from further appearance before that body at that meeting or hearing, unless permission to continue is granted by an affirmative vote of a majority of the advisory board, advisory committee, or oversight committee membership, as provided in that body's bylaws.

Each Chairperson is authorized to order the removal of any person who commits any of the following acts during any meeting:

- (a) Disorderly, contemptuous, or insolent behavior toward any other person at the meeting;
- (b) Behavior that results in the interruption of an advisory board, advisory committee, or oversight committee meeting including, but not limited to, a breach of the peace, boisterous conduct, or a noisy or violent disturbance;
- (c) Disobedience of any lawful order of the Chairperson, including an order to be seated or to refrain from addressing the advisory board, advisory committee, or oversight committee; or
- (d) Any other unlawful interference with the due, orderly, and safe conduct of an advisory board, advisory committee, or oversight committee meeting.

Sec. 4-6. Reimbursement for Expenses to Travel to and from Advisory Board and Committee Meetings

VTA shall reimburse to each advisory board, oversight committee, and advisory committee member, upon request thereof, the actual cost of travel to and from a scheduled advisory board or committee or subcommittee meeting. Cost of travel consists of the greater of: (1) actual fare paid if by public transportation or paratransit; (2) cost of two VTA adult single ride tickets if by bicycle; and (3) current IRS mileage rate if by automobile.

Secs. 4-7 - 4-15. Reserved

Article II Meetings

Sec. 4-16. Meetings

Unless otherwise provided, each advisory board and committee shall generally meet at least once per quarter. The general times and locations of its regular meetings shall be indicated in its bylaws and the specific date and time of meetings for the year shall be determined by the respective committee, in consultation with the General Manager and Board Secretary, at the first meeting of each year. All meetings shall be called, noticed, and conducted in accordance with the applicable provisions of the Ralph M. Brown Act. (commencing with Section 54950 of the Government Code). The General Manager and General Counsel shall be given notice of all advisory board and committee meetings.

Sec. 4-17. Quorum; Vote; Committee of the Whole

A majority of the total authorized membership of the advisory board or committee constitutes a quorum for the transaction of business, unless the committee or board bylaws provide otherwise. All acts of the body shall require either the affirmative vote of a majority of its total authorized membership, or if the committee or board bylaws so provide, the affirmative vote of the majority of the members present, so long as a quorum is present. At any regularly called meeting not held because of the lack of a quorum, the members present may constitute themselves a “committee of the whole” for the purposes of discussing matters on the agenda of interest to the committee members present. The committee of the whole shall automatically cease to exist if a quorum is present at the meeting.

Secs. 4-18 - 4-24. Reserved

Article III Advisory Committees

Sec. 4-25. Purpose and Overview

VTA advisory committees provide the forum for designated stakeholder groups to provide input, diverse perspective, and technical expertise to the VTA Board of Directors and administration on proposed changes to VTA policy or priorities that potentially impact transit service and transportation projects throughout the county.

Sec. 4-26. Policy Advisory Committee

- (a) Membership. A Policy Advisory Committee is established consisting of sixteen members and their alternates, who are elected officials, as follows: one governing board member from each Member Agency governing board and an alternate for each member, who also shall be a governing board member, shall be appointed by their respective governing board for a two-year term. The alternate representing the County Board of Supervisors may be selected from a Member Agency city council. If a member or alternate ceases to hold office on the governing board from which he or she was appointed, the appointing body shall appoint another member or alternate for the remainder of the term. No Director shall be appointed to serve on the committee,

although alternate Directors may be appointed to the committee. Committee bylaws may establish further restrictions on qualifications for membership.

- (b) Duties. It shall be the duty of the committee to advise the Board on:
 - (1) Policy issues referred to the committee by either the Board or the General Manager
 - (2) The countywide transportation plan (Valley Transportation Plan), the Short-Range Transit Plan (SRTP), development of the annual or biennial budget, and fare and service modifications.

The Committee may also advise the Board of Directors with respect to any policy matter the members determine to be relevant to their Member Agency or to VTA.

Sec. 4-27. Technical Advisory Committee

- (a) Membership. A Technical Advisory Committee is established consisting of one staff member from each Member Agency. One member and one alternate shall be appointed by the highest executive officer (e.g., city manager, county executive, town manager, etc.,) of each Member Agency and shall serve at the pleasure of the represented agency. In addition, the California Department of Transportation (Caltrans), Metropolitan Transportation Commission (MTC), and the Santa Clara Valley Water District may each appoint one ex-officio member and one alternate, who shall not be counted for purposes of establishing a quorum and who shall not have voting rights. Committee bylaws may establish further restrictions on qualifications for membership.
- (b) Duties. It shall be the duty of the committee to advise the Board on major policy and technical issues related to VTA projects and programs which are referred to the committee either by the Board or the General Manager in consultation with the Chairperson or which are raised by the committee upon its own initiative.

Sec. 4-28. Citizens Advisory Committee

- (a) Membership. A Citizens Advisory Committee is established consisting of thirteen (13) members appointed in accordance with subsection (b). All members shall be residents of Santa Clara County during their term. Individuals currently holding elected public office are not eligible to serve on the committee. The committee shall have no alternate members. The Committee bylaws may establish further restrictions on qualifications for membership and term of office.
- (b) Appointments. Members shall be appointed to represent stakeholder groups or constituencies from two broad categories: (1) Community & Societal Interests; and (2) Business & Labor. Appointments shall be made as established in the Committee bylaws.

The appointment process shall be competitive, based on the applicant's ability to maximize bilateral communication between VTA and targeted stakeholder constituencies, as determined by the Governance & Audit Committee. Evaluation of candidate applications shall be performed based on the process established in the Committee bylaws. The Governance & Audit Committee shall approve all appointments to the Committee.

- (c) Duties. It shall be the duty of the committee to advise the Board on policy issues referred to the committee either by the Board or the General Manager in consultation with the Committee Chairperson.

As specified by the 2000 Measure A ballot, the Committee shall also serve as the independent Citizens Watchdog Committee (CWC) for the 2000 Measure A Transit Sales Tax (“2000 Measure A”) during its term (April 2006 – March 2036) and perform the duties specified in the Measure A ballot.

As specified in the 2008 Measure D ballot, the 2000 Measure A Citizens Watchdog Committee further shall review and comment on a comprehensive transit program submitted by VTA.

Except when acting in its capacity as the Citizens Watchdog Committee as specified in the 2000 Measure A Transit Sales Tax ballot, the committee shall not have the authority to communicate externally, but all communications by the committee shall be to and through the Board.

Sec. 4-29. Committee for Transportation Mobility & Accessibility

- (a) Membership. A Committee for Transportation Mobility & Accessibility is established consisting of 17 voting members with prescribed alternates and two ex-officio, non-voting members, as follows:

Voting Members

- (1) Seniors/Persons with Disabilities: seven members with two shared alternates.
- (2) Human Service Organizations: seven members with corresponding alternates, one each for seven organizations familiar with public transportation and serving seniors or persons with disabilities.
- (3) Three members from either the Seniors/Persons with Disabilities category, the Human Services Organizations category, or a combination thereof, depending on available qualified applicants and efforts to represent the geographic diversity of the county.

Ex-officio Members

The current contracted paratransit provider shall designate an employee thereof to serve as an ex-officio, non-voting member. The Chairperson of the Board of Directors shall designate one member of the VTA Board of Directors to serve as an ex-officio, non-voting member, and that individual may assign a representative to serve in his or her absence.

Committee bylaws may establish further restrictions on qualifications for membership. The Governance & Audit Committee will approve all appointments to the Committee.

- (b) Duties. It shall be the duty of the committee to perform the functions of a paratransit coordinating council, and to advise the Board of Directors on matters pertaining to: (1) mobility and accessibility for senior citizens and persons with disabilities; (2) paratransit services in Santa Clara County; (3) accessibility to VTA transit services; and (4) state and federal laws related thereto.

Sec. 4-30. Bicycle and Pedestrian Advisory Committee

- (a) Membership. A Bicycle and Pedestrian Advisory Committee is established consisting of sixteen members who are bicyclists or pedestrians, and who either live or work in Santa Clara County. Each Member Agency shall appoint one member. In addition, the Silicon Valley Bicycle Coalition (SVBC) may appoint one ex-officio member and one alternate, who shall not be counted for purposes of establishing a quorum and who shall not have voting rights. Committee bylaws may establish further restrictions on qualifications for membership. The Governance & Audit Committee will approve all appointments to the Committee.
- (b) Duties. It shall be the duty of the committee to advise the Board and to make recommendations regarding funding priorities for bicycle and pedestrian projects in the county; review and provide comments to VTA staff regarding plans and designs for an effective countywide bikeway and pedestrian system, updates of the Countywide Bicycle Plan and Countywide Bicycle Map, bicycle and pedestrian element of the countywide transportation plan, and bicycle- related issues affecting the transit system. It shall also coordinate with bicycle and pedestrian advisory committees of other agencies on multi-jurisdictional bicycle and pedestrian issues and serve as the countywide bicycle and pedestrian advisory committee for the County Santa Clara.

