



**BYLAWS
OF
CAPITAL AREA REGIONAL TOLLING AUTHORITY**

PREAMBLE

The Capital Area Regional Tolling Authority (Authority") was established on January 24, 2024, pursuant to the Joint Exercise of Powers Act, Government Code section 6500 et seq. for the purpose of creating a joint powers agency to apply to the California Transportation Commission to develop and operate tolling facilities within the Capital region in accordance with Streets and Highways Code section 149.7.

**ARTICLE I
DEFINITIONS**

Unless otherwise expressly provided, the definition of terms used in these Bylaws shall be the same as are contained in the Agreement, as amended and restated.

**ARTICLE II
OFFICES**

Section 1. **Principal Office.** The principal office of the Authority shall be located at the Sacramento Area Council of Governments, 1415 L Street, Suite 300, Sacramento, CA 95814.

Section 2. **Additional Offices.** The Authority may also have offices at such other places within the State, as the Board may from time to time determine or the business of the Authority may require.

**ARTICLE III
BOARD**

Section 1. **Power and Duties of the Board.** The Board shall have the responsibility for the general management of the affairs, property and business of the Authority and may, from time to time, adopt and modify these Bylaws and other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board may exercise and shall be vested with all powers of the Authority insofar as not inconsistent with law, the Agreement or these Bylaws.

Section 2. Directors and Advisory Directors.

- (a) **Directors.** Directors of the Board are appointed to serve as Directors of the Authority in accordance with the provisions of Section 5.2(b) of the Agreement.
- (b) **Alternate Directors.** Each Member may appoint one alternate Director. In the absence of an appointed Director, the alternate for that Member may act as a full voting Director.
- (c) **Vacancies.** Each Director will cease to be a member of the Authority Board if and when such Director ceases to hold office on the legislative body of the appointing Member, or in the case of Caltrans, ceases to be employed by Caltrans. Vacancies will be filled in the same manner as appointments.
- (d) **Nonvoting Directors.** Before becoming a Member, Placer County Transportation Planning Agency (“PCTPA”), El Dorado County Transportation Commission (“EDCTC”), and Sacramento Transportation Authority (“STA”) may each appoint a nonvoting Director who serves on its governing board or is employed as staff.

Nonvoting Directors shall not be counted towards quorum, but shall receive all meeting notices and may participate in all public discussions. Nonvoting Directors shall not be entitled to receive confidential information of the Authority or participate in closed sessions. The Board may approve the inclusion of additional nonvoting Directors at its discretion.

Section 3. Organization. Each meeting of the Board shall be presided over by the Chair or, in the Chair’s absence, by the Vice-Chair, or in the absence of both the Chair and Vice-Chair, by any member of the Board selected to preside by vote of a majority of the members of the Board present. The Secretary shall act as secretary of the meeting. The Secretary may delegate any duties of the office to a board clerk of a member agency or other appropriate designee.

Section 4. Statutory Requirements for Tolling (AB 194). The Board shall operate the Authority in accordance with AB 194 (2015), codified at Streets and Highways Code section 149.7, and as may be amended from time to time, which contains certain legal restrictions on regional transportation agencies that develop and operate toll lanes. The current language of AB 194 provides that:

- The sponsoring agency shall be responsible for establishing, collecting, and administering tolls, and may include discounts and premiums for the use of the toll facility.

- The revenue generated from the operation of the toll facility shall be available to the sponsoring agency for the direct expenses related to the following:
 - Debt issued to construct, repair, rehabilitate, or reconstruct any portion of the toll facility, payment of debt service, and satisfaction of other covenants and obligations related to indebtedness of the toll facility;
 - The development, maintenance, repair, rehabilitation, improvement, reconstruction, administration, and operation of the toll facility, including toll collection and enforcement; and
 - Reserves for the purposes specified above.
- All remaining revenue generated by the toll facility shall be used in the corridor from which the revenue was generated pursuant to an expenditure plan developed by the sponsoring agency. For a toll facility sponsored by a regional transportation agency, the regional transportation agency shall:
 - Develop the expenditure plan in consultation with the California Department of Transportation; and
 - The governing board of the regional transportation agency shall review and approve the expenditure plan and any updates.
- The sponsoring agency's administrative expenses related to operation of a toll facility shall not exceed three percent (3%) of the toll revenues.
- A sponsoring agency that develops or operates a toll facility pursuant to Streets and Highways Code section 149.7 shall provide any information on or data requested by the California Transportation Commission or the Legislative Analyst.
- Before submitting an application to the California Transportation Commission to develop and operate toll facilities, a regional transportation agency shall consult with every local transportation authority designated pursuant to Division 12.5 (commencing with Section 131000) or Division 19 (commencing with Section 180000) of the Public Utilities Code and every congestion management agency whose jurisdiction includes the toll facility that the regional transportation agency proposes to develop and operate.
- A regional transportation agency or the California Department of Transportation may require any vehicle accessing a toll facility authorized under this section to have an electronic toll collection transponder or other electronic device for enforcement or tolling purposes.