**Article IV
Policy Advisory Boards**

Sec. 4-31. Purpose and Overview

VTA policy advisory boards (PABs) are established by the Board of Directors for each major transit and highway corridor under study by VTA. They provide input, perspective, and recommendations to the VTA Board of Directors and administration. The purpose of the PABs is to ensure that the local jurisdictions most affected by major transportation capital improvement projects are involved and have a voice in guiding the planning, development, and design of those projects. Each PAB shall serve until the Board of Directors determines that it has fulfilled its assigned duties.

Sec. 4-32. Membership

Each PAB shall consist of:

- (a) two Directors and their alternates (as defined in Sec. 2-13);
- (b) governing board members and their respective alternates from jurisdictions within or nearby the affected transportation corridor; and
- (c) ex-officio members consisting of other local officials, dignitaries or experts deemed to have valuable insight, perspective, or contribution to the process.

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

The number of governing board and ex-officio members will be determined for each specific PAB based on its unique location, factors and conditions and be specified in the respective PAB's bylaws.

If a member or alternate ceases to hold office on the governing board from which he or she was appointed, the appointing body shall appoint another member or alternate for the remainder of the term.

The Governance & Audit Committee shall ratify all appointments by external bodies to VTA PABs.

Sec. 4-33. Alternates

If a PAB member is absent from all or a portion of a meeting, the alternate shall be seated in that member's seat and vote in the place of the absent member. An alternate shall be counted as part of the PAB's quorum only when seated in the place of an absent member. When not serving in place of the absent member, the alternate is a member of the public and accordingly shall sit with the audience and follow the procedures for the public to address the board.

Sec. 4-34. Specific duties

The specific duties for each PAB shall be established in its bylaws based on the respective project's unique purpose, geographical location, factors, and conditions.

**Article V
Oversight Committees**

Sec. 4-35. Overview; Establishment

The 2016 Measure B sales tax ("Measure B") was approved by Santa Clara County voters on November 8, 2016. The ballot specified that VTA as the administrator of the tax, and that "an independent citizens' oversight committee shall be appointed to ensure that the funds are being expended consistent with the approved Program." The ballot also listed the specific duties and responsibilities of the citizens' oversight committee.

In accordance with the 2016 Measure B ballot, the Board of Directors has established the 2016 Measure B Citizens' Oversight Committee ("Committee") to perform the specific duties defined in the ballot. The Committee shall serve during the term of the sales tax (April 2017 – March 2047) and for a reasonable period thereafter necessary for the Committee to complete its work.

Sec. 4-36. Membership; Membership Requirements; Term of Office

The Committee shall be composed of eight (8) voting members. All members shall be registered voters of Santa Clara County during their term. The Committee shall not have alternate members. To assure independence, no elected or appointed public official shall be appointed to the Committee. Further membership requirements may be established in the bylaws for the committee.

The membership shall be comprised of individuals with relevant expertise and experience necessary to assist the Committee in its task of evaluating 2016 Measure B revenues and project expenditures to determine compliance with the commitments made to voters in the ballot.

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Committee members will be subject to VTA's Conflict of Interest policies as specified in the VTA Administrative Code. Members will also be required to complete and submit the California Fair Political Practices Commission's Form 700 – Statement of Economic Interests at the required intervals.

Committee members shall be appointed for a four (4) year term, commencing on January 1. Half the terms shall be staggered by a two-year interval. Members are limited to two consecutive terms.

The Board of Directors shall approve all appointments to the 2016 Measure B Citizens' Advisory Committee following an appointment process specified in the bylaws for the committee.

Sec. 4-37. Bylaws

Bylaws shall be established for the Committee for the conduct of its business. Bylaws may be amended by the Committee by the affirmative vote of a majority of its total authorized membership and with the approval of the Board of Directors. The Board of Directors may also impose changes to the Committee bylaws it deems to be in the best interest of the public.

Sec. 4-38. Specific Duties

The primary duty of the committee, as stated in the Measure B ballot, is to ensure that Measure B funds are being expended consistent with the approved Measure B Program.

The specific duties and tasks of the 2016 Measure B Citizens' Oversight Committee shall be established in its bylaws based on those defined in the Measure B ballot. The VTA Board of Directors may approve additional tasks for the committee that align, but do not conflict with, its Measure B duties.

Sec. 4-39. Staff Support; Expense; Reimbursement for Travel to/from Committee Meetings

Agendas, public noticing, minutes, and other staff services shall be furnished to the Committees as directed by the General Manager and in compliance with the Ralph M. Brown Act (commencing with Section 54950 of the Government Code).

VTA shall provide reasonable resources necessary for the Committee to fulfill its duties as specified in the Measure B ballot.

VTA shall reimburse to each Committee member, upon request thereof, the actual cost of travel to and from a scheduled 2016 Measure B Citizens' Oversight Committee or subcommittee meeting, as provided in Sec. 4-6.

Individual members of the Committee shall not be entitled to reimbursement for travel or other expenses except as authorized by the Board Chairperson or the General Manager.

Sec. 4-40. Meetings; Quorum; Voting

The committee shall meet a minimum of four times per year. The presence of five (5) members shall constitute a quorum for the transaction of business. All acts of the Committee shall require the presence of a quorum and the affirmative vote of a majority of the total membership (five (5) members).

Chapter 5

OFFICERS

Sec. 5-1. Generally

The officers of VTA shall consist of: the members of the Board of Directors; the Chairperson and Vice Chairperson, each of whom shall be a member of the Board of Directors; a General Manager and General Counsel, both of whom shall be appointed by and serve at the pleasure of the Board; a Secretary appointed by the General Manager; a Chief Financial Officer, appointed by the General Manager; and such other officers as the Board may provide for.

Sec. 5-2. Powers and Duties of the General Manager

The powers and duties of the General Manager are to:

- (a) Head the administrative branch of VTA and to be responsible to the Board of Directors for the proper administration of all affairs of VTA.
- (b) Appoint, supervise, suspend, or remove VTA officers and employees other than the members of the Board and officers appointed by the Board.
- (c) Supervise and direct the preparation of the biennial (or annual) budget for the Board and be responsible for its administration after its adoption, except as provided in Sec. 6-2.
- (d) Prepare and submit to the Board as soon as practicable after the end of each fiscal year a complete report of the finances and administrative activities of VTA for the preceding year.
- (e) Prepare the congestion management plan for approval by the Board and administer the congestion management program for the county as provided in the Joint Powers Agreement for the Administration of the Santa Clara County Congestion Management Program, dated December 1, 1994, as most recently amended.
- (f) Prepare the countywide transportation plan for approval by the Board.
- (g) Formulate and present to the Board plans for transit facilities and other capital projects and the means to finance them.
- (h) Supervise the planning, acquisition, construction, maintenance, and operation of the transit facilities of VTA.
- (i) Attend all meetings of the Board.
- (j) Administer the personnel system and employee relations of VTA and to establish the positions and staff levels and fix the compensation of employees appointed by or under the authority of the General Manager within the limits of VTA's budget.
- (k) Direct the preparation and administration of contracts for goods and services and to serve as VTA's purchasing agent.

- (l) Execute grant applications, certifications, and other documents to apply for funding for VTA and, when authorized by the Board, to execute agreements for such funding.
- (m) Direct the development of self-retention limits, self-insured liability reserves and appropriate insurance coverage and programs.
- (n) Perform such other and additional duties as the Board may require.

Sec. 5-3. General Manager - Real Property Powers and Duties

The General Manager has the authority to accept deeds, easements, and other conveyances, as well as to execute documents for such transactions, on behalf of VTA; and to execute and to bind VTA to real property license agreements, permits, certifications, purchase and sales agreements, and other conveyances for real property and real property rights valued up to \$1,000,000. When authorized by the Board to proceed with the acquisition process incident to the exercise of eminent domain power by VTA, the General Manager has the authority to execute real property purchase agreements and possession-and-use agreements up to \$1,000,000.

Sec. 5-4. Reserved.

Sec. 5-5. General Manager - Grant Agreements

The General Manager is authorized to pursue and execute grant agreements for amounts not to exceed \$5,000,000 for projects and programs not included in VTA’s current budget. The General Manager is authorized to execute all grant agreements identified and included in VTA’s current or prior approved budgets, unless acceptance of the grant specifically requires approval by the Board.

Sec. 5-6. Powers and Duties of the Chief Financial Officer

The powers and duties of the Chief Financial Officer are to:

- (a) Manage the general accounting, grant accounting, and property accounting functions of VTA.
- (b) Take custody and manage the banking and investment of VTA funds.
- (c) Manage the collection process for fares and other revenues.
- (d) Manage the issuance of disbursement payments.
- (e) Manage the financial administration of VTA’s Pension and Other Post Employment Benefit Programs.
- (f) Manage the annual or biennial budget process.
- (g) To manage the debt financing program.
- (h) Prepare monthly and annual financial statements and reports.
- (i) Perform such other duties and functions required by VTA’s enabling act or this Code.
- (j) Perform such other duties and functions that state law requires to be performed by the controller or treasurer of VTA.
- (k) Perform such other duties and functions assigned by the General Manager.