Section 5. Directors' Expenses:

- (a) Directors (as specified in Section 2 (a)) shall receive a fee for meeting expense for attending and participating in each Authority meeting, committee meeting or other meeting authorized by the Authority in an amount not to exceed \$100 per meeting. The Board shall review this amount from time to time and make adjustments as appropriate.

- (b) Directors shall also be reimbursed for mileage in an amount not to exceed the IRS approved rate so long as the entity appointing them to the Authority does not reimburse them for mileage for Authority meetings.
- (c) In cases where a director attends two or more contiguous Authority meetings, mileage shall be reimbursed only for one round trip. If a director rides with others or utilizes a publicly owned vehicle no mileage reimbursement will be given.
- (d) When attending various conferences and meetings outside of the region, including those of state and national associations, directors shall be reimbursed for actual and necessary expenses when deemed essential to the conduct of the Authority business and when authorized by the Board. Such expenses shall be subject to the procedures and limitations established in any applicable Authority policies.
- (e) An alternate director shall be entitled to receive the same expenses as a director. However, if both a director and an alternate attend a Board meeting, only the director shall be entitled to such expenses.
- (f) Directors who are non-elected public employees shall not receive a fee for meeting expenses or mileage reimbursement but are eligible for reimbursement for attending conferences and meetings outside of the region if they are not reimbursed by their employing agency and are permissible by their employing agency.
- (g) Reimbursement of directors' expenses in this section shall be limited to funds budgeted for that purpose.
- (h) Reimbursement of a director's expenses may be waived by an individual director, and in no event shall a reimbursement from Authority funds duplicate reimbursement by another public agency.

ARTICLE IV

ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings.

- (a) **Time Held.** As required by Section 5.5 of the Agreement, regular meetings of the Board shall be held at least quarterly. The date, time and place of regular meetings of the Board will be designated on a meeting calendar adopted at the first Board meeting of the year.
- (b) **Business to be Transacted.** At the first regular meeting during each year, the Board shall elect the Chair and Vice-Chair from among its members. If no election of the Chair and Vice-Chair is held at the first regular meeting, the existing Chair and Vice-Chair shall remain officers of the Board until a

new election is held. The Board shall appoint a Secretary who may, but need not be, a member of the Board.

- (c) The Board shall adopt an operating budget for the Authority for the next fiscal year by the end of the current fiscal year. The Board may revise this budget from time to time.
- (d) At any regular meeting, the Board may take such action as is permitted by law.
- (e) **Notices.** Notice of regular meetings of the Board shall be in accordance with the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.) (“Brown Act”).

Section 2. **Special Meetings.** A special meeting of the Board may be called at any time by the Chair of the Board or by a majority of the Members of the Board. Notice of special meetings of the Board shall be in accordance with the provisions of the Brown Act. In addition, notice of a special meeting shall be provided to each Member of the Board by delivering personally, or by mail or e-mail, written notice at least twenty-four (24) hours in advance of the meeting.

Section 3. **Closed Session.** All information received by a Director in a closed session related to the information presented to the Board in closed session shall be confidential pursuant to Section 5.5(f) of the Agreement. However, a Director may disclose information obtained in a closed session that has direct financial or liability implications to his/her Member agency to the following individuals:

- (a) Legal counsel of that Member agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member;
- (b) Other members of the Member agency’s governing body present in a closed session of that Member agency.
- (c) A designed alternate Director attending in the Director’s absence

Section 4. **Place of Meeting.** Each regular or special meeting of the Board shall be held at a place within the State of California designated in the notice for that meeting. Teleconference Board meetings may be held in compliance with the provisions of Brown Act.

Section 5. **Quorum.** As required by Sections 5.5(c) and 5.6 of the Agreement, a majority of the Board shall constitute a quorum for the transaction of business.