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Chapter 6

GENERAL COUNSEL

Sec. 6-1. Powers and Duties of the General Counsel

The powers and duties of the General Counsel are to:

- (a) Advise the Board of Directors and its standing committees in all legal matters pertaining to VTA.
- (b) Perform all legal services for VTA as directed by the Board.
- (c) Attend all meetings of the Board.
- (d) Draw resolutions, ordinances, and contracts.
- (e) Represent VTA as its legal representative in all matters, actions, or proceedings in which VTA is a party or is interested.
- (f) Prepare legal opinion letters.
- (g) Authorize the VTA to instigate or participate in litigation for the following matters: (1) litigation previously approved by the Board; (2) matters in which the disputed amount is \$125,000 or less, or where VTA is seeking non-monetary relief; the General Counsel will annually provide to the Board a summary report of litigation initiated under this authority; (3) unlawful detainer actions; (4) litigation in the form of a cross-complaint or cross-claim against parties who have already instigated litigation against VTA; or (5) matters in which litigation is necessary to meet a statutory, court, or other deadline in order to preserve VTA's interests.
- (h) Issue subpoenas for the attendance of witnesses, to compel their attendance and testimony, to administer oaths and affirmations, to take evidence, and to issue subpoenas for the production of any papers, books, accounts, records, documents, or other items that may be relevant to an investigation, enforcement action or prosecution of any alleged violations of this Code or Board Ordinances.
- (i) Keep a record of closed session proceedings at all Board and standing committee meetings.
- (j) Waive potential legal conflicts of outside attorneys representing the VTA.
- (k) (1) Settle disputed claims and/or lawsuits relating to supplies, equipment, materials, and services; workers' compensation disability; and personal injury, property damage and other tort claims up to \$125,000 per claimant, with the concurrence of the General Manager and Chief Financial Officer; and (2) resolve matters where VTA is receiving funds, regardless of the amount, with the concurrence of the General Manager and Chief Financial Officer.
- (l) Perform such other duties as the Board may prescribe.

Sec. 6-2. Budget Submittal; Employees

As part of VTA’s comprehensive budget, the General Counsel shall prepare and recommend to the Board a biennial (or annual) budget for the General Counsel’s office in accordance with the procedures established in this Code and the financial policies adopted by the Board. The General Counsel shall have the authority to establish the positions and staff levels and appoint and remove all employees in the General Counsel’s office and to fix their compensation within the limits of the General Counsel’s budget.

Sec. 6-3. Requests for Opinions to be Written

If requested by the General Counsel, requests for opinions of the General Counsel shall be in writing.

Sec. 6-4. Use of Outside Counsel

The General Counsel shall act as the legal officer of VTA. Other divisions, departments, or offices of VTA shall not employ or consult any outside counsel with respect to VTA affairs except with the consent of and through the General Counsel, unless authorized by the Board.

Sec. 6-5. Transmittal of Papers in Actions Involving VTA

It shall be the duty of the head of each division, department, and office of VTA to transmit to the General Counsel, immediately, any and all pleadings or papers served in any action or proceeding involving VTA or such official in his or her official capacity.

Chapter 7

PERSONNEL SYSTEM

Sec. 7-1. Merit Principle

Except as otherwise provided in this Chapter, all appointments to and promotions within the administrative service of VTA shall be based upon merit and fitness which shall be ascertained by means of recognized personnel selection techniques. The service of VTA shall be divided into the Unclassified and Classified Service. Appointments and promotions in the Classified Service of VTA shall be made from eligible lists to be established by examination in accordance with personnel policies and procedures adopted in the manner provided in this chapter. Nothing herein shall be deemed to revoke the “at will” status of all positions at the Deputy Director level and above, and all positions reporting directly to the General Manager and the General Counsel, as set forth in VTA Resolution No. 99.01.01.

Sec. 7-2. Unclassified and Classified Service

- (a) The Unclassified Service shall comprise the following officers and positions:
 - (1) All members of the Board of Directors.
 - (2) General Manager and all positions reporting directly to the General Manager.
 - (3) General Counsel and all positions reporting directly to the General Counsel.
 - (4) Division Chiefs/Division Directors/Division Deputy Directors.
 - (5) Persons employed for a temporary or limited duration, as specified by the General Manager.
- (b) The Classified Service shall comprise all positions not specifically included by this section in the Unclassified Service.

Sec. 7-3. Persons Not Part of VTA Service

The service of VTA shall not include:

- (a) Members of advisory boards and committees.
- (b) Persons employed by contract to render professional, scientific, technical, or expert advice.
- (c) Independent contractors.
- (d) Volunteers.

Sec. 7-4. Position Classification and Pay Ranges

The General Manager, with the advice of the Director of Business Services, shall establish a position classification plan and pay ranges of all positions in VTA. The pay ranges shall include a minimum and maximum and such intermediate steps or a midpoint as may be deemed desirable for each class of positions.

Sec. 7-5. Personnel Policies and Procedures

The General Manager, through the Director of Business Services, shall administer the personnel system of VTA and, except as otherwise required or prohibited by law, shall have the authority to adopt and implement specific policies and procedures to govern the following phases of the personnel system:

- (a) The preparation, installation, revision, and maintenance of a classification plan and salary schedules covering all positions in VTA classified service.
- (b) The formulation of minimum standards and qualifications for each class of position in the classified service, together with the salary to be attached to each position.
- (c) The posting and announcement of vacancies in the classified service and examinations and the acceptance of applications for employment.
- (d) The preparation and conduct of examinations and the establishment and use of employment lists containing names of persons eligible for appointment.
- (e) The certification and appointment of persons from employment lists to fill vacancies and the making of temporary and emergency appointments.
- (f) The evaluation of employees.
- (g) The transfer, promotion, demotion, and reinstatement of employees in the classified service.
- (h) The separation from VTA service of employees through layoff, suspension, dismissal, and for incapacity to perform required duties.
- (i) The standardization of hours of work, payroll practices, attendance and leave regulations, working conditions and the development of employee morale, welfare, training, benefits, and services.
- (j) The maintenance of necessary personnel records and forms.
- (k) Other necessary personnel policies and procedures mandated by federal, and state law.

Chapter 8

EMPLOYEE RELATIONS

Sec. 8-1. Administration of Employer-Employee Relations

The administration of employer-employee relations in VTA shall be in conformance with Section 100300 et seq. of the Public Utilities Code, and as more specifically established by rules and regulations adopted by the Board upon recommendation by the General Manager.

Chapter 9

PURCHASING AND CONTRACTING

Article I Purchasing Agent

Sec. 9-1. Purchasing Agent

The General Manager shall serve as the purchasing agent for VTA. The General Manager may delegate some or all of the duties and responsibilities of the purchasing agent to others in VTA.

Sec. 9-2. Powers and Duties of the Purchasing Agent

The powers and duties of the purchasing agent are:

- (a) to purchase supplies, materials, equipment, or other personal property required by VTA up to the amount of \$1,000,000 per purchase order or contract. Such contracts exceeding \$1,000,000 require approval by the Board of Directors.
- (b) to contract for the services of independent contractors to perform services for VTA or for VTA to provide services to others on at least a fully cost-reimbursable basis, within excess capacity, for a term up to seven years, and for an amount not to exceed \$1,000,000 over the duration of the contract. Such contracts exceeding either a term of seven years or an amount of \$1,000,000 over the duration of the contract require approval by the Board of Directors.

Notwithstanding the limitations set forth in Section 9-2(a) and this Section 9-2(b), the purchasing agent may (1) purchase, through competitive procurement, the following routine or recurring items regardless of amount where such items have been previously budgeted: (A) consumable supplies and materials; (B) equipment, (C) other personal property; and (D) services; and (2) enter into agreements where there is no exchange of financial compensation from either party to the other.

- (c) to lease or license real property or equipment as lessor, lessee, licensor, or licensee for an amount not to exceed \$1,000,000. Such contracts exceeding \$1,000,000 require approval by the Board of Directors.
- (d) to contract for the construction of public facilities and works up to \$1,000,000 per contract, provided that all such contracts exceeding \$250,000 shall be awarded to the lowest responsive and responsible bidder following receipt of sealed bids. Construction contracts between \$250,000 and \$1,000,000 that VTA proposes to award to anyone other than a lowest responsive and responsible bidder following receipt of sealed bids (e.g., where qualifications are a factor in the evaluation) and all construction contracts over \$1,000,000 require approval by the Board of Directors.

- (e) to execute construction contract notices of completion and acceptances of work pursuant to Civil Code Sections 8000 et seq., and to consent to the substitution of subcontractors and to the voluntary assignment, transfer, or performance of subcontracts pursuant to Public Contract Code Section 4107.
- (f) for those contracts entered into by the purchasing agent under the authority set forth in subsections (a), (b), (c), (d), and (e) above, and Section 9-23 that follows, to amend the amount of any such contract up to the limits set forth in those sections. The amount of all amendments to a contract shall be added together to determine the total contract value. Any amendment causing the total contract value to exceed the limits set forth in subsections (a), (b), (c) or (d) shall require approval by the Board of Directors.
- (g) for those contracts approved by the Board of Directors, to amend the amount of the contract up to the amount approved by the Board of Directors at the time of award plus an amount not to exceed 15% of the amount approved by the Board of Directors at the time of award, unless otherwise directed by the Board at the time of award. Any amendment causing the total contract value to exceed 15% of the amount approved by the Board of Directors at the time of award shall require approval by the Board of Directors.
- (h) for all subsequent amendments to contracts approved by the Board of Directors, to amend the amount of the contract by not greater than 15% of the value of the last Board approved amount. Amendments exceeding 15% of the value of the last Board approved amount shall require approval by the Board of Directors.
- (i) for any contract, to amend such contract to extend time, to make minor changes within the original scope, or to make other additions or changes not involving an increase in the total contract value.
- (j) to reject any and all bids and re-advertise in his or her discretion.

Sec. 9-3. *Reserved*

Sec. 9-4. **Persons Authorized to Requisition**

The purchasing agent shall supply the head of each division and department of VTA the means, whether by approved forms or electronic systems, to requisition property and supplies. Authority to requisition property and supplies is vested with the General Manager and through the General Manager to the heads of the divisions and departments of VTA. This authority may be delegated to other employees of VTA by written authorization of the General Manager.

Sec. 9-4.1. **No Bids**

Except as may be prohibited by federal requirements, if no responsive and responsible bids are received following an invitation for sealed bids, the purchasing agent or the Board, as the case may be, may authorize the work to be performed through a negotiated contract provided that the negotiated price is fair and reasonable and there is a determination that there is insufficient time for a re-solicitation.

Sec. 9-5. Report of Personal Property No Longer Needed

Whenever any items of VTA personal property are no longer needed by a division, department, or work unit having possession thereof, such fact shall be reported to the purchasing agent.

Sec. 9-6. Acquisition of Salvage from Purchasing Agent

Whenever a division, department, or office of VTA has need for property that has been placed in the purchasing agent's stock for salvage materials and equipment, such division, department, or office may acquire the property by submitting a transfer request to the purchasing agent. If approved by the purchasing agent, the transfer shall be made.

Sec. 9-7. Disposition of Surplus Personal Property; Proceeds; Securing Value

The purchasing agent may, by direct sale or otherwise, sell, lease, or dispose of any personal property belonging to VTA not required for VTA use, subject to any requirements as may be provided by the Board of Directors. No VTA employee may purchase, lease, or otherwise acquire such property or interest therein except through public sale or auction or pursuant to sealed bidding. The proceeds of such sale shall be deposited into the VTA treasury. Where personal property is exchanged or traded, the property received shall be of comparable value to the property traded. The proceeds of any sale of Congestion Management Program assets shall be allocated to the accounts for that program.

Sec. 9-8. Advertising Proposed Sale; Decision of Purchasing Agent

Upon approval by the Board of Directors or the General Manager to sell or dispose of VTA personal property, the purchasing agent may purchase advertising space and may advertise the proposed sale or other disposition of any VTA personal property pursuant to this chapter in such newspapers, magazines, periodicals or electronic media which, in the purchasing agent's judgment, will best publicize the proposed sale or other disposition to those persons most likely to bid for or purchase the personal property. Within the limits of the order of the Board approving the advertising, the purchasing agent shall decide upon the amount, nature, make-up, and content of the advertising.

Sec. 9-9. Sale and Leaseback of Personal Property

The purchasing agent, with approval of the Board of Directors and after publishing notice of the intended action in accordance with law, may, by direct sale or otherwise, sell to a purchaser any personal property owned or to be owned by VTA, provided the purchaser agrees to lease the equipment back to VTA for use by VTA following the sale. The approval of the Board of Directors of the sale and leaseback shall be given only if the Board finds, by resolution, that the sale and leaseback is the most economical means for providing such personal property to VTA.

Article II General

Sec. 9-10. Use of Procurements of Other Public Agencies

The purchasing agent may procure supplies, materials, equipment or services from vendors who have been awarded a contract therefor through a competitive solicitation process conducted by another public agency, provided that: (1) the solicitation done by the other public agency included adequate competition to ensure that the price achieved was fair and reasonable; (2) prices comparable to those offered to the awarding agency are secured for VTA; and (3) VTA's procurement through the other agency's competitive solicitation does not exceed \$1,000,000 or five years' duration.

Sec. 9-11. Preference for Local Firms

In the procurement of independent contractors to perform services for VTA, local firms shall be given a preference in the selection process, as follows: In a 100 point scoring system, 5 points shall be awarded if at least 50% of the dollar value of services to be rendered will be performed by a local firm, and an additional point shall be awarded for each additional 10% of the dollar value of services to be performed by a local firm, to a maximum point award of 10 points.

For this purpose, local firms are those that currently have their main office or a branch office with meaningful production capability located within Santa Clara County, or those firms who, upon award of the contract by VTA, will establish such a local office. This preference shall not apply when prohibited by law or regulation, or whenever its application will disqualify VTA from receiving federal funds.

Secs. 9-12 - 9-19. *Reserved*

Sec 9-20. General Limitations

The purchasing agent's authority to enter into agreements on behalf of VTA shall be limited by the budget limits established by the Board of Directors for the particular fund or capital project.

Sec. 9-21. Construction

The construction of all facilities and public works, when the expenditure required exceeds \$250,000, shall be by contract let to the lowest responsive and responsible bidder, or otherwise as provided by law. Notice inviting bids shall be published at least once in an appropriate trade publication at least 10 days before bids are received. Emergency contracts shall be procured pursuant to Resolution No. 2016.02.03.

Sec. 9-22. *Reserved*

Sec. 9-23. Cooperative Agreements

The Purchasing Agent may enter into cooperative agreements with public agencies and public utilities: (a) in amounts up to \$1,000,000; or (b) in connection with a public works construction project, in amounts up to \$2 million, provided the construction project is budgeted and has been previously approved by the Board.

Sec. 9-24. Contract Formation

All VTA contracts are required to be in writing and shall be approved as to form by the General Counsel or his or her designee prior to execution by the VTA. No contract shall be enforceable against the VTA unless it is in writing and approved as to form by the General Counsel or his or her designee.

Sec. 9-25. Reserved

**Article III
Responsibility of Bidders and Contractors**

Sec. 9-26. Policy

It is VTA policy that (1) purchases shall be made from, (2) bids and proposals shall be solicited from, (3) contracts shall be awarded to, and (4) consent shall be given to subcontract with “responsible contractors” only.

Sec. 9-27. Definition of “Responsible Contractor”

As used in this article, the term “contractor” includes bidders, proposers, suppliers, consultants, and subcontractors. To be deemed “responsible,” a contractor must be eligible to receive an award under applicable laws and regulations and have:

- (a) The capacity to deliver the required product or to perform the proposed work, including:
 - (1) Sufficient financial resources;
 - (2) The necessary organization and management, experience, accounting and operational controls, and technical skills; and
 - (3) The necessary production, construction, and technical equipment and facilities.
- (b) A satisfactory performance record with VTA or other public or private entities;
- (c) A satisfactory record of trustworthiness, integrity, honesty, and business ethics.

A contractor’s responsibility shall be determined at the time of award and may be based upon information that is outside of the contractor’s bid, offer, or proposal.

Sec. 9-28. Conduct Required of Responsible Contractors

- (a) The purchasing agent shall ensure that contractors are informed that they shall at all times deal in good faith and truthfully with VTA, and that they shall submit documentation to VTA, including reports, claims, requests for change orders, equitable adjustments, contract modifications, or requests of any kind seeking increased compensation or decreases of an obligation on a VTA contract, only in good faith, and upon an honest evaluation of the underlying circumstances and an honest calculation of any amount being sought. The purchasing agent shall inform contractors that a violation of this standard of conduct will subject the contractor to being deemed “nonresponsible” and potentially ineligible for future contracts with VTA, regardless of whether VTA relied on or responded to the submission.

Sec. 9-29. Debarment and Suspension of Non-Responsible Contractors

- (a) In order to effectuate VTA’s policy to contract only with responsible contractors, the purchasing agent may initiate debarment or suspension proceedings.
- (b) “Debarment” is the exclusion of a contractor from VTA contracting for a reasonable, specified period, not to exceed five (5) years.
- (c) “Suspension” is a temporary disqualification of a contractor from VTA contracting pending an investigation.
- (d) Debarred or suspended contractors may not receive VTA contracts, and VTA personnel may not make purchases from, solicit offers from, award contracts to, or consent to subcontracting with these contractors.