Section 6. **Vote Required.** Except as provided in the following sentences, all actions of the Board shall require an affirmative vote of a majority of a quorum that is present

and voting. The actions of the Board set forth in Section 5.6(c) of the Agreement require an affirmative vote of a majority of all Directors of the Board, and include: the adoption or amendment of a budget or an expenditure plan, adoption of an ordinance, or approval of an agreement with a successor agency as a prerequisite for dissolution of the Authority. To approve the expenditure of Excess Net Toll Revenue, there must be both: (i) a majority vote of the full Board, and (ii) an affirmative vote of at least two Directors from each county within the respective corridor that has an operating toll facility.

Section 7. **Adjournments and Adjourned Meetings.** The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified by the Board in accordance with law. If less than a majority is present at a meeting, a majority of those members of the Board present may adjourn the meeting from time to time.

Section 8. **Conduct of Meetings; Rules of Procedure for Meetings.** Conduct of Board meetings shall be in accordance with the provisions of the Brown Act. The Chair shall resolve questions of order and decorum. All meetings of the Board shall generally be conducted in accordance with Rosenberg’s Rules of Order, provided that in the event of a conflict, such rules shall be superseded by order of the Chair, majority action to suspend the rules, the Agreement, these Bylaws, any resolution of the Board and California law.

ARTICLE V

OFFICERS OF THE BOARD

Section 1. **Definitions.** “Officer” shall mean and refer to the Chair of the Board, the Vice-Chair of the Board, the Secretary to the Board, and the Auditor/Controller and Treasurer to the Board.

Section 2. **Chair.** The Chair shall preside over and conduct all meetings of the Board. The Chair shall perform all duties assigned by the Agreement and these Bylaws.

Section 3. **Vice-Chair.** In the absence of the Chair, the Vice-Chair shall perform all duties assigned to the Chair by the Agreement and these Bylaws.

Section 4. **Secretary.** The Secretary shall prepare the minutes for Board meetings and perform other secretarial duties.

Section 5. **Auditor/Controller and Treasurer.** The Auditor/Controller and Treasurer shall have custody of all accounts, funds, and money of the Authority.

Section 6. **Terms of Office.** As required by Section 5.7(a) of the Agreement, the terms of office of the Chair and Vice-Chair shall be one (1) year. If no successor is named by the conclusion of the term, the Chair or Vice-Chair shall continue in office until

a successor is named. The term of the Secretary shall be one (1) year, or until a successor is named. The Auditor/Controller and Treasurer shall serve for as long as he or she serves in the capacity of Treasurer of Sacramento County.

ARTICLE VI
COMMITTEES

Section 1. **Establishment of Committees.** The Board shall establish such standing committees as it deems appropriate in conducting the business of the Authority. When establishing a standing committee, the Board shall designate the method for appointing committee members, the scope of the duties and responsibility of the committee, and such other matters as the Board may deem appropriate. The Chair may assign Directors to ad hoc committees in accordance with the Brown Act.

Section 2. **Other Duties.** Committees shall perform such other duties as are specified from time to time by the Board.

ARTICLE VII
MISCELLANEOUS

Section 1. **Execution of Contracts.** The Chair shall sign all contracts on behalf of the Authority, except contracts that the Board authorizes an officer, agent or employee of the Authority to sign. The Secretary shall countersign all contracts executed by the Chair.

Section 2. **Authorization of Payments.** The Treasurer of Sacramento County shall serve as the Auditor/Controller and Treasurer of the Authority and perform the functions specified in Section 5.9 of the Agreement.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Authority shall be from July 1 to June 30.

ARTICLE IX
AMENDMENTS

These Bylaws may be amended at any time by a majority vote of the Board. Following adoption of an amendment, the Secretary shall prepare and distribute revised Bylaws to Directors.

ARTICLE X
SEVERABILITY; CONFLICT

Any adjudication that these Bylaws or any part thereof is invalid shall not affect the validity of the remainder of these Bylaws. To the extent any of any inconsistency between these Bylaws and the Agreement, the Agreement shall control.

Adopted February 15, 2024

Amended August 1, 2024

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the Secretary of the Capital Area Regional Tolling Authority and that the above Bylaws, consisting of six pages are Bylaws of the Authority as adopted at a meeting of the Board of Directors held on February 15, 2024.

DATED: 2/15/2024



Secretary
James Corless