Sec. 9-30. Causes for Debarment

The Board may debar a contractor for any of the following:

- (a) Conviction of, or civil judgment by, a Federal or State court for:
 - (1) Commission of fraud or a criminal offense in connection with (A) obtaining, (B) attempting to obtain, or (C) performing a public contract or subcontract;
 - (2) Violation of Federal or State antitrust statutes relating to the submission of offers;
 - (3) Commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, making false claims, tax evasion, or receiving stolen property;
 - (4) Commission of any other offense indicating a lack of business integrity or business honesty that seriously and directly affects the present responsibility of the contractor.

- (b) When it is determined, based upon a preponderance of the evidence, that the contractor concerned:
 - (1) Violated the terms of a VTA contract or a subcontract so seriously as to affect the integrity of a VTA program, such as by:
 - (i) The willful failure to perform in accordance with the terms of a VTA contract; or
 - (ii) A history of failure to perform in accordance with the terms of one or more contracts; or
 - (2) Submitted a false claim or engaged in any other conduct indicating a lack of trustworthiness, integrity, honesty, or business ethics that seriously and directly affects the present responsibility of the contractor.
 - (3) Engaged in any other conduct of so serious or compelling a nature that it affects the present responsibility of the contractor.

Sec. 9-31. Debarment; Notice; Hearing; Procedures

Before a contractor may be debarred from contracting with VTA, VTA shall provide the contractor written notice of the cause or causes for the proposed debarment, and of all evidence supporting the proposed action. The contractor shall be entitled to a public hearing on the proposed debarment and to reasonable notice of the time and place thereof. Implementation of this section shall be pursuant to procedures adopted by the purchasing agent.

Sec. 9-32. Causes for Suspension

The purchasing agent may suspend a contractor, upon adequate evidence:

- (a) To suspect the commission of an offense listed in Section 9-30(a)(1), (2), (3) or (4); or
- (b) That a cause for debarment under Section 9-30 may exist.

Indictment by Federal or State authorities shall constitute adequate evidence for suspension.

Sec. 9-33. Suspension; Notice; Hearing; Procedures

Before a contractor may be suspended from contracting with VTA, VTA shall provide the contractor written notice of the cause or causes for the proposed suspension, and of all evidence supporting the proposed action. The contractor shall be entitled to a public hearing on the proposed suspension and to reasonable notice of the time and place thereof. Implementation of this section shall be pursuant to procedures adopted by the purchasing agent.

Chapter 10

CONGESTION MANAGEMENT PROGRAM

Sec. 10-1. Congestion Management Program to be Implemented According to Joint Powers Agreement.

The congestion management program shall be implemented by VTA in accordance with the Joint Powers Agreement for the Administration of the Santa Clara County Congestion Management Program, dated December 1, 1994, as most recently amended. The joint powers agreement shall govern in the event of any conflict between this Code and the joint powers agreement. The powers, functions and responsibilities of the congestion management program shall be performed by a discrete unit within VTA. This unit shall have a degree of independence commensurate with its unique function of evaluating competing projects and proposals submitted by Member Agencies as well as by other units within VTA. This unit shall be headed by a manager appointed by the General Manager, with the concurrence of the Board of Directors. The functions of the unit shall be substantially comparable to those that existed in the Santa Clara County Congestion Management Agency. The unit shall include positions and related job classifications which are appropriate to and reflect the professional and technical needs of the land use and transportation planning and programming functions of the Santa Clara County Congestion Management Agency.

Sec. 10-2. Congestion Management Program Annual Budget Procedures

- (a) Before April 1 of each year, VTA shall provide to each Member Agency a preliminary scope of work and a preliminary budget setting forth all administrative, operational, and capital expenses necessary to implement the congestion management program for the fiscal year commencing upon July 1 of that calendar year.
- (b) The preliminary budget shall set forth each Member Agency's share of the expenses related to implementation of the congestion management program. These expenses shall be apportioned as fees among the Member Agencies using the same formula used by the Santa Clara County Congestion Management Agency, which is based equally upon each Member Agency's relative share of the County-wide job population and of the County-wide gas tax subventions under Proposition 111.
- (c) The congestion management program budget shall be a part of VTA's comprehensive budget and shall be adopted in accordance with the procedures set forth in this Code, except as otherwise provided in the joint powers agreement. The adopted budget shall set forth all administrative, operational, and capital expenses for the congestion management program, together with the apportionment of such expenses by levy against each Member Agency to the extent necessary to fund the adopted budget.
- (d) VTA shall provide a copy of the adopted budget and final apportionment of costs for implementing the congestion management program to each Member Agency within 30 days after the adoption of the budget.
- (e) If the Board of Directors elects to adopt a multi-year budget, the procedures set forth in this section shall apply.

Sec. 10-3. Member Agency Fees

- (a) Member Agency fees shall be levied in accordance with the Joint Powers Agreement for the Administration of the Santa Clara County Congestion Management Program, dated December 1, 1994, as most recently amended. The annual fee shall be due on the date or dates, if the fee is payable in installments, set forth by the Board of Directors. A Member Agency's failure to pay the fee levied against it to VTA within six months after the fee is due shall be deemed to constitute nonconformance with the requirements of the congestion management program, and the Board of Directors shall cause the State Controller to be notified of the Member Agency's nonconformance.
- (b) If at the end of the fiscal year the actual expenditures of VTA for implementing the congestion management program are less than the fees actually collected that year from the Member Agencies and the Board decides to retain those surplus fees, VTA shall use those fees as a credit against the annual fees due the following fiscal year. If the Board decides to return those surplus fees, then those fees shall be returned to each Member Agency in the same proportion as collected.

Sec. 10-4. Congestion Management Program Funds and Accounts

- (a) The assets and funds transferred from the Santa Clara County Congestion Management Agency to VTA shall become and remain a part of the congestion management program unit within VTA. They shall not be commingled with other assets and funds of VTA, but shall be used only for implementing the congestion management program.
- (b) The congestion management program funds shall be placed in a separate fund of VTA and not be commingled with other VTA funds. That fund shall be subject to inspection and audit by VTA's auditors.
- (c) In the event of termination of the congestion management program or transfer of the congestion management program to another agency, congestion management agency funds, including any interest earned on deposits remaining upon termination or transfer of the congestion management program and after payment of all obligations, shall either be returned to each Member Agency in proportion to the contribution of each Member Agency or transferred to the successor agency as determined by the Board of Directors.

Sec. 10-5. Annual Audit

As part of VTA's annual financial audit, an audit of VTA's congestion management program accounts and records shall be performed by an independent firm of certified public accountants. The minimum requirements of this audit shall be those prescribed by the State Controller for special districts under Section 26909 of the Government Code and the audit shall conform to generally accepted auditing standards. Audit reports shall be made available to the Member Agencies upon request.

Chapter 11

FISCAL MANAGEMENT

Sec. 11-1. Fiscal Year

VTA's fiscal year shall be from July 1 through June 30.

Sec. 11-2. Budgets

- (a) Adoption of the budget. No later than May 15, the General Manager shall present a recommended annual or biennial budget for the upcoming fiscal year(s) to the Board of Directors and provide a copy to each city manager in the county and the County Executive. The proposed budget, containing appropriations for both operations and capital, shall be reviewed by the Board's Administration and Finance Committee, and submitted to the Board for adoption before July 1. The adopted budget shall be appropriated at the fund level and controlled at the fund, budget type and budget unit levels.
- (b) Amendment of the budget. Any amendment to the adopted budget which provides for a net increase in authorized appropriations to any fund (including an allocation from reserves) shall require an affirmative vote by at least eight Directors. However, during any fiscal year, the General Manager may authorize a reallocation of appropriations between budget types and budget units within the same fund.
- (c) Employee compensation. The recommended budget shall include a list of all employee position classifications and pay ranges and the funds budgeted for wages, salaries, and employee benefits for the coming fiscal year(s).
- (d) Biennial Budgets. Notwithstanding the above provisions for an annual budget, the General Manager may propose, and the Board may adopt, a biennial (two-year) budget. This biennial budget may be subjected to one general mid-term review by the Board and amended at that time upon the affirmative vote of at least eight Directors. Any other amendments shall follow the procedure outlined in the subsection (b).

Sec. 11-3. Financial Plan in Short Range Transit Plan

VTA shall periodically prepare a Short Range Transit Plan (SRTP). The SRTP shall be prepared and adopted by the Board in accordance with the requirements and schedule established by the Metropolitan Transportation Commission (MTC).

Sec. 11-4. Reserved

Sec. 11-5. Establishment of Fares

The rates, rentals, charges, and classifications of transit service shall be established by the Board, in accordance with an approved process.

Sec. 11-6. Periodic Financial Reports

Periodic reports shall be made by the General Manager to the Board showing revenue and expenditure totals year to date in relation to adopted budget categories.

Sect. 11-7. Annual Audit

An independent audit of VTA's finances shall be conducted at the close of each fiscal year by a certified public accountant.

Sec. 11-8. Insurance

VTA shall insure itself against such risks and in such amounts as may be determined by the Board.

Chapter 12

AUDITOR GENERAL

Sec. 12-1. Powers and Duties of the Auditor General

The powers and duties of the Auditor General are to:

- a) Assist the Board, through the Governance & Audit Committee, with fulfilling its fiduciary responsibilities of overseeing risks and controls in financial reporting, financial integrity, reputation, and public perception of VTA.
- b) Develop for Board approval an annual or biennial Auditor General Work Plan.
- c) Assign and manage the staff resources of the Auditor General program.
- d) Provide and present to the Board and Governance & Audit Committee written reports on the results of internal audits, assessments, or other projects.
- e) Monitor any VTA Ethics Hotline or equivalent established by the Board or Governance & Audit Committee and independently evaluate reports received, investigating as necessary.
- f) Evaluate, and investigate as necessary, alleged violations of VTA Code of Ethics provisions.
- g) Perform other services as required by this Code, as directed by the Board or Governance & Audit Committee, or as requested by the General Manager or General Counsel.
- h) Attend all regular meetings of the Board and Governance & Audit Committee except where excused by the Board Chairperson.

Sec. 12-2. Reporting Structure

The Auditor General shall directly report to the Board, be overseen by the Governance & Audit Committee, and have an administrative reporting relationship to the General Manager.

If the Auditor General is a contracted position, then the Board shall select, evaluate, retain, and approve the contract terms with the firm or individual serving as Auditor General. If the Auditor General is an employee of the VTA, then the position shall be appointed by and serve at the pleasure of the Board.

Sec. 12-3. Independence of the Auditor General

To ensure the independence needed for impartial assessments, audits, and recommendations:

- a) The Auditor General will take reasonable actions necessary to maintain independence.
- b) Auditor General staff and resources will report directly to and receive direction solely from the Auditor General.
- c) The Auditor General may not perform any management or operational duties for VTA, or initiate or approve any policies, procedures, or transactions.

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Sec. 12-4. Recommended Project and Associated Costs

The Auditor General will prepare for Governance & Audit Committee review and Board approval a recommended annual/biennial Auditor General Work Plan that specifies the recommended projects and tasks for the period and the estimated cost to deliver each item. Estimated costs will be prepared in accordance with the Auditor General's contract (if applicable) and conform to VTA financial policies and practices.

Sec 12-5. Internal Audit Practice Standards

The Auditor General will follow appropriate professional standards, as applicable for the specific audit or project, and indicate on the corresponding written report which standards were utilized.

Sec 12-6. Access Needed to Perform Duties

To effectively perform its duties of evaluating, informing, and advising the Board of Directors on risks, while performing its work in relation to Board-approved internal audits, advisory projects, and any projects or responsibilities assigned by the Board of Directors, the Auditor General function will have:

- a) Unrestricted access to all functions, records, property, information systems, as allowed by law or statute.
- b) Full access and open communication with Board members, VTA management and staff.

Sec 12-7. Confidentiality

The Auditor General will follow all appropriate professional standards regarding confidentiality and use of confidential information, as well as conforming to provisions on confidentiality, disclosure, or otherwise use of confidential information as provided in Section 2-69(i).

APPENDIX A

Santa Clara Valley Transportation Authority Administrative Code

Amendment History

Part 1 Chronological Listing of Administrative Code Actions

	<u>Date</u>	<u>Action</u>
1.	12/20/1994	Initial adoption, effective January 1, 1995
2.	5/4/1995	Amended by Ordinance Nos. 95.1, No. 95.2, and No. 95.3
3.	6/29/1995	Amended by Ordinance No. 95.4
4.	12/7/1995	Amended by Ordinance No. 95.5
5.	3/6/1997	Repealed in entirety by Ordinance No. 97.1, and re-adopted with amendments by Resolution 97.03.5
6.	11/6/1997	Amended by Resolution 97.11.27
7.	1/8/1998	Amended by Resolution 98.01.01
8.	12/10/1998	Amended by Resolution 98.12.33
9.	5/6/1999	Amended by Resolution 99.05.11
10.	6/23/2000	Amended by Resolution 00.06.43X
11.	1/11/2001	Amended by Resolution 00.01.06X
12.	4/5/2001	Amended by Resolution 01.04.24
13.	12/12/2002	Amended by Motion, Item #10
14.	6/5/2003	Amended by motion
15.	8/7/2003	Amended by Resolution 03.08.12
16.	12/4/2003	Amended by Resolution 03.12.20
17.	3/4/2004	Amended by Resolution 04.03.02
18.	12/9/2004	Amended by Resolution 04.12.22
19.	3/30/2005	Amended by Resolution 05.03.03
20.	6/1/2006	Amended by Resolution 06.06.10
21.	3/1/2007	Amended by Resolution 07.03.05
22.	11/1/2007	Amended by Resolution 07.11.19
23.	12/13/2007	Amended by Resolution 07.12.28
24.	8/7/2008	Amended by Board Action
25.	10/1/2009	Amended by Resolution 2009.10.29
26.	3/3/2011	Amended by Resolution 2011.03.01
27.	1/10/2013	Amended by Resolution 2013.01.70
28.	6/6/2013	Repealed in entirety and re-adopted with amendments by Resolution 2013.06.11
29.	12/11/2014	Amended by Resolution 2014.12.34
30.	5/7/2015	Amended by Resolution 2015.05.14
31.	6/4/2015	Amended by Resolution 2015.06.20
32.	12/8/2016	Amended by Resolution 2016.12.42
33.	1/5/2017	Amended by Resolution 2017.01.03

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

	<u>Date</u>	<u>Action</u>
34.	6/1/2017	Amended by Resolution 2017.06.21
35.	6/7/2018	Amended by Resolution 2018.06.13
36.	11/4/2019	Non-substantive amendments approved by GM as provided by Sec. 1-1.2
37.	12/5/2019	Amended by Resolution 2019.12.33
38.	12/13/2019	Non-substantive amendments approved by GM as provided by Sec. 1-1.2
39.	5/7/2020	Amended by Resolution 2020.05.16
40.	12/3/2020	Amended by Resolution 2020.12.43
41.	1/7/2020	Non-substantive amendments approved by GM as provided by Sec. 1-1.2
42.	12/1/2022	Amended by Resolution 2022.12.5, effective 1/1/2023
43.	9/8/2023	Non-substantive amendment approved by GM as provided by Sec. 1-1.2

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Part II Specific Amendments

Chapter 1. GENERAL PROVISIONS

Section

1-1. Title

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

1-1.1 Purpose and Overview

- (1) Added by Resolution 2013.06.11 adopted on 6/6/13
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

1-1.2 Adoption and Amendment of VTA Administrative Code

- (1) Added by Resolution 2013.06.11 adopted on 6/6/13
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

1-7. Legal Citations

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

1-21. State Definitions Adopted

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

1-22. “Board of Directors” and “Board” Defined

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

1-23. *Reserved*

- (1) Deleted by Resolution 2013.06.11 adopted on 6/6/13 (was “Controller Treasurer”)

1-24. “County” Defined

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

1-25. “Director” Defined

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

1-26. “VTA” Defined

- (1) Amended by Resolution 97.03.5, § 1, adopted on 3/6/97
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13

1-27. “General Counsel” Defined

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

1-28. “General Manager” Defined

- (1) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Section

- 1-29. "Member Agency" Defined
 - (1) Amended by Resolution 2016.12.42 adopted on 12/8/16
 - (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 1-31. Title of Officer, Employee, Office, Etc.
 - (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 1-32. "Person" Defined
 - (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 1-33. "Secretary" Defined
 - (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 1-34. "Shall," "Must," "Shall Not," and "Must Not" Construed
 - (1) Amended by Resolution 2019.12.33 adopted on 12/5/19
- 1-38. "Advisory Committee," "Policy Advisory Board", and "Commission" Defined
 - (1) Added by Resolution 2013.06.11 adopted on 6/6/13
 - (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 1-39. "Public official" Defined
 - (1) Amended by Ordinance No. 95.5, § 3, adopted on 12/7/95
 - (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
 - (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 1-40. "Auditor General" Defined
 - (1) Added by Resolution 2019.12.33 adopted on 12/5/19

Chapter 2. BOARD OF DIRECTORS

Section

- 2-1. Board Directions to Staff through General Manager, General Counsel, or Auditor General
 - (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Resolution 2019.12.33 adopted on 12/5/19
 - (3) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21
- 2-2. Directors Ineligible for VTA Employment
 - (1) Amended by Resolution 97.11.27 adopted on 11/6/97
 - (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 2-12. Alternates
 - (1) Amended by Resolution 2013.06.11 on adopted on 6/6/13
 - (2) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Section

- 2-13. City and County Groupings; Selection of Directors and Alternates
 - (1) Amended by Resolution 2011.03.01 adopted on 3/3/11
 - (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- 2-14. Selection of Directors and Alternates by City/County Groupings
 - (1) Amended by Resolution 2011.03.01 adopted on 3/3/11
 - (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- 2-15. Ex-Officio Directors
 - (1) Added by Resolution 99.05.11, § 1, adopted on 5/6/99
 - (2) Amended by Resolution 07.12.28, § 2, adopted on 12/13/07
 - (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- 2-26. Generally
 - (1) Amended by Resolution 98.01.01 adopted on 1/8/98
 - (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
 - (3) Amended by Resolution 2016.12.42 adopted on 12/8/16
 - (4) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
 - (5) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 12/13/19
 - (6) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21
- 2-27. Chairperson
 - (1) Amended by Resolution 2014.12.34 adopted on 12/11/14
 - (2) Amended by Resolution 2016.12.42 adopted on 12/8/16
 - (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
 - (4) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21
 - (5) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23
- 2-28. Vice Chairperson
 - (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
 - (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
 - (3) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23
- 2-29. Chairperson Pro Tem
 - (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- 2-30. Signature Authority
 - (1) Amended by Ordinance No. 95.2, § 1, adopted on 5/4/95
 - (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

Section

2-36. Appointments

- (1) Amended by Ordinance No. 95.2, § 2, adopted on 5/4/95
- (2) Amended by Board Action approved on 8/7/08
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (4) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (5) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (6) Amended by Resolution 2017.01.03 adopted on 1/5/17
- (7) Amended by Resolution 2018.06.13 adopted on 6/7/18
- (8) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (9) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

2-37. Duties

- (1) Amended by Ordinance No. 95.2, § 3, adopted on 5/4/95
- (2) Amended by Board Action approved on 8/7/08
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (4) Amended by Resolution 2014.12.34 adopted on 12/11/14

2-38. Meetings

- (1) Amended by Board Action approved on 8/7/08
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (4) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (5) Amended by Resolution 2018.06.13 adopted on 6/7/18
- (6) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-39. Quorum, Vote, and Procedures

- (1) Amended by Resolution 97.03.5, § 2, adopted on 3/6/97
- (2) Amended by Resolution 2019.12.33 adopted on 12/5/19

2-40. Standing Committees Established

- (1) Amended by Ordinance No. 95.2, § 4, adopted on 5/4/95
- (2) Amended by Board Action approved on 8/7/08
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (4) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (5) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (6) Amended by Resolution 2017.01.03 adopted on 1/5/17
- (7) Amended by Resolution 2018.06.13 adopted on 6/7/18

Article V. Board of Directors' Meetings

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

Section

2-51. Time and Place of Regular Meetings; Brown Act Compliance; Notice

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

Section

2-52. Quorum and Voting

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-53. Rules of Procedure

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16

2-61. Per Diem for Meetings

- (1) Amended by Resolution 99.05.11, § 2, adopted on 5/6/99
- (2) Amended by Resolution 00.01.06X adopted on 1/11/2001
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13

2-62. Travel Authorization and Reimbursement

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Amended by Resolution 2014.12.34 adopted on 12/11/14

2-66. Responsibilities of Public Office

- (1) Amended by Ordinance No. 95.5, § 1, adopted on 12/7/95
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-67. Responsibilities of Directors

- (1) Amended by Ordinance No. 95.5, § 3, adopted on 12/7/95
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-68. Purpose of Code of Ethics

- (1) Amended by Ordinance No. 95.5, § 2, adopted on 12/7/95
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-69. Existing Standards of Conduct for Public Officials

- (1) Amended by Ordinance No. 95-5, §§ 4 and 5, adopted on 12/7/95
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (4) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (5) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (6) Amended by Resolution 2019.12.33 adopted on 12/5/19

2-70. Incompatible Uncompensated Activities

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-71. Prohibitions Against Use of Office for Personal Gain

- (1) Amended by Ordinance No. 95-5, § 6, adopted on 12/7/95
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

Section

2-72. Conduct When There May Be a Financial Interest

- (1) Amended by Ordinance No. 95-5, §§ 7 and 8, adopted on 12/7/95
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-73. Undue Influence or Favor

- (1) Amended by Ordinance No. 95-5, §§ 9 and 10, adopted on 12/7/95
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-74. Violations: Procedure

- (1) Amended by Ordinance No. 95-5, §§ 11 and 12, adopted on 12/7/95
- (2) Amended by Resolution 2013.06.11, adopted on 6/6/13
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-75. Penalties for Violation

- (1) Amended by Ordinance No. 95-5, § 13, adopted on 12/7/95
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

2-76. Post Employment Restrictions

- (1) Amended by Resolution 03.08.12 adopted on 8/7/03
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

Chapter 3. SECRETARY

Section

3-1. Powers and Duties - Generally

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

3-2. Petitions, Claims, Communications, Etc.

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

3-3. Duty to Prepare Agenda and Meeting Notices; Distribute Information

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

Chapter 4. ADVISORY BOARDS AND COMMITTEES; OVERSIGHT COMMITTEES

Section

4-1. Establishment; Appointments

- (1) Amended by Resolution 97.03.5, § 3, adopted on 3/6/97
- (2) Amended by Motion approved on 6/5/03
- (3) Amended by Resolution 04.12.22, § 3, adopted on 12/9/04
- (4) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (5) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (6) Amended by Resolution 2015.06.20 adopted on 6/4/15
- (7) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21
- (8) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

4-2. General Duties

- (1) Amended by Resolution 04.12.22, § 3, adopted on 12/9/04
- (2) Amended by Resolution 2013.06.11, adopted on 6/6/13
- (3) Amended by Resolution 2015.06.20, adopted on 6/4/15
- (4) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (5) Amended by Resolution 2019.12.33 adopted on 12/5/19

4-3. Bylaws

- (1) Amended by Resolution 04.03.02, § 4, adopted on 3/4/04
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Amended by Resolution 2015.06.20 adopted on 6/4/15
- (4) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (5) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21

4-4. Staff Support; Expenses

- (1) Amended by Resolution 97.03.5, § 4, adopted on 3/6/97
- (2) Amended by Resolution 04.12.22, §§ 3 and 4, adopted on 12/9/04
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (4) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (5) Amended by Resolution 2019.12.33 adopted on 12/5/19

4-5. Election of Chairperson and Vice Chairperson

- (1) Amended by Resolution 97.03.5, § 5, adopted on 3/6/97
- (2) Amended by Resolution 04.03.02, § 4, adopted on 3/4/04
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (4) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

4-6. Reimbursement for Expenses to Travel to/from Board and Committee Meetings

- (1) Added by Resolution 01.04.24, § 4, adopted on 4/5/01
- (2) Amended by Resolution 04.03.02, § 4, adopted on 3/4/04
- (3) Amended by Resolution 2018.06.13 adopted on 6/7/18

Section

4-16. Meetings

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16

4-17. Quorum; Vote; Committee of the Whole

- (1) Amended by Resolution 97.03.5, § 6, adopted on 3/6/97
- (2) Amended by Motion, Item #10, approved on 12/12/02
- (3) Amended by Resolution 07.11.19, § 4, adopted on 11/1/07
- (4) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

4-25. Purpose and Overview

- (1) Amended by Resolution 2015.06.20 adopted on 6/4/15
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

4-26. Policy Advisory Committee

- (1) Amended by Motion approved on 6/5/03
- (2) Amended by Resolution 04.12.22, § 3, adopted on 12/9/04
- (3) Amended by Resolution 05.03.03, § 2, adopted on 3/30/05
- (4) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (5) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

4-27. Technical Advisory Committee

- (1) Amended by Resolution 04.03.02, §4, adopted on 3/4/04
- (2) Amended by Resolution 04.12.22, §3, adopted on 12/9/04
- (3) Amended by Resolution 2010.06.11 adopted on 6/3/10
- (4) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (5) Amended by Resolution 2015.06.20 adopted on 6/4/15
- (6) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

4-28. Citizens Advisory Committee

- (1) Amended by Resolution 04.03.02, § 4, adopted on 3/4/04
- (2) Amended by Resolution 04.12.22, §§ 3 and 4, adopted on 12/9/04
- (3) Amended by Resolution 06.06.10 adopted on 6/1/06
- (4) Amended by Resolution 2009.10.29, § 2, adopted on 10/1/09
- (5) Amended by Resolution 2010.06.11 adopted on 6/3/10
- (6) Amended by Resolution 2013.01.70 adopted on 1/10/13
- (7) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (8) Amended by Resolution 2018.06.13 adopted on 6/7/18
- (9) Non-substantive amendment to delete duplicated paragraph approved by GM, as provided by Sec. 1-1.2, effective 9/8/23

Section

4-29. Committee for Transportation Mobility & Accessibility

- (1) Added by Resolution 01.04.24 adopted on 4/5/01
- (2) Amended by Resolution 04.12.22, § 3, adopted on 12/9/04
- (3) Amended by Resolution 2010.06.11 adopted on 6/3/10
- (4) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (5) Amended by Resolution 2016.12.42 adopted on 12/8/16 (included name change from “Committee for Transit Accessibility”)
- (6) Amended by Resolution 2018.06.13 adopted on 6/7/18
- (7) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21

4-30. Bicycle and Pedestrian Advisory Committee

- (1) Added by Resolution 01.04.24 adopted on 4/5/01
- (2) Amended by Motion approved on 6/5/03
- (3) Amended by Resolution 04.03.02, § 4, adopted on 3/4/04
- (4) Amended by Resolution 07.03.05, § 4, adopted on 3/1/07
- (5) Amended by Resolution 2010.06.11 adopted on 6/3/10
- (6) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (7) Amended by Resolution 2018.06.13 adopted on 6/7/18
- (8) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (9) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21

Article IV. Policy Advisory Boards

- (1) Added by Resolution 2015.06.20 adopted on 6/4/15

Section

4-31. Purpose and Overview

- (1) Added by Resolution 2015.06.20 adopted on 6/4/15
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (3) Amended by Resolution 2018.06.13 adopted on 6/7/18

4-32. Membership

- (1) Added by Resolution 2015.06.20 adopted on 6/4/15
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

4-33. Alternates

- (1) Added by Resolution 2015.06.20 adopted on 6/4/15

4-34. Specific Duties

- (1) Added by Resolution 2015.06.20 adopted on 6/4/15

Article IV. 2016 Measure B Citizens' Oversight Committee

- (1) Added by Resolution 2017.06.21 adopted on 6/1/17

Section

4-35. Overview; Establishment

- (1) Added by Resolution 2017.06.21 adopted on 6/1/17

4-36. Membership; Membership Requirements; Term of Office

- (1) Added by Resolution 2017.06.21 adopted on 6/1/17

4-37. Bylaws

- (1) Added by Resolution 2017.06.21 adopted on 6/1/17

4-38. Specific Duties

- (1) Added by Resolution 2017.06.21 adopted on 6/1/17

4-39. Staff Support; Expense; Reimbursement for Travel to/from Committee Meetings

- (1) Added by Resolution 2017.06.21 adopted on 6/1/17
(2) Amended by Resolution 2018.06.13 adopted on 6/7/18
(3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

4-40. Meetings; Quorum; Voting

- (1) Added by Resolution 2017.06.21 adopted on 6/1/17

Chapter 5. OFFICERS

Section

5-1. Generally

- (1) Amended by Resolution 97.03.5, §7, adopted on 3/6/97
(2) Amended by Resolution 97.11.27, adopted on 11/6/97
(3) Amended by Resolution 2013.06.11, adopted on 6/6/13
(4) Section

5-2. Powers and Duties of the General Manager

- (1) Amended by Ordinance No. 95.1 § 1, adopted on 5/4/95
(2) Amended by Resolution 2013.06.11 adopted on 6/6/13
(3) Amended by Resolution 2016.12.42 adopted on 12/8/16
(4) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

5-3. General Manager - Real Property Powers and Duties

- (1) Amended by Resolution 2016.12.42 adopted on 12/8/16
(2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
(3) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21
(4) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 1/5/21

5-4. *Reserved*

- (1) Deleted by Resolution 97.11.27 adopted on 11/6/97 (was "General Manager – Construction Contracts Powers and Duties")

Through Resolution 2022.12.51 (Board Action 12/1/22, effective 1/1/23) and General Manager approval of non-substantive amendments per Sec. 1-1.2, effective 9/8/23.

Section

5-5. General Manager – Grant Agreements

- (1) Amended by Resolution 97.03.5, § 8, adopted on 3/6/97
- (2) Amended by 2014.12.34 adopted on 12/11/14
- (3) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

5-6. Powers and Duties of the Chief Financial Officer

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (4) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (5) Amended by Resolution 2019.12.33 adopted on 12/5/19
- (6) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

Chapter 6. GENERAL COUNSEL

Section

6-1. Powers and Duties of the General Counsel

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (4) Amended by Resolution 2019.12.33 adopted on 12/5/19
- (5) Amended by Resolution 2020.05.16 adopted on 5/7/20

6-2. Budget Submittal; Employees

- (1) Amended by Ordinance No. 95.1, § 2, adopted on 5/4/95
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

6-3. Requests for Opinions to be Written

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

6-4. Transmittal of Papers in Actions Involving VTA

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

Chapter 7. PERSONNEL SYSTEM

Section

7-1. Merit Principle

- (1) Amended by Resolution 2014.12.34 adopted on 12/11/14

7-2. Unclassified and Classified Service

- (1) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16

7-3. Persons Not Part of VTA Service

- (1) Amended by Resolution 2019.12.33 adopted on 12/5/19

7-4. Position Classification and Pay Ranges

- (1) Amended by Ordinance No. 95.1, § 1, adopted on 5/4/95
- (2) Amended by Ordinance No. 95.4, § 1, adopted on 6/29/95
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (4) Amended by Resolution 2014.12.34 adopted on 12/11/14

7-5. Personnel Policies and Procedures

- (1) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (2) Amended by Resolution 2019.12.33 adopted on 12/5/19

Chapter 8. EMPLOYEE RELATIONS

Section

Chapter 9. PURCHASING AND CONTRACTING

Article I. Purchasing Agent

- (1) Amended by Ordinance No. 95.3, § 2, adopted on 5/4/95

Section

9-2. Powers and Duties of the Purchasing Agent

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 03.12.20 adopted on 12/4/03
- (3) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (4) Amended by Resolution 2015.05.14 adopted on 5/7/15
- (5) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (6) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (7) Amended by Resolution 2019.12.33 adopted on 12/5/19
- (8) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21
- (9) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

9-3. *Reserved*

- (1) Deleted by Resolution 97.11.27 adopted on 11/6/97 (was “Authority to Engage Independent Contractors When Local Emergency Has Been Proclaimed”)

Section

9-4. Persons Authorized to Requisition

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13

9-4.1. No Bids

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13 (previously § 9-22)
- (3) Amended by Resolution 2019.12.33 adopted on 12/5/19
- (4) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

9-5. Report of Personal Property No Longer Needed

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (3) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

9-6. Acquisition of Salvage from Purchasing Agent

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (2) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

9-7. Disposition of Surplus Personal Property; Proceeds; Securing Value

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13

9-8. Advertising Propose Sale; Decision of Purchasing Agent

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13 (previously § 9-9)

9-9. Sale and Leaseback of Personal Property

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13 (previously § 9-8)

Article II. General

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97

Section

9-10. Use of Procurements of Other Public Agencies

- (1) Added by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 03.12.20 adopted on 12/4/03
- (3) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (4) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (5) Amended by Resolution 2019.12.33 adopted on 12/5/19
- (6) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21

9-11. Preference for Local Firms

- (1) Added Resolution 98.12.33 adopted on 12/10/98
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (4) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

Section

9-20. General Limitations

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13

9-21. Construction

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97
- (2) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (3) Amended by Resolution 2019.12.33 adopted on 12/5/19

9-22. *Reserved*

- (1) Amended by Resolution 97.11.27 adopted on 11/6/97 (moved to § 9-4.1)

Section

9-23. Cooperative Agreements

- (1) Deleted by Resolution 97.11.27 adopted on 11/6/97
- (2) Added by Resolution 03.12.20 adopted on 12/4/03
- (3) Amended by Resolution 2016.12.42 adopted on 12/8/16
- (5) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (6) Amended by Resolution 2020.12.43 adopted on 12/3/20, effective 1/1/21

9-24. Contract Formation

- (1) Deleted by Resolution 97.11.27 adopted on 11/6/97
- (2) Added by Resolution 2013.06.11 adopted on 6/6/13

9-25. *Reserved*

- (1) Deleted by Resolution 97.11.27 adopted on 11/6/97 (was “Awarding Contract When Bids Are Above \$75,000”)

Article III. Responsibility of Bidders and Contractors

- (1) Added by Resolution 00.06.43X adopted on 6/23/00

Chapter 10. CONGESTION MANAGEMENT PROGRAM

Section

10-1. Congestion Management Program to be Implemented According to Joint Powers Agreement

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

10-2. Congestion Management Program Annual Budget Procedures

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13

Chapter 11. FISCAL MANAGEMENT

Section

11-2. Budgets

- (1) Amended by Ordinance No. 95.1 § 4, adopted on 5/4/95
- (2) Amended by Ordinance No. 95.4 § 2, adopted on 6/29/95
- (3) Amended by Resolution 97.03.5, § 7, adopted on 3/6/97
- (4) Amended by Resolution 2013.06.11, adopted on 6/6/13
- (5) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

11-3. Financial Plan in Short Range Transit Plan

- (1) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (2) Amended by Resolution 2014.12.34 adopted on 12/11/14
- (3) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19
- (4) Amended by Resolution 2022.12.5, adopted on 12/1/22, effective 1/1/23

11-4. Salary Resolution

- (1) Repealed by Ordinance No. 95-4, §3, adopted on 6/29/95

11-5. Establishment of Fares

- (1) Non-substantive amendment, approved by GM as provided by Sec. 1-1.2, effective 11/4/19

Chapter 12. AUDITOR GENERAL

Section

- (1) Chapter, comprised of §§1 - 5, added by Resolution 2019.12.33 adopted on 12/5/19
- (2) §§6 - 7 added by Resolution 2020.12.43 adopted on 12/3/20